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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

Name of foundation

A Employer identification number

RED LODGE FOUNDATION

26-1509357

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1191 LINDENWOOD

B Telephone number

312-337-0664

City or town, state, and ZIP code

WINNETKA, IL 60093

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

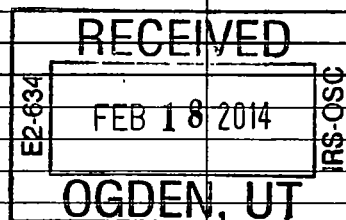
J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 4,550,684. (Part I, column (d) must be on cash basis.)

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))		(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, etc., received	501.		N/A	
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	143,861.	143,861.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<10,701.>			
b	Gross sales price for all assets on line 6a	716,972.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	133,661.	143,861.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees STMT 2	16,444.	16,444.		0.
17	Interest				
18	Taxes STMT 3	1,162.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	5,265.	5,265.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	22,871.	21,709.		0.
25	Contributions, gifts, grants paid	200,375.			200,375.
26	Total expenses and disbursements. Add lines 24 and 25	223,246.	21,709.		200,375.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<89,585.>			
b	Net investment income (if negative, enter -0-)		122,152.		
c	Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			2.	1.	1.
	2 Savings and temporary cash investments			120,066.	28,735.	28,735.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 5			4,115,861.	4,117,230.	4,521,570.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 6)			0.	378.	378.
	16 Total assets (to be completed by all filers)			4,235,929.	4,146,344.	4,550,684.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			4,235,929.	4,146,344.		
30 Total net assets or fund balances			4,235,929.	4,146,344.		
31 Total liabilities and net assets/fund balances			4,235,929.	4,146,344.		

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	4,235,929.
2 Enter amount from Part I, line 27a	2	<89,585.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,146,344.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,146,344.

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 ATTACHED STATEMENTS	P	VARIOUS	VARIOUS
b MORGAN STANLEY - CASH IN LIEU	P		
c CUMULATIVE BASIS ADJUSTMENTS			
d CAPITAL GAINS DIVIDENDS			
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 681,022.		727,648.	<46,626.>
b 73.			73.
c		25.	<25.>
d 35,877.			35,877.
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			<46,626.>
b			73.
c			<25.>
d			35,877.
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	<10,701.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	218,787.	4,240,945.	.051589
2010	193,102.	4,305,371.	.044851
2009	181,012.	4,142,388.	.043698
2008	235,055.	3,995,025.	.058837
2007	2,450.	4,799,418.	.000510

2 Total of line 1, column (d)	2	.199485
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	.039897
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,448,553.
5 Multiply line 4 by line 3	5	177,484.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,222.
7 Add lines 5 and 6	7	178,706.
8 Enter qualifying distributions from Part XII, line 4	8	200,375.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,222.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,222.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,222.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	1,600.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	1,600.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	378.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 378. Refunded ☒			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► PAUL M. SHERIDAN Telephone no. ► (312) 346-4101 Located at ► 190 SOUTH LASALLE STREET, SUITE 1700, CHICAGO, IL ZIP+4 ► 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 2011 2009 , , ,	☒ Yes ☐ No	
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.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☒ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY KNUPP 1191 LINDENWOOD WINNETKA, IL 60093	VICE-PRES, TREAS & DIR	0.00	0.	0.
COLLEEN MITCHELL KNUPP 1191 LINDENWOOD WINNETKA, IL 60093	PRES, SEC & DIR	0.00	0.	0.
GERRY CORCORAN 222 S. RIVERSIDE PL., STE. 900 CHICAGO, IL 60606	DIR	0.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THERE ARE NO COMPENSATED EMPLOYEES.	0.00	0.	0.	0.

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THERE ARE NO PROFESSIONALS RECEIVING OVER \$50,000 FOR SERVICES.		0.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	4,446,901.
b	Average of monthly cash balances	1b	69,396.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,516,297.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,516,297.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,744.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,448,553.
6	Minimum investment return. Enter 5% of line 5	6	222,428.

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	222,428.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,222.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,222.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	221,206.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	221,206.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	221,206.

