Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: ARTEVEL FOUNDATION

A Employer identification number: 95-6136405

Number and street (or P O box number if mail is not delivered to street address): 800 WILSHIRE BLVD., SUITE 1500 | Room/suite

B Telephone number: (213)680-9212

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90017-2619

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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, col. (c), line 16) ▶$ 5,615,601.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (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))

	Line	Description	(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	1,663,751.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	116,474.	116,474.		STATEMENT 1
	4	Dividends and interest from securities	99,046.	99,046.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	314,291.			
	b	Gross sales price for all assets on line 6a 4,920,063.				
	7	Capital gain net income (from Part IV, line 2)		314,291.		
	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 or (loss)				
	11	Other income	-56,521.	-56,521.		STATEMENT 3
	12	Total. Add lines 1 through 11	2,137,041.	473,290.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	19,412.	9,706.		9,706.
	b	Accounting fees				
	c	Other professional fees STMT 5	19,700.	19,700.		0.
	17	Interest				
	18	Taxes STMT 6	13,022.	2,058.		10.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	11,588.	5,794.		5,794.
	22	Printing and publications				
	23	Other expenses STMT 7	166.	16.		150.
	24	Total operating and administrative expenses. Add lines 13 through 23	63,888.	37,274.		15,660.
	25	Contributions, gifts, grants paid	183,500.			183,500.
	26	Total expenses and disbursements. Add lines 24 and 25	247,388.	37,274.		199,160.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,889,653.			
	b	Net investment income (if negative, enter -0-)		436,016.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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Form 990-PF (2014)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	217,107.	604,589.	604,589.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	2,017,796.	2,842,535.	3,009,086.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,389,105.	2,066,537.	2,001,926.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,624,008.	5,513,661.	5,615,601.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,624,008.	5,513,661.	
	30 Total net assets or fund balances	3,624,008.	5,513,661.	
	31 Total liabilities and net assets/fund balances	3,624,008.	5,513,661.	

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	3,624,008.
2 Enter amount from Part I, line 27a	2	1,889,653.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,513,661.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,513,661.

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				
b	SEE ATTACHED STATEMENT			
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	4,920,063.		4,605,772.	314,291.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				314,291.

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** 314,291.

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). If (loss), enter -0- in Part I, line 8 **3** N/A

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))
2013	116,867.	3,582,488.	.032622
2012	99,976.	2,366,955.	.042238
2011	69,514.	1,545,967.	.044965
2010	10,510.	2,245,416.	.004681
2009	27,702.	2,048,730.	.013522

2	**Total** of line 1, column (d)	2	.138028
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	.027606
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,837,578.
5	Multiply line 4 by line 3	5	133,546.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,360.
7	Add lines 5 and 6	7	137,906.
8	Enter qualifying distributions from Part XII, line 4	8	199,160.

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)

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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,360.
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	0.
3	Add lines 1 and 2			3	4,360.
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	4,360.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,760.		
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	5,760.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	43.
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	1,357.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	1,357.	**Refunded** ▶	11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 10	10	X	

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

		Line	Yes	No
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 ▶ GEORGE R. PHILLIPS, TREASURER Telephone no. ▶ (213) 680-9212

Located at ▶ 800 WILSHIRE BLVD., STE. 1500, LOS ANGELES, CA ZIP+4 ▶ 90017-2619

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 N/A

		Line	Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

			Line	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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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.)	N/A	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 2014 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 2014.)*	N/A	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 2014?		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 4945(d)(4)(A)? (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)? N/A **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? 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? **6b** No: 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 **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.

(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 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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.

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	2,293,863.
b	Average of monthly cash balances	1b	550,847.
c	Fair market value of all other assets	1c	2,066,537.
d	**Total** (add lines 1a, b, and c)	1d	4,911,247.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,911,247.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,669.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,837,578.
6	**Minimum investment return** Enter 5% of line 5	6	241,879.

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	241,879.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,360.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	237,519.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	237,519.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	237,519.

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	199,160.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	199,160.
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	5	4,360.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	194,800.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				237,519.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011 1,564.				
d From 2012				
e From 2013				
f Total of lines 3a through e	1,564.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 199,160.				
a Applied to 2013, 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 2014 distributable amount				199,160.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,564.			1,564.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				36,795.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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					
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 investment 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).)

NONE

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.

NONE

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

Check here ▶ [X] 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:

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
a Paid during the year				
ARMENIAN MISSIONARY ASSN. OF AMERICA, INC. 31 W. CENTURY RD. PARAMUS, NJ 07652	NONE	PC	CHARITABLE SUPPORT (ORPHAN CHILD CARE FUND)	10,000.
BACK TO GOD MINISTRIES INTERNATIONAL 6555 W. COLLEGE DR. PALO HEIGHTS, IL 60463	NONE	PC	CHARITABLE SUPPORT (AFRICAN WOMEN'S MINISTRIES)	20,000.
CALVIN COLLEGE 3201 BURTON ST. SE GRAND RAPIDS, MI 49546	NONE	PC	CHARITABLE SUPPORT (FACING YOUR FUTURE PROGRAM)	12,500.
CALVIN THEOLOGICAL SEMINARY 3233 BURTON ST. SE GRAND RAPIDS, MI 49546	NONE	PC	CHARITABLE SUPPORT (DOCTORAL FELLOWSHIP ASSISTANCE F	15,000.
CHRISTIAN REFORMED CHURCH WORLD MISSIONS 2850 KALAMAZOO AVE. SE GRAND RAPIDS, MI 49560	NONE	PC	CHARITABLE SUPPORT (IN DOMINICAN REPUBLIC & NIGERIA)	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	183,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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			14	116,474.	
4 Dividends and interest from securities			14	99,046.	
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			16	-56,521.	
8 Gain or (loss) from sales of assets other than inventory			18	314,291.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		473,290.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 473,290.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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

Signature of officer or trustee — Date: 11/16/15 — Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GARY R. PHILLIPS		11/16/15		P00640792

Firm's name ▶ PHILLIPS LAW PARTNERS, LLP — Firm's EIN ▶ 27-3707378

Firm's address ▶ 800 WILSHIRE BLVD., 15TH FLOOR LOS ANGELES, CA 90017-2619 — Phone no. (213) 680-9212

Form **990-PF** (2014)

423622
11-24-14

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

Schedule of Contributors

▶ 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* .

