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Return of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

2013

Department of the Treasury  
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning 11/01, 2013, and ending 10/31, 2014

ARIA FOUNDATION  
C/O TG TAX & ACCOUNTING SERVICES, LLC  
1710 WATERS EDGE DRIVE  
MINOOKA, IL 60447

**A** Employer identification number  
13-3603275

**B** Telephone number (see the instructions)  
(815) 467-5500

**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

**C** If exemption application is pending, check here. ☐

**D 1** Foreign organizations, check here. ☐

**2** Foreign organizations meeting the 85% test, check here and attach computation. ☐

**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here. ☐

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
\$ 35,148,748. (Part I, column (d) must be on cash basis.)

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	563,715.	563,715.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,515,993.			
	b Gross sales price for all assets on line 6a	16,054,842.			
	7 Capital gain net income (from Part IV, line 2)		1,515,993.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	-139,198.	-139,198.			
12 Total. Add lines 1 through 11	1,940,510.	1,940,510.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2	2,925.			2,925.
	b Accounting fees (attach sch) See St 3	18,450.	9,225.		9,225.
	c Other prof fees (attach sch) See St 4	144,198.	143,875.		323.
	17 Interest				
	18 Taxes (attach schedule) (see instrs) See Stm 5	32,072.	1,827.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 6	73,715.	73,715.		
	24 Total operating and administrative expenses. Add lines 13 through 23	271,360.	228,642.		12,473.
25 Contributions, gifts, grants paid Part XV	2,790,431.			2,790,431.	
26 Total expenses and disbursements. Add lines 24 and 25	3,061,791.	228,642.	0.	2,802,904.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,121,281.				
b Net investment income (if negative, enter -0-)		1,711,868.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	587,806.	497,371.	497,371.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,558,614.	1,271,010.	1,184,417.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	28,486,219.	27,742,977.	33,466,960.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	30,632,639.	29,511,358.	35,148,748.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FOUNDATIONS THAT FOLLOW SFAS 117, CHECK HERE AND COMPLETE LINES 24 THROUGH 26 AND LINES 30 AND 31.	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,781,377.	7,781,377.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	22,851,262.	21,729,981.	
	30 Total net assets or fund balances (see instructions)	30,632,639.	29,511,358.	
	31 Total liabilities and net assets/fund balances (see instructions)	30,632,639.	29,511,358.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	30,632,639.
2	Enter amount from Part I, line 27a	2	-1,121,281.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	29,511,358.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	29,511,358.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 7				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	1,515,993.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-            in Part I, line 8         </div>		3	0.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	1,442,641.	35,366,562.	0.040791
2011	2,210,816.	36,188,212.	0.061092
2010	3,042,148.	38,235,740.	0.079563
2009	2,607,508.	36,378,319.	0.071678
2008	1,943,711.	33,663,330.	0.057740

2 Total of line 1, column (d)	2	0.310864
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.062173
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	35,630,765.
5 Multiply line 4 by line 3	5	2,215,272.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,119.
7 Add lines 5 and 6	7	2,232,391.
8 Enter qualifying distributions from Part XII, line 4	8	2,802,904.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b. . . . .		1	17,119.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) .			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		2	0.
3 Add lines 1 and 2 . . . . .		3	17,119.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	17,119.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 . . . . .	6a	26,704.	
b Exempt foreign organizations – tax withheld at source. . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868). . . . .	6c		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	26,704.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached. . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. . . . .	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	9,585.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax . . . . . 9,585. Refunded . . . . .	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . . <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. . . . . \$ 0. (2) On foundation managers. . . . . \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . . . \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i> . . . . .	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i> . . . . .	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) . . . . . VT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i> . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> . . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address . . . . . <b>N/A</b>	13	X	
14	The books are in care of <b>TG TAX &amp; ACCOUNTING SVCS, LLC</b> Telephone no. <b>(815) 467-5500</b> Located at <b>1710 WATERS EDGE DRIVE MINOOKA IL</b> ZIP + 4 <b>60447</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - Check here <b>N/A</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1 c	X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b> . . . . .		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer 'No' and attach statement - see instructions.) . . . . .	2 b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b> . . . . .		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .	3 b	N/A
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4 b	X

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**Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

**Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8				

**2** Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

**Total** number of other employees paid over \$50,000

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities .....	<b>1 a</b>	35,340,023.
<b>b</b> Average of monthly cash balances .....	<b>1 b</b>	833,342.
<b>c</b> Fair market value of all other assets (see instructions) .....	<b>1 c</b>	
<b>d</b> <b>Total</b> (add lines 1a, b, and c) .....	<b>1 d</b>	36,173,365.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets .....	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d .....	<b>3</b>	36,173,365.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) .....	<b>4</b>	542,600.
<b>5</b> <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	<b>5</b>	35,630,765.
<b>6</b> <b>Minimum investment return.</b> Enter 5% of line 5. ....	<b>6</b>	1,781,538.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6 .....	<b>1</b>	1,781,538.
<b>2 a</b> Tax on investment income for 2013 from Part VI, line 5 .....	<b>2 a</b>	17,119.
<b>b</b> Income tax for 2013. (This does not include the tax from Part VI.) .....	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b. ....	<b>2 c</b>	17,119.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1 .....	<b>3</b>	1,764,419.
<b>4</b> Recoveries of amounts treated as qualifying distributions .....	<b>4</b>	
<b>5</b> Add lines 3 and 4 .....	<b>5</b>	1,764,419.
<b>6</b> Deduction from distributable amount (see instructions) .....	<b>6</b>	
<b>7</b> <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	<b>7</b>	1,764,419.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 .....	<b>1 a</b>	2,802,904.
<b>b</b> Program-related investments — total from Part IX-B .....	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required) .....	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule) .....	<b>3 b</b>	
<b>4</b> <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	<b>4</b>	2,802,904.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) .....	<b>5</b>	17,119.
<b>6</b> <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	<b>6</b>	2,785,785.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7.				1,764,419.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008..				
b From 2009 ..				
c From 2010. . . . .	63,058.			
d From 2011.. . . .	413,837.			
e From 2012 . . . . .				
f Total of lines 3a through e.	476,895.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,802,904.				
a Applied to 2012, but not more than line 2a.			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				1,764,419.
e Remaining amount distributed out of corpus	1,038,485.			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,515,380.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	1,515,380.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010	63,058.			
c Excess from 2011	413,837.			
d Excess from 2012				
e Excess from 2013.	1,038,485.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test — enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> 'Support' alternative test — enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

ADAM & RACHEL ALBRIGHT

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

SEE STATEMENT 9

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year SEE STATEMENT 10				2,790,431.
<b>Total</b>			<b>3a</b>	2,790,431.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	563,715.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,515,993.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	ALBRIGHT VENTURES - 11F			18	-93.	
b	SKOPOS FUND - 11F			18	-139,105.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,940,510.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,940,510.

