

For calendar year **2013** or tax year beginning , **2013**, and ending , **20**

Name of foundation SKEES FAMILY FOUNDATION		A Employer identification number 83-0411607
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 8143	Room/suite	B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code SANTA CRUZ, CA 95061		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,610,302.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	12,500.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	209.	209.		
4 Dividends and interest from securities	51,198.	51,198.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	55,149.			
b Gross sales price for all assets on line 6a	555,640.			
7 Capital gain net income (from Part IV, line 2)		55,149.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) <u>ATCH 1</u>	1,250.	1,250.		
12 Total. Add lines 1 through 11	120,306.	107,806.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) <u>ATCH 2</u>	3,402.			3,402.
b Accounting fees (attach schedule) <u>ATCH 3</u>	220.			220.
c Other professional fees (attach schedule)	37,978.	8,478.		29,500.
17 Interest				
18 Taxes (attach schedule) (see instructions) <u>ATCH 5</u>	400.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	368.			368.
23 Other expenses (attach schedule) <u>ATCH 6</u>	21,032.			21,032.
24 Total operating and administrative expenses. Add lines 13 through 23	63,400.	8,478.		54,522.
25 Contributions, gifts, grants paid	69,470.			69,470.
26 Total expenses and disbursements. Add lines 24 and 25	132,870.	8,478.	0	123,992.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-12,564.			
b Net investment income (if negative, enter -0-)		99,328.		
c Adjusted net income (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	35,168.	47,739.	47,739.
	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			
	10 a	Investments - U.S. and state government obligations (attach schedule), . .			
	b	Investments - corporate stock (attach schedule) ATCH 7	2,385,533.	2,360,398.	2,512,563.
	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)			
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8)	50,000.	50,000.	50,000.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,470,701.	2,458,137.	2,610,302.	
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	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 . .	2,470,701.	2,458,137.	
	30	Total net assets or fund balances (see instructions)	2,470,701.	2,458,137.	
31	Total liabilities and net assets/fund balances (see instructions)	2,470,701.	2,458,137.		

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 2,470,701.
2	Enter amount from Part I, line 27a	2 -12,564.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,458,137.
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 2,458,137.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
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	55,149.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	223,048.	2,373,681.	0.093967
2011	160,921.	2,536,865.	0.063433
2010	138,908.	2,504,338.	0.055467
2009	193,873.	2,249,539.	0.086183
2008	205,280.	2,878,324.	0.071319
2 Total of line 1, column (d)			2 0.370369
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 0.074074
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,439,602.
5 Multiply line 4 by line 3			5 180,711.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 993.
7 Add lines 5 and 6			7 181,704.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 123,992.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see 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	1,987.
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	1,987.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,987.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,360.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	627.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	1,987.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of SKEES FAMILY FOUNDATION Telephone no. 800-839-1754
Located at P.O. BOX 8143 SANTA CRUZ, CA ZIP+4 95061
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 9, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

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	2,419,364.
b	Average of monthly cash balances	1b	57,389.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,476,753.
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	2,476,753.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,151.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,439,602.
6	Minimum investment return. Enter 5% of line 5	6	121,980.

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	121,980.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,987.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,987.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,993.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	119,993.
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	119,993.

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	123,992.
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	123,992.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	123,992.

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				119,993.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	62,858.			
b From 2009	82,698.			
c From 2010	14,791.			
d From 2011	35,976.			
e From 2012	106,650.			
f Total of lines 3a through e	302,973.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>123,992.</u>				
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				119,993.
e Remaining amount distributed out of corpus	3,999.			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	306,972.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	62,858.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	244,114.			
10 Analysis of line 9:				
a Excess from 2009	82,698.			
b Excess from 2010	14,791.			
c Excess from 2011	35,976.			
d Excess from 2012	106,650.			
e Excess from 2013	3,999.			