OMB No 1545-0047

2014

Name of the organization	Employer identification number
ARTEVEL FOUNDATION	95-6136405

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 foundation

Check 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, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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	Employer identification number
ARTEVEL FOUNDATION	95-6136405

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	HARM & ZWAANTINA TE VELDE SURVIVORS TR 800 WILSHIRE BLVD STE 1500 LOS ANGELES, CA 90017-2619	$ 318,802.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	HARM & ZWAANTINA TE VELDE SURVIVORS TR 800 WILSHIRE BLVD STE 1500 LOS ANGELES, CA 90017-2619	$ 341,949.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
3	HARM & ZWAANTINA TE VELDE SURVIVORS TR 800 WILSHIRE BLVD STE 1500 LOS ANGELES, CA 90017-2619	$ 250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	HARM & ZWAANTINA TE VELDE SURVIVORS TR 800 WILSHIRE BLVD STE 1500 LOS ANGELES, CA 90017-2619	$ 750,000.	Person [ ] Payroll [ ] Noncash [X] (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	Employer identification number
ARTEVEL FOUNDATION	95-6136405

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
1	PROMISSORY NOTE SECURED BY 30% MEMBER INTEREST IN ARTEVEL OF CALIFORNIA LLC	$ 318,802.	01/01/14
2	PROMISSORY NOTE SECURED BY FIRST TRUST DEED ON 8604 E COUNTY RD 18, JOHNSTOWN, COLORADO	$ 341,949.	01/01/14
4	100% MEMBER INTEREST IN ARTEVEL, LLC	$ 750,000.	01/01/14
		$	
		$	
		$	

Name of organization: ARTEVEL FOUNDATION

Employer identification number: 95-6136405

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor 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 info once) ▶ $

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

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	UBS ACCT# 65975 S/T-SEE SCH OF GAINS/LOSSES ATTAC	P	VARIOUS	VARIOUS
b	UBS ACCT# 65975 L/T-SEE SCH OF GAINS/LOSSES ATTAC	P	VARIOUS	VARIOUS
c	K-1 OAKTREE CAPITAL GROUP LLC - S/T	P		
d	K-1 OAKTREE CAPITAL GROUP LLC - L/T	P		
e	100% INT. ARTEVEL, LLC (NET OF 1231 GAIN FROM K-1	P	01/01/14	01/01/14
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	2,839,083.		2,781,399.	57,684.
b	752,352.		536,083.	216,269.
c	13.			13.
d	106.			106.
e	1,328,509.		1,288,290.	40,219.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				57,684.
b				216,269.
c				13.
d				106.
e				40,219.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	314,291.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

423591
05-01-14

SECURITY	UNITS	ACQ'D	SOLD	COST	SALE	GAIN/LOSS
UBS #RR 65975						
Short - Term Gain and Loss						
Agrium Inc	200	11/19/13	03/26/14	$ 18,142.00	$ 18,816.69	$ 674.69
Agrium Inc	600	10/16/13	03/26/14	$ 50,627.78	$ 56,450.09	$ 5,822.31
AT&T Inc	350	09/25/13	08/08/14	$ 12,007.35	$ 12,261.15	$ 253.80
AT&T Inc	235	08/13/13	08/08/14	$ 8,294.72	$ 8,232.49	$ (62.23)
Bank of Montreal Canada	150	11/05/14	12/18/14	$ 10,885.50	$ 10,074.82	$ (810.68)
Bank of Montreal Canada	700	09/19/14	12/18/14	$ 53,983.90	$ 47,015.84	$ (6,968.06)
BP PLC Spon ADR	1,100	09/19/14	10/20/14	$ 50,944.17	$ 44,549.02	$ (6,395.15)
Buckle Co	1,250	10/09/14	10/16/14	$ 58,925.00	$ 57,629.43	$ (1,295.57)
CA Inc	900	09/19/14	10/16/14	$ 25,699.92	$ 23,508.56	$ (2,191.36)
CA Inc	900	08/19/14	10/16/14	$ 25,408.70	$ 23,508.56	$ (1,900.14)
CA Inc DE	450	09/25/13	01/07/14	$ 13,823.72	$ 14,879.57	$ 1,055.85
CA Inc DE	1,550	09/13/13	01/07/14	$ 47,312.55	$ 51,251.84	$ 3,939.29
CA Resources Corp (Occi Petroleum spinn off .4)	400	12/01/14	12/15/14	$ 3,089.49	$ 2,247.95	$ (841.54)
CDN Imperial Bank	350	07/17/14	08/11/14	$ 32,040.04	$ 31,667.30	$ (372.74)
Chevron Corp	150	09/16/13	04/10/14	$ 18,540.54	$ 17,646.37	$ (894.17)
Chevron Corp	100	08/16/13	04/10/14	$ 12,307.36	$ 11,764 25	$ (543 11)
Chevron Corp	50	07/11/13	04/10/14	$ 6,070.00	$ 5,882.12	$ (187.88)
Cisco Systems Inc	200	09/19/14	10/21/14	$ 5,069.10	$ 4,516.50	$ (552.60)
Cisco Systems Inc	2,100	08/28/14	10/21/14	$ 51,967.27	$ 47,423.26	$ (4,544.01)
Coach Inc	1,500	07/30/14	10/01/14	$ 51,792.37	$ 54,532.02	$ 2,739.65
Cummins Inc	200	02/14/14	06/11/14	$ 27,211.66	$ 31,790.25	$ 4,578.59
Cummins Inc	200	02/14/14	06/13/14	$ 27,211.65	$ 31,914.31	$ 4,702.66
Eastman Chemical Co	350	08/25/14	10/16/14	$ 28,738.50	$ 26,094.65	$ (2,643.85)
First Trust Senior Floating Rate Inc Fund II	350.00	01/09/14	12/26/14	$ 5,001.33	$ 4,520.00	$ (481.33)
Genl Dynamics Corp	200	09/27/13	06/27/14	$ 17,621.00	$ 23,347.48	$ 5,726.48
Genl Dynamics Corp	300	09/13/13	06/27/14	$ 25,978.17	$ 35,021.23	$ 9,043.06
Halyard Health Inc	CIL	11/03/14	11/03/14	$ 9.40	$ 9.58	$ 0 18
Hawaiian Electric Inds Inc	667	08/16/13	04/29/14	$ 17,755.54	$ 16,441.40	$ (1,314.14)