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	200,375.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	200,375.
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	1,222.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	199,153.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				221,206.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			204,651.	
b Total for prior years:				
2009, _____		191.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 200,375.				
a Applied to 2011, but not more than line 2a			200,375.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		191.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		191.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			4,276.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				221,206.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

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.)**

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.

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.

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT				200,375.
Total			▶ 3a	200,375.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						143,861.
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						
8 Gain or (loss) from sales of assets other than inventory						<10,701.>
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		0.	133,160.
13 Total. Add line 12, columns (b), (d), and (e)					13	133,160.

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

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date 2/14/14

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

SHEILA M. HANSEN

Preparer's signature

Shirley M. Hansen 2/11/14

Date:

2/11/14

Check ☐ if
self-employed

PTIN	
------	--

P00046173

Firm's name ► **MADDEN, JIGANTI, MOORE & SINARS LLP**

Firm's EIN ► 36-3618670

Firm's address ► 190 S. LASALLE ST., SUITE 1700
CHICAGO, IL 60603

Phone no. 312-346-4101

Form **990-PF** (2012)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
E-TRADE - DIVIDENDS	100,288.	0.	100,288.
MORGAN STANLEY - CAPITAL GAIN DISTRIBUTIONS	35,877.	35,877.	0.
MORGAN STANLEY - DIVIDENDS	43,543.	0.	43,543.
MORGAN STANLEY - INTEREST	30.	0.	30.
TOTAL TO FM 990-PF, PART I, LN 4	179,738.	35,877.	143,861.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY	16,444.	16,444.		0.
TO FORM 990-PF, PG 1, LN 16C	16,444.	16,444.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	1,162.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,162.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	265.	265.		0.	
LEGAL FEES	5,000.	5,000.		0.	
TO FORM 990-PF, PG 1, LN 23	5,265.	5,265.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE SECURITIES - SEE ATTACHED STATEMENT	4,117,230.	4,521,570.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,117,230.	4,521,570.		

FORM 990-PF	OTHER ASSETS		STATEMENT	6
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
FEDERAL ESTIMATED TAX PAYMENTS	0.	378.	378.	
TO FORM 990-PF, PART II, LINE 15	0.	378.	378.	

