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OMB No 1545-0052

Form **990-PF****Return of Private Foundation**

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

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.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

12/01, 2013, and ending

11/30, 2014

Name of foundation

THE TALBOTT FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

FOUNDATION SOURCE, 501 SILVERSIDE RD.

City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19809

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 7,746,103.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

77-0389983

B Telephone number (see instructions)

(800) 839-1754

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 ☐

E If private foundation status was terminated

under section 507(b)(1)(A), check here ☐

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	10,000.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	134.	134.		
4 Dividends and interest from securities	119,133.	119,133.		
5a Gross rents	1,723.	1,723.		
b Net rental income or (loss)	1,723.			
6a Net gain or (loss) from sale of assets not on line 10	61,448.			
b Gross sales price for all assets on line 6a	1,821,506.			
7 Capital gain net income (from Part IV, line 2)		61,448.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1	114,557.	114,557.		
12 Total. Add lines 1 through 11	306,995.	296,995.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH. 2	15,989.			15,989.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	51,537.	50,687.		850.
17 Interest	13,543.			
18 Taxes (attach schedule) (see instructions) ATCH. 4	6,147.			38.
19 Depreciation (attach schedule) and depletion				
20 Occupancy	2,815.			2,815.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 5	59,245.	25.		59,220.
24 Total operating and administrative expenses				
Add lines 13 through 23	149,276.	50,712.		78,912.
25 Contributions, gifts, grants paid	242,515.			242,515.
26 Total expenses and disbursements. Add lines 24 and 25	391,791.	50,712.	0	321,427.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-84,796.			
b Net investment income (if negative, enter -0-)		246,283.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		126,064.	265,892.	265,892.
	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 schedule) ▶ *		*	943,865.	ATCH 6
		Less allowance for doubtful accounts ▶		1,201,581.	943,865.	943,865.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 7		4,242,689.	3,976,815.	4,764,579.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 8			100,000.	90,600.
14		Land, buildings, and equipment basis ▶		1,514,911.		ATCH 9
		Less accumulated depreciation (attach schedule) ▶			1,514,911.	1,514,110.
15		Other assets (describe ▶ ATCH 10)			167,057.	167,057.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		5,570,334.	6,968,540.	7,746,103.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 11)			1,483,002.	
23	Total liabilities (add lines 17 through 22)		0	1,483,002.		
Net Assets or Fund Balances	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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .		5,570,334.	5,485,538.	
30	Total net assets or fund balances (see instructions)		5,570,334.	5,485,538.		
31	Total liabilities and net assets/fund balances (see instructions)		5,570,334.	6,968,540.		

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	5,570,334.
2	Enter amount from Part I, line 27a	2	-84,796.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,485,538.
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	5,485,538.

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 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
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 (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	61,448.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			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 (col (b) divided by col (c))
2012	260,164.	6,086,569.	0.042744
2011	256,602.	5,797,397.	0.044262
2010	358,282.	5,908,211.	0.060641
2009	284,691.	5,867,054.	0.048524
2008	221,200.	5,336,015.	0.041454
2 Total of line 1, column (d)			2 0.237625
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 0.047525
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 6,037,767.
5 Multiply line 4 by line 3			5 286,945.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,463.
7 Add lines 5 and 6			7 289,408.
8 Enter qualifying distributions from Part XII, line 4 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			8 2,003,395.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,463.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,463.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,463.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,496.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	541.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		5,037.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		2,574.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 2,574. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL 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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes	X	
4a 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 Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA, _____		
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? If "No," attach explanation.	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)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. ATCH 12	X	

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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ ROBERT TALBOTT Telephone no ☐ 800-839-1754			
Located at ☐ P.O. BOX 223137 CARMEL, CA ZIP+4 ☐ 93922-3137				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No X

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
1a	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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. 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). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	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?	1c	X
2	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))		
a	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? ☐ Yes ☒ No If "Yes," list the years ☐		
b	Are there any years listed in 2a for which the foundation is not 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 all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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?	4b	X

