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Form 990-PF

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

2015

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation: FAIRCHILD MARTINDALE FOUNDATION. A Employer identification number: 23-7001273. B Telephone number: (951) 340-2360. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$15,768,867. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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	2,843	21,281	21,281
	2 Savings and temporary cash investments	227,525	287,477	287,477
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	9,628,306 <input checked="" type="checkbox"/>	9,441,805	13,098,540
	c Investments—corporate bonds (attach schedule)	2,550,003 <input checked="" type="checkbox"/>	2,426,281	2,361,569
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans.			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,408,677	12,176,844	15,768,867	
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 (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 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	12,408,677	12,176,844	
30 Total net assets or fund balances (see instructions)	12,408,677	12,176,844		
31 Total liabilities and net assets/fund balances (see instructions)	12,408,677	12,176,844		

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	12,408,677
2	Enter amount from Part I, line 27a	2	-231,833
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	12,176,844
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	12,176,844

Part IV Capital Gains and Losses for Tax on Investment Income

	List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired	Date acquired	Date sold
		(b) P—Purchase D—Donation	(c) (mo, day, yr)	(d) (mo, day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	179,867
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

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 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))
2014	446,052	15,672,307	0.028461
2013	487,989	14,789,217	0.032996
2012	827,308	14,397,760	0.057461
2011	812,253	14,505,196	0.055997
2010	841,660	14,169,154	0.059401

2	Total of line 1, column (d).	2	0.234316
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	0.046863
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	16,094,982
5	Multiply line 4 by line 3.	5	754,259
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,099
7	Add lines 5 and 6.	7	759,358
8	Enter qualifying distributions from Part XII, line 4.	8	741,716

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	10,198
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	10,198
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,198
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	10,320
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	10,320
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	122
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 122 Refunded	11	

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	JOHN RASMUSSEN The books are in care of RASMUSSEN CPAS Telephone no (951) 340-2360 Located at 4175 ELDERBERRY CIRCLE CORONA CA ZIP+4 92882			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
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 2015?	1c	
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 ____, 20 ____, 20 ____, 20 ____		
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 20 ____, 20 ____, 20 ____, 20 ____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2015?	4b	No

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)? Yes No
 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? Yes No
 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? Yes No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
STEPHEN F KELLER 101 SOUTH LAS PALMAS AVENUE LOS ANGELES, CA 90004	TRUSTEE 10 00	36,000	0	0
SARAH M KELLER 101 SOUTH LAS PALMAS AVENUE LOS ANGELES, CA 90004	TRUSTEE 10 00	12,000	0	0
SARAH COX 648 THAYER AVE LOS ANGELES, CA 90024	TRUSTEE 10 00	12,000	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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		

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	
2	
3	
4	

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

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

Total. Add lines 1 through 3 ▶

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	16,323,323
b	Average of monthly cash balances.	1b	16,760
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,340,083
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	16,340,083
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	245,101
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,094,982
6	Minimum investment return. Enter 5% of line 5.	6	804,749

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	804,749
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	10,198
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,198
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	794,551
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	794,551
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	794,551

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	741,716
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	
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	741,716
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	741,716

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				794,551
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				77,727
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	77,727			
4 Qualifying distributions for 2015 from Part XII, line 4 \blacktriangleright \$ _____ 741,716				
a Applied to 2014, but not more than line 2a				
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 2015 distributable amount.				741,716
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	52,835			52,835
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	24,892			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	24,892			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				24,892
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a 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 organization 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))

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

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 email 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 733,500
b <i>Approved for future payment</i>				
Total				3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SEE ATTACHED SCHEDULE 101	P	2015-01-01	2015-03-13
SEE ATTACHED SCHEDULE 101	P	2010-06-01	2015-06-01
SEE ATTACHED SCHEDULE 100	P	2014-12-01	2015-06-01
SEE ATTACHED SCHEDULE 100	P	2010-06-01	2015-06-01
SEE ATTACHED SCHEDULE 100	P	2010-06-01	2015-06-01
	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
120		120	
203,871		187,197	16,674
868,771		808,783	59,988
344,481		301,414	43,067
2,299,715		2,225,915	73,800

