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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury

| • | Fore | aler | idar year 2012 or tax year | beginning JUL | 1, 2012 | , and ending | JUN 30, 2013 | B Coper to pushe mapeetism |
|---------------|-----------------------------|--------|--|---------------------------------------|------------------------------------|---------------------------|--|---|
| | | | foundation | <u> </u> | | . , , | A Employer identification | |
| | | | | FORESTER CH | ARITABLE TRU | ST | | |
| | | | WILMINGTON | | | . | 39-1741441 | |
| | | | and street (or P O box number if | | | Room/suite | B Telephone number | <u>.</u> |
| | | | 0 NORTH MARK | | • | 1010 | 302-651-81 | 59 |
| | | | own, state, and ZIP code | DI DIREBI | | 12020 | C If exemption application is | |
| | | | MINGTON, DE | 19801-1289 | | | o ii exemplion application is t | pending, crieck here |
| | | | | Initial return | | ormer public charity | D 1. Foreign organization | s chack hara |
| | u | illoor | | Final return | Amended return | office public charity | 1. Torcigii organization | s, check here |
| | | | = | Address change | Name change | | Foreign organizations me check here and attach co | eeting the 85% test, |
| | ш С | hool | type of organization: | | empt private foundation | | | |
| | | _ | ction 4947(a)(1) nonexemp | · · · · · · · · · · · · · · · · · · · | Other taxable private foundation | ation | E If private foundation sta | |
| | | | | | | | under section 507(b)(1 | • • |
| | | | arket value of all assets at e | · · · — | - | Accrual | F If the foundation is in a | . [|
| | | | Part II, col. (c), line 16) | | her (specify) | hacra l | under section 507(b)(1 |)(B), check here |
| | D | | | | mn (d) must be on cash l | | | T (4) - |
| | Pa | irt i | Analysis of Revenue and (The total of amounts in colum necessarily equal the amounts | nns (b), (c), and (d) may not | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
| | | 1 | Contributions, gifts, grants | s, etc., received | | | N/A | |
| ~ | | 2 | Check X If the foundation | | | | | |
| 2013 | | 3 | Interest on savings and tempor cash investments | rary | 23,198. | 23,198. | | STATEMENT 1 |
| 2 | | 4 | Dividends and interest from | | 276,172. | 276,172. | | STATEMENT 2 |
| 20 | | 5a | Gross rents | | - | - | | |
| | | ь | Net rental income or (loss) | | | | | |
| Š | 4 | 6a | Net gain or (loss) from sale of a | ssets not on line 10 | 341,364. | | ř " | |
| | Revenue | ь | | 1,579,166. | | | • | |
| \mathcal{L} | | 7 | Capital gain net income (from P | | : | 341,364. | NOV 18 2013 | |
| SCANNED | æ | 8 | Net short-term capital gain | 1 | | | MOV A V LOID | |
| Z | | 9 | Income modifications | | | | | - |
| 4 | , | 10a | Gross sales less returns and allowances | | | | | |
| 3 | | _ | Less Cost of goods sold | | | | | , |
| Ĭ. | | | Gross profit or (loss) | | | | | |
| | | 11 | | | -3,680. | 4,293. | | STATEMENT 3 |
| | | 12 | Total Add lines 1 through | n 11 | 637,054. | 645,027. | | |
| | | 13 | Compensation of officers, direct | • | 0. | 0. | | 0. |
| | | 14 | Other employee salaries ar | | | | | |
| | | 15 | Pension plans, employee t | • | | | | |
| | es | 1 | Legal fees | | | | | |
| | ens | | Accounting fees | STMT 4 | 10,227. | 0. | | 10,227 |
| | Expense | | Other professional fees | STMT 5 | 85,904. | 85,904. | | 0. |
| | ě | 17 | | | | | | 1 |
| | aţį | 18 | Taxes | STMT 6 | 10,322. | 4,612. | | 0. |
| | istr | 19 | Depreciation and depletion | | | | | |
| | <u>بة</u> | 20 | Occupancy | | | ** | | |
| | Adı | 21 | Travel, conferences, and n | neetinas | | | | |
| | P | 22 | Printing and publications | | | | | |
| | g | 23 | Other expenses | | | | | |
| | perating and Administrative | l | Total operating and admi | nistrative | - | - | | |
| | erê | - • | expenses Add lines 13 th | | 106,453. | 90,516. | | 10,227 |
| | o | 25 | Contributions, gifts, grants | - | 677,400. | 20,220. | | 677,400 |
| | | l . | Total expenses and disbu | | 377, 400. | | <u></u> | 011, ±30 |
| | | " | Add lines 24 and 25 | noomonig. | 783,853. | 90,516. | | 687,627 |
| | | 27 | Subtract line 26 from line | 12. | 100,000 | 20,210. | ' - | 1 007,027 |
| | | i - | | | -146,799. | | | |
| | | | Excess of revenue over expens Net investment income (if | | 140,133. | 554,511. | | |
| | | | Adjusted net income (if ne | | | JJT,JII. | N/A | |
| | | , , | Mujuated Het Hitchite (ii ne | gauve, citter •U•) | 1 | | 1 11/12 | 1 |