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

SUZANNE SKEES

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 10</p>				
Total				3a 69,470.
<p>b <i>Approved for future payment</i></p>				
Total				3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 3 columns: Question, Yes, No. Rows 1a(1) through 1c.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3) or in section 527? Yes No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here Signature of officer or trustee Date Title May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name: JEFFREY D HASKELL, Preparer's signature: JEFFREY D HASKELL, Date: 05/21/2014, Firm's name: FOUNDATION SOURCE, Firm's EIN: 510398347, Firm's address: ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042, Phone no.: 8008391754

Schedule of Contributors

2013

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

Name of the organization SKEES FAMILY FOUNDATION	Employer identification number 83-0411607
--	---

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization **SKEES FAMILY FOUNDATION**

Employer identification number
83-0411607

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SKEES, SUZANNE 103 AUBURN AVENUE SANTA CRUZ, CA 95060	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **SKEES FAMILY FOUNDATION**

Employer identification number

83-0411607

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

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

Name of organization **SKEES FAMILY FOUNDATION**

Employer identification number
83-0411607

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

Underpayment of Estimated Tax by Corporations

2013

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name: **SKEES FAMILY FOUNDATION** Employer identification number: **83-0411607**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	1,987.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c	Credit for federal tax paid on fuels (see instructions)	2c	
d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3	1,987.
4	Enter the tax shown on the corporation's 2012 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	1,143.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	1,143.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input checked="" type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 05/15/2013	06/17/2013	09/16/2013	12/16/2013
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	352.	347.	444.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11 960.	400.		
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column	12	960.	1,008.	661.
13 Add lines 11 and 12	13	1,360.	1,008.	661.
14 Add amounts on lines 16 and 17 of the preceding column	14			
15 Subtract line 14 from line 13. If zero or less, enter -0-	15 960.	1,360.	1,008.	661.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16			
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18 960.	1,008.	661.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</i>				
20 Number of days from due date of installment on line 9 to the date shown on line 19.				
21 Number of days on line 20 after 4/15/2013 and before 7/1/2013				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365} \times 3\%$	\$	\$	\$	\$
23 Number of days on line 20 after 6/30/2013 and before 10/1/2013				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365} \times 3\%$	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2013 and before 1/1/2014				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365} \times 3\%$	\$	\$	\$	\$
27 Number of days on line 20 after 12/31/2013 and before 4/1/2014				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365} \times 3\%$	\$	\$	\$	\$
29 Number of days on line 20 after 3/31/2014 and before 7/1/2014				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365} \times 3\%$	\$	\$	\$	\$
31 Number of days on line 20 after 6/30/2014 and before 10/1/2014				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365} \times 3\%$	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2014 and before 1/1/2015				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365} \times 3\%$	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2014 and before 2/16/2015				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365} \times 3\%$	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36.	\$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns.				38 \$

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	21	2,389.	7,005.	13,490.	19,862.
22	Annualization amounts (see instructions)	22	6.00000	4.00000	2.00000	1.33333
23 a	Annualized taxable income. Multiply line 21 by line 22	23a	14,334.	28,020.	26,980.	26,483.
b	Extraordinary items (see instructions)	23b	5,843.	7,170.	19,595.	38,259.
c	Add lines 23a and 23b	23c	20,177.	35,190.	46,575.	64,742.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	404.	704.	932.	1,295.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period (see instructions)	26				
27	Total tax. Add lines 24 through 26	27	404.	704.	932.	1,295.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	404.	704.	932.	1,295.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31		352.	699.	1,295.

Part III Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.

		1st installment	2nd installment	3rd installment	4th installment	
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32		352.	699.	1,295.
33	Add the amounts in all preceding columns of line 38 (see instructions)	33		352.	699.	
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34		352.	347.	596.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	286.	286.	286.	285.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36		286.	220.	159.
37	Add lines 35 and 36	37	286.	572.	506.	444.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38		352.	347.	444.