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			16,674
			59,988
			43,067
			73,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BUCKHORN CAMP INC PO BOX 398 IDYLLWILD, CA 92549	CORPORATION	CHARITY	GENERAL	20,000
CHILDRENS HOSPITAL LOS ANGELES 648 THAYER AVE LOS ANGELES, CA 90024	CORPORATION	CHARITY	MEDICAL CLINIC	50,000
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	100,000
LOYOLA HIGH SCHOOL 1901 VENICE BLVD LOS ANGELES, CA 90006	SCHOOL	CHARITY	EDUCATION PROGRAMS	60,000
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	10,000
MARLBOROUGH SCHOOL 250 S ROSSMORE AVE LOS ANGELES, CA 90004	SCHOOL	CHARITY	EDUCATION PROGRAMS	10,000
NATURAL HISTORY MUSEUM LOS ANGELES 900 EXPOSITION BLVD LOS ANGELES, CA 90007	CORPORATION	CHARITY	GENERAL	15,000
ST PAUL THE APOSTLE FOUNDATION 648 THAYER AVE LOS ANGELES, CA 90024	FOUNDATION	CHARITY	EDUCATION PROGRAMS	10,000
ST PAUL THE APOSTLE SCHOOL 648 THAYER AVE LOS ANGELES, CA 90024	SCHOOL	CHARITY	EDUCATION PROGRAMS	20,000
UC BERKELEY FOUNDATION 2001 ADDISON ST 1ST FL BERKELEY, CA 94720	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	25,000
UNIVERSITY OF UTAH 201 PRESIDENTS CIRCLE ROOM 304 SALT LAKE CITY, UT 84112	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	25,000
USC - NORRIS CANCER CENTER 1441 EASTLAKE AVE ROOM 8302 LOS ANGELES, CA 90089	CORPORATION	CHARITY	CANCER RESEARCH	28,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 200024999	CORPORATION	CHARITY	GENERAL	10,000
HOMEBOY INDUSTRIES 130 W BRUNO ST LOS ANGELES, CA 90012	CORPORATION	CHARITY	GENERAL	5,000
HOOVER INSTITUTION STANFORD UNIVERSITY STANFORD, CA 94305	CORPORATION	CHARITY	RESEARCH	10,000
Total				733,500

Form 990PF Part XV Line 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>				
THE INDEPENDENCE FUND 6538 COLLINS AVE SUITE 187 MIAMI BEACH, FL 33141	CORPORATION	CHARITY	GENERAL	10,000
UNIVERSITY OF SOUTHERN CALIFORNIA 1441 EASTLAKE AVE ROOM 8302 LOS ANGELES, CA 90033	UNIVERSITY	CHARITY	EDUCATIONAL PROGRAMS	75,000
GUIDE DOG'S FOR THE BLIND PO BOX 17068 BALTIMORE, MD 212970334	CORPORATION	CHARITY	GENERAL	10,000
JOHN TRACY CLINIC 806 WEST ADAMS BLVD LOS ANGELES, CA 900072505	CORPORATION	CHARITY	GENERAL	10,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	CORPORATION	CHARITY	GENERAL	10,000
LA PHIL EDUCATION PROGRAMS YOLA 151 S GRAND AVE LOS ANGELES, CA 900123034	CORPORATION	CHARITY	GENERAL	15,500
PARKINSON'S DISEASE FOUNDATION 710 W 168TH STREET NEW YORK, NY 100322603	CORPORATION	CHARITY	PARKINSON'S RESEARCH	50,000
VERBUM DEI HIGH SCHOOL 11100 S CENTRAL AVE LOS ANGELES, CA 90059	SCHOOL	CHARITY	EDUCATION PROGRAMS	5,000
XAVIER COLLEGE PREP HIGH SCHOOL 34-200 COOK STREET PALM DESERT, CA 92211	SCHOOL	CHARITY	EDUCATION PROGRAMS	5,000
THE NAVY SEAL FOUNDATION 1619 D STREET VIRGINIA BEACH, VA 23459	CORPORATION	CHARITY	GENERAL	10,000
STRENGTH IN SUPPORT 23046 AVENIDA DE LA CARLOTA LAGUNA HILLS, CA 92653	CORPORATION	CHARITY	GENERAL	10,000
MICHAEL J FOX FOUNDATION PO BOX 5014 HAGERSTOWN, MD 217415014	CORPORATION	CHARITY	PARKINSON'S GENETIC RESEARCH	25,000
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DR RANCHO MIRAGE, CA 92270	CORPORATION	CHARITY	GENERAL	25,000
GOOD SAMEARITAN HOSPITAL 1225 WILSHIRE BLVD LOS ANGELES, CA 90017	CORPORATION	CHARITY	GENERAL	25,000
JULES STEIN EYE INSTITUTE UCLA 100 STEIN PLAZA LOS ANGELES, CA 90095	CORPORATION	CHARITY	GLAUCOMA RESEARCH	40,000
Total				733,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
OUTREACH INTERNATIONAL PO BOX 210 INDEPENDENCE, MO 640510210	CORPORATION	CHARITY	GENERAL	5,000
THE DESERT COMMUNITY FOUNDATION 46000 FAIRWAY DRIVE INDIAN WELLS, CA 92210	CORPORATION	CHARITY	ELDORADO SCHOLARSHIP FUND	5,000
Total	3a			733,500