(See worksheet in line 13 instructions to verify calculations )

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]



2013

## Federal Statements

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Client ALB06

ARIA FOUNDATION  
C/O TG TAX & ACCOUNTING SERVICES, LLC

13-3603275

1/14/15

01:00PM

Statement 1  
Form 990-PF, Part I, Line 11  
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
ALBRIGHT VENTURES - 11F . . . . .	\$ -93.	\$ -93.	
SKOPOS FUND - 11F . . . . .	-139,105.	-139,105.	
Total	<u>\$ -139,198.</u>	<u>\$ -139,198.</u>	<u>\$ 0.</u>

Statement 2  
Form 990-PF, Part I, Line 16a  
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES . . . . .	\$ 2,925.			\$ 2,925.
Total	<u>\$ 2,925.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,925.</u>

Statement 3  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES . . . . .	\$ 18,450.	\$ 9,225.		\$ 9,225.
Total	<u>\$ 18,450.</u>	<u>\$ 9,225.</u>	<u>\$ 0.</u>	<u>\$ 9,225.</u>

Statement 4  
Form 990-PF, Part I, Line 16c  
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BMO HARRIS BANK - AGENCY FEES . . . . .	\$ 1,719.	\$ 1,719.		
MANAGEMENT / ADVISORY FEES . . . . .	142,156.	142,156.		
REGISTERED AGENT FEE (VT) . . . . .	323.			\$ 323.
Total	<u>\$ 144,198.</u>	<u>\$ 143,875.</u>	<u>\$ 0.</u>	<u>\$ 323.</u>

**Client ALB06**

**ARIA FOUNDATION  
C/O TG TAX & ACCOUNTING SERVICES, LLC**

**13-3603275**

1/14/15

01:00PM

**Statement 5**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES PAID .....	\$ 30,245.			
FOREIGN TAXES PAID. . . . .	1,827.	\$ 1,827.		
Total	\$ 32,072.	\$ 1,827.	\$ 0.	\$ 0.

**Statement 6**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ALBRIGHT VENTURES, LLC - 13K,L . . .	\$ 41,058.	\$ 41,058.		
ALBRIGHT VENTURES, LLC - 13W . . . .	12.	12.		
MPM BIOVENTURES V, LP - 13K . . . .	32,446.	32,446.		
SKOPOS FUND, LLC . . . . .	199.	199.		
Total	\$ 73,715.	\$ 73,715.	\$ 0.	\$ 0.

**Statement 7**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Schwab GAA - SEE STATEMENT ATTACHED (ST)	Purchased	Various	Various
2	Schwab GAA - SEE STATEMENT ATTACHED (LT)	Purchased	Various	Various
3	Schwab WW - SEE STATEMENT ATTACHED (LT)	Purchased	Various	Various
4	445.0076 SHS LIONGATE MULTI-STRATEGY FUND CLASS A	Purchased	Various	9/30/2013
5	LOSS ON SALE OF PSHP INT - SKOPOS FUND	Purchased	Various	Various
6	ALBRIGHT VENTURES, LLC (FLOW-THRU - ST)	Purchased		
7	ALBRIGHT VENTURES, LLC (FLOW-THRU - LT)	Purchased	Various	Various
8	MPM BIOVENTURES V, LP (FLOW-THRU - LT)	Purchased	Various	Various
9	Capital Gain Dividends			

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	Gross	Deprec.	Cost	Gain	FMV	Adj. Bas.	Excess	Gain
Item	Sales	Allowed	Basis	(Loss)	12/31/69	12/31/69	(i) - (j)	(Loss)
1	1358105.		1303401.	54,704.				\$ 54,704.
2	3437621.		2362635.	1074986.				1074986.
3	15,916.		5,074.	10,842.				10,842.
4	779,131.		818,102.	-38,971.				-38,971.
5	0.		49,637.	-49,637.				-49,637.
6	59.		0.	59.				59.
7	254,565.		0.	254,565.				254,565.
8	26,125.		0.	26,125.				26,125.
9								183,320.
							Total	\$ 1515993.



2013

Federal Supplemental Information

Page 1

Client ALB06

ARIA FOUNDATION  
C/O TG TAX & ACCOUNTING SERVICES, LLC

13-3603275

1/14/15

01:00PM

Statement 9  
Form 990-PF, Part XV  
Information Regarding Managers Owning 10% Stock

ADAM, RACHEL & GARRETT ALBRIGHT AND MIKA RUEDA-ALBRIGHT COLLECTIVELY OWN GREATER THAN 10% OF ALBRIGHT VENTURES, LLC, A PARTNERSHIP CONSISTING OF POOLED INVESTORS. ARIA FOUNDATION IS ALSO INVESTED IN ALBRIGHT VENTURES, LLC, AND ALSO OWNS GREATER THAN 10% OF THAT ENTITY. ALBRIGHT VENTURES, LLC INVESTS PRIMARILY IN UNDERLYING VENTURE CAPITAL PARTNERSHIPS.

ARIA FOUNDATION

13-3603275

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>		<u>AMOUNT</u>
Alicia Patterson Foundation 1100 Vermont Ave , NW, 9th Floor Washington, DC 20005	NONE PRIVATE OPERATING FOUNDATION		GENERAL	\$	15,000 00
American Humanist Association 1777 T Street, NW Washington, DC 20009	NONE PUBLIC		GENERAL	\$	30,000 00
American Indian College Fund 8333 Greenwood Blvd Denver, CO 80221	NONE PUBLIC		GENERAL	\$	20,000 00
Astrea Lesbian Foundation for Justice 116 East 16th Street, 7th Fl New York, NY 10003	NONE PUBLIC		GENERAL	\$	42,000 00
Basic Rights Oregon PO Box 40625 Portland, OR 97240	NONE PUBLIC		GENERAL	\$	50,000 00
Bend Paddle Trail Alliance 707 NW Hill St Bend, OR 97701	NONE PUBLIC		GENERAL	\$	30,000 00
Bend Spay & Neuter Project 910 SE Wilson, Suite B1 Bend, OR 97702	NONE PUBLIC		GENERAL	\$	5,000 00
Central Oregon Landwatch 50 SW Bond St , Suite 4 Bend, OR 97702	NONE PUBLIC		GENERAL	\$	40,000 00
Deschutes River Conservancy 700 NW Hill Street Bend, OR 97701	NONE PUBLIC		GENERAL	\$	30,000 00
Deschutes Basin Land Trust 210 NW Irving Avenue, Suite 102 Bend, OR 97701	NONE PUBLIC		GENERAL	\$	40,000 00
Doctors Without Borders PO Box 5030 Hagerstown, MD 21741-5030	NONE PUBLIC		GENERAL	\$	45,000 00
Drug Policy Alliance 131 West 33rd Street, 15th Floor New York, NY 10001	NONE PUBLIC		GENERAL	\$	20,000 00