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME- PRI VITTANA MCE LOAN	1,250.	1,250.
TOTALS	<u>1,250.</u>	<u>1,250.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL GOVERNANCE/COUNSELING	3,402.			3,402.
TOTALS	<u>3,402.</u>			<u>3,402.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL ACCOUNTING/BOOKKEEPING	220.			220.
TOTALS	<u>220.</u>			<u>220.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	8,478.	8,478.	
PHILANTHROPIC CONSULTING	29,500.		29,500.
TOTALS	<u>37,978.</u>	<u>8,478.</u>	<u>29,500.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2013	400.
TOTALS	<u>400.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATIVE FEES	15,799.	15,799.
FOUNDATION DUES & MEMBERSHIPS	1,725.	1,725.
POSTAGE	118.	118.
WEBSITE DEVELOPMENT	3,390.	3,390.
TOTALS	<u>21,032.</u>	<u>21,032.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AFFILIATED MANAGERS GROUP	3,119.	4,988.
ALLERGAN INC.	9,492.	10,553.
ALLIANCEBERN DISCOVERY GROWTH	15,800.	22,187.
ALLIANCEBERN DISCOVERY VALUE F	14,759.	19,900.
ALLIANCEBERNSTEIN REIT INSTL F	98,436.	112,872.
AMAZON COM	4,712.	8,375.
AMDOCS LIMITED	7,314.	8,248.
AMER INTERNATIONAL GROUP INC	8,382.	9,955.
AMERICAN EXPRESS CO	7,652.	9,527.
AMERICAN TOWER REIT INC	7,247.	7,583.
AMPHENOL CORPORATION	5,090.	5,351.
ANSYS INC.	7,017.	9,156.
AON PLC	6,794.	7,550.
APPLE INC.	9,148.	19,635.
ASSURANT INC	2,542.	2,655.
AT&T CORP COM	3,107.	3,516.
BANK OF AMERICA CORP	8,710.	12,067.
BECTON DICKINSON & CO	5,349.	7,734.
BERKSHIRE HATHAWAY INC. CLASS	3,821.	5,335.
BERNSTEIN EMERGING MARKETS	371,417.	382,991.
BERNSTEIN INTERMEDIATE DURATIO	668,664.	671,359.
BERNSTEIN TAX-MANAGED INTERNAT	588,377.	517,404.
BIOGEN IDEC INC	4,843.	9,785.
BOEING CO	6,393.	9,554.
CAPITAL ONE FINANCIAL CORP	5,422.	7,661.
CBS CORP CL B	7,292.	9,561.
CELGENE CORP	3,392.	5,069.
CHEVRON CORP	3,324.	3,747.
CHIPOLTE MEX GRILL	2,546.	4,262.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHUBB CORP	6,069.	6,764.
CIT GROUP INC	5,192.	7,038.
CITIGROUP INC	8,010.	13,028.
COGNIZANT TECHNOLOGY SOLUTIONS	8,609.	12,623.
COMCAST CORP CL A	3,985.	7,796.
CONAGRA FOODS INC	8,414.	9,268.
COSTCO WHOLESALE CORP	9,253.	9,522.
CVS CAREMARK CORP.	6,280.	6,799.
DANAHER CORP	8,626.	14,281.
EATON CORP PLC	2,965.	4,948.
EBAY INC.	5,194.	5,761.
ELECTRONIC ARTS	6,773.	6,309.
EVEREST RE GROUP LTD	6,172.	7,794.
FEDEX CORPORATION	4,126.	4,313.
FIDELITY NATIONAL INFORMATION	4,177.	6,710.
FORD MOTOR COMPANY	6,531.	8,872.
GANNETT CO INC	4,693.	5,029.
GENERAL MOTORS	4,358.	4,700.
GENWORTH FINANCIAL INC CL A	4,739.	5,824.
GILEAD SCIENCES INC	6,383.	8,637.
GOOGLE INC CL A	8,152.	14,568.
GRAINGER W W INC.	8,442.	8,940.
HALLIBURTON COMPANY	4,370.	4,568.
HASBRO INC	3,297.	3,576.
HEALTH NET INC	2,564.	2,819.
HESS CORP	9,835.	9,960.
HEWLETT PACKARD CO	13,646.	12,591.
HOME DEPOT INC.	8,818.	11,939.
ILLINOIS TOOL WORKS	7,361.	9,669.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTERCONTINETALEXCHANGE INC	7,326.	12,371.
INTERNATIONAL BUSINESS MACHINE	7,045.	6,565.
JOHNSON & JOHNSON	8,014.	11,907.
JP MORGAN CHASE & CO	4,662.	5,556.
KINDER MORGAN INC	4,266.	3,960.
KROGER CO	6,327.	10,871.
LIBERTY MEDIA CORPORATION COM	4,093.	5,852.
LINCOLN NATIONAL CORP	8,626.	9,808.
LINKEDIN CORPORATION	1,417.	3,036.
LYONDELLBASELL INDUSTRIES NV	4,314.	8,028.
MACY'S INC	4,056.	6,408.
MARATHON PETROLEUM CORP	8,416.	8,714.
MCDONALD'S CORP	4,070.	4,366.
MEAD JOHNSON NUTRITI	10,941.	10,889.
MEDTRONIC INC	6,906.	8,609.
MERCK & CO INC.	3,158.	3,504.
MICROSOFT CORPORATION	4,076.	5,237.
MONSANTO CO	5,063.	5,828.
NIKE INC-CL B	5,529.	5,505.
NOBLE ENERGY INC.	4,720.	7,492.
OCCIDENTAL PETROLEUM CORP	10,013.	10,461.
PARKER HANNIFIN CP	7,574.	9,005.
PARTNERRE LTD. COM	5,231.	6,326.
PATTERSON COMPANIES INC COM	3,759.	4,120.
PEPSICO INC	7,330.	7,465.
PFIZER INC.	13,937.	20,674.
POLARIS INDUSTRIES	3,269.	3,641.
PRECISION CASTPARTS	5,011.	8,079.
PRICELINE.COM INCORPORATED	5,712.	9,299.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PULTE GROUP INC.	4,487.	5,602.
RAYTHEON CO.	5,006.	5,442.
REGAL ENTERTAINMENT	2,865.	2,918.
SCHLUMBERGER LTD	12,982.	14,867.
SHERWIN-WILLIAMS CO.	5,963.	6,423.
STARBUCKS CORP COM	4,774.	7,447.
TIME WARNER INC.	4,536.	7,669.
TJX COMPANIES INC	7,937.	11,471.
UNION PACIFIC	9,281.	12,600.
VALERO ENERGY CORP	6,524.	9,072.
VERISK ANALYTICS, INC	3,560.	3,615.
VERIZON COMMUNICATIONS	6,694.	7,125.
VERTEX PHARMCTLS INC	895.	1,486.
VIACOM INC. CL B	6,135.	10,481.
VISA INC	5,531.	10,021.
WAL-MART STORES INC.	7,460.	8,262.
WALT DISNEY HOLDINGS CO.	3,799.	7,640.
WELLS FARGO & CO.	9,913.	13,620.
TOTALS	<u>2,360,398.</u>	<u>2,512,563.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VITTANA MCE LOAN - PRI	50,000.	50,000.
TOTALS	<u>50,000.</u>	<u>50,000.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
555,640.		PUBLICLY-TRADED SECURITIES 500,491.					55,149.	
TOTAL GAIN(LOSS)							<u>55,149.</u>	