Artevel Foundation
Schedule of Gains and Losses on Sale of Securities
2014

95-6136405

SECURITY	UNITS	ACQ'D	SOLD	COST	SALE	GAIN/LOSS
Hawaiian Electric Inds Inc	1,333	08/13/13	04/29/14	$ 35,770.83	$ 32,858.14	$ (2,912.69)
Ingredion Inc	800	01/24/14	05/06/14	$ 55,888.00	$ 55,082.41	$ (805.59)
International Business Machine	100	07/28/14	10/16/14	$ 19,395.65	$ 18,459.67	$ (935.98)
International Business Machine	100	06/02/14	10/16/14	$ 18,361.64	$ 18,459.67	$ 98.03
Int'l Paper Co	1,050	12/19/13	06/17/14	$ 50,871.56	$ 50,468.29	$ (403.27)
iShares 20+ Year Treas Bond	540	06/02/14	06/06/14	$ 61,752.03	$ 60,249.18	$ (1,502.85)
iShares 20+ Year Treas Bond	490	05/20/14	06/06/14	$ 55,879.58	$ 54,670.55	$ (1,209.03)
iShares 20+ Year Treas Bond	600	04/16/14	06/06/14	$ 66,437.27	$ 66,943.53	$ 506.26
iShares MSCI EAFE Small Cap	500	03/05/14	03/18/14	$ 26,377.78	$ 25,567.40	$ (810.38)
iShares MSCI EAFE Small Cap	1,000	02/11/14	03/18/14	$ 49,796.41	$ 51,134.81	$ 1,338.40
iShares Russell 2000 ETF	550	12/11/13	01/29/14	$ 61,961.32	$ 62,445.97	$ 484 65
JP Morgan Chase & Co	300	09/27/13	01/28/14	$ 15,278.07	$ 16,913.71	$ 1,635.64
JP Morgan Chase & Co	700	09/18/13	01/28/14	$ 36,659.02	$ 39,465.32	$ 2,806 30
Lilly Eli & Co	200	01/09/14	02/06/14	$ 10,316.00	$ 10,562.05	$ 246.05
Lilly Eli & Co	200	11/05/13	02/06/14	$ 9,998.16	$ 10,562.05	$ 563.89
Lilly Eli & Co	190	08/16/13	02/06/14	$ 10,565.29	$ 10,033.95	$ (531.34)
Lilly Eli & Co	610	07/10/13	02/06/14	$ 30,765.75	$ 32,214.27	$ 1,448.52
Lyondellbasell Industries NV	300	09/09/13	06/11/14	$ 20,804.84	$ 29,694 24	$ 8,889.40
Marathon Petroleum Co	100	08/28/14	10/20/14	$ 9,054.55	$ 7,675.83	$ (1,378.72)
Marathon Petroleum Co	600	08/13/14	10/20/14	$ 52,488.00	$ 46,054.98	$ (6,433.02)
Mattel Inc	800	08/21/14	09/04/14	$ 28,199.62	$ 27,520.79	$ (678.83)
Merck & Co., Inc	225	08/16/13	08/08/14	$ 10,900.49	$ 12,588.84	$ 1,688.35
Northrop Grumman Corp	400	10/22/14	12/18/14	$ 49,860.45	$ 56,445.82	$ 6,585.37
Nuveen Calif Divid Advantage Muni Fund	450	07/24/14	08/29/14	$ 6,268.41	$ 6,336.86	$ 68.45
Nuveen Calif Divid Advantage Muni Fund	950	07/17/14	08/29/14	$ 13,196.69	$ 13,377.82	$ 181.13
Nuveen Calif Divid Advantage Muni Fund	900	07/17/14	08/29/14	$ 12,519.37	$ 12,673.72	$ 154.35
Nuveen Calif Divid Advantage Muni Fund	900	07/17/14	08/29/14	$ 12,548.41	$ 12,673.72	$ 125.31
Nuveen Calif Divid Advantage Muni Fund	900	07/17/14	08/29/14	$ 12,590.84	$ 12,673.72	$ 82.88
Nuveen Calif Divid Advantage Muni Fund	900	07/17/14	08/29/14	$ 12,566.41	$ 12,673.72	$ 107.31
Olin Corp DE	1,550	09/13/13	01/07/14	$ 35,711.23	$ 44,101.21	$ 8,389.98

Artevel Foundation
Schedule of Gains and Losses on Sale of Securities
2014

95-6136405

SECURITY	UNITS	ACQ'D	SOLD	COST	SALE	GAIN/LOSS
Pfizer Inc	1,700	07/30/14	08/12/14	$ 51,306.00	$ 47,559.20	$ (3,746.80)
PPL Corp	450	06/02/14	08/11/14	$ 15,572.79	$ 14,584.18	$ (988.61)
PPL Corp	1,300	11/19/13	08/11/14	$ 40,100.97	$ 42,132.07	$ 2,031.10
Public Service Enterprise Group Inc	350	01/09/14	05/07/14	$ 11,042.50	$ 13,765.24	$ 2,722.74
Redwood Trust Inc	500	01/09/14	05/09/14	$ 9,544.95	$ 10,027.82	$ 482.87
Redwood Trust Inc	450	09/27/13	05/09/14	$ 8,904.42	$ 9,025.04	$ 120 62
Redwood Trust Inc	750	08/13/13	05/09/14	$ 13,995.35	$ 15,041.73	$ 1,046.38
Redwood Trust Inc	1,800	07/31/13	05/09/14	$ 30,267.68	$ 36,100.15	$ 5,832 47
Royal Bank of Canada	50	07/16/13	06/11/14	$ 2,963.40	$ 3,414.24	$ 450.84
Royal Bank of Canada	350	08/16/13	08/06/14	$ 21,729.05	$ 25,388.43	$ 3,659.38
Royal Dutch Shell PLC	325	08/16/13	04/10/14	$ 21,078.75	$ 23,787.86	$ 2,709.11
SCE Trust I 5.625% Pref	1,200	11/19/13	05/15/14	$ 25,039.68	$ 28,208.50	$ 3,168.82
SCE Trust I 5.625% Pref	600	11/08/13	05/15/14	$ 12,689.54	$ 14,104.25	$ 1,414.71
SCE Trust I 5.625% Pref	300	11/05/13	05/15/14	$ 6,433.38	$ 7,052.12	$ 618.74
SCE Trust I 5.625% Pref	300	11/05/13	05/15/14	$ 6,443.79	$ 7,052.12	$ 608.33
Seagate Technology PLC	1,150	10/14/14	10/20/14	$ 65,567.00	$ 59,131.69	$ (6,435.31)
Seagate Technology PLC	1,000	11/19/13	01/07/14	$ 49,518.76	$ 55,676.82	$ 6,158.06
Senior Hsg Properties Trust SBI	500	09/27/13	05/05/14	$ 11,623.05	$ 11,726.49	$ 103.44
Senior Hsg Properties Trust SBI	300	07/16/13	05/05/14	$ 8,084.97	$ 7,035.89	$ (1,049.08)
Senior Hsg Properties Trust SBI	1,200	07/15/13	05/05/14	$ 31,571.97	$ 28,143.57	$ (3,428.40)
Southern Co	1,200	09/27/13	06/16/14	$ 50,468.40	$ 51,968.99	$ 1,500.59
SPDR Barclays Conv Sec	50	06/03/14	07/15/14	$ 2,480.50	$ 2,490.45	$ 9 95
SPDR Barclays Conv Sec	200	02/24/14	07/15/14	$ 9,755.98	$ 9,961.78	$ 205.80
SPDR Barclays Conv Sec	1,050	02/14/14	07/15/14	$ 50,250.82	$ 52,299.35	$ 2,048.53
SPDR Index Shares Funds S&P International Dividend	550	09/23/14	10/07/14	$ 26,642.06	$ 24,722 75	$ (1,919.31)
SPDR Index Shares Funds S&P Intl Dividend	350	06/10/14	07/22/14	$ 18,005.49	$ 17,635.14	$ (370.35)
SPDR Index Shares Funds S&P Intl Dividend	200	11/29/13	07/15/14	$ 9,476.00	$ 10,013.78	$ 537.78
SPDR Index Shares Funds S&P Intl Dividend	650	11/29/13	07/22/14	$ 30,797.00	$ 32,750 97	$ 1,953.97
SPDR Index Shares Funds S&P Intl Dividend	200	11/19/13	07/15/14	$ 9,422.60	$ 10,013.78	$ 591.18
SPDR Index Shares Funds S&P Intl Dividend	50	09/12/13	07/15/14	$ 2,289.91	$ 2,503.44	$ 213.53