JOHN AND ALICE FORESTER CHARITABLE TRUST C/O WILMINGTON TRUST COMPANY

| For | m 99 | 00-PF (2012) C/O WILMINGTON TRUST CO | 39- | 1741441 Page 2 | |
|--|-------|--|--------------------|----------------|-----------------------|
| Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only | | | Beginning of year | End o | |
| | ait | column should be for end-of-year amounts only | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 | Cash - non-interest-bearing | 14,290. | 6,825. | |
| | 2 | Savings and temporary cash investments | 3,334,525. | 2,656,320. | 2,656,320. |
| | 3 | Accounts receivable - | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable | | | |
| | | Less; allowance for doubtful accounts ▶ | | | |
| | I - | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other | | | |
| | | disqualified persons | | | |
| | 7 | Other notes and loans receivable | | | |
| | _ | Less: allowance for doubtful accounts | | | |
| ets | 1 | Inventories for sale or use | | | |
| Assets | ı | Prepaid expenses and deferred charges | | | |
| | | Investments - U.S. and state government obligations | 0 010 600 | 0 000 700 | 11 572 606 |
| | - | Investments - corporate stock STMT 8 | 8,212,683. | | 11,573,686. |
| | l | Investments - corporate bonds STMT 9 | 375,375. | 240,000. | 227,402. |
| | וון | tnvestments - land, buildings, and equipment basis | | | |
| | 40 | Less accumulated depreciation | | | |
| | l | Investments - mortgage loans | | | |
| | 13 | Investments - other | | | |
| | 14 | Land, buildings, and equipment: basis Less accumulated deprecation | | | |
| | 15 | Other assets (describe) | | | <u> </u> |
| | 13 | Other assets (describe | | | |
| | 16 | Total assets (to be completed by all filers) | 11,936,873. | 11,723,848. | 14,464,233. |
| | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| ģ | 19 | Deferred revenue | | | |
| Liabilities | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| abi | 21 | Mortgages and other notes payable | | | |
| = | 22 | Other liabilities (describe) | | | |
| | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| | | Foundations that follow SFAS 117, check here | | | |
| w | | and complete lines 24 through 26 and lines 30 and 31. | | | |
| č | 24 | Unrestricted | | | |
| alar | 25 | Temporarily restricted | | | |
| Ä | 26 | Permanently restricted | | ••• | |
| Fund Balances | | Foundations that do not follow SFAS 117, check here | | | |
| P. | | and complete lines 27 through 31. | | • | |
| | 27 | Capital stock, trust principal, or current funds | 0. | 0. | |
| 538 | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| Net Assets | 29 | Retained earnings, accumulated income, endowment, or other funds | 11,936,873. | 11,723,848. | |
| ž | 30 | Total net assets or fund balances | 11,936,873. | 11,723,848. | |
| | 31 | Total liabilities and net assets/fund balances | 11,936,873. | 11,723,848. | |
| | | | | 11,723,040. | |
| | art | Analysis of Changes in Net Assets of Fund B | | | |
| 1 | Total | net assets or fund balances at beginning of year - Part II, column (a), line | 30 | | |
| | • | st agree with end-of-year figure reported on prior year's return) | | 1 | 11,936,873. |
| | | r amount from Part I, line 27a | | _ 2 | -146,799. |
| | | r increases not included in line 2 (itemize) | SEE STA | ATEMENT 7 3 | 8,761. |
| | | lines 1, 2, and 3 | | 4 | 11,798,835. |
| | | eases not included in line 2 (itemize) PRIOR YEAR ADJ | | 5 | 74,987. |
| 6 | 1 ota | net assets or fund balances at end of year (line 4 minus line 5) - Part II, co | olumn (b), line 30 | 6 | 11,723,848. |

Form **990-PF** (2012)

JOHN AND ALICE FORESTER CHARITABLE TRUST

| | | Losses for Tax on Inv | | | | . | 39- | 1/41 | 441 | Page 3 |
|--|---|---|------------------------------------|--------------------------------------|---------------------------------|---------------------------------------|---|-------------------------|---|----------|
| <u></u> | | | | | (b) How a P - Pur D - Doi | cquired (e |) Date acq (mo., day, | | (d) Date (mo., day | |
| 18 | 1 | | | | | | | | | |
| _t | | ATEMENTS | | | | | | | | |
| _ | | ·- | | | ļ | | | | | |
| _(| | | | | | | | | | |
| € | | (f) Depreciation allowed (or allowable) | 107 | st or other basis expense of sale | | | (h) Gain (e) plus (f) | |) | |
| _ 8 | 1 | | | | | | | | | |
| t | | | | | | | | | | |
| _ | | | | | | | | | ~~~ | |
| _ | 1 550 166 | | | 1 007 00 | | · · · · · · · · · · · · · · · · · · · | | | 244 | 264 |
| _ | complete only for assets showing gain | un column (h) and award by th | | $\frac{1,237,80}{1,21,60}$ | 12. | 40.6 |) (O-1 | (h.) | 341, | 364. |
| _ | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Ex | cess of col. (i) | | col. (| Sains (Col. (k), but not l Losses (fro | ess than - | -0-) or | |
| | 1 | | | | | | | | | |
| _t | | | | | | | | | | |
| _ | B | | | | | | | | | |
| _ | <u> </u> | | | | | | | | | 251 |
| _6 | | | | | | | | | 341, | 364. |
| 2 | Capital gain net income or (net capital lo | $ \begin{cases} \text{If gain, also enter} \\ \text{If (loss), enter -0-} \end{cases} $ | in Part I, line in Part I, line | 7 7 | } 2 | | | | 341, | 364. |
| 3 | Net short-term capital gain or (loss) as of figain, also enter in Part I, line 8, column if (loss), enter -0- in Part I, line 8 | ` , | 1 (6): | | } | | | N/A | | |
| F | Part V Qualification Under | Section 4940(e) for | Reduced | Tax on Net | Invest | nent Inco | me | М/Д | | |
| (F | or optional use by domestic private found | lations subject to the section 49 | 940(a) tax on | net investment in | icome.) | | | | | |
| if. | section 4040/d\/2\ applies leave the cor | t blank | | | · | | | | | |
| ш | section 4940(d)(2) applies, leave this par | t Ulatik. | | | | | | - | | _ |
| | as the foundation liable for the section 49 | | | • | rıod? | | | L | Yes L | X No |
| 1 | "Yes," the foundation does not qualify und Enter the appropriate amount in each c | | | | intriac | | | | | |
| ÷ | | 1 | structions bei | iore making any e | | | 1 | - (| d) | |
| | (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distr | ributions | Net value of no | (c) oncharitable | -use assets | (col | Dıstrıbû L (b) dıvıd | d) tion ratio ed by col. (| c)) |
| _ | 2011 | 675 | 5,094. | | 13,58 | 39,067. | · · · · · · | | ` | 9679 |
| | 2010 | 503 | 3,957. | | 13,79 | 9,897. | | | | 6519 |
| _ | 2009 | -i | 5,760. | | | 4,897. | | | | 0325 |
| _ | 2008 | | 3,045. | | | 27,444. | | | | 0346 |
| _ | 2007 | 78 | 3,804. | | 1,76 | 0,469. | | | .04 | 4763 |
| | Total of line 1, column (d) | | | | | | 2 | | .17 | 1632 |
| 3 | Average distribution ratio for the 5-year the foundation has been in existence if I | | n line 2 by 5, | or by the number | of years | | 3 | | .03 | 4326 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | | | 4 | 13 | ,859, | 807. | | |
| 5 Multiply line 4 by line 3 | | | | | 5 | | 475, | 752. | | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | | | 6 | | 5, | 545. | | |
| 7 | Add lines 5 and 6 | | | | | | 7 | | 481, | |
| 8 | Enter qualifying distributions from Part | | | | 687, | | | | | |
| | If line 8 is equal to or greater than line 7 See the Part VI instructions. | • | 1b, and comp | lete that part usin | ıg a 1% tax | rate. | | | / | <u> </u> |