**SECOND AMENDMENT TO THE BYLAWS OF
THE SKEES FAMILY FOUNDATION
A California Nonprofit Public Benefit Corporation**

THIS SECOND AMENDMENT TO THE BYLAWS of The Skees Family Foundation, a California Nonprofit Public Benefit Corporation (“**Foundation**”), is hereby adopted by all of the Members of the Foundation.

RECITALS

WHEREAS, the Foundation’s bylaws (“**Bylaws**”) were originally adopted on November 19, 2004;

WHEREAS, Section 13.2(a) of the Bylaws provides that the Bylaws may be amended by a majority of the Members of the Foundation;

WHEREAS, the Members believe it is in the Foundation’s best interest to amend the Bylaws to change the authorized number of directors to a range of at least one (1) but no more than nine (9) directors;

NOW, THEREFORE, in consideration of the foregoing recitals, the Members agree as follows:

1. Section 7.4 of the Bylaws shall be replaced in its entirety to read as follows:

“Section 7.4 Number of Directors. The authorized number of directors of the corporation shall be at least one (1) but no more than nine (9). The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board.”

2. Except as specifically set forth herein, the Bylaws shall remain unmodified and in full force and effect.

3. The interpretation and enforceability of this Second Amendment shall be governed by the laws of the State of California.

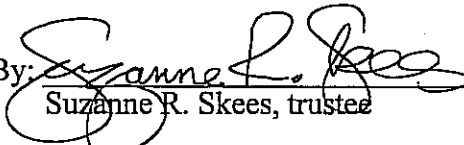
4. To the extent permitted by applicable law, the provisions of this Second Amendment shall supersede any contrary provisions of the California Corporations Code or other applicable law.

5. All capitalized terms used herein shall have the same meaning prescribed to them in the Bylaws unless otherwise defined herein.