Artevel Foundation
Schedule of Gains and Losses on Sale of Securities
2014

95-6136405

SECURITY	UNITS	ACQ'D	SOLD	COST	SALE	GAIN/LOSS
SPDR Index Shares Funds S&P Intl Dividend	250	08/16/13	07/14/14	$ 11,506.45	$ 12,767.22	$ 1,260.77
SPDR Index Shares Funds S&P Intl Dividend	300	08/16/13	07/15/14	$ 13,807.74	$ 15,020.67	$ 1,212.93
Symantec Corp	1,000	10/15/14	10/16/14	$ 23,940.00	$ 22,087.88	$ (1,852.12)
Symantec Corp	1,050	08/22/14	10/16/14	$ 25,889.18	$ 23,192.28	$ (2,696.90)
Teva Pharmaceuticals Ind	200	01/09/14	06/04/14	$ 8,047.98	$ 10,104.20	$ 2,056.22
Teva Pharmaceuticals Ind	250	08/16/13	06/04/14	$ 9,926.90	$ 12,630.25	$ 2,703.35
Teva Pharmaceuticals Ind	125	07/08/13	06/04/14	$ 4,895.94	$ 6,315 13	$ 1,419.19
Teva Pharmaceuticals Ind	375	07/01/13	06/04/14	$ 14,488.48	$ 18,945.38	$ 4,456.90
Teva Pharmaceuticals Ind	550	06/11/13	06/04/14	$ 21,365.56	$ 27,786.56	$ 6,421.00
Toyota Motor Corp	450	09/19/14	10/20/14	$ 53,009.81	$ 49,278.41	$ (3,731.40)
United States Natl Gas Fund LP	1,450	06/02/14	07/10/14	$ 36,728.50	$ 33,769.75	$ (2,958.75)
United States Natl Gas Fund LP	50	05/22/14	07/10/14	$ 1,240.50	$ 1,164.47	$ (76.03)
United States Natl Gas Fund LP	985	05/02/14	07/10/14	$ 26,397.98	$ 22,940.14	$ (3,457.84)
United Technologies Corp	500	10/24/14	12/18/14	$ 51,900.00	$ 55,824.52	$ 3,924.52
UnitedHealth Group Inc	200	08/28/14	10/16/14	$ 16,852.50	$ 16,788.74	$ (63.76)
UnitedHealth Group Inc	500	08/26/14	10/16/14	$ 41,945.28	$ 41,971.85	$ 26.57
US Bancorp Del 5.15% Preferred	1,550	11/19/13	05/20/14	$ 32,566.49	$ 35,077.74	$ 2,511.25
US Bancorp Del 5.15% Preferred	300	11/06/13	05/20/14	$ 6,368.89	$ 6,789.24	$ 420.35
US Bancorp Del 5.15% Preferred	600	11/05/13	05/20/14	$ 12,833.28	$ 13,578.48	$ 745.20
Verizon Communications Inc	200	03/05/14	08/12/14	$ 9,488.00	$ 9,715.79	$ 227.79
Verizon Communications Inc	1,050	12/19/13	08/12/14	$ 51,415.22	$ 51,007.87	$ (407.35)
Wellpoint Inc	500	07/07/14	08/05/14	$ 54,474.95	$ 55,429.99	$ 955 04
Total Short-Term Gain and Loss				**$ 2,781,398.79**	**$ 2,839,083.37**	**$ 57,684.58**
Long - Term Gain and Loss						
AT&T Inc	320	07/01/13	08/08/14	$ 11,305.30	$ 11,210 19	$ (95.11)
AT&T Inc	50	11/16/12	08/08/14	$ 1,657.97	$ 1,751 59	$ 93 62
AT&T Inc	192	10/18/11	08/08/14	$ 5,521.57	$ 6,726.12	$ 1,204 55
AT&T Inc	215	02/23/07	08/08/14	$ 8,257.92	$ 7,531.85	$ (726.07)
AT&T Inc	388	10/20/06	08/08/14	$ 12,868.50	$ 13,592.36	$ 723.86