| | JOHN AND ALICE FORESTER CHARIT | דאמי | . ייסוומיי | | | | | |
|---------|--|---------------|------------------------------|---------------|--------|----------|-----|--------|
| orm 990 | -PF (2012) C/O WILMINGTON TRUST COMPANY | . ADL | E IKOSI | 39 | -174 | 1 4 4 1 | | Page 4 |
| Part V | |)(a), 4 | 1940(b), 4940(e), | | | | | |
| | mpt operating foundations described in section 4940(d)(2), check here and er | | | | 1 | | | |
| | e of ruling or determination letter: (attach copy of letter if nec | | | | | | | |
| | nestic foundations that meet the section 4940(e) requirements in Part V, check here | $\overline{}$ | | 1 | | | 5,5 | 45. |
| | art I, line 27b | | | | | | | |
| c All o | other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% | of Pari | t I, line 12, col. (b). | | | | | |
| | under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Ot | | | 2 | | | | 0. |
| | lines 1 and 2 | | • | 3 | | | 5,5 | |
| 4 Sub | title A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Of | thers er | nter -0-) | 4 | | | | 0. |
| | based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | • | 5 | | | 5,5 | 45. |
| | dits/Payments: | | | | | - | | |
| a 201 | 2 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 6,45 | 54. | | | | |
| | mpt foreign organizations - tax withheld at source | 6b | | | | | | |
| c Tax | paid with application for extension of time to file (Form 8868) | 6c | | | | | | |
| d Back | kup withholding erroneously withheld | 6d | | | | | | |
| 7 Tota | ll credits and payments. Add lines 6a through 6d | | | 7 | | | 6,4 | 54. |
| 8 Ente | er any penalty for underpayment of estimated tax. Check here 🔀 if Form 2220 is attac | ched | | 8 | | | | 15. |
| 9 Tax | due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | | ▶ 9 | | | | |
| 10 Ove: | rpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | | ▶ 10 | 1 | | 8 | 94. |
| | er the amount of line 10 to be: Credited to 2013 estimated tax | | 894. Refunded | I ▶ 11 | | | | 0. |
| Part V | /II-A Statements Regarding Activities | | | | | | | |
| 1a Duri | ng the tax year, did the foundation attempt to influence any national, state, or local legisl | lation o | r did it participate or inte | rvene in | | <u> </u> | Yes | - |
| any | political campaign? | | | | | 1a | | X |
| | it spend more than \$100 during the year (either directly or indirectly) for political purpos | | | | | 1b | | X |
| | e answer is "Yes" to 1a or 1b, attach a detailed description of the activities and | d сорн | es of any matenals pu | blished oi | r | | | |
| | nbuted by the foundation in connection with the activities. | | | | | | | |
| | the foundation file Form 1120-POL for this year? | | | | | 10 | | X |
| | er the amount (if any) of tax on political expenditures (section 4955) imposed during the | | | _ | | | | |
| | On the foundation. > \$ 0. (2) On foundation managers. | | | 0. | | | | |
| | er the reimbursement (if any) paid by the foundation during the year for political expendi | ture tax | imposed on foundation | | | Ì | | |
| | lagers. ► \$ 0. | | | | | | | ,, |
| | the foundation engaged in any activities that have not previously been reported to the IF | 157 | | | | 2 | | X |
| | /es," attach a detailed description of the activities | | | | | ļ | | |
| | the foundation made any changes, not previously reported to the IRS, in its governing in | | ent, articles of incorpora | ion, or | | ١. | | ., |
| | ws, or other similar instruments? If "Yes," attach a conformed copy of the change | | | | | 3 | | X |
| | the foundation have unrelated business gross income of \$1,000 or more during the year | • | | | BT / B | 4a | | X |
| | es," has it filed a tax return on Form 990-T for this year? | | | | N/A | 4b | | v |
| | there a liquidation, termination, dissolution, or substantial contraction during the year? Yes, " attach the statement required by General Instruction T. | | | | | 5 | | X |
| | the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied ei | ther- | | | | | | |
| | r language in the governing instrument, or | 11161. | | | | | | |
| - | y state legislation that effectively amends the governing instrument so that no mandator | v direct | ions that conflict with the | etate law | | | | |
| | emain in the governing instrument? | y un 661 | iono mai comilici with till | , σιαισ ιαΨ | | 6 | х | |
| | the foundation have at least \$5,000 in assets at any time during the year? | | | | | 7 | X | |
| | es, " complete Part II, col (c), and Part XV | | | | | <u> </u> | | |
| | er the states to which the foundation reports or with which it is registered (see instruction | ns) 🕨 | | | | | | |

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)

year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

of each state as required by General Instruction G? If "No," attach explanation

Form **990-PF** (2012)

8b

10

JOHN AND ALICE FORESTER CHARITABLE TRUST Form 990-PF (2012) C/O WILMINGTON TRUST COMPANY 39-1741441 Page 5 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) X 12 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address ► N/A 14 The books are in care of ▶ WILMINGTON TRUST COMPANY Telephone no. > 302-651-8159Located at ► 1100 MARKET STREET, WILMINGTON, DE ZIP+4 ▶19801-1289 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here $\triangleright |X|$ and enter the amount of tax-exempt interest received or accrued during the year 0. 15 Yes At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, 16 No securities, or other financial account in a foreign country? 16 X See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign 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): Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? (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 Yes X No for the benefit or use of a disqualified person)? (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)? N/A 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 2012? X 1c Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5)); a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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.) N/A 2b c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

Form 4720, to determine if the foundation had excess business holdings in 2012)

had not been removed from jeopardy before the first day of the tax year beginning in 2012?

b If "Yes," did it have excess business holdings in 2012 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.

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Form **990-PF** (2012)

X

3b

4a

Yes X No

N/A

during the year?

