

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

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>Howard Charitable Foundation</b>			<b>A Employer identification number</b>  91-1952040	
Number and street (or P.O. box number if mail is not delivered to street address) <b>4616 25th N E</b>		Room/suite <b>PMB 617</b>	<b>B Telephone number (see instructions)</b>  760-730-7342	
City or town <b>Seattle</b>	State <b>WA</b>	ZIP code <b>98115</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	<b>C If exemption application is pending, check here</b> <input type="checkbox"/>	
<b>G Check all that apply</b>			<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/>	
<input type="checkbox"/> Initial return			<b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>	
<input type="checkbox"/> Final return			<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>	
<input checked="" type="checkbox"/> Address change			<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>	
<input type="checkbox"/> Initial return of a former public charity				
<input type="checkbox"/> Amended return				
<input type="checkbox"/> Name change				
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation				
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust				
<input type="checkbox"/> Other taxable private foundation				
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16)</b> ▶ \$ 15,232,160		<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
		<i>(Part I, column (d) must be on cash basis)</i>		

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	1,663	1,663		
	<b>4</b> Dividends and interest from securities	301,591	301,591		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,332,201			
	<b>b</b> Gross sales price for all assets on line 6a	2,332,201			
	<b>7</b> Capital gain net income (from Part IV, line 2)		2,332,201		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	235,920	235,920			
<b>12 Total.</b> Add lines 1 through 11	2,871,375	2,871,375	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	270,000	200,000		70,000
	<b>14</b> Other employee salaries and wages	113,200	57,000		56,200
	<b>15</b> Pension plans, employee benefits	57,364	51,000		6,364
	<b>16a</b> Legal fees (attach schedule)	60,000	60,000		
	<b>b</b> Accounting fees (attach schedule)	8,800	8,800		
	<b>c</b> Other professional fees (attach schedule)	101,276	101,276		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy	35,626	30,000		5,626
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	48,598	44,198		4,400
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	694,864	552,274	0	142,590
	<b>25</b> Contributions, gifts, grants paid	2,992,300			2,992,300
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	3,687,164	552,274	0	3,134,890	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-815,789				
<b>b Net investment income</b> (if negative, enter -0-)		2,319,101			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	331,541	249,125	249,125
	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)	146,312	146,312	144,150
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	16,642,044	14,838,885	14,838,885	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	17,119,897	15,234,322	15,232,160	
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 ▶ See Attached Statement )	889,295	-180,492	
	23	<b>Total liabilities</b> (add lines 17 through 22)	889,295	-180,492	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	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	16,230,602	15,414,814	
	30	<b>Total net assets or fund balances</b> (see instructions)	16,230,602	15,414,814	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	17,119,897	15,234,322		

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	16,230,602
2	Enter amount from Part I, line 27a	2	-815,789
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,414,813
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	15,414,813

**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)
<b>1a</b>	UBS Global Securities Fund			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	2,332,201		2,332,201	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				2,332,201
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		2,332,201
<b>3</b>	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	{ }		0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

<b>1</b> Enter the appropriate amount in each column for each year, see the instructions before making any entries				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))	
2012	6,654,889	18,644,912	0.356928	
2011	3,479,389	24,254,431	0.143454	
2010	3,794,881	26,401,199	0.143739	
2009	13,522,516	29,619,362	0.456543	
2008	22,335,068	59,839,454	0.373250	
<b>2</b>	<b>Total</b> of line 1, column (d)			1.473914
<b>3</b>	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			0.294783
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			15,713,686
<b>5</b>	Multiply line 4 by line 3			4,632,128
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)			23,191
<b>7</b>	Add lines 5 and 6			4,655,319
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			3,134,890

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

<b>1a</b>	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>b</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	<b>1</b>	46,382	
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	46,382	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	46,382	
<b>6</b>	Credits/Payments			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	47,033	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	47,033	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	651	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 651 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ Richard D. Newell Telephone no ▶ 760-586-4044 Located at ▶ 2525 Pio Pico, Suite 202 Carlsbad CA ZIP+4 ▶ 92008			
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		<input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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	N/A
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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b N/A

Organizations relying on a current notice regarding disaster assistance check here ▶

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

**Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Richard D Newell 2525 Pio Pico, ste 202 Carlsbad, CA 92008	Sec/Treas 40.00	270,000	5,000	
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**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J C Northern 2525 Pio Pico, ste 202, Carlsbad, CA 92008	40 00	113,200	52,364	
-----	00	0		
-----	00	0		
-----	00	0		
-----	00	0		
<b>Total number of other employees paid over \$50,000</b>				▶ 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**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 Charitable Grant Program .....	
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 .....	
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 )