SECURITY	UNITS	ACQ'D	SOLD	COST	SALE	GAIN/LOSS
BP Amoco PLC spon ADR	350	06/05/12	08/08/14	$ 12,844.20	$ 16,961.74	$ 4,117 54
BP Amoco PLC spon ADR	400		08/08/14	$ 1,238.34	$ 19,384.85	$ 18,146.51
BP PLC Spon Adr	600		06/19/14	$ 1,857.50	$ 30,989.32	$ 29,131.82
Chevron Corp	120	08/04/11	04/10/14	$ 12,561.46	$ 14,117.10	$ 1,555.64
Chevron Corp	100	02/23/07	04/10/14	$ 7,117.40	$ 11,764.25	$ 4,646.85
Chevron Corp	30	08/21/06	04/10/14	$ 1,963.50	$ 3,529.27	$ 1,565.77
Duke Energy	216.67	01/31/12	03/24/14	$ 13,754.00	$ 14,937.30	$ 1,183.30
Duke Energy	108.83	01/11/12	03/24/14	$ 6,770.74	$ 7,504.52	$ 733.78
Duke Energy	133.33	11/16/11	03/24/14	$ 8,374.60	$ 9,192.18	$ 817.58
Duke Energy	108.83	11/16/11	03/24/14	$ 6,699.70	$ 7,504.54	$ 804.84
Duke Energy	87.07	10/27/11	03/24/14	$ 5,194.82	$ 6,003.62	$ 808.80
Duke Energy	152.37	10/25/11	03/24/14	$ 9,025.07	$ 10,506.33	$ 1,481.26
Duke Energy	116.67	09/12/11	03/24/14	$ 6,548.22	$ 8,043.17	$ 1,494.95
Duke Energy	33.33	08/24/11	03/24/14	$ 1,829.92	$ 2,298.04	$ 468.12
Duke Energy	50.33	08/08/11	03/24/14	$ 2,785.95	$ 3,470.05	$ 684.10
Duke Energy	166.67	08/04/11	03/24/14	$ 9,309.60	$ 11,490.23	$ 2,180.63
Duke Energy	195.90	03/22/06	03/24/14	$ 10,264.34	$ 13,508.15	$ 3,243.81
Duke Energy	83	12/07/05	03/24/14	$ 3,807.85	$ 5,713.69	$ 1,905.84
First Trust Senior Floating Rate Inc Fund II	6,600.00	10/18/13	12/26/14	$ 95,237.48	$ 85,234 32	$ (10,003.16)
General Electric Co.	175	03/06/07	08/06/14	$ 6,221.97	$ 4,426 11	$ (1,795 86)
General Electric Co.	100	02/18/03	08/06/14	$ 2,368.82	$ 2,529.20	$ 160.38
General Electric Co.	100	12/27/02	08/06/14	$ 2,553.82	$ 2,529.20	$ (24.62)
General Electric Co.	1,625		08/06/14	$ 6,836.11	$ 41,099.57	$ 34,263.46
International Business Machine	40	02/15/08	10/16/14	$ 4,297.52	$ 7,383.87	$ 3,086.35
International Business Machine	60		10/16/14	$ 1,940.92	$ 11,075.80	$ 9,134.88
Lyondellbasell Industries NV	250	09/12/13	10/06/14	$ 17,673.87	$ 26,160.02	$ 8,486.15
Lyondellbasell Industries NV	150	09/09/13	10/06/14	$ 10,402.42	$ 15,696.01	$ 5,293.59
Merck & Co Inc	65	01/31/12	06/27/14	$ 2,534.35	$ 3,767.97	$ 1,233.62
Merck & Co Inc	125	11/16/11	06/27/14	$ 4,512.10	$ 7,246.09	$ 2,733.99
Merck & Co Inc	100	10/27/11	06/27/14	$ 3,346.82	$ 5,796 87	$ 2,450.05

Artevel Foundation
Schedule of Gains and Losses on Sale of Securities
2014

95-6136405

SECURITY	UNITS	ACQ'D	SOLD	COST	SALE	GAIN/LOSS
Merck & Co Inc	290	08/05/11	05/13/14	$ 9,572.15	$ 15,902.83	$ 6,330.68
Merck & Co Inc	150	08/08/11	06/27/14	$ 4,898.88	$ 8,695.31	$ 3,796.43
Merck & Co Inc	10	08/05/11	06/27/14	$ 330.07	$ 579.69	$ 249.62
Merck & Co., Inc	235	01/31/12	08/08/14	$ 9,162.65	$ 13,148.34	$ 3,985.69
Microsoft Corp	50	01/14/13	06/27/14	$ 1,333.30	$ 2,080.95	$ 747.65
Microsoft Corp	900	03/09/01	06/27/14	$ 25,660.29	$ 37,457.17	$ 11,796.88
Microsoft Corp	150	06/06/00	06/27/14	$ 4,901.71	$ 6,242.86	$ 1,341.15
Procter & Gamble Co	20	01/08/09	08/05/14	$ 1,208.60	$ 1,547.23	$ 338.63
Procter & Gamble Co	150	09/11/06	08/05/14	$ 9,368.22	$ 11,604.21	$ 2,235.99
Procter & Gamble Co	330	10/03/05	08/05/14	$ 434.18	$ 25,529.26	$ 25,095.08
Public Service Enterprise Group Inc	100	04/26/12	05/07/14	$ 3,092.77	$ 3,932.93	$ 840.16
Public Service Enterprise Group Inc	700	02/13/12	05/07/14	$ 21,460.81	$ 27,530.48	$ 6,069.67
Public Service Enterprise Group Inc	850	01/31/12	05/07/14	$ 25,772.00	$ 33,429.87	$ 7,657.87
Royal Bank of Canada	150	07/16/13	08/06/14	$ 8,890.19	$ 10,880.76	$ 1,990.57
Royal Bank of Canada	450	06/08/12	06/11/14	$ 22,062.68	$ 30,728.18	$ 8,665.50
Royal Dutch Shell PLC	225	01/31/12	04/10/14	$ 16,062.75	$ 16,468.52	$ 405.77
Royal Dutch Shell PLC	125	11/16/11	04/10/14	$ 8,885.95	$ 9,149.18	$ 263.23
Royal Dutch Shell PLC	325	08/19/11	04/10/14	$ 21,354.52	$ 23,787.86	$ 2,433.34
SPDR Index Shares Funds S&P Intl Dividend	450	03/13/13	07/14/14	$ 22,146.98	$ 22,980.99	$ 834 01
Total Long-Term Gain and Loss				**$ 536,083.37**	**$ 752,352.11**	**$ 216,268.74**

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHRISTIAN SCHOOLS INTERNATIONAL PO BOX 8709 GRAND RAPIDS, MI 49518	NONE	PC	CHARITABLE SUPPORT (CSI LEADERSHIP ACADEMY)	10,000.
DORDT COLLEGE 498 4TH AVE. NE SIOUX CENTER, IA 51250	NONE	PC	CHARITABLE SUPPORT (COLLEGE FUND)	10,000.
KUYPER COLLEGE 3333 E BELTLINE AVE NE GRAND RAPIDS, MI 49525	NONE	PC	CHARITABLE SUPPORT (SCHOLARSHIPS TO INTL STUDENTS)	15,000.
MISSION INDIA PO BOX 141312 GRAND RAPIDS, MI 49514	NONE	PC	CHARITABLE SUPPORT (ADULT LITERACY PROGRAM)	18,000.
QUIET WATER MINISTRIES 9185 EAST KENYON AVENUE, STE 150 DENVER, CO 80237	NONE	PC	CHARITABLE SUPPORT (GENERAL SUPPORT)	5,000.
WORLD RENEW 1700 28TH ST. SE GRAND RAPIDS, MI 49508	NONE	PC	CHARITABLE SUPPORT (MALI & SIERRA LEONE)	16,000.
WYCLIFFE BIBLE TRANSLATORS PO BOX 628200 ORLANDO, FL 32862	NONE	PC	CHARITABLE SUPPORT (TRAUMA HEALING WORKSHOP)	12,000.
ONTARIO CHRISTIAN SCHOOLS 931 WEST PHILADELPHIA ST. ONTARIO, CA 91762	NONE	PC	CHARITABLE SUPPORT (COLLEGE FUND)	25,000.
Total from continuation sheets				111,000.