TY 2015 Accounting Fees Schedule

Name: FAIRCHILD MARTINDALE FOUNDATION

EIN: 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	17,463	15,717		1,746

TY 2015 Investments Corporate Bonds Schedule

Name: FAIRCHILD MARTINDALE FOUNDATION

EIN: 23-7001273

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE 104	2,426,281	2,361,569
SEE ATTACHED SCHEDULE 103		

TY 2015 Investments Corporate Stock Schedule

Name: FAIRCHILD MARTINDALE FOUNDATION

EIN: 23-7001273

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE 104	8,826,860	12,430,632
SEE ATTACHED SCHEDULE 103		
SEE ATTACHED SCHEDULE 104	614,945	667,908
SEE ATTACHED SCHEDULE 103		

TY 2015 Legal Fees Schedule

Name: FAIRCHILD MARTINDALE FOUNDATION

EIN: 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	4,705	4,235		470

TY 2015 Other Professional Fees Schedule

Name: FAIRCHILD MARTINDALE FOUNDATION

EIN: 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL FEES	99,523	99,523		

TY 2015 Taxes Schedule

Name: FAIRCHILD MARTINDALE FOUNDATION

EIN: 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	5,824	5,824		
ATTORNEY GENERAL	85	85		

Form 990-PF

Capital Gains and Losses on Investment Income
Account #0825448

Schedule 100

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain/Loss
Short-Term						
2,000 00	Archer Daniels Midland	8/19/2014	4/15/2015	96,801 77	99,598 42	(2,796 65)
200 00	Blackrock Inc	8/29/2014	0723/15	69,365 34	70,291 24	(925 90)
1,500 00	Cigna Corp	2/10/2015	8/11/2015	223,957 32	170,039 66	53,917 66
500 00	Conocophillips	3/26/2014	3/13/2015	30,631 24	34,500 50	(3,869 26)
2,000 00	EMC Corp	11/28/2014	5/19/2015	53,669 01	60,520 00	(6,850 99)
500 00	Eastgroup Inc	8/21/2014	5/13/2015	28,580 97	32,764 57	(4,183 60)
0 55	Google Inc	6/25/2014	5/19/2015	295 33	317 14	(21 81)
2,000 00	International Paper Co	7/2/2014	6/29/2015	96,072 94	103,615 42	(7,542 48)
1,500 00	Macys Inc	5/19/2015	7/27/2015	104,762 10	100,246 95	4,515 15
1 00	SPDR Gold Trust ETF	2/10/2014	1/14/2015	19 21	19 82	(0 61)
2,000 00	Walgreens Boots Alliance Inc	10/21/2014	8/24/2015	164,615 93	136,869 55	27,746 38
	Total Short-Term Gain/Loss			868,771.16	808,783.27	59,987.89
Long-Term						
2,000 00	BCE Inc	7/19/2012	8/24/2015	79,298 13	82,253 81	(2,955 68)
1,000 00	BP Amoco	6/18/2014	7/16/2015	39,543 16	52,699 60	(13,156 44)
1,000 00	BHP LTD	10/23/2008	1/12/2015	45,863 00	30,502 10	15,360 90
300 00	Blackrock Inc	3/20/2013	7/23/2015	104,048 02	81,949 58	22,098 44