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment effective as of November 27, 2013.

MEMBER:

Suzanne R. Skees Separate Property Trust
dated May 7, 2003, as amended

By: 
Suzanne R. Skees, trustee

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
LISA I CAPUTO* P.O. BOX 8143 SANTA CRUZ, CA 95061 *RESIGNED FROM POSITIONS IN 2013	DIR / SEC
ELISABETH DEOGRACIAS P.O. BOX 8143 SANTA CRUZ, CA 95061	DIR / VP OF COMMUNICA 2.00
BRIENNE SKEES P.O. BOX 8143 SANTA CRUZ, CA 95061	DIR / VP OF RESEARCH 10.00
HUGH B SKEES P.O. BOX 8143 SANTA CRUZ, CA 95061 *REMOVED FROM POSITION IN 2013	DIR* / TRUSTEE
JASMINE P SKEES P.O. BOX 8143 SANTA CRUZ, CA 95061	DIR / SENIOR TRUSTEE 2.00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
SHELLY SKEES P.O. BOX 8143 SANTA CRUZ, CA 95061	DIR / CHIEF FINANCIAL 2.00
SUZANNE SKEES P.O. BOX 8143 SANTA CRUZ, CA 95061	PRES / CHAIRMAN /DIR/ TRUSTE 50.00
SALLY SKEES-HELLY P.O. BOX 8143 SANTA CRUZ, CA 95061	DIR / SEC 2.00
GREGORY W SNOW* P.O. BOX 8143 SANTA CRUZ, CA 95061 *REMOVED FROM POSITIONS IN 2013	DIR / CHIEF FINANCIAL OFFICER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CATHOLIC COMMITTEE OF APPALACHIA INC 150 MOUNT TABOR RD MARTIN, KY 41649	N/A PC	GENERAL & UNRESTRICTED	4,000.
COOPERATIVE FOR EDUCATION 2730 HYDE PARK AVE CINCINNATI, OH 45209	N/A PC	CORP PROGRAM	6,000.
DEL MAR ELEMENTARY SCHOOL 1959 MERRILL ST SANTA CRUZ, CA 95062	N/A PC	STEAM POWER PROGRAM	2,000.
ENDPOVERTY ORG 7910 WOODMONT AVE STE 1120 BETHESDA, MD 20814	N/A PC	CENTER FOR COMMUNITY TRANSFORMATION'S TYPHOON HAIYAN RELIEF FUND	1,000.
FIRST CHRISTIAN CHURCH 222 W MAIN ST MT STERLING, KY 40353	N/A PC	TERF INC. PROGRAM	1,000.
HOLY TRINITY MIDDLE SCHOOL 3100 PARK RD CHARLOTTE, NC 28209	N/A PC	GENERAL & UNRESTRICTED	2,670.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NORTHSTAR CHURCH PO BOX 158 CLIFTON PARK, NY 12065	N/A PC	GENERAL & UNRESTRICTED	1,000.
PRECIOUS BLOOD MINISTRY OF RECONCILIATION NFP PO BOX 9379 CHICAGO, IL 60609	N/A PC	GENERAL & UNRESTRICTED	10,000.
SANTA CRUZ FILM FESTIVAL PO BOX 638 SANTA CRUZ, CA 95061	N/A PC	STEAM POWER PROJECT	350.
SANTA CRUZ LESBIAN AND GAY COMMUNITY CENTER PO BOX 8280 SANTA CRUZ, CA 95061	N/A PC	GENERAL & UNRESTRICTED	1,000.
SCHOOL FUND 455 COLERIDGE AVE PALO ALTO, CA 94301	N/A PC	GENERAL & UNRESTRICTED	5,000.
STICKWITHUS ORGANIZAITON 7526 YELLOW PINE CT CHARLOTTE, NC 28277	N/A PC	GENERAL & UNRESTRICTED	450.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UPAYA SOCIAL VENTURES 2111 3RD AVE SEATTLE, WA 98121	N/A PC	GENERAL & UNRESTRICTED	25,000.
V-DAY 303 PARK AVE. S STE 1184 NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	10,000.
		TOTAL CONTRIBUTIONS PAID	<u>69,470.</u>

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

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
INTEREST INCOME- PRI			14	1,250.	
TOTALS				<u>1,250.</u>	