RED LODGE FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2013
PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
<u>E TRADE</u>				
DOUBLELINE TOTAL RET	168,035 100	1,863,768	1,863,768	1,841,665
ISHARES LEHMAN TIPS 5 554%	1,000 000	106,690	106,690	112,580
LONGLEAF PARTNERS FUND	9,945 635	302,000	302,000	315,973
VANGUARD 500 INDEX FUND	7,017 155	781,470	781,470	898,547
Subtotal		3,053,929	3,053,929	3,168,764
<u>FORWARD UNIPLAN</u>				
ALEXANDRIA REAL ESTATE	100 000	7,573	7,573	6,385
AMREIT IN CL B	235 000	4,077	4,077	4,077
APARTMENT INVESTMENT & MANAGEMENT	155 000	4,013	4,013	4,331
ASSOCIATED ESTATES REALTY CORPREIT	235 000	3,030	3,030	3,504
AVALON BAY COMMUNITIES	41 000	3,998	3,998	5,211
BOSTON PROPERTIES INC	50 000	4,699	4,699	5,345
BRANDYWINE REALTY TRUST	325 000	3,521	3,521	4,284
CAMDEN PROPERTY TRUST	81 000	4,147	4,147	4,977
CBL ASSOCIATES PROPERTIES INCOM REIT	195 000	3,106	3,106	3,725
CBL ASSOC DR D	55 000	1,343	1,343	1,374
DIGITAL REALTY	90 000	3,687	3,687	4,779
DOUGLAS EMMETT INC	205 000	1,999	1,999	4,811
EASTGROUP PROPERTIES INC	91 000	4,198	4,198	5,388
ENTERTAINMENT PROPERTIES TRUST	125 000	4,395	4,395	6,093
ESSEX PPTY TR	30 000	3,721	3,721	4,431
FEDERAL REALTY INVESTMENT TR	50 000	2,413	2,413	5,073
HEALTH CARE PPTY	105 000	3,408	3,408	4,300
HEALTH CARE REIT INC	100 000	4,481	4,481	6,238
HOSPITALITY PROPERTIES TRUST	234 000	6,449	6,449	6,622
HOTEL HOTELS & RESORTS INC COM REIT	350 000	4,286	4,286	6,185
LEXINGTON REALTY TRUST	445 000	4,011	4,011	4,997
LTC PROPERTIES	99 000	1,847	1,847	3,760
MONMOUTH REAL ESTATEINVT TR SH BEN INT	175 000	1,368	1,368	1,587
NATIONAL RETAIL PPTY INC COMREIT	135 000	3,061	3,061	4,296
PUBLIC STORAGE	81 000	7,070	7,070	13,005
RAYONIER INC	120 000	5,352	5,352	6,678
REALTY INCOME CORP	125 000	3,158	3,158	4,969
SENIOR HOUSING PROPERTIES TRUSTCOM REIT	165 000	3,842	3,842	3,851
SIMON PROPERTY GROUP INC	121 000	10,820	10,820	17,936
TANGER FACTORY OUTLET	165 000	3,625	3,625	5,387
VENTAS INC	80 000	3,863	3,863	4,920
WEINGARTEN REALTY INVESTORS	145 000	3,880	3,880	4,253
Subtotal		130,440	130,440	172,769
<u>LAZARD EMERGING MKTS</u>				
AKBANK TURK	166 000	1,256	1,256	1,235
BAIDU ADR	18 000	1,660	1,660	2,793
BANCO DO BRASIL S A ADR	292 000	4,400	4,400	3,431
BANCO MARCO	68 000	1,997	1,997	1,632
BIDVEST GROUP LTD	41 000	1,843	1,843	2,054
CHINA CONSTRUCTION BANK CORP	254 000	3,882	3,882	3,899
CHINA MOBILE LTD FORMERLYCHINA MOBILE HK LTD	57 000	2,949	2,949	3,217
CIELO S A	115 000	1,812	1,812	3,153
CLICKS GROUP LTD UNSPONSORED	162 000	2,008	2,008	1,804
CNOOC LTD	9 000	1,752	1,752	1,816
COMMERCIAL INTERNATIONAL BANK	232 000	1,055	1,055	1,206