| JOHN AND ALICE FORESTER | CHARITABLE TE | KUST | | | |
|--|---|-----------------------------------|--|--------|---------------------|
| orm 990-PF (2012) C/O WILMINGTON TRUST COM | | · | 39-17414 | 41 | Page 6 |
| Part VII-B Statements Regarding Activities for Which | Form 4720 May Be I | Required (contin | ued) | | |
| 5a During the year did the foundation pay or incur any amount to: | | | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section | ` '' | | es X No | İ | i |
| (2) Influence the outcome of any specific public election (see section 4955); | or to carry on, directly or indir | | | | |
| any voter registration drive? | | | es X No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes | ς? | Y∈ | es X No | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization | on described in section | _ | | | 1 |
| 509(a)(1), (2), or (3), or section 4940(d)(2)? | | X Ye | es L No | | - |
| (5) Provide for any purpose other than religious, charitable, scientific, literary | , or educational purposes, or | | | | 1 |
| the prevention of cruelty to children or animals? | | Ye | es X No | ļ | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un | der the exceptions described | ın Regulations | | | |
| section 53.4945 or in a current notice regarding disaster assistance (see instri | uctions)? | | | 5b X | <u> </u> |
| Organizations relying on a current notice regarding disaster assistance check to | here | | | | - |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption to | from the tax because it mainta | ined | | | 1 |
| expenditure responsibility for the grant? | EE STATEMENT 1 | .0 X Y | es 🔲 No | | |
| If "Yes," attach the statement required by Regulations section 53.494 | 15-5(d) | | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to | pay premiums on | | | | ļ |
| a personal benefit contract? | | Y6 | es 🗶 No | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a | personal benefit contract? | | | 6ь | 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? | Ye | es X No | | |
| b if "Yes," did the foundation receive any proceeds or have any net income attrib | utable to the transaction? | | N/A | 7b | |
| Part VIII Information About Officers, Directors, Trust | tees, Foundation Ma | nagers, Highly | | | |
| Paid Employees, and Contractors | | | | | |
| List all officers, directors, trustees, foundation managers and their | · · · · · · · · · · · · · · · · · · · | | | | |
| 4-1 Name and address | (b) Title, and average hours per week devoted | (c) Compensation (If not paid, | (d) Contributions to employee benefit plans | (e) E: | xpense nt, other |
| (a) Name and address | to position | enter -0-) | and deferred compensation | allow | vances |
| LEIGH H. TUCKEY | TRUSTEE | | , | | |
| 116 WILDERNESS ROAD | | | | | |
| CROWHEART, WY 82512 | 1.00 | 0. | 0. | | 0. |
| SAN W. ORR, JR. | TRUSTEE | | | | |
| 19 PAR CLUB CIRCLE |] | | | | |
| /ILLAGE OF GOLF, FL 33436 | 1.00 | 0. | 0. | | 0. |
| JOHN M. FORESTER | TRUSTEE | | | | |
| PO BOX 1042 |] | | | | |
| SARATOGA SPRINGS, NY 12866 | 1.00 | 0. | 0. | | 0. |
| | | | | | |
| |] | | | | |
| | | | | | |
| Compensation of five highest-paid employees (other than those inc | cluded on line 1). If none, | enter "NONE." | | | |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week | (c) Compensation | (d) Contributions to employee benefit plans and deferred | (e) Ex | xpense nt, other |
| (a) Name and dedices of each employee paid more than \$50,000 | devoted to position | (C) Compensation | and deferred compensation | allow | vances |
| NONE | | | | | |
| | | | | | |
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Total number of other employees paid over \$50,000

JOHN AND ALICE FORESTER CHARITABLE TRUST

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

| Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) | | |
|--|-------------|--------------------|
| 3 Five highest-paid independent contractors for professional services. If none, enter "NONE." | | |
| (a) Name and address of each person paid more than \$50,000 (b) Type of service | (c) | Compensation |
| NONE | | |
| | | |
| Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities | > | 0 |
| 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. | Ехр | enses |
| 1 ONE GRANT WAS MADE TO THE LEIGH YAWKEY WOODSON ART MUSEUM FOR COLLECTION AQUISITIONS TOTALING \$650,000. | c | E0 000 |
| ONE GRANT WAS MADE TO THE LEIGH YAWKEY WOODSON ART MUSEUM FOR ARTWORKS FROM THE 2012 BIA EXHIBIT TOTALING \$27,400. | | 50,000. 27,400. |
| 3 | | |
| 4 | | |
| Part IX-B Summary of Program-Related Investments | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. 1 N/A | Am | ount |
| 2 | | |
| All other program-related investments. See instructions. | | |
| | | |

0.

Total. Add lines 1 through 3

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| P | art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations | ndatioi | ns, see instructions) |
|----------|---|-----------|-----------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| - | Average monthly fair market value of securities | 1a | 0. |
| | Average of monthly cash balances | 1b | 1,681,196. |
| C | Fair market value of all other assets | 1c | 12,389,674. |
| ď | Total (add lines 1a, b, and c) | 1d | 14,070,870. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and | | |
| | 1c (attach detailed explanation) 1e 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 14,070,870. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 211,063. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 13,859,807. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 692,990. |
| P | Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here in and do not complete this part.) | nd certa | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 692,990. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 2a 5,545. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | | |
| C | Add lines 2a and 2b | 2c | 5,545. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 687,445. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 687,445. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| <u>7</u> | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 687,445. |
| P | art XII Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| а | Expenses, contributions, gifts, etc total from Part I, column (d), line 26 | _ 1a | 687,627. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | • |
| а | 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 | 687,627. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment | | |
| | income. Enter 1% of Part I, line 27b | 5 | 5,545. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 682,082. |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of | qualifies | |
| _ | 4940(e) reduction of tax in those years. | | |

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|------------|--------|---|
|------------|--------|---|

Part XIII Undistributed Income (see instructions)