423631
05-01-14

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PROMISSORY NOTE SECURED BY 3575 LARKWOOD, CHINO, CALIFORNIA	53,625.	53,625.	
PROMISSORY NOTE SECURED BY 8604 E COUNTY RD 18, JOHNSTOWN, COLORADO	53,992.	53,992.	
UBS FINANCIAL SVCS #65975	8,857.	8,857.	
TOTAL TO PART I, LINE 3	116,474.	116,474.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME FROM K-1: OAKTREE CAPITAL GROUP, LLC	63.	0.	63.	63.	
DIVIDEND INCOME FROM K-1: UNITED STATES NATURAL GAS	2.	0.	2.	2.	
INTEREST INCOME FROM K-1: OAKTREE CAPITAL GROUP, LLC	156.	0.	156.	156.	
INTEREST INCOME FROM K-1: UNITED STATES NATURAL GAS	2.	0.	2.	2.	
UBS FINANCIAL #65975 88	98,823.	0.	98,823.	98,823.	
TO PART I, LINE 4	99,046.	0.	99,046.	99,046.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME (LOSS) FROM K-1: UNITED STATES NATURAL GAS FUND, LP	-114.	-114.	
SEC. 1256 CONTRACTS & STRADDLES FROM K-1: US NATURAL GAS FUND, LP	-2,681.	-2,681.	
CANCELLATION OF DEBT FROM K-1: US NATURAL GAS FUND, LP	395.	395.	
OTHER PORTFOLIO INCOME FROM K-1: OAKTREE CAPITAL GROUP, LLC	9.	9.	
SEC. 1256 CONTRACTS & STRADDLES FROM K-1: OAKTREE CAPITAL GROUP, LLC	5.	5.	
OTHER INCOME FROM K-1: OAKTREE CAPITAL GROUP, LLC	3.	3.	
LITIGATION SETTLEMENT	26.	26.	
OTHER INCOME(LOSS)	2,058.	2,058.	
SFE ALTERNATIVE INVESTMENT FUND I, LLC	5,036.	5,036.	
SFE ALTERNATIVE INVESTMENT FUND II, LLC	11,645.	11,645.	
NET RENTAL REAL ESTATE INC/LOSS FROM K-1: ARTEVEL, LLC	-72,903.	-72,903.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-56,521.	-56,521.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND ACCOUNTING	19,412.	9,706.		9,706.
TO FM 990-PF, PG 1, LN 16A	19,412.	9,706.		9,706.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	19,700.	19,700.		0.
TO FORM 990-PF, PG 1, LN 16C	19,700.	19,700.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD FORM 199 FILING FEE	10.	0.		10.
FOREIGN TAX PAID	2,057.	2,057.		0.
FORM 990PF-TAX ON INVESTMENT INCOME	10,954.	0.		0.
FOREIGN TAX FROM K-1: OAKTREE CAPITAL GROUP, LLC	1.	1.		0.
TO FORM 990-PF, PG 1, LN 18	13,022.	2,058.		10.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRATION FEE	150.	0.		150.
OTHER DEDUCTIONS FROM K-1: OAKTREE CAPITAL GROUP, LLC	16.	16.		0.
TO FORM 990-PF, PG 1, LN 23	166.	16.		150.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES-SEE SCHEDULE OF SECURITIES 2014 ATTACHED	2,842,535.	3,009,086.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,842,535.	3,009,086.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MEMBER INTEREST IN SFE ALTERNATIVE INVESTMENT FUND I, LLC	COST	322,757.	212,066.
MEMBER INTEREST IN SFE ALTERNATIVE INVESTMENT FUND II, LLC	COST	93,029.	139,109.
PROMMISORY NOTE SECURED BY 3575 LARKWOOD, CHINO, CALIF.	COST	990,000.	990,000.
PROMISSORY NOTE SECURED BY 30% LLC INT IN ARTEVEL OF CALIF LLC	COST	318,802.	318,802.
PROMISSORY NOTE SECURED BY 8604 E COUNTY RD 18, JOHNSTOWN, COLORADO	COST	341,949.	341,949.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,066,537.	2,001,926.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
HARM & ZWAANTINA TE VELDE SURVIVORS TRUST	800 WILSHIRE BLVD, STE 1500 LOS ANGELES, CA 90017

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SHIRLEY A. DEGROOT 4537 E KETCHWOOD CIR HIGHLANDS RANCH, CO 80130	4TH VICE PRESIDENT 0.50	0.	0.	0.
GRACE J. KREULEN 2109 WOODFIELD RD. OKEMOS, MI 48864	PRESIDENT 3.00	0.	0.	0.
BETTY REINDERS 103 CAPTAIN KIDD CR N NOKOMIS, FL 34275	1ST VICE PRESIDENT 0.50	0.	0.	0.
MARVIN TE VELDE 7503 COUNTY ROAD 19 FORT LUPTON, CO 80621	2ND VICE PRESIDENT 0.50	0.	0.	0.
HARRIET S. HILL 107 BROAD MEADOWS LN EXTON, PA 19341	3RD VICE PRESIDENT 0.50	0.	0.	0.
MARGARET E. HOUTSMA 525 SPRING MEADOW STEPHENVILLE, TX 76401	5TH VICE PRESIDENT 0.50	0.	0.	0.
GARY R. PHILLIPS 800 WILSHIRE BLVD., SUITE 1500 LOS ANGELES, CA 90017	SECRETARY 0.50	0.	0.	0.