RED LODGE FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2013
PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
COMPANHIA DE BEBIDAS	53 000	1,565	1,565	2,033
GRUPO TELEVISA	55 000	894	894	1,537
IMPERIAL HOLDINGS	66 000	1,482	1,482	1,440
KB FINANCIAL GROUP	72 000	2,659	2,659	2,521
KIMBERLY CLARK	213 000	1,453	1,453	3,078
KOC HOLCING	97 000	1,489	1,489	2,258
LUKOIL (OAO) ADR	24 000	1,350	1,350	1,525
MOBILE TELESYSTEMS	162 000	3,129	3,129	3,606
NEDBANK GROUP	108 000	1,217	1,217	2,204
NETEASE COM	35 000	1,524	1,524	2,541
OAO GAZPROM ADR LEVEL 1 ADRPROGRAM	295 000	2,868	2,868	2,602
ORASCOM CONSTR INDS S A E ADR	53 000	2,514	2,514	1,798
ORIFLAME COSMETICS	114 000	2,309	2,309	1,822
PHILIPPINE LONG DIST	37 000	2,262	2,262	2,510
PRETORIA PORTLAND CEMENT	166 000	1,299	1,299	999
PT ASTRA INTERNATIONAL TBK	113 000	1,620	1,620	1,277
PT BK MANDIRI PERSERO TBK UNSP	351 000	2,525	2,525	2,373
PT SEMEN GRESIK PERSEROUNSPONSORED ADR	38 000	580	580	853
PT UNITED TRACTORS	42 000	1,408	1,408	1,204
PTT EXPL & PRODTN PUB LTD ADR	116 000	1,350	1,350	1,212
SANLAM LTD	75 000	851	851	1,760
SBERBANK RUSSIA SPONSORED ADR	291 000	3,595	3,595	3,501
SHINHAN FINL	74 000	2,471	2,471	2,997
SHOPRITE HOLDINGS LTD ORD UNSPONSORED ADR	48 000	963	963	1,586
STANDARD BANK GROUP	124 000	1,504	1,504	1,484
TAIWAN SEMICONDUCTOR	179 000	1,959	1,959	3,036
TELKOM PT	62 000	2,152	2,152	2,251
TIGER BRANDS	52 000	1,130	1,130	1,545
TURKCELL ILETISIM	127 000	1,791	1,791	1,873
VALE S A ADR	111 000	2,705	2,705	1,577
VODACOM GROUP ADR	105 000	1,302	1,302	1,303
WEICHAI PWR CO LTD ADR	116 000	2,340	2,340	1,798
WOOLWORTHS HOLDINGS LTD SOUTHADR	24 000	1,384	1,384	1,764
WYNN MACAU LIMITED UNSPONSOREDADR	74 000	2,039	2,039	2,531
YPF SOCIEDAD ANONIMASPONS ADR REPR CL D	118 000	3,283	3,283	2,375
Subtotal		89,580	89,580	97,015
<u>MUNDER MID CAP</u>				
AFFILIATED MANAGERS GROUP	20 000	1,393	1,393	3,653
AIRGAS INC	23 000	1,058	1,058	2,439
AMERICAN CAP STRATEGIES	132 000	1,279	1,279	1,815
AMETEK INC COM	33 000	1,143	1,143	1,519
ASCENA RETAIL GROUP INC	58 000	1,146	1,146	1,156
ATWOOD OCEANICS INC COM	26 000	876	876	1,431
BIOMARIN PHARMACEUTICAL INC	29 000	483	483	2,093
BLACK HILLS CORP COM STK	16 000	654	654	798
BORG WARNER AUTOMOTIVE INC	19 000	759	759	1,926
CERNER CORP	30 000	853	853	1,577
CHECK POINT	25 000	689	689	1,414
CHURCH & DWIGHT	35 000	986	986	2,102
CINEMARK HOLDINGS INC	58 000	1,098	1,098	1,841
COGNIZANT TECH SOLUTIONS	23 000	566	566	1,889
CONCHO RESOURCES	18 000	1,571	1,571	1,959
COOPER COS	17 000	1,327	1,327	2,205
CROWN HOLDINGS	50 000	1,306	1,306	2,114