| 1 Debrit bubble amount for 2012 from Part XI, line 7 2 Invited bubble of 2011 only 5 Invited bubble of 2011 only 6 Invited bubble of 2012 of 6 Invited bubble of 2012 only 6 Invited bubble of 2012 of 6 Invit | | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|--|--|---------------|---------------------------------------|---|----------------------|
| 2 Undestructed records, day, as of the end of 2012 B Total for price years: 3 Excess distributions carryover, if any, to 2012; a From 2009 From 2008 From 2010 From 2011 From 2011 From 2011 Frost of line Sa through a 4 Qualifying distributions for 2012 from Part XII, line 4: P S 687, 627, a Applied to 2011, but not more than the 2a b Applied to undistributed anome of price years (Election required -see instructions) C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions corporated to the corpus C Treated as distributions | 1 Distributable amount for 2012 from Part XI, | | | | |
| 2 Undestructed records, day, as of the end of 2012 B Total for price years: 3 Excess distributions carryover, if any, to 2012; a From 2009 From 2008 From 2010 From 2011 From 2011 From 2011 Frost of line Sa through a 4 Qualifying distributions for 2012 from Part XII, line 4: P S 687, 627, a Applied to 2011, but not more than the 2a b Applied to undistributed anome of price years (Election required -see instructions) C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions out of corpus Glection required -see instructions C Treated as distributions corporated to the corpus C Treated as distributions | line 7 | | | | 687,445. |
| 3 Excess distributions carryover, if any, to 2012: a From 2007 b From 2008 c From 2010 1 Total of lines 3a through e 4 Qualifying distributions for 2012 from Part XII, line 4: ** S 687_6.27. a Applied to 2011, but not more than line 2a b Applied to undistributed encore of proverses (Reichon required - see instructions) c Treated as distributions on correct of the service of the | 2 Undistributed income, if any, as of the end of 2012 | | | | |
| 3 Excess distributions carryover, if any, to 2012: a From 2007 b From 2008 c From 2010 1 Total of lines 3a through e 4 Qualifying distributions for 2012 from Part XII, line 4: ** S 687_6.27. a Applied to 2011, but not more than line 2a b Applied to undistributed encore of proverses (Reichon required - see instructions) c Treated as distributions on correct of the service of the | a Enter amount for 2011 only | | | 672,912. | |
| 3 Excess distributions carryover, if any, to 2012: a From 2007 b From 2008 c From 2010 f From 2011 f Total of lines 3s shrough e 4 Qualifying distributions for 2012 from Part XII, line 4: PS 687, 627, a Applied to 2011, but not more than line 2 b Applied to undistributed income of prior years (Election required - see instructions) c Freated as distributions under out of corpus (Election required - see instructions) c Freated as distributions out of corpus (Election required - see instructions) c Freated as distributions out of corpus (Election required - see instructions) c Freated as distributions out of corpus (Election required - see instructions) c Freated as distributions out of corpus (Election required - see instructions) c Freated as distributions out of corpus c Freated as distributed out of corpus c Freated as distribution out of proveyers' undistributed income for which a notice of distributed income for 2011. Subtract line 4 for mine 2a. Taxable amount - see instructions c Lindstributed income for 2012. Subtract line 4 form line 2a. Taxable amount - see instructions c Lindstributed income for 2012. Subtract line 5 form line 6 line for mine 6 line 6 l | b Total for prior years: | | | - | |
| a From 2007 b From 2019 c From 2019 c From 2019 c From 2019 d From 2019 c From 2019 d From 2011 d Total of lines 3a throughe Part XII, line 4; ▶ S 687, 627. a Applied to 2011, but not more than line 2a b Applied to 2015 by Applied 2015 by Ap | , , | | 0. | | |
| b From 2008 c From 2010 e From 2010 e From 2011 f Total of lines 3a through e 4. Qualifying distributions for 2012 from Part XII, line 4: ► S. 687, 627. A pipled to 2011, but not more than line 2a A popled to 2011, but not more than line 2a A popled to distributed income of pror years (Election required - see instructions) c I Treated as distributions out of corpus (Election required - see instructions) d Appled to 2012 distributiable amount e Remaining amount distributed out of corpus f Election required - see instructions) d Appled to 2012 distributiable amount e Remaining amount distributed out of corpus f Election required - see instructions d Form in the see in the | 3 Excess distributions carryover, if any, to 2012: | *** | | | |
| 6 From 2009 d from 2010 eFrom 2010 eFrom 2011 f Total of lines 3a throughe O. 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 687,627. a Applied to 2011, but not more than line 2a b Applied to Indistributed incorne of prior years (Election required - see instructions) C Freated as distributions out of corpus (Election required - see instructions) O. 0. C Freated as distributions out of corpus (Election required - see instructions) O. 0. C Freated as distributions carryow applied to 2012 (Freated as distributions carryow applied to 2012 freat an existing associated in the areas emount mats the short in costems (a) E Enter the aftitud of each column as indicated below: C Enter the anomat of prior years' undistributed income. Subtract line 4 from line 2 from line 6 | a From 2007 | | | | |
| d From 2010 | b From 2008 | | | | |
| e From 2011 1 Total of lines 3a through e O. 4 Cualifying distributions for 2012 from Part XI, line 4: № \$ 687,627, Applied to 2011, but not more than his 2a Applied to 2011, but not more than his 2a Applied to 2012 distributions out of corpus (Election required - see instructions) O. 4 Applied to 2012 distributions out of corpus (Election required - see instructions) O. 4 Applied to 2012 distributions amount e Remaining amount distributed out of corpus Compared to the search amount e Remaining amount distributed out of corpus Compared to the search amount and the section of search column as indicated below. a Corpus Addiness if 4c, and 4c Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c. Effect the amount of prior years' undistributed income. Subtract line 4b from line 2b c. Effect the amount of prior years' undistributed income for which a notice of deficiency has been inseed, or on which the section of 492(2) but has been previously assessed Subtract line 6c from line 6b. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see instructions e. Undistributed moome for 2012. Subtract line 4a from line 7a. Taxable amount - see in | c From 2009 | | | | |
| 1 Total of lines 3a through e 4 Qualifying distributions for 2012 from Part XII, Ine 4 № S 687, 627. a Applied to 2011, but not more than line 2a b Applied to undistributed income of pror years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus Excess destinitions carprove applied to 2012 if an encorn appear's in colorin (6), the same amount indicated below: a Corpus Add Inea 31.4, unit of Subtract line 5 b Ploror years' undestributed conce, Subtract line 4 from line 2. Enter the amount of prior years' undestributed income. Subtract line 4 from line 2. Enter the amount of prior years' undestributed income for 2011. Subtract line 4 from line 2a. Taxable amount - see instructions 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 e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions 672,730. 7 Amounts freaded as distributions out of corpus to satisfy requirements imposed by section 170(b)(f)(f) or 4942(b)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess form 2009 e Excess from 2001 e Excess from 2001 | d From 2010 | | | | |
| 4. Qualitying distributions for 2012 from Part XII, line 4: ▶ \$ 687, 627. a Applied to 2011, but not more than line 2a | e From 2011 | | | | |
| Part XII, line 4: ► \$ 687 , 627 , a Appiled to 2011, but not more than the 7a by Appiled to undistributed mome of prior years (Election required - see instructions) corpus corpus depleted to 2012 distributable amount corpus applied to 2012 distributable amount corpus applied to 2012 distributable amount corpus applied to 2012 (International propers in column (International Corpus applied to 2012 (International Propers in Column (International Corpus applied to 2012 (International Corpus applied to 2013 (International Corpus applied to 2014 (International Corpus applied Corpus applied to 2014 (International Corpus applied Corpus applied to 2014 (International Corpus applied Corpus applied Corpus applied to 2014 (International Corpus applied Corpus appl | f Total of lines 3a through e | 0. | | | |