ARIA FOUNDATION

13-3603275

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Environmental Working Group 1436 U Street, NW, Suite 100 Washington, DC 20009	NONE PUBLIC	GENERAL	\$ 25,000 00
Ex-Prisoners & Prisoners Organizing for Community Advancement 4 King Street Worcester, MA 01610	NONE PUBLIC	GENERAL	\$ 60,000 00
Global Fund For Women 222 Sutter Street, Suite 500 San Francisco, CA 94108	NONE PUBLIC	GENERAL	\$ 50,000 00
Global Greengrants Fund 2840 Wilderness Place, Suite E Boulder, CO 80301	NONE PUBLIC	GENERAL	\$ 40,000 00
Gnst 710 Second Ave, Suite 860 Seattle, WA 98104	NONE PUBLIC	GENERAL	\$ 10,000 00
Human Rights Campaign 1640 Rhode Island Ave, NW Washington, DC 20036	NONE PUBLIC	GENERAL	\$ 10,000 00
Institute for Sustainable Communities 535 Stone Cutters Way Montpelier, VT 05602	NONE PUBLIC	GENERAL	\$ 20,000 00
League of Conservation Voters Education Fund 1920 L Street, NW, Suite 800 Washington, DC 20036	NONE PUBLIC	GENERAL	\$ 40,000 00
Meissner Nordic PO Box 2032 Bend, OR 97709	NONE PUBLIC	GENERAL	\$ 5,000 00
Mountain Star Family Relief Nursery 2125 NE Daggett Ln Bend, OR 97701	NONE PUBLIC	GENERAL	\$ 30,000 00
National Center for Lesbian Rights 870 Market Street, Suite 370 San Francisco, CA 94102	NONE PUBLIC	GENERAL	\$ 5,000 00
Native American Rights Fund 1506 Broadway Boulder, CO 80302	NONE PUBLIC	GENERAL	\$ 60,000 00

## ARIA FOUNDATION

13-3603275

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>		<u>AMOUNT</u>
	<u>NONE PUBLIC</u>	<u>GENERAL</u>	<u>NONE PUBLIC</u>	<u>GENERAL</u>	
Natural Resources Defense Council 40 West 20th Street New York, NY 10011					\$ 301,388 00
NeighborImpact 2303 SW 1st Street Redmond, OR 97756					\$ 15,000 00
Neighbor to Neighbor MA 15 Court Square, Suite 345 Boston, MA 02108					\$ 40,000 00
Northwest Network of Bisexual, Transgender, Lesbian and Gay Survivors of Abuse PO Box 18436 Seattle, WA 98118					\$ 82,000 00
Oglala Lakota College PO Box 537 Piya Wicomi Road Kyle, SD 57752-0490					\$ 30,000 00
Oil Change International 714 G St, SE #202 Washington, DC 20003					\$ 25,000 00
Oregon Wild 5825 North Greeley Portland, OR 97217-4145					\$ 40,000 00
PCI Media Impact 777 United Nations Plaza, 5th Floor New York, NY 10017					\$ 239,655 00
Post Carbon Institute 613 4th Street, Suite 208 Santa Rosa, CA 95404					\$ 15,000 00
Pnde Foundation 1122 East Pike St PMB 1001 Seattle, WA 98122-3534					\$ 10,000 00
Rainforest Alliance 233 Broadway, 28th Floor New York, NY 10279					\$ 761,388 00
Resource Generation 18 West 27th St, Floor 2 New York, NY 10001					\$ 30,000 00

## ARIA FOUNDATION

13-3603275

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
Rocky Mountain Institute 1739 Snowmass Creek Road Snowmass, CO 81654-9199	NONE PUBLIC	GENERAL	\$ 300,000 00
SF LGBT Center 1800 Market St San Francisco, CA 94102	NONE PUBLIC	GENERAL	\$ 40,000 00
St Charles Health System 2500 NE Neff Road Bend, OR 97701	NONE PUBLIC	GENERAL	\$ 25,000 00
Saving Grace 1425 NW Kingston Ave Bend, OR 97701	NONE PUBLIC	GENERAL	\$ 20,000 00
Southerners on New Ground 250 Georgia Avenue, Suite 201 Atlanta, GA 30312	NONE PUBLIC	GENERAL	\$ 22,000 00
Sustainable Northwest 813 SW Alder St Portland, OR 97205	NONE PUBLIC	GENERAL	\$ 5,000 00
Sylvia Rivera Law Project 147 W 24th Street, 5th Floor New York, NY 10011	NONE PUBLIC	GENERAL	\$ 27,000 00
Tibet Fund 241 E 32nd St New York, NY 10016	NONE PUBLIC	GENERAL	\$ 20,000 00
Tower Theatre Foundation 835 NW Wall St Bend, OR 97701	NONE PUBLIC	GENERAL	\$ 10,000 00
Walkin N Circles Ranch, Inc PO Box 626 Edgewood, NM 87015	NONE PUBLIC	GENERAL	\$ 10,000 00
<b>TOTAL CHARITABLE CONTRIBUTIONS</b>			<u>\$ 2,790,431 00</u>

ARIA FOUNDATION					13-3603275
FORM 990-PF PART IV - CAPITAL GAINS & LOSSES					
<u>ACCOUNT</u>				SHORT TERM	LONG TERM
					<u>TOTAL</u>
SCHWAB GAA (SEE STATEMENT ATTACHED)				54,704.57	1,074,985.26
SCHWAB WENTWORTH (SEE STATEMENT ATTACHED)				-	10,842.27
					1,129,689.83
					10,842.27
BMO HARRIS BANK - CASH RESERVE - CAPITAL GAIN DIVIDENDS				-	201.99
CHARLES SCHWAB BROKERAGE - CAPITAL GAIN DIVIDENDS				-	183,118.18
					183,118.18
LIONGATE MULTI-STRATEGY FUND CL A				-	(38,968.77)
					(38,968.77)
MPM BIOVENTURES V, LP (PER K-1)				-	26,125.00
ALBRIGHT VENTURES, LLC (PER K-1)				59.00	254,565.00
SKOPOS FUND, LLC (PER K-1)				-	(49,637.00)
					(49,637.00)
				\$ 54,764	\$ 1,461,232
				\$	\$ 1,515,996