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	14,855,498
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,097,483
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	15,952,981
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	15,952,981
<b>4</b>	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	<b>4</b>	239,295
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	15,713,686
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	785,684

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	785,684
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	46,382
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	46,382
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	739,302
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	739,302
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	739,302

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	<b>1a</b>	3,134,890
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,134,890
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,134,890

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



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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				739,302
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	19,364,675			
b From 2009	12,055,212			
c From 2010	2,517,484			
d From 2011	2,313,366			
e From 2012	5,736,959			
f <b>Total</b> of lines 3a through e	41,987,696			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,134,890				
a Applied to 2012, 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 2013 distributable amount				739,302
e Remaining amount distributed out of corpus	2,395,588			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 <b>Enter the net total of each column as indicated below:</b>				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	44,383,284			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	19,364,675			
9 <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a	25,018,609			
10 Analysis of line 9				
a Excess from 2009	12,055,212			
b Excess from 2010	2,517,484			
c Excess from 2011	2,313,366			
d Excess from 2012	5,736,959			
e Excess from 2013	2,395,588			

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

N/A

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

**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  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

Richard D Newell 2525 Pio Pico, Suite 202 Carlsbad, CA 92008 1-760-730-7342

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

Application form supplied upon written request Applicant must be a qualified 501(c)(3) org

- c Any submission deadlines

None

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

Health care, Educational, Domestic Humanitarian Charities

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<b>Recipient</b> Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
Angel's Depot 1495 Poinsettia Avenue, Suite 151 Vista, CA 92081		501(c)(3)	unrestricted	10,000
Bighorn Behind a Miracle 255 Palowet Drive Palm Desert, CA 92260		501(c)(3)	Behind a Miracle	10,000
Brother Beno Foundation P O Box 308 Oceanside, CA 92049		501(c)(3)	unrestricted	50,000
Casa de Amparo 3355 Mission Ave, Suite 238 Oceanside, CA 92054		501(c)(3)	unrestricted	50,000
Community Resource Center 650 Second Street Encinitas, CA 92024		501(c)(3)	unrestricted	50,000
Criminal Justice Legal Foundation P O Box 1199 Sacramento, CA 95812		501(c)(3)	unrestricted	50,000
The Fund For American Studies 1706 New Hampshire Ave N W Washington, DC 20009		501(c)(3)	unrestricted	50,000
The Heritage Foundation 214 Massachusetts Ave N E Washington, DC 20002		501(c)(3)	unrestricted	1,000,000
The Hoover Institution 434 Galvez Mall, HHMB 308 Stanford, CA 94305		501(c)(3)	unrestricted	100,000
Interfaith Community Services 550 West Washington Ave, Suite B Escondido, CA 92025		501(c)(3)	unrestricted	50,000
Meals on Wheels 2254 San Diego Ave, Suite 200 San Diego, CA 92110		501(c)(3)	North San Diego County Meals	20,000
<b>Total</b> See Attached Statement			▶ <b>3a</b>	2,992,300
<b>b Approved for future payment</b>				
<b>Total</b>			▶ <b>3b</b>	0





**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Oceanside Museum of Art

**Street**

704 Pier View Way

**City**

Oceanside

**State**

CA

**Zip Code**

92054

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

150,000

**Name**

Palm Springs Art Museum

**Street**

P O Box 2310

**City**

Palm Springs

**State**

CA

**Zip Code**

92263

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

24,300

**Name**

Pendleton Rotary Community Service Fund

**Street**

3906 Stanford Drive

**City**

Oceanside

**State**

CA

**Zip Code**

92056

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Vets of N Cnty Resource Center

**Amount**

100,000

**Name**

Racing For Our Heros Foundation

**Street**

6611 Hillcrest Ave , Suite 343

**City**

Dallas

**State**

TX

**Zip Code**

75205

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Wounded Warrior Program

**Amount**

25,000

**Name**

Scripps Clinic Foundation

**Street**

10666 North Torrey Pines Road

**City**

La Jolla

**State**

CA

**Zip Code**

92037

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Re. Dr. Carson wtg Area

**Amount**

100,000

**Name**

Salvation Army

**Street**

2320 Fifth Avenue

**City**

San Diego

**State**

CA

**Zip Code**

92101

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

50,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

The Hawn Foundation

**Street**

220 26th Street, Ste 203

**City**

Santa Monica

**State**

CA

**Zip Code**

90402

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

MindUp Benefit

**Amount**

2,000

**Name**

Teen Adolescent Placement Services

**Street**

4661 Marblehead Bay Drive

**City**

Oceanside

**State**

CA

**Zip Code**

92057-4268

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

125,000

**Name**

Trinity College

**Street**

300 Summit Street

**City**

Hartford

**State**

CT

**Zip Code**

06106-3100

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Parents' Fund/Visiting Economics Prof