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)? ☐ **5b**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? ☐ 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? ☐ **6b** 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? ☐ **7b****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
ATCH 13		0	0	0

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 ☐

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		0

Total number of others receiving over \$50,000 for professional services ▶

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	MOTORCYCLE MUSEUM - THE FOUNDATION IS CREATING A MOTORCYCLE MUSEUM FOR PUBLIC ENJOYMENT	1,709,054.
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	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3 ▶		

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,613,004.
b	Average of monthly cash balances	1b	572,844.
c	Fair market value of all other assets (see instructions)	1c	943,865.
d	Total (add lines 1a, b, and c)	1d	6,129,713.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,129,713.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,946.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,037,767.
6	Minimum investment return. Enter 5% of line 5	6	301,888.

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.)

1	Minimum investment return from Part X, line 6	1	301,888.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,463.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,463.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	299,425.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	299,425.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	299,425.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	321,427.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,681,968.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,003,395.
5	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).	5	2,463.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,000,932.

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.

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Page **9****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				299,425.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			261,986.	
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,003,395.				
a Applied to 2012, but not more than line 2a			261,986.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				299,425.
e Remaining amount distributed out of corpus	1,441,984.			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,441,984.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,441,984.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	1,441,984.			

Form 990-PF (2013)

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

NOT APPLICABLE

- 1a** 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(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- b 85% of line 2a**

- C** Qualifying distributions from Part XII, line 4 for each year listed .

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test - enter

- (1) Value of all assets
(2) Value of assets qualifying
under section
4942(j)(3)(B)(i)

- b** "Endowment" alternative test-
enter 2/3 of minimum invest-
ment return shown in Part X,
line 6 for each year listed . . .

- C "Support" alternative test - enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization. . . .

- (4) 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))

ROBERT S TALBOTT

- 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

N/A

- 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 address of the person to whom applications should be addressed

ATCH 14

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

SEE LINE 2A

- c Any submission deadlines**

SEE LINE 2A

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

SEE LINE 2A

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
a <i>Paid during the year</i> ATCH 15				
Total			▶ 3a	242,515.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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			14	134.	
4 Dividends and interest from securities			14	119,133.	
5 Net rental income or (loss) from real estate					
a Debt-financed property			16	1,723.	
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	61,448.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 16 _____				114,557.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				296,995.	
13 Total. Add line 12, columns (b), (d), and (e)					296,995.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|-----------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions. | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  10-13-15  president

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	10/13/2015		P01345770
Firm's name ▶	FOUNDATION SOURCE		Firm's EIN ▶	510398347
Firm's address ▶	ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042		Phone no	8008391754

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

THE TALBOTT FAMILY FOUNDATION

Employer identification number

77-0389983

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE TALBOTT FAMILY FOUNDATION

Employer identification number
77-0389983**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TALBOTT, ROBERT S. 2901 MONTEREY SALINAS HIGHWAY MONTEREY, CA 93940	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE TALBOTT FAMILY FOUNDATION

Employer identification number

77-0389983

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE TALBOTT FAMILY FOUNDATION

Employer identification number

77-0389983

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME ON NOTE RECEIVABLE	114,557.	114,557.
TOTALS	<u>114,557.</u>	<u>114,557.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	2,814.			2,814.
GENERAL CONSULTATIONS-DCA	13,175.			13,175.
TOTALS	<u>15,989.</u>			<u>15,989.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	50,687.	50,687.	
MOTORCYCLE DETAILING SVCS -DCA	850.		850.
TOTALS	<u>51,537.</u>	<u>50,687.</u>	<u>850.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
990-PF ESTIMATED TAX FOR 2014	3,900.	
IRS MISCELLANEOUS FEE	2,209.	
PROPERTY TAXES	38.	38.
TOTALS	<u>6,147.</u>	<u>38.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	46,923.		46,923.
BANK CHARGES	25.	25.	
OFFICE SUPPLIES	2,051.		2,051.
OFFICE SUPPLIES - DCA	291.		291.
MOTORCYCLE SHIPPING COSTS -DCA	4,140.		4,140.
REPAIRS AND MAINTENANCE	5,815.		5,815.
TOTALS	59,245.	25.	59,220.