**ARIA FOUNDATION**  
**FISCAL YEAR 11/1/2013 - 10/31/2014**  
**CHARLES SCHWAB BROKERAGE A/C #2023-9916**

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEEDS	BASIS	TOTAL GAIN / (LOSS)	ST	LT
1,710.26	ALLIANZ GI NFJ INTL VAL CL INST	3/23/2011	12/6/2013	\$39,319.66	\$36,480.59	\$2,839.07		\$2,839.07
387.60	ALLIANZ GI NFJ INTL VAL CL INST	12/20/2012	12/6/2013	\$8,911.12	\$8,325.66	\$585.46	\$585.46	
53.27	ALLIANZ GI NFJ INTL VAL CL INST	3/21/2013	12/6/2013	\$1,224.77	\$1,168.81	\$55.96	\$55.96	
364.39	ALLIANZ GI NFJ INTL VAL CL INST	9/19/2013	12/6/2013	\$8,377.45	\$8,348.12	\$29.33	\$29.33	
1,621.93	ALLIANZ GI NFJ INTL VAL CL INST	3/23/2011	6/9/2014	\$39,668.78	\$34,596.52	\$5,072.26		\$5,072.26
333.89	ALLIANZ GI NFJ INTL VAL CL INST	12/19/2013	6/9/2014	\$8,166.22	\$7,542.60	\$623.62	\$623.62	
7,054.00	ARATANA THERAPEUTICS INC	3/11/2014	3/12/2014	\$135,627.23	20244.98	\$115,382.25		\$115,382.25
439.32	DOUBLELINE TOTAL RETURN BD FD CL I	9/28/2012	6/9/2014	\$4,816.47	\$5,008.23	(\$191.76)		(\$191.76)
2,647.27	DOUBLELINE TOTAL RETURN BD FD CL I	12/24/2012	6/9/2014	\$29,023.34	\$30,126.92	(\$1,103.58)		(\$1,103.58)
608.86	DOUBLELINE TOTAL RETURN BD FD CL I	4/30/2013	6/9/2014	\$6,675.19	\$6,947.04	(\$271.85)		(\$271.85)
2,081.00	FRANKLIN INTL SMALL CAP GROWTH FD ADV	5/12/2014	6/9/2014	\$48,172.00	\$47,287.46	\$884.54	\$884.54	
5,430.34	GOLDMAN SACHS RISING DIV GWTH FD INST	6/19/2013	12/6/2013	\$104,076.98	\$94,327.38	\$9,749.60	\$9,749.60	
155.86	GOLDMAN SACHS RISING DIV GWTH FD INST	9/27/2013	12/6/2013	\$2,987.09	\$2,833.44	\$153.65	\$153.65	
162.21	GOLDMAN SACHS RISING DIV GWTH FD INST	12/5/2013	12/6/2013	\$3,108.93	\$3,077.16	\$31.77	\$31.77	
2,975.56	GOLDMAN SACHS RISING DIV GWTH FD INST	6/19/2013	6/9/2014	\$62,434.23	\$51,686.72	\$10,747.51	\$10,747.51	
167.03	GOLDMAN SACHS RISING DIV GWTH FD INST	3/28/2014	6/9/2014	\$3,504.77	\$3,332.33	\$172.44	\$172.44	
852.48	HARTFORD CAPITAL APPR FU ND CL I	12/13/2013	6/9/2014	\$41,563.18	\$38,429.69	\$3,133.49	\$3,133.49	
100.91	HARTFORD CAPITAL APPR FU ND CL I	12/30/2013	6/9/2014	\$4,920.09	\$4,673.26	\$246.83	\$246.83	
3,028.59	HARTFORD CAPITAL APPR FUND CL I	6/19/2013	12/6/2013	\$143,319.00	\$124,723.50	\$18,595.50	\$18,595.50	
35.46	HARTFORD CAPITAL APPR FUND CL I	6/19/2013	6/9/2014	\$1,728.73	\$1,460.19	\$268.54	\$268.54	
700.00	ISHARES TR MSCI EAFE ETF	12/9/2009	12/6/2013	\$45,547.88	\$38,688.30	\$6,859.58		\$6,859.58
700.00	ISHARES TR MSCI EAFE ETF	12/9/2009	12/6/2013	\$45,547.88	\$38,688.30	\$6,859.58		\$6,859.58
800.00	ISHARES TR MSCI EAFE ETF	12/9/2009	12/6/2013	\$52,054.72	\$44,215.20	\$7,839.52		\$7,839.52
0.62	KINDER MORGAN MGMT LLC	10/30/2008	8/11/2014	\$58.54	\$19.92	\$38.62		\$38.23
9,611.00	KINDER MORGAN MGMT LLC	10/30/2008	8/11/2014	\$905,717.44	\$308,832.67	\$596,884.77		\$596,884.77
0.21	KINDER MORGAN MGMT LLC	10/30/2008	8/18/2014	\$21.33	\$6.75	\$14.58		\$14.58
165.69	KINDER MORGAN MGMT LLC	10/30/2008	8/18/2014	\$16,558.51	\$5,324.16	\$11,234.35		\$11,234.35
1.31	KINDER MORGAN MGMT LLC	10/30/2008	8/18/2014	\$131.00	\$42.09	\$88.91		\$88.91
6,830.80	LATEEF I	12/16/2013	6/9/2014	\$103,121.00	\$98,854.86	\$4,266.14	\$4,266.14	
88.44	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	3/26/2013	10/2/2014	\$1,473.84	\$1,397.37	\$76.47		\$76.47
259.08	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	4/25/2013	10/2/2014	\$4,317.50	\$4,178.97	\$138.53		\$138.53
320.27	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	5/28/2013	10/2/2014	\$5,337.26	\$5,226.87	\$110.39		\$110.39
282.53	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	7/26/2013	10/2/2014	\$4,708.20	\$4,483.68	\$224.52		\$224.52
249.33	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	9/25/2013	10/2/2014	\$4,154.92	\$3,979.23	\$175.69		\$175.69
271.96	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	10/28/2013	10/2/2014	\$4,532.07	\$4,465.54	\$66.53	\$66.53	
325.42	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	11/26/2013	10/2/2014	\$5,423.07	\$5,301.14	\$121.93	\$121.93	
456.07	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	12/16/2013	10/2/2014	\$7,600.19	\$7,370.03	\$230.16	\$230.16	
8.09	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	12/16/2013	10/2/2014	\$134.87	\$130.78	\$4.09	\$4.09	
198.99	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	12/16/2013	10/2/2014	\$3,316.17	\$3,215.74	\$100.43	\$100.43	
207.11	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	1/28/2014	10/2/2014	\$3,451.42	\$3,367.61	\$83.81	\$83.81	
224.91	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	2/24/2014	10/2/2014	\$3,747.98	\$3,726.70	\$21.28	\$21.28	
228.16	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	3/25/2014	10/2/2014	\$3,802.28	\$3,792.09	\$10.19	\$10.19	
222.06	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	4/24/2014	10/2/2014	\$3,700.47	\$3,732.75	(\$32.28)	(\$32.28)	