**Amount**

100,000

**Name**

United Way of San Diego

**Street**

4699 Murphy Canyon Road

**City**

San Diego

**State**

CA

**Zip Code**

92123

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

50,000

**Name**

United Way Gem Society

**Street**

P O Box 8217

**City**

Kalispell

**State**

MT

**Zip Code**

59904

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

50,000

**Name**

Wheaton American Legion-Merton Dale Post #80

**Street**

P O Box 835

**City**

Wheaton

**State**

MN

**Zip Code**

56296

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

200,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Women's Resource Center

**Street**

1963 Apple Street

**City**

Oceanside

**State**

CA

**Zip Code**

92054

**Foreign Country****Relationship****Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

unrestricted

**Amount**

35,000

**Name**

Agua Hedinda Lagoon Foundation

**Street**

1580 Cannon Road

**City**

Carlsbad

**State**

CA

**Zip Code**

92008

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

unrestricted

**Amount**

18,500

**Name**

Assistance League of North Coast

**Street**

P O Box 2682

**City**

Carlsbad

**State**

CA

**Zip Code**

92018

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

Operation School Bell

**Amount**

15,000

**Name**

College of the Desert Foundation

**Street**

43-500 Monterey Avenue

**City**

Palm Desert

**State**

CA

**Zip Code**

92260

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

Suite Deal Sponsorship

**Amount**

7,500

**Name**

Flathead Valley Bridge Center

**Street**

2195 Mountain Highway 82

**City**

Somers

**State**

MT

**Zip Code**

59932

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

Construction of Facility

**Amount**

350,000

**Name**

Wyoming Public Television foundation

**Street**

115 North 5th East

**City**

Riverton

**State**

WY

**Zip Code**

82501

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

Dick Cheney Biography

**Amount**

50,000



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

University of Montana Foundation

Street

P O Box 7159

City

Missoula

State

MT

Zip Code

59807-7159

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

FLBS Monitor Endowmwnt FD

Amount

100,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

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State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

		Amount							Totals					
		Long Term CG Distributions	Short Term CG Distributions						Capital Gains/Losses	Other sales	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
											2,332,201	0	2,332,201	
											0	0	0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	UBS Global Securities Fund						2,332,201						2,332,201
2														0

**Part I, Line 11 (990-PF) - Other Income**

		235,920	235,920	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	UBS Global Securities K-1	235,920	235,920	

**Part I, Line 16a (990-PF) - Legal Fees**

		60,000	60,000	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Gary Bergquist, LLP	60,000	60,000		

**Part I, Line 16b (990-PF) - Accounting Fees**

		8,800	8,800	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Redfern & Company CPA's	8,800	8,800		

**Part I, Line 16c (990-PF) - Other Professional Fees**

		101,276	101,276	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	UBS Global Investment Managers	101,276	101,276		

**Part I, Line 18 (990-PF) - Taxes**

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	Income tax				
4	State Tax				

**Part I, Line 23 (990-PF) - Other Expenses**

		48,598	44,198	0	4,400
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Payroll taxes	19,827	15,427		4,400
2	Tax refund	-20,000	-20,000		
3	Fees and Misc Office	657	657		
4	Other portfolio expenses from UBS K-1	48,114	48,114		

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		146,312	146,312	110,995	144,150	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
<b>1</b>	2,883 shrs Merck & Co , Inc		146,312	146,312	110,995	144,150

**Part II, Line 13 (990-PF) - Investments - Other**

Asset Description		Basis of Valuation	16,642,044	14,838,885	14,838,885
			Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	UBS Bond Relationship Fund				
2	UBS Global Securities Relationship Fund	AT COST	16,642,044	14,838,885	14,838,885

**Part II, Line 22 (990-PF) - Other Liabilities**

		889,295	-180,492
Description		Beginning Balance	Ending Balance
1	Unrealized Loss UBS Funds	339,295	-780,492
2	Non-Qualified Post retirement benefit liability	550,000	600,000

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

											270,000	5,000	0
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
1 Richard D Newell	X	2525 Pro Pico, ste 202	Carlsbad	CA	92008		Sec/Treas	40.00	270,000	5,000	0		