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	ROBERT S. TALBOTT
ORIGINAL AMOUNT:	2,013,000.
INTEREST RATE:	5.03
DATE OF NOTE:	09/06/2004
MATURITY DATE:	09/06/2020
REPAYMENT TERMS:	ANNUAL INSTALLMENT
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	SALE BY ESTATE IN EXCHANGE FOR A PROMISSORY NOTE, SUBSEQUENTLY ASSIGNED TO FOUNDATION PURSUANT TO THE ESTATE ADMINISTRATION EXCEPTION UNDER TREASURY REGULATIONS SECTION 53.4941(d)-1(b)(3) AND 2(c)(3)
RELATIONSHIP:	DP

BEGINNING BALANCE DUE	1,201,581.
-----------------------------	------------

ENDING BALANCE DUE	<u>943,865.</u>
--------------------------	-----------------

ENDING FAIR MARKET VALUE	<u>943,865.</u>
--------------------------------	-----------------

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>1,201,581.</u>
--	-------------------

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>943,865.</u>
--	-----------------

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>943,865.</u>
--	-----------------

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ANGEL OAK MULTI-STRATEGY INCOM	109,127.	106,909.
DOUBLELINE TOTAL RETURN BOND	190,531.	188,297.
EATON VANCE ATLANTA CAPITAL SM	219,781.	329,583.
FIRST EAGLE SOGEN GLOBAL FUND	231,017.	248,538.
GUGGENHEIM S&P EQUAL WEIGHT ET	196,842.	256,512.
LOOMIS SAYLES BOND FUND	122,160.	156,368.
LORD ABBETT INVESTMENT TRUST S	150,856.	150,523.
NUVEEN SYMPHONY CREDIT OPPORTU	351,412.	360,277.
OAKMARK GLOBAL I FUND	173,042.	286,023.
OSTERWEIS STRATEGIC INCOME FUN	315,018.	318,412.
PUTNAM CAPITAL SPECTRUM FUND Y	340,050.	454,081.
PUTNAM DIVERSIFIED INCOME TRUS	100,384.	100,778.
QWEST CORP - 6.875% - 10/01/20	75,000.	77,340.
RIVERSIDE FRONTIER MARKETS FUN	100,000.	96,432.
SPDR S&P 500 ETF TRUST	94,668.	145,040.
TECHNOLOGY SPDR	196,607.	212,450.
THIRD AVENUE FOCUSED CREDIT FU	150,000.	147,474.
VANGUARD GROWTH ETF	148,611.	158,700.
VANGUARD HIGH DIV YIELD	168,965.	247,488.
VANGUARD MID-CAP ETF	90,368.	124,740.
VANGUARD SM-CAP ETF	95,630.	116,850.
WELLS FARGO PREFERRED - 6.00%	50,000.	50,440.
YACHTMAN FUND, INC.	306,746.	431,324.
TOTALS	<u>3,976,815.</u>	<u>4,764,579.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLAS RESOURCE PARTNERS LP 8.6	100,000.	90,600.
TOTALS	<u>100,000.</u>	<u>90,600.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 9

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	DISPOSALS	BALANCE
BUILDING - 4 EAST	SL		1,050,801		1,050,801		
LAND - 4 EAST CARM			450,343		450,343		
BLDG IMPROVEMENTS	SL		3,049		3,049		
BLDG ALARM SYSTEM	SL		10,718.		10,718.		
TOTALS					<u>1,514,911.</u>		