1,000 00	Bristol Myers Squibb Co	12/11/2009	8/24/2015	58,042 59	25,898 40	32,144 19
2,000 00	Campbell Soup	5/22/2009	8/24/2015	93,686 07	54,696 20	38,989 87
375 00	Care Cap Inc	1/2/2013	8/31/2015	12,047 17	12,496 30	(449 13)
800 00	Chemours Co	11/26/2008	11/18/2015	4,627 83	6,239 79	(1,611 96)
50,000 00	Cliffs Nat Resources Inc	6/24/2010	2/12/2015	38,000 00	53,300 00	(15,300 00)
3,000 00	Conocophillips	7/19/2012	3/13/2015	184,062 81	170,182 99	13,879 82
1,400 00	Deere & Co	6/28/2011	9/1/2015	111,899 94	120,411 66	(8,511 72)
1,500 00	Dow Chemical	12/24/2013	8/24/2015	60,850 12	71,322 15	(10,472 03)
2,000 00	Eastgroup Inc	9/15/2011	9/1/2015	104,838 07	92,269 38	12,568 69
62 00	Halyard Health Inc	12/15/2011	1/20/2015	2,806 81	1,470 41	1,336 40
4,000 00	Kraft Foods	7/15/2009	7/2/2015	356,580 00	290,580 01	65,999 99
1,000 00	Macys Inc	3/11/2014	7/27/2015	69,841 39	59,127 43	10,713 96
9,000 00	Metlife Inc	2/11/2011	6/26/2015	225,000 00	224,867 70	132 30
1,000 00	National-Oilwell Inc	7/3/2013	1/12/2015	58,182 73	63,251 09	(5,068 36)
1,000 00	Nisource Inc	12/23/2013	3/10/2015	41,469 23	33,210 00	8,259 23

Form 990-PF

Capital Gains and Losses on Investment Income
Account #0825448

Schedule 100

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain/Loss
50,000 00	Petrobras Global Finance	8/20/2013	1/29/2015	42,931 00	44,305 50	(1,374 50)
1,000 00	Procter & Gamble Co	9/9/2005	9/1/2015	68,776 94	55,990 02	12,786 92
1,000 00	Royal Dutch Shell	11/15/2011	5/19/2015	61,270 67	69,774 46	(8,503 79)
3,021 00	SPDR Gold Trust ETF	12/18/2007	6/12/2015	344,480 68	301,414 15	43,066 53
100,000 00	Safeway Inc	5/4/2012	1/30/2015	101,000 00	101,178 00	(178 00)
500 00	Schlumberger	5/23/2014	7/27/2015	41,087 39	50,663 45	(9,576 06)
50,000 00	Transocean Inc	1/20/2012	3/27/2015	47,185 00	52,535 00	(5,350 00)
100,000 00	Wrigley Co	2/24/2010	7/15/2015	100,000 00	100,375 00	(375 00)
150,000 00	GE Cap Australia	10/27/2011	10/8/2015	107,871 43	168,350 04	(60,478 61)
50,000 00	Toyota Corp	3/1/2012	2/2/2015	38,905 00	56,015 26	(17,110 26)
	Total Long-Term Gain/Loss			2,644,195.18	2,527,329.48	116,865.70
	Total for Year Ended 12/31/2015			3,512,966.34	3,336,112.75	176,853.59

Account # 3DZ-010240

Units	Description	Date	Date	Gross Sales	Cost or	Gain/Loss
		Acquired	Sold	Price	Other Basis	
Short Term						
3	SPDR Gold Trust ETF	1/1/2015	3/13/2015	119.96	119.96	-
	Short Term Gain/Loss Year End 12/31/15			119.96	119.96	-