RED LODGE FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2013
PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
CST BRANDS INC	1 000	14	14	30
DAVITA INC	36 000	976	976	2,048
DIGITAL REALTY	20 000	850	850	1,062
DISCOVERY HLDG	26 000	1,359	1,359	2,195
ECOLAB INC COM	20 000	1,114	1,114	1,975
ESSEX PPTY TR	7 000	765	765	1,034
FAMILY DLR STORES INC COM	24 000	1,287	1,287	1,728
FIFTH THIRD BANCORP	113 000	1,387	1,387	2,040
FISERV INC	17 000	851	851	1,718
FORTUNES BRANDS HOME & SECURITY	45 000	1,039	1,039	1,873
FOSSIL INC COM	12 000	991	991	1,395
GRACE WR & CO DELA	18 000	1,493	1,493	1,573
GREEN MOUNTAIN COFFEE ROASTERS	20 000	1,029	1,029	1,507
GULFPORT ENERGY CORPCOM STK	29 000	1,198	1,198	1,866
HEALTH MANAGEMENT ASS	120 000	950	950	1,536
HEALTHSOUTH CORP COM	58 000	1,516	1,516	2,000
HELIX ENERGY SOLUTIONS	54 000	1,423	1,423	1,370
HUBBELL INC USD 01 CL-B COM	14 000	1,350	1,350	1,466
IHS INC	15 000	1,021	1,021	1,713
INTUITIVE SURGICAL INC	2 000	649	649	753
INVESCO LTD	80 000	2,032	2,032	2,552
IRON MOUNTAIN INC DEL	45 000	1,377	1,377	1,216
ITC HOLDINGS CORP	21 000	1,076	1,076	1,971
KANSAS CITY SOUTHERN	18 000	807	807	1,968
KILROY REALTY CORP	26 000	1,198	1,198	1,299
KIRBY EXPL CO COM	22 000	1,323	1,323	1,904
KODIAK OIL &, GAS CO	129 000	1,196	1,196	1,556
LIBERTY MEDIA NEW	19 000	1,267	1,267	2,796
LIMITED BRANDS INC COM	34 000	1,358	1,358	2,077
LINCOLN NATIONAL CORP	71 000	1,390	1,390	2,981
LKQ CORP	79 000	1,008	1,008	2,518
LYONDELLBASELL INDUSTRIES NV	24 000	742	742	1,758
MARRIOTT INTL INC	36 000	1,196	1,196	1,514
MENTOR GRAPHICS CORP	84 000	1,186	1,186	1,963
METTLER-TOLEDO INTERNATIONAL COM	7 000	810	810	1,681
MICROCHIP TECH INC	39 000	1,321	1,321	1,571
MICROS SYSTEMS INC	32 000	1,059	1,059	1,598
MONSTER BEVERAGE CORP	26 000	1,122	1,122	1,359
MOTOROLA SOLUTIONS INC	24 000	1,419	1,419	1,425
MYRIAD GENETIC INC	55 000	1,735	1,735	1,293
NISOURCE INC	90 000	1,792	1,792	2,780
NORTHERN TR CORP	30 000	1,302	1,302	1,631
OCEANEERING INTL	18 000	873	873	1,462
OLD DOMINION FREIGHT	34 000	1,414	1,414	1,564
ON SEMICONDUCTOR	184 000	1,420	1,420	1,345
PRECISION CASTPARTS CORP COM	7 000	912	912	1,591
RADIAN GROUP INC	56 000	680	680	780
RED HAT INC USD COM	31 000	1,249	1,249	1,430
REINSURANCE GROUP AMER	28 000	1,590	1,590	1,876
RENAISSANCE RE HLDGS LTD COM	17 000	1,212	1,212	1,539
ROSS STORES INC	27 000	1,700	1,700	1,966
SALLY BEAUTY CO INC	60 000	1,513	1,513	1,570
SBA COMMUNICATIONS CORP USD COM	30 000	1,217	1,217	2,414
SIGNATURE BANK	18 000	587	587	1,647
SKYWORKS SOLUTIONS INC COM	81 000	1,943	1,943	2,012

RED LODGE FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2013
PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
SOLERA HOLDINGS	33 000	1,029	1,029	1,745
STARZ SERIES	75 000	1,989	1,989	2,110
STERICYCLE INC	16 000	867	867	1,846
TEREX CORP NEW	36 000	784	784	1,210
THE MACERICH CO COM REIT	34 000	1,437	1,437	1,919
TOLL BROS INC COM	17 000	583	583	551
TUPPERWARE BRANDS CORP	29 000	1,008	1,008	2,505
VALERO ENERGY CORP COM	27 000	790	790	922
WABCO HOLDINGS INC	20 000	1,144	1,144	1,685
XEROX CORP	146 000	1,540	1,540	1,502
Subtotal		93,645	93,645	141,411
<u>RENAISSANCE</u>				
ABBOT LABS	216 000	7,853	7,853	7,169
ACCENTURE PLC	101 000	6,454	6,454	7,438
AGILENT TECHNOLOGIES INC COM	152 000	6,109	6,109	7,790
AMER EXPRESS CO COM	118 000	4,682	4,682	8,911
APPLE INC	16 000	2,209	2,209	7,628
AUTOZONE INC	17 000	2,249	2,249	7,186
BECTON DICKINSON & CO	79 000	7,234	7,234	7,902
BIOGEN CO	33 000	8,136	8,136	7,945
BLACKROCK INC	28 000	5,289	5,289	7,577
BOEING CO	69 000	4,660	4,660	8,108
CBS CORP NEW CL B COM STK	158 000	3,909	3,909	8,715
CELGENE CORP	56 000	3,468	3,468	8,632
CISCO SYSTEMS INC	228 000	4,373	4,373	5,342
COACH INC	102 000	3,193	3,193	5,562
CUMMINS INC	62 000	7,920	7,920	8,238
CVS CAREMARK CORP	132 000	5,077	5,077	7,491
DANAHER CORP	118 000	6,116	6,116	8,180
EMC CORP	293 000	3,556	3,556	7,489
EQUIFAX INC COM	124 000	6,291	6,291	7,421
F5 NETWORKS INC COM	90 000	7,925	7,925	7,723
FIDELITY NATIONAL INFORMATION	170 000	6,306	6,306	7,895
FRANKLIN RES	165 000	6,337	6,337	8,341
GAP INC	177 000	7,904	7,904	7,130
GILEAD SCIENCES INC	139 000	3,669	3,669	8,739
GOOGLE	9 000	5,320	5,320	7,883
HANESBRANDS INC	148 000	7,333	7,333	9,222
HOME DEPOT INC COM	117 000	6,454	6,454	8,874
INT'L BUSINESS MACHS CORP	33 000	4,217	4,217	6,111
KLA-TENCOR CORP	126 000	6,337	6,337	7,667
MACYS INC	177 000	5,834	5,834	7,659
MCKESSON CORP	78 000	6,122	6,122	10,007
MEDTRONIC INC COM	156 000	5,597	5,597	8,307
MICROSOFT CORP	224 000	6,355	6,355	7,455
MONSANTO COMPANY	83 000	6,188	6,188	8,663
MYLAN INC	247 000	6,462	6,462	9,428
NETAPP	200 000	6,562	6,562	8,524
O REILLY AUTOMOTIVE INC	71 000	6,579	6,579	9,059
ORACLE CORP	226 000	4,898	4,898	7,496
PETSMART INC COM	104 000	4,462	4,462	7,931
PPG INDS INC COM	51 000	5,233	5,233	8,520
PRICELINE	8 000	5,595	5,595	8,088
PULTE GROUP	482 000	9,969	9,969	7,953