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CUSTOM DOOR	10,000.	10,000.
MOTORCYCLE - 1931 HARLEY DAVI	112,338.	112,338.
MOTORCYCLE - 1956 MV AGUSTA 17	15,000.	15,000.
MOTORCYCLE - 1970 YAMAHA 1750C	2,636.	2,636.
MOTORCYCLE - 1971 BSA GOLDSTAR	5,798.	5,798.
MOTORCYCLE - 2006 MV AGUSTA F4	21,285.	21,285.
TOTALS	<u>167,057.</u>	<u>167,057.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
SECURITY DEPOSITS PAYABLE	3,500.
LINE OF CREDIT	1,479,502.
TOTALS	<u>1,483,002.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,821,506.		PUBLICLY-TRADED SECURITIES 1,760,058.					61,448.	
TOTAL GAIN(LOSS)							<u>61,448.</u>	

A0758942

Part VII-A, Line 3 (990-PF) - Changes Not Yet Reported

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

FILED
Secretary of State
State of California

JUL 25 2014

ICC

THE ROBERT AND AUDREY TALBOTT FOUNDATION

Robert S. Talbott and Vivienne A. Talbott certify that:

1. They are the President and Secretary of The Robert and Audrey Talbott Foundation, respectively.

2. Article I.A. of the Articles of Incorporation (the "Articles") of this corporation is hereby amended in its entirety to read as follows:

"I.

A. The name of this corporation is: The Talbott Family Foundation."

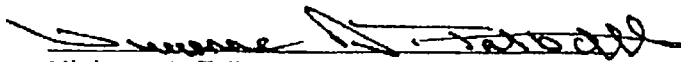
3. The foregoing amendment of the Articles has been duly approved by the Board of Directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: July 7, 2014


Robert S. Talbott, President


Vivienne A. Talbott, Secretary



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JUL 31 2014

Date: _____

bhs

Debra Bowen

DEBRA BOWEN, Secretary of State

THE TALBOTT FAMILY FOUNDATION

77-0389983

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 12

NAME AND ADDRESS

TALBOTT, ROBERT S.
2901 MONTEREY SALINAS HIGHWAY
MONTEREY, CA 93940

THE TALBOTT FAMILY FOUNDATION

77-0389983

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

MARC DAVIDIAN DIR 1.00
FOUNDATION SOURCE, 501 SILVERSIDE R
123

WILMINGTON, DE 19809

SARAH CASE HAWTHORNE SEC / TREAS
FOUNDATION SOURCE, 501 SILVERSIDE R 1.00
123

WILMINGTON, DE 19809

LIZA HORVATH DIR 1.00
FOUNDATION SOURCE, 501 SILVERSIDE R
123

WILMINGTON, DE 19809

LOGAN TALBOTT DIR 1.00
FOUNDATION SOURCE, 501 SILVERSIDE R
123

WILMINGTON, DE 19809

ROBERT S TALBOTT PRES / CHAIR
FOUNDATION SOURCE, 501 SILVERSIDE R 1.00
123

WILMINGTON, DE 19809

THE TALBOTT FAMILY FOUNDATION

77-0389983

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

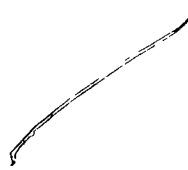
NAME AND ADDRESS

VIVienne TALBOTT	DIR	1.00
FOUNDATION SOURCE, 501 SILVERSIDE R		
123		
WILMINGTON, DE 19809		

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

FSREQUESTS.COM/TALBOTT



THE TALBOTT FAMILY FOUNDATION

77-0389983

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALL SAINTS EPISCOPAL DAY SCHOOL 8060 CARMEL VALLEY RD CARMEL, CA 93923	N/A PC	FINANCIAL AID PROGRAM	25,000
BOYS & GIRLS CLUBS OF MONTEREY COUNTY PO BOX 97 SEASIDE, CA 93955	N/A PC	POWER PERIOD PROGRAM	15,000
CHARTWELL SCHOOL 2511 NUMA WATSON RD SEASIDE, CA 93955	N/A PC	CHARTWELL SCHOOL FINANCIAL AID PROGRAM	20,000
COMMUNITY HUMAN SERVICES 2560 GARDEN RD STE 201B MONTEREY, CA 93940	N/A PC	SAFE PASSAGE PROGRAM	10,000
COMMUNITY PARTNERSHIP FOR YOUTH PO BOX 42 MONTEREY, CA 93942	N/A PC	AFTERSCHOOL MENTOR/TUTOR PROGRAM	20,000.
COURT APPOINTED SPECIAL ADVOCATES OF MONTEREY CNTY 945 S MAIN ST STE 107 SALINAS, CA 93901	N/A PC	GENERAL OPERATING FUND	10,000