**ARIA FOUNDATION**  
**FISCAL YEAR 11/1/2013 - 10/31/2014**  
**CHARLES SCHWAB BROKERAGE A/C #2023-9916**

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEEDS	BASIS	TOTAL GAIN/(LOSS)	ST	LT
276.43	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	5/23/2014	10/2/2014	\$4,606.63	\$4,677.22	(\$70.59)	(\$70.59)	
240.94	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	6/23/2014	10/2/2014	\$4,015.20	\$4,134.55	(\$119.35)	(\$119.35)	
203.44	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	7/25/2014	10/2/2014	\$3,390.29	\$3,507.34	(\$117.05)	(\$117.05)	
228.86	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	8/25/2014	10/2/2014	\$3,813.79	\$3,920.28	(\$106.49)	(\$106.49)	
207.02	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	9/24/2014	10/2/2014	\$3,449.85	\$3,502.71	(\$52.86)	(\$52.86)	
1,245.71	OAKMARK INTL FD CLASS I	12/6/2013	6/9/2014	\$33,958.00	\$32,724.75	\$1,233.25	\$1,233.25	
2,644.80	OPPENHEIMER DEVELOPING MKTS FD CL Y	6/30/2014	10/2/2014	\$99,976.00	\$105,332.90	(\$5,356.90)	(\$5,356.90)	
86.42	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	5/31/2011	12/6/2013	\$871.91	\$948.89	(\$76.98)	(\$76.98)	
83.73	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	6/30/2011	12/6/2013	\$844.77	\$921.87	(\$77.10)	(\$77.10)	
96.20	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	11/30/2011	12/6/2013	\$970.56	\$1,056.25	(\$85.69)	(\$85.69)	
87.00	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	12/30/2011	12/6/2013	\$877.80	\$947.47	(\$69.67)	(\$69.67)	
84.16	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	2/29/2012	12/6/2013	\$849.14	\$917.38	(\$68.24)	(\$68.24)	
97.03	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	3/30/2012	12/6/2013	\$978.91	\$1,054.66	(\$75.75)	(\$75.75)	
109.93	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	5/31/2012	12/6/2013	\$1,109.14	\$1,194.97	(\$85.83)	(\$85.83)	
1,743.21	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	6/8/2012	12/6/2013	\$17,587.64	\$18,915.82	(\$1,328.18)	(\$1,328.18)	
27,040.70	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	12/24/2012	12/6/2013	\$272,819.74	\$299,350.71	(\$26,530.97)	(\$26,530.97)	
1,232.26	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	12/27/2012	12/6/2013	\$12,432.51	\$13,443.91	(\$1,011.40)	(\$1,011.40)	
173.24	PIMCO FOREIGN BOND FD UN HEDGED INSTL CL	12/31/2012	12/6/2013	\$1,747.82	\$1,886.54	(\$138.72)	(\$138.72)	
142.34	PIMCO FOREIGN BOND FD UNHEDGED INSTL CL	6/29/2012	12/6/2013	\$1,436.06	\$1,550.04	(\$113.98)	(\$113.98)	
2,455.49	PIMCO TOTAL RETURN FUND INSTL CL	1/7/2010	6/9/2014	\$26,769.80	\$26,691.19	\$78.61	\$78.61	
169.88	PIMCO TOTAL RETURN FUND INSTL CL	10/31/2013	6/9/2014	\$1,851.98	\$1,851.64	\$0.34	\$0.34	
162.87	PIMCO TOTAL RETURN FUND INSTL CL	11/29/2013	6/9/2014	\$1,775.60	\$1,772.02	\$3.58	\$3.58	
217.08	PIMCO TOTAL RETURN FUND INSTL CL	5/30/2014	6/9/2014	\$2,366.62	\$2,377.04	(\$10.42)	(\$10.42)	
100.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$11,903.01	\$6,412.00	\$5,491.01	\$5,491.01	
100.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$11,903.01	\$6,412.00	\$5,491.01	\$5,491.01	
500.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$59,515.05	\$32,065.00	\$27,450.05	\$27,450.05	
300.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$35,709.03	\$19,236.00	\$16,473.03	\$16,473.03	
988.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$117,601.74	\$63,350.56	\$54,251.18	\$54,251.18	
200.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$23,806.02	\$12,824.00	\$10,982.02	\$10,982.02	
200.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$23,806.02	\$12,824.00	\$10,982.02	\$10,982.02	
2,000.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$238,060.21	\$128,240.00	\$109,820.21	\$109,820.21	
400.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$47,612.04	\$25,648.00	\$21,964.04	\$21,964.04	
100.00	SPDR GOLD TRUST SPDR GOL D SHARES	3/7/2007	12/6/2013	\$11,903.01	\$6,413.00	\$5,490.01	\$5,490.01	
1,095.00	SPDR GOLD TRUST SPDR GOL D SHARES	9/19/2007	12/6/2013	\$130,337.96	\$78,490.61	\$51,847.35	\$51,847.35	
1,317.00	SPDR GOLD TRUST SPDR GOLD SHARES	9/19/2007	12/6/2013	\$156,762.65	\$94,403.89	\$62,358.76	\$62,358.76	
1,600.00	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	6/19/2013	12/6/2013	\$108,332.84	\$98,817.93	\$9,514.91	\$9,514.91	
962.00	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	11/24/2009	6/18/2014	\$78,356.87	\$37,073.55	\$41,283.32	\$41,283.32	
892.00	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	6/19/2013	6/18/2014	\$72,655.22	\$55,091.00	\$17,564.22	\$17,564.22	
300.00	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	6/19/2013	6/18/2014	\$24,435.61	\$18,525.96	\$5,909.65	\$5,909.65	
1,794.95	STERLING CAPITAL EQUITY INCM INST	6/19/2013	6/9/2014	\$34,973.70	\$32,763.96	\$2,209.74	\$2,209.74	
174.95	STERLING CAPITAL EQUITY INCM INST	9/27/2013	6/9/2014	\$3,408.85	\$3,196.37	\$212.48	\$212.48	
118.93	STERLING CAPITAL EQUITY INCM INST	12/11/2013	6/9/2014	\$2,317.29	\$2,176.41	\$140.88	\$140.88	
1,697.70	STERLING CAPITAL EQUITY INCM INST	12/11/2013	6/9/2014	\$33,078.77	\$31,067.91	\$2,010.86	\$2,010.86	