GEORGE R. PHILLIPS 800 WILSHIRE BLVD., SUITE 1500 LOS ANGELES, CA 90017	TREASURER 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Artevel Foundation
Securities on Hand
12/31/14

95-6136405

				12/31/2014		12/31/2014	
SECURITY	**UNITS**	**ACQ'D**	**COST**	**UNITS**	**BASIS**	**UNITS**	**FMV**
UBS #RR 65975							
Accenture PLC Ireland	800	12/22/14	$ 67,770 05	800	$ 67,770.05	800	71,448.00
ALPS ETF Tr Alerian MLP	1,510	05/31/13	$ 27,285 70	1,510	$ 27,285.70	1,510	26,455.20
ALPS ETF Tr Alerian MLP	800	07/02/13	$ 14,264 00	800	$ 14,264.00	800	14,016 00
ALPS ETF Tr Alerian MLP	330	07/30/13	$ 5,926.19	330	$ 5,926.19	330	5,781.60
ALPS ETF Tr Alerian MLP	360	08/16/13	$ 6,259 14	360	$ 6,259 14	360	6,307 20
ALPS ETF Tr Alerian MLP	400	09/16/13	$ 6,972 00	400	$ 6,972.00	400	7,008.00
ALPS ETF Tr Alerian MLP	600	08/28/14	$ 11,433 30	600	$ 11,433.30	600	10,512 00
Apple Inc.	420	11/19/12	$ 32,936 86	420	$ 32,936.86	420	46,359 60
Apple Inc.	315	11/26/12	$ 26,452 12	315	$ 26,452 12	315	34,769.70
Apple Inc.	175	12/18/13	$ 13,865 12	175	$ 13,865.12	175	19,316 50
Apple Inc.	210	01/30/14	$ 16,528 24	210	$ 16,528 24	210	23,179 80
AT & T Inc	1,400	10/06/14	$ 49,015 69	1,400	$ 49,015 69	1,400	47,026.00
AT & T Inc	350	10/09/14	$ 12,438 97	350	$ 12,438 97	350	11,756.50
AT & T Inc	100	10/23/14	$ 3,423 00	100	$ 3,423.00	100	3,359.00
Bank of Nova Scotia Canada	500	09/24/14	$ 33,350.00	500	$ 33,350.00	500	28,540.00
Bank of Nova Scotia Canada	250	10/09/14	$ 15,362 50	250	$ 15,362 50	250	14,270 00
Bank of Nova Scotia Canada	500	10/24/14	$ 29,995 00	500	$ 29,995 00	500	28,540 00
Baxter Intl Inc	725	10/29/14	$ 50,534 17	725	$ 50,534 17	725	53,135.25
Baxter Intl Inc	200	11/13/14	$ 14,237 88	200	$ 14,237.88	200	14,658.00
BCE Inc New Cad	25	08/23/11	$ 957 18	25	$ 957.18	25	1,146 50
BCE Inc New Cad	300	10/27/11	$ 11,648 79	300	$ 11,648.79	300	13,758.00
BCE Inc New Cad	175	11/01/11	$ 6,934.52	175	$ 6,934 52	175	8,025.50
BCE Inc New Cad	250	11/19/12	$ 10,557 30	250	$ 10,557.30	250	11,465 00
BCE Inc New Cad	280	07/01/13	$ 11,137 75	280	$ 11,137.75	280	12,840 80
BCE Inc New Cad	220	08/13/13	$ 8,922.72	220	$ 8,922 72	220	10,089.20
BCE Inc New Cad	100	09/11/13	$ 4,268.90	100	$ 4,268.90	100	4,586 00
BCE Inc New Cad	150	01/09/14	$ 6,371.31	150	$ 6,371.31	150	6,879 00
BCE Inc New Cad	500	10/24/14	$ 21,260 00	500	$ 21,260.00	500	22,930.00
Boeing Company	400	10/24/14	$ 50,084 00	400	$ 50,084.00	400	51,992.00
Boeing Company	425	10/29/14	$ 51,823.44	425	$ 51,823 44	425	55,241 50
Corrections Corp of Amer	1,875	01/09/14	$ 60,795 94	1,875	$ 60,795.94	1,875	68,137 50
Corrections Corp of Amer	50	07/28/14	$ 1,668.05	50	$ 1,668 05	50	1,817.00

Artevel Foundation
Securities on Hand
12/31/14

95-6136405

				12/31/2014		12/31/2014	
SECURITY	**UNITS**	**ACQ'D**	**COST**	**UNITS**	**BASIS**	**UNITS**	**FMV**
Corrections Corp of Amer	250	08/19/14	$ 8,801.37	250	$ 8,801 37	250	9,085 00
Doubleline Core Fixed Income Fund Class I	4,525	10/27/14	$ 50,001.25	4,525	$ 50,001.25	4,525	49,684.50
Doubleline Core Fixed Income Fund Class I	13	11/03/14	$ 144 77	13	$ 144.77	13	144 38
Exxon Mobil Corp	550	10/24/14	$ 51,095.00	550	$ 51,095.00	550	50,847.50
Exxon Mobil Corp	550	10/24/14	$ 51,095.00	550	$ 51,095.00	550	50,847 50
Goldman Sachs Group 6 125%	250	11/05/13	$ 6,153.34	250	$ 6,153.34	250	6,465.00
Goldman Sachs Group 6 125%	1,800	11/19/13	$ 44,637.12	1,800	$ 44,637.12	1,800	46,548 00
Harris Corp	775	10/24/14	$ 50,669 50	775	$ 50,669 50	775	55,660 50
Honeywell Intl Inc	575	10/24/14	$ 52,158.25	575	$ 52,158.25	575	57,454.00
Intel Corp	1,525	10/29/14	$ 50,507.46	1,525	$ 50,507.46	1,525	55,342.25
International Business Machines	450	12/12/14	$ 73,248.30	450	$ 73,248.30	450	72,198.00
iShares Intl Select Divid	1,900	12/22/14	$ 65,275.61	1,900	$ 65,275.61	1,900	64,011 00
Johnson & Johnson	482	10/28/14	$ 49,403.81	482	$ 49,403.81	482	50,402.74
JP Morgan Chase & Co Ser O 5 5%	1,360	06/17/13	$ 31,685.72	1,360	$ 31,685.72	1,360	32,708 00
JP Morgan Chase & Co Ser O 5 5%	211	06/21/13	$ 5,102 26	211	$ 5,102.26	211	5,074.55
JP Morgan Chase & Co Ser O 5.5%	25	06/28/13	$ 582 06	25	$ 582 06	25	601 25
JP Morgan Chase & Co Ser O 5 5%	25	07/01/13	$ 589 54	25	$ 589.54	25	601.25
JP Morgan Chase & Co Ser O 5 5%	25	07/02/13	$ 598 86	25	$ 598 86	25	601.25
JP Morgan Chase & Co Ser O 5.5%	25	07/03/13	$ 603.75	25	$ 603 75	25	601 25
JP Morgan Chase & Co Ser O 5.5%	25	07/05/13	$ 609 15	25	$ 609 15	25	601.25
JP Morgan Chase & Co Ser O 5.5%	25	07/08/13	$ 608 59	25	$ 608.59	25	601 25
JP Morgan Chase & Co Ser O 5.5%	579	11/01/13	$ 12,639.57	579	$ 12,639 57	579	13,924.95
Kellogg Co	825	10/29/14	$ 51,112 88	825	$ 51,112.88	825	53,988.00
Kimberly Clark Corp	450	10/29/14	$ 48,811 61	450	$ 48,811 61	450	51,993.00
Halyard Health Inc (Kimberly Clark spin off 125)	56	11/03/14	$ 2,105 14	56	$ 2,105.14	56	2,546.32
Kraft Foods Group Inc	1,150	10/28/14	$ 65,049.45	1,150	$ 65,049.45	1,150	72,059.00
Microsoft Corp	400	01/14/13	$ 10,666.40	400	$ 10,666 40	400	18,580.00
Microsoft Corp	500	10/16/13	$ 16,893.00	500	$ 16,893 00	500	23,225.00
Microsoft Corp	250	08/19/14	$ 11,064 98	250	$ 11,064.98	250	11,612.50
Microsoft Corp	350	10/15/14	$ 16,289 00	350	$ 16,289 00	350	16,257.50
Microsoft Corp	250	10/24/14	$ 11,090.00	250	$ 11,090 00	250	11,612.50
Oaktree Cap Group LLC	1,075	11/10/14	$ 50,737 12	1,075	$ 50,737.12	1,075	55,717 25
Occidental Petroleum Crp	550	10/29/14	$ 47,989 93	550	$ 47,989.93	550	44,335 50
Occidental Petroleum Crp	200	11/21/14	$ 16,682.36	200	$ 16,682.36	200	16,122.00