| a Applied to 2011, 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 2012 distributable amount e Remaining amount distributed out of corpus Cacess distributions carpive applied to 2012 fift an amount appears in column (0.), the same amount must be shown on column (0.) 6 Enter the net total of each column as indicated below: a Corpus Add lines 31.4c, and 4e. Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of differency has been issued, or on which the section 494(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions 7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1) for 494(2)(13) a Excess from 2008 b Excess from 2008 b Excess from 2009 c Excess from 2010 c Excess from 2011 | 4 Qualifying distributions for 2012 from | | | | |
| D Applied to undistributed meeme of prior years (Election required - see instructions) contracted as distributions out of corpus (Election required - see instructions) double amount elementing amount distributed out of corpus 5 consists distributions carryow applied to 2012 contracted as distributions carryower applied to 2012 contracted as distributions carryower to 20 contracted as distributions carryower to 20 contracted c | Part XII, line 4: ►\$ 687,627. | | | | |
| D Applied to undistributed meeme of prior years (Election required - see instructions) contracted as distributions out of corpus (Election required - see instructions) double amount elementing amount distributed out of corpus 5 consists distributions carryow applied to 2012 contracted as distributions carryower applied to 2012 contracted as distributions carryower to 20 contracted as distributions carryower to 20 contracted c | a Applied to 2011, but not more than line 2a | | | 672,912. | |
| years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess destributions carryover applied to 2012 (or an ensure appears in column (a)) E Enter the net total of each column as indicated below: a Corpus Add times 3f, et, and 4e Subbtact line 5 b Prior years' undistributed income. Subtract line 4b Trom 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 494(2) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4 from line 2. 2. This amount was been from the section 494(2) tax has been previously assessed d 3 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(f)(f)(f) of 494(g)(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess from 2008 b Excess from 2009 e Excess from 2001 d Excess from 2001 d Excess from 2011 | | | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | |
| e Treated as distributions out of corpus (Election required see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carpyover applied to 2012 (if an emount appears in octionin (f) the same amount must be shown in oxidin (e)) 6 Enter the net total of each column as indicated below: 8 Derrior years' undistributed income. Subtract line 4b from line 2b 9 Enter the amount of prior years' undistributed income for which a notice of deficiency has been sissed, 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 2011. Subtract line 4a from line 2a. Taxable amount see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount see instructions 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to salksy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 5 or line 7 0. 9 Excess distributions carryover to 2013. Subtract line 9: a Excess from 2009 b Excess from 2009 b Excess from 2001 d Excess from 2011 | | | 0. | | |
| d Applied to 2012 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover from 2001 (final amount appears in column (c), the same amount must be shown in column (c)) 6 Enter the net total of each column as indicated below: 8 Corpus Adal Ines 3f, 4c, and 4e Subtract line 5 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 9 Cuthostributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions for undistributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2008 8 Excess from 2008 8 Excess from 2009 9 Excess from 2009 9 Excess from 2009 9 Excess from 2009 9 Excess from 2001 9 Excess from 2001 9 Excess from 2001 9 Excess from 2001 | · · · · · · · · · · · · · · · · · · · | | · · · · · · · · · · · · · · · · · · · | | |
| d Applied to 2012 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover from 2001 (final amount appears in column (c), the same amount must be shown in column (c)) 6 Enter the net total of each column as indicated below: 8 Corpus Adal Ines 3f, 4c, and 4e Subtract line 5 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 9 Cuthostributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions for undistributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2008 8 Excess from 2008 8 Excess from 2009 9 Excess from 2009 9 Excess from 2009 9 Excess from 2009 9 Excess from 2001 9 Excess from 2001 9 Excess from 2001 9 Excess from 2001 | (Election required - see instructions) | 0. | | | |
| e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 (final mount applied to 2012 (final mount appears in column (8)) 6 Enter the ret total of each column as indicated below: a Corpus Add knes 3f, 4c, and 4e Subtract line 5 by 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 494(2a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 Amounts freated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(p)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 9. Excess distributions carryover from 2007 not applied on line 5 or line 7 9. Excess from 2008 b Excess from 2008 b Excess from 2009 e Excess from 2009 e Excess from 2011 | · · · · · · · · · · · · · · · · · · · | | | | 14.715. |
| 5 Excess distributions carryover applied to 2012 (final amount appears in column (d), the same amount must be shown in column (d). 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 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 Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(g)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 Excess from 2008 Excess from 2008 Excess from 2008 Excess from 2009 Excess from 2009 Excess from 2010 d Excess from 2011 d Excess from 2011 | | 0. | | | |
| 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Priror 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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions for firm line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9; a Excess from 2008 b Excess from 2009 c Excess from 2001 d Excess from 2011 | (If an amount appears in column (d), the same amount | | | | 0. |
| 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 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | 6 Enter the net total of each column as | | | | |
| 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 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | 2 Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| 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 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | | | | | |
| 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 66 from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(q)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | · · | | 0. | | |
| undstributed 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 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | | | | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 c Excess from 2009 c Excess from 2010 d Excess from 2011 | undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously | | 0. | | |
| amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | <u>-</u> | | | | |
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| 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | F | | | | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | | | | 0. | |
| be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | f Undistributed income for 2012. Subtract | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | lines 4d and 5 from line 1. This amount must | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | be distributed in 2013 | | | | 672.730. |
| section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | 7 Amounts treated as distributions out of | | | | <u> </u> |
| section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 | corpus to satisfy requirements imposed by | | | | |
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JOHN AND ALICE FORESTER CHARITABLE TRUST Form 990-PF (2012) C/O WILMINGTON TRUST COMPANY 39-1741441 Page 10 Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 4942(j)(5) b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or Tax year Prior 3 years 2 a Enter the lesser of the adjusted net (a) 2012 (d) 2009(b) 2011 (c) 2010 (e) Total 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 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(1)(3)(B)(1) 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(1)(3)(B)(III) (3) Largest amount of support from an exempt organization (4) Gross investment income Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.) Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: 🔟 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 of the person to whom applications should be addressed:

WILMINGTON TRUST COMPANY, 302,651,8159

1100 NORTH MARKET STREET, WILMINGTON, DE 19801-1289

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

NO REQUIREMENTS REGARDING INFORMATION AND MATERIALS

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:

NONE

JOHN AND ALICE FORESTER CHARITABLE TRUST

C/O WILMINGTON TRUST COMPANY

Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient a Paid during the year LEIGH YAWKEY WOODSON ART MUSEUM, INC. PRIVATE COLLECTION 700 12TH STREET OPERATING ACQUISITIONS WAUSAU, WI 54403 650,000. LEIGH YAWKEY WOODSON ART MUSEUM, INC. 2012 BIA EXHIBIT PRIVATE 700 12TH STREET **PERATING** WAUSAU, WI 54403 27,400. ▶ 3a Total 677,400. b Approved for future payment NONE Total <u>3b</u>

<u> 39-1741441</u>

Page 11

Form 990-PF (2012)

39-1741441 Page 12

Part XVI-A **Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated. | Unrelated | business income | | y section 512, 513, or 514 | (e) |
|---|--|-----------------|-----------------------|----------------------------|-----------------------------------|
| - | (a) Business | (b) Amount | (C) Exclu- sion | (d) Amount | Related or exempt function income |
| 1 Program service revenue: | code | Allount | code | Amount | TOTICUOTI ITICOTTE |
| a | - | | 1 1 | | · |
| b | | | | ···· | |
| <u> </u> | 1 1 | | | | - |
| 0 | 1 1 | | | | |
| e | - | | | | |
| g Fees and contracts from government agencies | - | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash | | | | | |
| investments | | | 14 | 23,198. | |
| 4 Dividends and interest from securities | | | 14 | 276,172. | • |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal | | | | | · · |
| property | | | | | |
| 7 Other investment income | | | 14 | -3,680. | |
| 8 Gain or (loss) from sales of assets other | - | | | | |
| than inventory | | | 18 | 341,364. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | I I | | | | |
| C | | | | | |
| d | - | | | - | |
| 12 Subtotal. Add columns (b), (d), and (e) | - | | 0. | 637,054. | 0. |
| 13 Total Add line 12, columns (b), (d), and (e) | L | | 0.1 | 13 | 637,054. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | 13 | 057,054. |
| Part XVI-B Relationship of Activities | to the Acce | muliahmant at | Evamet D | | |

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

Form 990-PF (2012) C/O WILMINGTON TRUST COMPANY 39-1741441 Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No 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 X 1a(1) X (2) Other assets 1a(2) **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (b) Amount involved (c) Name of noncharitable exempt organization (a) Line no (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 X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (b) Type of organization (a) Name of organization (c) Description of relationship N/A Under penalties of penjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge return with the preparer shown below (see instr)? Sign Here X Yes Signature of officer or trustee Title Print/Type preparer's name Preparer's signature Date Check [PTIN self- employed Paid MARY A. COATES, CPAMARY A. COATES, C 10/29/13 P00134220 **Preparer** Firm's name ► WIPFLI LLP Firm's EIN $\triangleright 39 - 0758449$ **Use Only**

715-845-3111

Phone no.

Firm's address ▶ PO BOX 8010

WAUSAU, WI 54402-8010

JOHN AND ALICE FORESTER CHARITABLE TRUST CONTINUATION FOR 990-PF, PART IV C/O WILMINGTON TRUST COMPANY 39-1741441 PAGE Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. D - Donation (mo., day, yr.) (mo., day, yr.) 1a BLACKROCK DEBT STRAT FD INC 04/13/1208/16/12 b EXXON MOBIL P 11/28/1108/03/12 c ENGILITY HOLDINGS INC P 07/17/1207/17/12 d BK MONTREAL P 02/29/8808/03/12 P 01/15/1008/13/12 e CHEVRON CORP f ENGILITY HOLDINGS INC P 04/02/09|07/19/12 g MARSH & ILSLEY 12/22/0909/04/12 P P 08/01/0508/03/12 h WAUSAU PAPER CORP P 08/01/05|08/20/12 WAUSAU PAPER CORP J WAUSAU PAPER CORP P 08/01/05|08/21/12 08/01/05|09/14/12 P k WAUSAU PAPER CORP I WAUSAU PAPER CORP P 08/01/0512/21/12 m FIDELITY NATL INFORMATION SE P 02/29/8802/13/13 n WAUSAU PAPER CORP P 08/01/0502/13/13 o WAUSAU PAPER CORP 08/01/0502/13/13 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 0. a 43,700. 37,955. 5,745. b 0. C 57,550. 64,020 -6,470.d 55,716. 16,471. 39,245. е 4,433. 4,162. 271. 150,000. 135,375. 14,625. g 16,380. 20,617. -4,237. h 46,608. 51,543. -4,935. 66,807. 72,160. -5,353. 28,649. 30,926. -2,277. k -7,532. 44,011. 51,543. 13,851 <u>111,660.</u> 97,809. m 58,919. 61,851. -2,932.n 40,399. 41,234 -835. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i)

(i) F.M.V. as of 12/31/69 but not less than "-0-") over col. (j), if any as of 12/31/69 0. <u>5,745</u>. b 0. C d -6,470. 16,471. е 271. f 14,625. g -4,237.h -4,935. <u>-5,353</u>. -2,277.k -7,532. ١ 97,809. m -2,932.n -835. 0

2

| 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 |
|---|---|--|
| _ | Mad alicant target and talk and the color of the color of the | t 4000(E) 1 (O). |

³ Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter *-0-* in Part I, line 8

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (d) Date sold (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) D - Donation 1a FIDELITY NATL INFORMATION SE 02/28/8803/06/13 P b MDC HOLDING INC P 06/04/09|03/04/13 c ORACLE CORP P 05/10/100<u>3/21/13</u> P d VEECO INSTRUMENTS INC DEL 03/11/1003/25/13 e WAUSAU PAPER CORP P |08/01/05|03/15/13 f WAUSAU PAPER CORP P 108/01/05|03/22/13 g FIDELITY NATL INFORMATION SE P 02/29/8804/12/13 h VEECO INSTRUMENTS INC DEL P 03/11/1004/02/13 · VEECO INSTRUMENTS INC DEL P 08/24/1004/02/13 08/01/0505/21/13 | WAUSAU PAPER CORP P 08/01/05|05/21/13 P k WAUSAU PAPER CORP 1 m П 0 (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 114,748 13,851. 100,897. а 118,137. 88,639. 29,498. h 97,775. 73,169. 24,606. C 115,356. 119,690. -4,334. d 1,769. 84,238 е 82,469. 32,789 f 30,926. 1,863. 81,062. 9,234. 71,828. g 37,324 39,897. -2,573.h 74,647. 62,668. 11,979. 55,082 51,543. 3,539. 43.176 41,234. 1,942. k m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 100,897. a 29,498. b 24,606. -4,334.ď 1,769. е 1,863. f 71,828. g -2,573. h 11,979. 3,539. 1,942. k 1 m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } Capital gain net income or (net capital loss) 2 <u>341,364.</u> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 N/A