Form 990-PF

Capital Gains and Losses on Investment Income

Schedule 101

Account # 3DZ-010240

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain/Loss
Long Term						
2000	Nisource Inc	12/26/2013	3/11/2015	82,022.29	66,504.18	15,518.11
1900	Qualcomm Inc	12/17/2012	1/29/2015	121,848.42	120,693.06	1,155.36
	Long Term Gain/Loss Year End 12/31/15			203,870.71	187,197.24	16,673.47
	Total for Year End 12/31/15			203,990.67	187,317.20	16,673.47

Form 990-PF

Asset BV/FMV
Acct #3DZ-010240

Schedule 103

Description	Type Code	Beginning BV	Ending BV	FMV
<u>Money Market</u>				
Treasury Cash Series	1	108,197 81	-	-
Total Money Market		<u>108,197 81</u>	<u>-</u>	<u>-</u>
<u>Corporate Bonds</u>				
Continental Resources	4	49,568 20		
Dell Inc	4	51,159 29		
Dollar General	4	45,176 50		
GE Capital Australia Funding	4	168,350 04		
Pitney Bowes	4	51,611 14		
Walgreens	4	49,791 50		
Whirlpool	4	101,642 12	-	-
Total Corporate Bonds	4	<u>517,298 79</u>	<u>-</u>	<u>-</u>

Form 990-PF

Asset BV/FMV
Acct #3DZ-010240

Schedule 103

Corporate Stocks

Abbott Labs	3	27,445 74		
Abbvie Inc	3	29,762 56		
Altria Group Inc	3	132,805 37		
American Electric Power	3	38,277 21		
Amgen Inc	3	41,443 88		
Anadarko Pete Corp	3	132,703 96		
Blackrock	3	33,050 49		
Boeing	3	130,705 93		
BP	3	104,415 40		
Campbell Soup	3	54,696 20		
Colgate	3	69,297 46		
Conoco Phillips Com	3	29,170 00		
CVS	3	76,653 94		
Disney	3	45,266 80		
Dow Chem Co	3	135,452 50		
EMC	3	60,520 00		
Exxon Mobil Corp	3	60,149 70		
General Electric Co	3	46,683 92		
Google Inc	3	28,963 00		
Home Depot Inc	3	83,848 42		
Honeywill Inc	3	32,561 75		
Kimberly Clark	3	58,772 06		
Kraft Foods	3	108,431 32		
Macys Inc	3	59,127 43		
McDonalds Corp	3	58,543 00		
Metlife PFD	3	124,768 00		
Nestle	3	90,840 00		
Nisource Inc	3	66,504 18		
Philip Morris International	3	50,650 07		
Procter & Gamble Co	3	111,516 47		
Qualcomm	3	120,693 06		
Schlumberger	3	50,663 45		
Union Pacific	3	101,788 05		
Unitedhealth Group	3	40,717 25		
Visa	3	61,354 08		
Wallgreens Boots Alliance	3	77,060 00		
Waste Mangement	3	37,023 50		
Wells Fargo & Co	3	149,120 70		
3M Co	3	86,795 59	-	-
Total Corporate Stocks		<u>2,848,242 44</u>	<u>-</u>	<u>-</u>

Mutual Funds/ETF

Eastgroup	3	92,440 56		
Health Care REIT	3	25,672 54		
Realty Income	3	88,493 10		
SPDR Gold Trust	3	124,439 45	-	-
Total Mutual Funds/ETF		<u>331,045 65</u>	<u>-</u>	<u>-</u>