Artevel Foundation
Securities on Hand
12/31/14

95-6136405

				12/31/2014		12/31/2014	
SECURITY	**UNITS**	**ACQ'D**	**COST**	**UNITS**	**BASIS**	**UNITS**	**FMV**
Occidental Petroleum Crp	250	11/21/14	$ 20,890 51	250	$ 20,890.51	250	20,152.50
Occidental Petroleum Crp	100	12/19/14	$ 7,631.39	100	$ 7,631 39	100	8,061 00
Oracle Corp	1,050	03/09/01	$ 17,857 15	1,050	$ 17,857 15	1,050	47,218 50
Oracle Corp	225	04/15/09	$ 4,256 49	225	$ 4,256 49	225	10,118.25
Phillips 66	700	10/24/14	$ 52,129 00	700	$ 52,129 00	700	50,190.00
Phillips 66 DE	850	10/24/14	$ 63,979 94	850	$ 63,979 94	850	60,945.00
Pfizer Inc	2,300	10/24/14	$ 64,835 79	2,300	$ 64,835.79	2,300	71,645.00
Progressive Corp Ohio	2,000	10/24/14	$ 50,000.00	2,000	$ 50,000 00	2,000	53,980.00
PS S&P 500 Downside Hedged Portfolio ETF	2,350	04/02/14	$ 65,541 50	2,350	$ 65,541.50	2,350	65,400.50
PS S&P 500 Downside Hedged Portfolio ETF	2,250	04/04/14	$ 63,652 50	2,250	$ 63,652.50	2,250	62,617.50
PS S&P 500 Downside Hedged Portfolio ETF	2,400	04/09/14	$ 68,328.00	2,400	$ 68,328.00	2,400	66,792 00
PS S&P 500 Downside Hedged Portfolio ETF	100	04/22/14	$ 2,747 00	100	$ 2,747.00	100	2,783 00
PS S&P 500 Downside Hedged Portfolio ETF	1,700	07/07/14	$ 48,637.00	1,700	$ 48,637.00	1,700	47,311.00
PS S&P 500 Downside Hedged Portfolio ETF	450	07/11/14	$ 12,806 96	450	$ 12,806.96	450	12,523.50
PS S&P 500 Downside Hedged Portfolio ETF	450	07/17/14	$ 12,888.00	450	$ 12,888.00	450	12,523.50
PS S&P 500 Downside Hedged Portfolio ETF	900	07/24/14	$ 25,781 82	900	$ 25,781 82	900	25,047.00
PS S&P 500 Downside Hedged Portfolio ETF	2,600	07/25/14	$ 74,776 00	2,600	$ 74,776 00	2,600	72,358 00
PS S&P 500 Downside Hedged Portfolio ETF	50	08/29/14	$ 1,439 26	50	$ 1,439 26	50	1,391 50
PS S&P 500 Downside Hedged Portfolio ETF	3,350	11/04/14	$ 98,035 17	3,350	$ 98,035 17	3,350	93,230 50
Qualcomm Inc	500	11/14/14	$ 34,697.74	500	$ 34,697.74	500	37,165.00
Qualcomm Inc	450	11/18/14	$ 31,814 17	450	$ 31,814 17	450	33,448 50
Qwest Corp 7% due 4/1/52	3,275	01/09/14	$ 75,576.56	3,275	$ 75,576.56	3,275	85,444.75
Qwest Corp 7% due 4/1/52	1,003	02/24/14	$ 25,026 88	1,003	$ 25,026.88	1,003	26,168 27
Royal Bank of Canada CAD	700	08/08/14	$ 49,801.03	700	$ 49,801.03	700	48,349 00
Royal Bank of Canada CAD	150	10/13/14	$ 10,746.00	150	$ 10,746.00	150	10,360 50
Royal Bank of Canada CAD	100	10/22/14	$ 6,995.21	100	$ 6,995 21	100	6,907.00
Whirlpool Corp	350	10/24/14	$ 53,900 00	350	$ 53,900.00	350	67,809.00
WP Carey Inc REIT	800	05/22/14	$ 49,975.79	800	$ 49,975 79	800	56,080 00
WP Carey Inc REIT	400	06/23/14	$ 25,816.58	400	$ 25,816.58	400	28,040.00
WP Carey Inc REIT	350	07/28/14	$ 23,297.86	350	$ 23,297 86	350	24,535.00
WP Carey Inc REIT	300	08/19/14	$ 20,499.19	300	$ 20,499 19	300	21,030.00
WP Carey Inc REIT	600	10/23/14	$ 38,992.20	600	$ 38,992.20	600	42,060 00
UBS Total			**$ 2,842,534.67**		**$ 2,842,534.67**		**$ 3,009,085.56**