THE TALBOTT FAMILY FOUNDATION

77-0389983

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR THE MONTEREY COUNTY FREE LIBRARIES 450 LINCOLN AVE STE 203 SALINAS, CA 93901	N/A PC		FREE AFTER-SCHOOL HOMEWORK CENTERS HELP STUDENTS SEEKING SUCCESS IN SCHOOL PROGRAM	10,000
HARMONY AT HOME 3785 VIA NONA MARIE STE 300 CARMEL, CA 93923	N/A PC		OLWEUS BULLYING PREVENTION PROGRAM	5,000.
KIDPOWER TEENPOWER FULLPOWER INTERNATIONAL PO BOX 1212 SANTA CRUZ, CA 95061	N/A PC		STARTING STRONG PROGRAM - TO IMPROVE THE QUALITY OF LEARNING AND TEACHING FOR CHILDREN AND YOUTH, THEIR EDUCATORS AND FAMILIES	10,000
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DR STE 2800 LOS ANGELES, CA 90045	N/A PC		KALIN HART TALBOTT ART SCHOLARSHIP FUND	25,000
LYCEUM OF MONTEREY COUNTY 1073 6TH ST MONTEREY, CA 93940	N/A PC		ACADEMIC EVENTS AND ENRICHMENT PROGRAM	5,000
MEARTH PO BOX 223702 CARMEL, CA 93922	N/A PC		YOUTH EDUCATION PROGRAM	5,000

THE TALBOTT FAMILY FOUNDATION

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MONTEREY COUNTY RAPE CRISIS CENTER 173 SARGENT CT MONTEREY, CA 93940	N/A PC		PERSONAL SAFETY AND CHILD ABUSE PREVENTION PROGRAM	7,500.
MONTEREY COUNTY YOUTH MUSEUM 425 WASHINGTON ST MONTEREY, CA 93940	N/A PC		ACCESS FOR ALL INITIATIVE	12,500
MONTEREY MUSEUM OF ART 559 PACIFIC ST MONTEREY, CA 93940	N/A PC		INTERACTIVE SPACES INITIATIVE	5,000.
NETWORK FOR GOOD INC 1140 CONNECTICUT AVE NW STE 700 WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	3,515.
RANCHO CIELO INC 710 OLD STAGE RD SALINAS, CA 93908	N/A PC		RANCHO CIELO DRUMMOND CULINARY ACADEMY PROGRAM	10,000
READ TO ME PROJECT 32 LIVE OAK LN CARMEL VALLEY, CA 93924	N/A PC		EARLY LITERACY PROGRAM	8,000

THE TALBOTT FAMILY FOUNDATION

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANTA CATALINA SCHOOL 1500 MARK THOMAS DR MONTEREY, CA 93940	N/A PC	TALBOTT SCHOLARS PROGRAM	15,000
ST DUNSTONS EPISCOPAL CHURCH-ST DUNSTANS PRESCHOOL 28003 ROBINSON CANYON RD CARMEL, CA 93923	N/A PC	FINANCIAL ASSISTANCE PROGRAM AND SPANISH TEACHER SALARY SUPPORT	16,000
THE SALVATION ARMY-MONTEREY PENINSULA CORPS 1491 CONTRA COSTA SEASIDE, CA 93955	N/A PC	CHARITABLE EVENT	5,000
			TOTAL CONTRIBUTIONS PAID
			<u>242,515</u>

THE TALBOTT FAMILY FOUNDATION

77-0389983

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>	
				<u>AMOUNT</u>	
INTEREST INCOME ON NOTE RECEIVABLE			01	114,557.	
TOTALS				<u>114,557.</u>	