Form 990- PF

Asset BV/FMV
Acct #0825448

Schedule 104

Acct 0825448	Type	Beginning	Ending	
Description	Code	BV	BV	FMV
<u>Money Market Funds</u>				
Columbia Treasury Reserves Trust	1	119,326 88	287,477 13	287,477 13
Total Money Market		<u>119,326 88</u>	<u>287,477 13</u>	<u>287,477 13</u>
<u>Mutual Funds/ETF</u>				
American Tower Corp	3	-	30,643 50	30,678 00
Digital Realty Trust	3	73,879 60	73,879 60	75,620 00
Eastgroup Inc	3	32,791 00		
Health Care REIT	3	92,456 49	-	-
Health Care REIT Convertible	3	113,104 05	-	-
Realty Income Corp	3	-	133,440 02	154,890 00
Ventas	3	96,496 55	84,000 25	84,645 00
Welltower Inc	3	-	292,981 76	322,075 00
SPDR Gold Shares	3	178,152 48	-	-
Total Mutual Funds/ETF		<u>586,880 17</u>	<u>614,945 13</u>	<u>667,908 00</u>
<u>Corporate Stocks</u>				
Abbott Labs	3	202,605 00	230,050 74	359,280 00
Abbvie Inc	3	140,927 64	170,690 20	355,440 00
Alcoa Inc	3	-	45,671 60	33,310 00
Alphabet Inc	3	80,158 88	108,804 74	151,776 00
Altria Group Inc	3	-	132,805 37	407,470 00
American Electric Power	3	-	38,277 21	58,270 00
Amgen Inc	3	88,953 75	210,852 43	324,660 00
Anadarko Pete Corp	3	-	132,703 96	97,160 00
Apple Inc	3	162,608 58	162,608 58	221,046 00
Archer Daniels Midland	3	99,598 42		
AT&T Inc	3	123,247 60	156,762 60	206,460 00
Bank of America	3	-	128,559 94	126,225 00
Blackrock Inc	3	81,949 58	149,712 00	170,260 00
BCE Inc	3	82,253 81	-	-
BHP Billiton	3	30,502 10	-	-
Boeing	3	172,738 38	303,444 31	361,475 00
BP	3	-	72,164 30	46,890 00
Bristol Myers	3	77,695 20	51,796 80	137,580 00
Bunge LTD	3	51,952 98	51,952 98	55,824 00
Caterpillar	3	55,030 50	55,030 50	101,940 00
Chevron Corp	3	70,898 10	70,898 10	89,960 00
Colgate Palmolive Co	3	-	69,297 46	93,268 00
Conocophillips	3	175,513 49	-	-
CVS Caremark	3	228,623 08	305,277 02	391,080 00
Deere	3	197,350 92	76,939 26	76,270 00
Disney	3	126,459 03	279,939 72	420,320 00
Dow Chem Co	3	124,257 15	188,387 50	257,400 00
Du Pont	3	122,709 87	116,470 08	266,400 00
Duke Energy Corp	3	152,448 27	152,448 27	243,297 12

Form 990- PF

Asset BV/FMV
Acct #0825448

Schedule 104

Edison Inc	3	65,452 80	65,452 80	96,405 00
Exxon Mobil Corp	3	-	60,149 70	77,950 00
General Elec Co	3	513,525 77	697,059 69	778,750 00
Halyard Health Inc	3	1,470 41	-	-
Home Depot Inc	3	51,576 00	243,246 70	330,625 00
Honeywell Inc	3	95,398 71	127,960 46	155,355 00
International Business Machs	3	121,107 00	172,795 97	247,716 00
International Paper	3	103,615 42	-	-
JP Morgan Chase	3	147,210 53	307,677 79	330,150 00
Johnson & Johnson	3	182,367 80	275,512 81	410,880 00
Kimberly Clark Corp	3	34,216 28	92,988 34	190,950 00
Kraft Foods Group Inc	3	48,611 33	157,042 65	291,040 00
Macys Inc	3	-	90,807 00	69,960 00
McDonalds Corp	3	-	58,543 00	118,140 00
Merck & Co	3	55,960 00	55,960 00	105,640 00
Microsoft Corp	3	-	135,767 56	138,700 00
National Oilwell Inc	3	63,251 09	-	-
Nestle	3	36,733 50	127,573 50	148,952 00
Nisource Inc	3	33,210 00	-	-
Pepsico Inc	3	164,734 00	204,527 50	339,728 00
Philip Morris International	3	99,250 19	149,900 26	263,730 00
Procter & Gamble Co	3	177,146 26	232,672 71	397,050 00
Royal Dutch Shell	3	69,774 46	93,545 88	68,685 00
Schlumberger	3	42,596 79	88,325 24	69,750 00
Southern Co	3	61,571 81	129,755 38	140,370 00
Union Pac Corp	3	28,465 48	130,253 53	156,400 00
United Technologies Corp	3	169,685 90	169,685 90	144,105 00
Unitedhealth Group Inc	3	229,726 78	377,479 64	588,200 00
Verizon Communications	3	215,540 16	265,365 16	369,760 00
Visa Inc	3	79,597 63	140,951 71	310,200 00
Waste Management	3	109,166 84	146,190 34	213,480 00
Wells Fargo & Co	3	109,177 37	377,811 57	496,620 00
3M Co	3	103,515 61	190,311 20	301,280 00
Total Corporate Stocks		<u>5,862,138 25</u>	<u>8,826,859 66</u>	<u>12,403,632 12</u>