John & Alice Forester Charitable Trust As of June 30, 21013

Sunoco Inc

| | | Book | Price | Market |
|-------------------------------------|--------|-----------|-----------|------------|
| Common Stock | Shares | Value | Per Share | Value |
| DUO Dilliana LTD | 4.000 | 240 520 | F7.66 | 220.640 |
| BHO Billiton LTD | 4,000 | 248,520 | 57.66 | 230,640 |
| Blackrock Debt Strategies | 50,201 | 211,357 | 4.25 | 213,354 |
| Bank of Montreal | 10,000 | 552,600 | 58.03 | 580,300 |
| Calpine Corp | 15,000 | 256,300 | 21.23 | 318,450 |
| Caterpillar Inc | 3,000 | 258,600 | 82.49 | 247,470 |
| Chevron Corp | 3,500 | 264,372 | 118.34 | 414,190 |
| Chicago Bridge & Iron | 8,000 | 56,338 | 59.66 | 477,280 |
| CVS Caremark Corp | 7,500 | 391,010 | 57.18 | 428,850 |
| Devon Energy | 4,500 | 233,389 | 51.88 | 233,460 |
| Emerson Electric Co | 6,000 | 256,642 | 54.54 | 327,240 |
| Enterprise Prods Partners | 5,000 | 33,658 | 62.15 | 310,750 |
| Exxon/Mobil | 4,500 | 341,588 | 90.35 | 406,575 |
| Fidelity Nat'l Information Services | 7,000 | 32,319 | 42.84 | 299,880 |
| Freeport McMoran Copper & Gold | 12,000 | 477,608 | 27.61 | 331,320 |
| Harford Floaters Rate | 50,000 | 434,000 | 8.95 | 447,500 |
| Henry Schein Inc | 7,000 | 456,325 | 95.74 | 670,180 |
| Intel Corp | 20,000 | 429,345 | 24.23 | 484,600 |
| L3 Communications | 1,500 | 100,404 | 85.74 | 128,610 |
| Lockheed Martin Corp | 5,500 | 419,047 | 108.46 | 596,530 |
| MDC Holdings Inc | 6,000 | 166,085 | 32.51 | 195,060 |
| MDU Resources Group | 11,299 | 60,122 | 25.91 | 292,757 |
| Monsanto Company | 4,000 | 291,313 | 98.80 | 395,200 |
| Oracle Corp | 16,000 | 367,448 | 30.71 | 491,360 |
| Phillis Morris Int'l | 5,000 | 215,383 | 86.62 | 433,100 |
| Qualcomm inc | 6,000 | 391,323 | 61.09 | 366,540 |
| Transocean LTD Switzerland | 8,000 | 391,614 | 47.95 | 383,600 |
| United Health Group Inc | 5,000 | 262,885 | 65.48 | 327,400 |
| United Technologies Corp | 5,000 | 375,030 | 92.94 | 464,700 |
| Walmart Stores | 7,000 | 362,092 | 74.49 | 521,430 |
| Wausau Paper Corp | 20,000 | 206,192 | 11.40 | 228,000 |
| Wellpoint Inc | 4,000 | 277,793 | 81.84 | 327,360 |
| TOTAL | _ | 8,820,703 | | 11,573,686 |
| | | | | |
| | Face | Book | Price | Market |
| Bonds | Value | Value | Per Share | Value |

240,000

113.70

227,402

200,000

| FORM 990-PF INTEREST ON SAVINGS | AND TEM | PORARY CASI | INVESTMENTS | STATEMENT | 1 |
|----------------------------------|--------------------------|---------------------------------|-----------------------------------|---------------------|-----|
| SOURCE | | | | AMOUNT | |
| INTEREST INCOME | | | | 23,1 | 98. |
| TOTAL TO FORM 990-PF, PART I, LI | NE 3, CO | LUMN A | | 23,1 | 98. |
| FORM 990-PF DIVIDENDS AN | ND INTER | EST FROM SI | CURITIES | STATEMENT | 2 |
| SOURCE | GROSS | AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A AMOUNT |) |
| DIVIDENDS | | 276,172. | 0. | 276,172 | |
| TOTAL TO FM 990-PF, PART I, LN 4 | | 276,172. | 0. | 276,1 | 72. |
| FORM 990-PF | OTHER I | NCOME | | STATEMENT | 3 |
| DESCRIPTION | | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | | |
| PARTNERSHIP INCOME/LOSS | | -3,680 | 4,293 | J. | |
| TOTAL TO FORM 990-PF, PART I, LI | NE 11 | -3,680 | 4,293 | 3. | |
| FORM 990-PF | ACCOUNTI | NG FEES | | STATEMENT | 4 |
| | (A) PENSES R BOOKS | (B) NET INVEST MENT INCOM | | | |
| AUDIT & TAX PREP FEES | 10,227. | | 0. | 10,2 | 27. |
| | | | | | |

| FORM 990-PF (| OTHER PROFES | SIONAL FE | ES | | STA | TEMENT | 5 |
|---|------------------------------|-------------------------------|------------|------------------------------|-----|----------------------------|----------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVES MENT INCO | | (C) ADJUSTED NET INCOM | | (D) CHARITAI PURPOSI | |
| INVESTMENT SERVICE FEES MANAGEMENT FEES | 78,402. 7,502. | | 402. | | | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 85,904. | 85,9 | 904. | | | | 0. |
| FORM 990-PF | TAX | ES | | | STA | TEMENT | 6 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVES MENT INCO | | (C) ADJUSTED NET INCOM | | (D) CHARITAI PURPOSI | |
| EXCISE TAX FOREIGN TAX | 5,710. 4,612. | | 0. 612. | | | | 0. 0. |
| TO FORM 990-PF, PG 1, LN 18 = | 10,322. | 4,0 | 612. | | | | 0. |
| FORM 990-PF OTHER INCREASES | S IN NET ASS | ETS OR FUI | ND BA | LANCES | STA | TEMENT | 7 |
| DESCRIPTION | | | | | | AMOUNT | |
| REALIZED BOOK GAIN IN EXCESS | OF TAX GAIN | | | | | 8,70 | 51. |
| TOTAL TO FORM 990-PF, PART I | II, LINE 3 | | | | | 8,70 | 51. |
| FORM 990-PF | CORPORAT | E STOCK | | | STA | TEMENT | 8 |
| DESCRIPTION | | | вос | OK VALUE | | R MARKE' VALUE | Г |
| STOCKS OF DOMESTIC AND FOREIG | ON CORPORATI | ONS-STMT | 8 | 3,820,703. | 1 | 1,573,6 | 86. |
| TOTAL TO FORM 990-PF, PART I | I, LINE 10B | - | 8 | 3,820,703. | 1 | 1,573,68 | 86. |

| FORM 990-PF CORPORATE BOND | os | STATEMENT S |
|---|------------|----------------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
| MARSHALL & ILSLEY SUNOCO INC NOTES | 240,000. | 227,402 |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 240,000. | 227,402. |

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C

STATEMENT 10

GRANTEE'S NAME

LEIGH YAWKEY WOODSON ART MUSEUM, INC

GRANTEE'S ADDRESS

700 12TH STREET WAUSAU, WI 54403

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

27,400. 09/08/12

27,400.

PURPOSE OF GRANT

GRANT FOR ARTWORKS FROM THE 2012 BIRDS IN ART EXHIBIT.

DATES OF REPORTS BY GRANTEE

SEPTEMBER 18, 2012

GRANTEE'S NAME

LEIGH YAWKEY WOODSON ART MUSEUM, INC

GRANTEE'S ADDRESS

700 12TH STREET WAUSAU, WI 54403

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

650,000. 11/30/12

650,000.

PURPOSE OF GRANT

ART OBJECTS FOR THE MUSEUM'S PERMANENT COLLECTION.

DATES OF REPORTS BY GRANTEE

NOVEMBER 30, 2012