**ARIA FOUNDATION**  
**FISCAL YEAR 11/1/2013 - 10/31/2014**  
**CHARLES SCHWAB BROKERAGE A/C #2023-9916**

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEEDS	BASIS	TOTAL GAIN/(LOSS)	ST	LT
252.62	STERLING CAPITAL EQUITY INCM INST	12/30/2013	6/9/2014	\$4,922.18	\$4,721.49	\$200.69	\$200.69	
296.76	STERLING CAPITAL EQUITY INCM INST	3/28/2014	6/9/2014	\$5,782.21	\$5,490.06	\$292.15	\$292.15	
21,260.56	TEMPLETON GLOBAL BOND FU ND ADV CL	4/5/2010	11/29/2013	\$276,791.77	\$286,805.00	(\$10,013.23)		(\$10,013.23)
991.58	TEMPLETON GLOBAL BOND FU ND ADV CL	9/15/2010	11/29/2013	\$12,909.34	\$13,386.26	(\$476.92)		(\$476.92)
1,009.03	TEMPLETON GLOBAL BOND FU ND ADV CL	1/18/2011	11/29/2013	\$13,136.56	\$13,631.97	(\$495.41)		(\$495.41)
1,015.22	TEMPLETON GLOBAL BOND FU ND ADV CL	2/15/2011	11/29/2013	\$13,217.21	\$13,705.51	(\$488.30)		(\$488.30)
996.88	TEMPLETON GLOBAL BOND FU ND ADV CL	8/18/2010	6/18/2014	\$13,226.45	\$13,308.32	(\$81.87)		(\$81.87)
3,535.91	TEMPLETON GLOBAL BOND FU ND ADV CL	12/15/2010	6/18/2014	\$46,913.98	\$47,310.44	(\$396.46)		(\$396.46)
1,034.96	TEMPLETON GLOBAL BOND FU ND ADV CL	3/15/2011	6/18/2014	\$13,731.69	\$13,837.39	(\$105.70)		(\$105.70)
920.87	TEMPLETON GLOBAL BOND FU ND ADV CL	9/17/2012	6/18/2014	\$12,218.00	\$12,275.21	(\$57.21)		(\$57.21)
922.61	TEMPLETON GLOBAL BOND FU ND ADV CL	10/15/2012	6/18/2014	\$12,241.09	\$12,372.21	(\$131.12)		(\$131.12)
924.78	TEMPLETON GLOBAL BOND FU ND ADV CL	11/15/2012	6/18/2014	\$12,269.92	\$12,382.86	(\$112.94)		(\$112.94)
873.52	TEMPLETON GLOBAL BOND FU ND ADV CL	1/15/2013	6/18/2014	\$11,589.78	\$11,722.66	(\$132.88)		(\$132.88)
569.73	TEMPLETON GLOBAL BOND FU ND ADV CL	2/15/2013	6/18/2014	\$7,559.11	\$7,657.18	(\$98.07)		(\$98.07)
879.83	TEMPLETON GLOBAL BOND FU ND ADV CL	3/15/2013	6/18/2014	\$11,673.45	\$11,824.89	(\$151.44)	(\$78.00)	(\$151.44)
642.70	TEMPLETON GLOBAL BOND FU ND ADV CL	6/16/2014	6/18/2014	\$8,527.26	\$8,535.06	(\$7.80)		(\$31.67)
995.73	TEMPLETON GLOBAL BOND FU ND ADV CL	5/17/2010	10/2/2014	\$13,141.77	\$13,173.44	(\$31.67)		(\$10.15)
5,604.93	TEMPLETON GLOBAL BOND FU ND ADV CL	12/17/2012	10/2/2014	\$73,974.87	\$73,985.02	(\$10.15)		(\$6.76)
3,735.79	TEMPLETON GLOBAL BOND FU ND ADV CL	12/17/2012	10/2/2014	\$49,305.68	\$49,312.44	(\$6.76)		(\$63.04)
619.20	TEMPLETON GLOBAL BOND FU ND ADV CL	7/15/2014	10/2/2014	\$8,172.25	\$8,235.29	(\$63.04)		(\$44.14)
614.59	TEMPLETON GLOBAL BOND FU ND ADV CL	8/15/2014	10/2/2014	\$8,111.51	\$8,155.65	(\$44.14)		(\$38.57)
624.13	TEMPLETON GLOBAL BOND FU ND ADV CL	9/15/2014	10/2/2014	\$8,237.43	\$8,276.00	(\$38.57)		(\$126.79)
301.18	TEMPLETON GLOBAL BOND FU ND ADV CL	2/15/2013	11/29/2013	\$3,921.12	\$4,047.91	(\$126.79)		\$0.00
1.90	TEMPLETON GLOBAL BOND FUND ADV CL	9/15/2011	6/18/2014	\$25.27	\$25.27	\$0.00		(\$76.34)
1,063.21	TEMPLETON GLOBAL BOND FUND ADV CL	9/15/2011	10/2/2014	\$14,032.49	\$14,108.83	(\$76.34)		(\$7,100.10)
1,730.10	VAN ECK GLOBAL HARD ASSETS FD CL I	12/23/2010	12/6/2013	\$83,782.00	\$90,882.10	(\$7,100.10)		\$41,483.73
902.00	VANGUARD TOTAL STOCK MKT	12/9/2009	6/9/2014	\$91,480.69	\$49,996.96	\$41,483.73		\$33,044.81
755.00	VANGUARD TOTAL STOCK MKT	12/9/2009	10/2/2014	\$74,893.70	\$41,848.89	\$33,044.81		(\$153,441.58)
8,905.49	VOYA RUSSIA FUND CL A	3/23/2011	10/28/2014	\$237,509.42	\$390,951.00	(\$153,441.58)		(\$269.45)
44.76	VOYA RUSSIA FUND CL A	12/17/2012	10/28/2014	\$1,193.72	\$1,463.17	(\$269.45)		(\$118.39)
17.64	VOYA RUSSIA FUND CL A	12/31/2012	10/28/2014	\$470.54	\$588.93	(\$118.39)		(\$943.61)
138.77	VOYA RUSSIA FUND CL A	12/17/2013	10/28/2014	\$3,700.86	\$4,644.47	(\$943.61)		
				\$4,795,725.75	\$3,666,035.53	\$1,129,690.22	\$54,704.57	\$1,074,985.26
	SHORT TERM			\$1,358,105.21	\$1,303,400.64	\$54,704.57		
	LONG TERM			\$3,437,620.54	\$2,362,634.89	\$1,074,985.65		

**ARIA FOUNDATION**  
**FISCAL YEAR 11/1/2013 - 10/31/2014**  
**CHARLES SCHWAB BROKERAGE A/C #6651-4740**

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEEDS	BASIS	TOTAL GAIN/(LOSS)	ST	LT
40	CANADIAN PAC RAILWAY F	6/27/2008	10/6/2014	\$8,656.42	\$2,705.94	\$5,950.48		\$5,950.48
35	CANADIAN PAC RAILWAY F	6/27/2008	9/30/2014	\$7,259.49	\$2,367.70	\$4,891.79		\$4,891.79
				\$15,915.91	\$5,073.64	\$10,842.27	\$0.00	\$10,842.27
	SHORT TERM			\$0.00	\$0.00	\$ -		
	LONG TERM			\$ 15,915.91	\$ 5,073.64	\$ 10,842.27		

ARIA FOUNDATION Y/E 10/31/14 13-3603275		
<b>FORM 990-PF PART II LINE 10b INVESTMENTS - CORPORATE STOCK</b>	<b>BASIS END OF YEAR</b>	<b>MKT VAL END OF YEAR</b>
CHARLES SCHWAB WENTWORTH ACCOUNT (SEE STATEMENT ATTACHED)	1,271,009 63	1,184,417 33
	1,271,009 63	1,184,417 33
<b>FORM 990-PF PART II LINE 13, INVESTMENTS - OTHER</b>	<b>BASIS END OF YEAR</b>	<b>MKT VAL END OF YEAR</b>
CHARLES SCHWAB GAA ACCOUNT (SEE STATEMENT ATTACHED)	22,636,621 40	26,843,521 28
LIONGATE MULTI-STRATEGY FUND CLASS A	81,899 98	74,401 00
ALBRIGHT VENTURES, LLC	1,593,978 00	1,722,364 00
EJF ARMADILLO FUND, LP	750,000 00	750,000.00
JABCAP EMEA FUND LTD	399,980 00	487,640 00
MPM BIOVENTURES V, LP	380,497 00	1,399,864.00
NB GREATER CHINA LONG/SHORT EQUITY FUND LTD	400,000 00	478,580 00
PRISMA SPECTRUM FUND LTD	1,500,000 00	1,710,590 00
	27,742,976 38	33,466,960 28