Corporate Bonds

Allegheny Technologies Inc	4	52,414 50	52,414 50	29,500 00
American Tower	4	50,377 00	50,377 00	53,978 50
American Tower	4	48,650 00	48,650 00	52,926 00
Anadarko Pete Corp	4	-	-	-
Bank of America	4	101,909 00	101,909 00	104,089 00
Best Buy Inc	4	48,000 00	48,000 00	51,750 00
CBRE SVCS Inc	4	49,950 00	49,950 00	50,254 50
Centurylink	4	97,687 65	97,687 65	91,650 00
Cliffs Nat Res Inc	4	53,300 00	-	-
Coach Inc	4	-	47,468 75	47,509 50
Continental Resources Inc	4	-	49,568 20	36,875 00
CVS Caremark	4	99,279 00	99,279 00	102,857 00
Dell Inc	4	52,019 13	52,019 13	51,463 00
Dell Inc	4	-	51,226 58	51,500 00

Form 990- PF

Asset BV/FMV
Acct #0825448

Schedule 104

Delphi Corp	4	-	105,107 00	105,800 00
Devon Energy	4	-	-	-
Digital Realty Trust	4	49,680 00	49,680 00	49,900 00
Direxion Daily 20-Yr	4	-	-	-
Dollar General Corp	4	-	45,176 50	47,616 50
Dun & Bradstreet Corp	4	-	50,500 00	48,943 00
Eastman Chem Co	4	107,800 00	107,800 00	109,492 00
Ford Motors Co	4	-	50,624 50	49,186 00
General Motors Co	4	-	47,888 00	47,368 50
HCA Inc	4	-	53,378 00	51,250 00
Health Care PPTY	4	102,607 00	102,607 00	103,386 00
International Business Machs	4	-	-	-
Joy Global	4	-	-	-
Joy Global	4	-	-	-
KLA-Tencor Corp	4	-	49,823 50	50,307 50
Metlife Inc	4	100,099 70	-	-
Motorola Solutions Inc	4	-	48,783 00	43,391 00
Murphy Oil Corp	4	49,950 50	49,950 50	37,908 00
Nestle Inc	4	106,565 63	106,565 63	72,908 07
Newmont Mng Corp	4	103,060 00	103,060 00	104,017 00
Newmont Mng Corp	4	45,960 00	45,960 00	44,565 50
Nordstrom Inc	4	-	-	-
Petrobras Global Finance	4	44,305 50	-	-
Pitney Bowes Inc	4	-	51,522 41	54,686 00
Safeway	4	101,178 00	-	-
Schwab	4	261,350 00	261,350 00	283,750 00
Sunoco Inc	4	-	-	-
Time Warner Cable Inc	4	-	49,644 75	50,486 50
Toyota	4	56,015 26	-	-
Transocean	4	105,070 00	52,535 00	44,500 00
Union Pac Corp	4	-	-	-
Walgreens Co	4	-	49,791 50	48,421 50
Walgreens Co	4	-	48,811 26	48,508 50
Whirlpool Corp	4	-	102,072 00	106,377 00
Williams Cos Inc	4	45,100 95	45,100 95	34,538 00
Wrigley Co	4	100,375 00	-	-
Total Corporate Bonds		<u>2,032,703 82</u>	<u>2,426,281 31</u>	<u>2,361,659 07</u>