ARIA FOUNDATION

13-3603275

CHARLES SCHWAB #6651-4740 Y/E 10/31/2014

STOCKS

# SHARES	DESCRIPTION	10/31/2014 BOOK BASIS	10/31/2014 FMV
185	A X A SPONSORED ADR	5,648.66	4,190.25
425	AGRIUM INC	13,587.16	41,195.25
225	ALLEGION PUBLIC LTD CO	5,749.81	12,019.50
460	BASF SE ADR	31,840.32	39,822.20
1,040	BHP BILLITON LTD ADR	81,286.65	61,370.40
390	BRIT AMER TOBACCO ADR	27,646.29	43,754.10
382	BROOKFIELD ASSET MGMT	12,001.84	18,870.80
880	CANADIAN NATL RY CO	21,604.88	61,802.40
585	CANADIAN NATURAL RES	26,614.39	20,170.80
560	CANADIAN PAC RAILWAY	34,819.32	115,511.20
140	CORE LABORATORIES N V	4,020.50	19,455.80
560	DANONE SPON ADR	7,349.94	7,526.40
300	DIAGEO PLC NEW ADR	22,589.67	35,004.00
609	EATON CORP PLC	32,715.82	41,539.89
550	ENSCO PLC CLASS A	32,042.44	22,242.00
100	FINNING INTL INC	2,699.79	2,562.38
675	INGERSOLL RAND CL A	22,558.66	42,221.25
225	MANULIFE FINANCIAL CORP	8,018.35	4,272.75
1,075	NESTLE S A REG B ADR	44,883.75	78,066.50
1,515	NOBLE CORP PLC	74,859.14	31,466.55
255	NOVARTIS A G SPON ADR	14,736.69	23,345.25
505	PARAGON OFFSHORE PLC	10,513.66	2,469.45
285	PARTNERRE LTD	19,192.68	32,715.15
2,020	POTASH CORP SASK INC	124,162.46	68,094.20
1,085	RIO TINTO PLC SPON ADR	112,335.34	51,830.45
985	SCHLUMBERGER LTD	92,958.77	96,579.25
1,240	SUNCOR ENERGY INC NEW	66,372.34	43,809.20
615	TALISMAN ENERGY INC	12,578.86	3,880.65
325	TECK RESOURCES LTD CL B	11,500.32	5,138.25
1,250	TENARIS S A ADR	75,166.20	48,775.00
226	UBS AG NEW	8,225.67	3,900.76
850	UNILEVER N V NY SHS NEW	25,163.80	32,478.50
2,820	VALE SA ADR	81,758.33	27,861.60
1,930	WEATHERFORD INTL NEW	90,177.13	31,748.50
190	YARA INTL ASA ADR	13,630.00	8,726.70
<b><u>TOTAL</u></b>		<b><u>\$ 1,271,009.63</u></b>	<b><u>\$ 1,184,417.33</u></b>

ARIA FOUNDATION

13-3603275

CHARLES SCHWAB #2023-9916 Y/E 10/31/2014

MUTUAL FUNDS / OTHER INVESTMENTS

# SHARES	DESCRIPTION	10/31/2014 BOOK BASIS	10/31/2014 FMV
55,658 321	ALLIANZ NFJ INTL VALUE INST	1,184,106.02	1,250,642 47
226,840 779	DOUBLELINE TOTAL RETURN BD FD CL I	2,542,806.76	2,488,443.35
53,476 886	EATON VANCE ATLANTA CAP	1,043,114.96	1,362,591 06
2,442 000	ETFS PHYS PLATINUM ETF	387,146.73	293,357 46
57,370 069	FRANKLIN INTL SMALL CAP GROWTH FD	989,616.23	1,164,612 40
47,862 797	GOLDMAN SACHS RISING DIV GROWTH FD	832,430.07	1,038,144 07
95,938 219	GOLDMAN SACHS STRATEGIC INCM FD	1,004,812.89	1,005,432 54
20,427 839	HARTFORD CAPITAL APPR FUND CL I	726,095.85	1,013,220 81
4,955 000	ISHARES TR MSCI EAFE	273,816.61	316,872 25
110,477 882	LATEEF I	1,076,563.51	1,646,120 44
75,354 841	LOOMIS SAYLES STRATEGIC	1,042,685.42	1,268,221.97
6,128 000	MARKET VECTORS ETF TRUST	261,933.08	328,828 48
36,574.921	OAKMARK INTL FD CL I	958,103.09	904,132 05
39,257 876	OPPENHEIMER DEVELOPING MARKETS	1,208,002.89	1,535,768 11
64,673.630	PIMCO FOREIGN BOND	689,230.47	652,556 93
92,161 910	PIMCO TOTAL RETURN	1,000,581.67	1,008,251.30
21,607 000	SPDR GOLD TRUST	1,181,781.99	2,434,244 62
12,137 000	SPDR S&P OIL & GAS EXPL PRODUCTION	466,651.19	738,779 19
51,656 075	STERLING CAPITAL EQUITY INCM INST	841,510.36	992,313 20
238,751 232	TEMPLETON GLOBAL BOND	3,049,735.58	3,165,841 34
13,128 693	VAN ECK GLOBAL HARD ASSETS FD CL I	686,882.37	606,020 47
36,023 597	VAN ECK INTL INVESTORS GOLD FD I	502,362.09	340,422 99
12,389 000	VANGUARD TOTAL STOCK MKT	686,651.57	1,288,703.78
<u>TOTAL</u>		<u>\$ 22,636,621.40</u>	<u>\$ 26,843,521.28</u>

Proposed Amendment to the Bylaws of ARIA Foundation

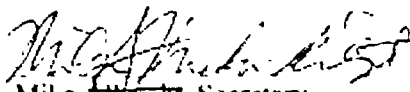
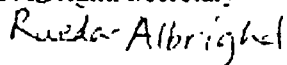
Current 3<sup>rd</sup> paragraph of Bylaws Section 5.1:

"Founding Directors Adam Albright and Rachel Albright, as the sole funders of the Corporation, were initially responsible for researching all grants and nominating them to the Corporation Board. As of the adoption of these restated Bylaws all Directors will be responsible for researching and nominating grants as follows: Any child of the Founding Directors who is not a Director may nominate up to \$25,000 in grants each year. In the year he or she is elected to the Board, any new Director, including a Director who is not a descendant of the Founder, will be responsible for researching and nominating 5 % of the total grants and in each following year that percentage will increase by 1 % of total grants while each of the Founding Director's portion (or if the Founding Directors are no longer members of the Board, then the other then acting Directors) will decrease by 0.5 %, with the long term goal that each Director will be responsible for researching and nominating an equal % of overall grants. See appended Exhibit 1 which provides examples of this transfer. If a Director takes an approved Leave of Absence, when he or she returns that Director shall maintain the allocation of the percentage of grant proposals for which he or she had responsibility prior to the leave. If a Director is removed and then re-elected, he or she shall receive the allocation approved by a vote of the majority of the other Directors serving at the time of the re-election."

Proposed Amendment: substitute the following as the new 3<sup>rd</sup> paragraph of Section 5.1:

"Founding Directors Adam Albright and Rachel Albright, as the sole funders of the Corporation, were initially responsible for researching all grants and nominating them to the Corporation Board. A plan for the future grant-making designations by the children of the Founding Directors who become members of the Board of Directors shall be established by Resolution and amended from time to time as appropriate by a unanimous vote of the members of the Board of Directors."

Approved by a majority vote of the Board of Directors this 3<sup>rd</sup> day of Sept., 2014.

  
Mika Albright, Secretary  


**ARIA FOUNDATION, INC.**  
**BOARD OF DIRECTORS RESOLUTION REGARDING**  
**MAKING OF GRANTS AND CONTRIBUTIONS**

I, Mika Albright, Secretary of ARIA FOUNDATION, INC. ("ARIA"), a corporation duly organized and existing under and by virtue of the laws of the State of Vermont, DO HEREBY CERTIFY:

That the following Resolution was unanimously adopted as of the 3<sup>rd</sup> day of Sept, 2014 by a vote of the Board of Directors in accordance with the Bylaws of ARIA, to wit:

WHEREAS, the Directors desire that the children of Adam Albright and Rachel Albright (Adam Albright and Rachel Albright hereinafter being referred to as the "Founding Directors") shall become Directors of ARIA upon demonstrating a desire to participate in the administration of ARIA; and

WHEREAS, the Directors desire that, as the children of the Founding Directors shall begin to participate in the administration of ARIA, they shall also participate in the authorization of grants and contributions from ARIA to its charitable recipients; and

WHEREAS, the Bylaws of the corporation at Section 5.1 state that the Board of Directors will establish a plan for future grant-making designations by the children of the Founding Directors by Resolution; and

WHEREAS, as evidenced by their signatures below, the Directors have unanimously consented to this Resolution.

NOW, THEREFORE, IT IS HEREBY RESOLVED:

THAT from the date of this Resolution, when a child of the Founding Directors becomes a Director of ARIA, each such child shall have the ability annually to suggest and recommend to

the Board of Directors the names of qualified charitable organizations that will receive grants, contributions and other financial assistance (collectively referred to below as "grants") that year pursuant to the Board of Directors' authority under Section 5.1 of the Bylaws; and

THAT, provided the child has demonstrated willingness and ability to discharge the duties of a Board member as set out under the Bylaws including, specifically, Section 3.2, and there has been continued involvement of such child in the administrative work of the Board of Directors, the ability of such a child to suggest the names of qualified charitable organizations that will receive grants shall increase annually with the continued involvement of such child in the administrative work of the Board of Directors; and

THAT the ability of the Founding Directors to suggest the names of qualified charitable organizations that will receive grants shall decrease annually to reflect the increases in the ability of the children of the Founding Directors to suggest the names of qualified charitable organizations that will receive grants; and

THAT the Board of Directors shall establish a written plan for future grant-making designations (the "Plan") which will be subject to review and amendment by a unanimous vote of the Board of Directors to reflect changes in the make-up of the Board of Directors; and

THAT the initial Plan, illustrated by the attached chart, shall be as follows:

A. In 2014, Mika Albright shall have the ability to designate charities which will receive 9% of the total amount to be given as grants in 2014. This percentage reflects a 5% ability Mika was allotted in the year she joined the Board of Directors plus an additional 1% for each year she has served on the Board. Garrett Albright shall designate charities to receive 5% of the amount to be given as grants, representing his initial allotment for joining the Board in 2014. The balance of 86% shall be designated by the Founding Directors jointly. Going forward, the percent to be designated by Mika and Garrett shall increase by 1% each for every year for the next 8 years and the percent to be designated by the Founding Directors shall



decrease by 2% each of those years. In the following 2 years, the allocation to Mika will continue at an additional 1% per year but the allocation to Garrett shall increase at 2% for each year and the allocation to the Founding Directors shall decrease by 3% per year in an effort to bring Mika and Garrett to parity. Beginning in 2025, the designations of Mika and Garrett shall increase by 2% each every year and the designations by the Founding Directors shall decrease by 4% each of those years. Beginning in 2035, the designations of Mika and Garrett shall increase by 3% each every year and the designations by the Founding Directors shall decrease by 6% each of those years, continuing until the percentage of designations by the Founding Directors is zero; and

B. In the event both of the Founding Directors shall resign or cease to serve as members of the Board of Directors before their allocation reaches zero, the share of designations to be made by the Founding Directors then-remaining shall be allocated between Mika and Garrett to bring them to parity with each other; and

C. Notwithstanding the foregoing, any child of the Founding Directors who is not serving as a member of the Board of Directors in a given year may, nevertheless, recommend a charity or charities to receive up to \$25,000.00 of the total amount to be given in grants that year; provided, however, that in the event both of the Founding Directors shall resign or cease to serve as members of the Board of Directors, any child of the Founding Directors who is not serving as a member of the Board of Directors in a given year may, nevertheless, recommend a charity or charities to receive up to \$50,000.00 of the total amount to be given in grants that year. To the extent a recommendation by a child not serving on the Board of Directors is accepted by the Board, the amount of the grant(s) suggested by the child shall be deducted from the gross amount of the grants to be made that year and the percentages shown in paragraphs A and B above shall be calculated on the resulting net amount of the grants to be made that year; and

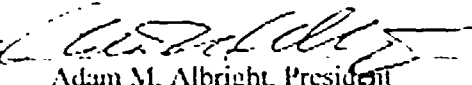
THAT any suggestion, recommendation, or authority described in the foregoing provisions of this Resolution shall be subject to the prohibition set forth under Section 5.5 of the Bylaws; and

THAT the guideline, subject to annual review and consideration, for the amount of grants, contributions and financial assistance to be offered by the Corporation each year shall be Six and One-half Percent of the average of the net fair market value of the principal assets of the Corporation in the eight quarters immediately preceding the quarter of the fiscal year in which such grants, contributions or financial assistance are required to be made, valued on the close of the last business day of each such quarter, so long as such amount meets the requirements of federal tax law for a qualified charitable organization; and

THAT this Resolution Regarding Making of Grants and Contributions is hereby accepted and consented to by unanimous vote of the Directors and such Resolution shall be made part of the ARIA records.

ARIA FOUNDATION, INC.

By:

  
Adam M. Albright, President

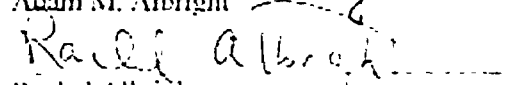
ATTEST:

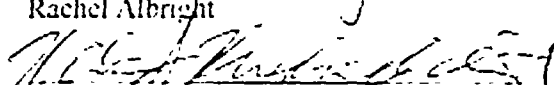
  
Mika Albright, Secretary

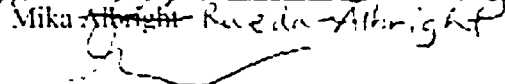
Rueda-Albright

DIRECTORS:

  
Adam M. Albright

  
Rachel Albright

  
Mika Albright

  
Garrett Albright

Client ALB06

ARIA FOUNDATION

13-3603275

## Statement 8

## Form 990-PF, Part VIII, Line 1

## List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account / Other
ADAM ALBRIGHT C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	PRESIDENT PART-TIME	\$ -	\$ -	\$ -
RACHEL ALBRIGHT C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	VICE PRESIDENT PART-TIME	\$ -	\$ -	\$ -
MIKA RUEDA-ALBRIGHT C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	SECRETARY PART-TIME	\$ -	\$ -	\$ -
GARRETT ALBRIGHT C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	TREASURER PART-TIME	\$ -	\$ -	\$ -
RUTH S. FLYNN 188 KING STREET SUITE B CHARLESTON, SC 29401	ASSISTANT SECRETARY PART-TIME	\$ -	\$ -	\$ -
TROY J. GASS C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	ASSISTANT TREASURER PART-TIME	\$ -	\$ -	\$ -
GRAND TOTAL:		<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>