RED LODGE FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2013
PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
QUALCOMM INC	101 000	5,450	5,450	6,799
ROCKWELL AUTOMATION	79 000	7,686	7,686	8,448
ROSS STORES INC	122 000	2,006	2,006	8,882
SANDISK CORP COM	135 000	7,906	7,906	8,034
SCRIPPS NETWORKS INTER WI	106 000	6,358	6,358	8,280
SKYWORKS SOLUTIONS INC COM	350 000	7,836	7,836	8,694
STARWOOD HOTELS	117 000	7,975	7,975	7,775
SYMANTEC CORP COM	297 000	5,495	5,495	7,351
SYNOPSYS INC	209 000	6,520	6,520	7,879
TJX COS INC NEW COM	144 000	5,945	5,945	8,120
UNION PACIFIC	55 000	4,260	4,260	8,544
VISA INC CLASS A	43 000	6,904	6,904	8,217
WESTERN DIGITAL	113 000	2,353	2,353	7,164
Subtotal		317,127	317,127	437,585
<u>THORNBURG INTL</u>				
ACCENTURE PLC	81 000	5,363	5,363	5,965
ADIDAS SALOMON	195 000	7,254	7,254	10,569
AIA GROUP	640 000	9,876	9,876	12,032
AMADEUS IT HLDG SA	139 000	4,569	4,569	4,935
ANHEUSER BUSCH	37 000	3,679	3,679	3,670
ARM HOLDINGS PLC CAMBRIDGE ADR	101 000	2,965	2,965	4,860
ASML HOLDING N V SEE	136 000	9,767	9,767	13,431
ASSA ABLOY	339 000	4,635	4,635	7,787
BAIDU ADR	52 000	6,139	6,139	8,069
BANCO BILBAO VIZ	249 000	2,465	2,465	2,784
BURBERRY GROUP	99 000	3,893	3,893	5,246
CANADIAN NATURAL RAILWAY	98 000	7,521	7,521	9,934
CARNIVAL CORP	236 000	9,300	9,300	7,703
CHINA MOBILE LTD	134 000	7,262	7,262	7,562
COMPASS GROUP PLC SPON ADR	568 000	6,861	6,861	7,788
DASSAULT SYS	61 000	5,295	5,295	8,128
DEUTSCHE BANK AG	152 000	6,881	6,881	6,974
ELEKTA B SHS ADR	351 000	5,358	5,358	5,609
EMBRAER S A	244 000	7,326	7,326	7,923
FANUC LTD	343 000	9,300	9,300	9,484
FRESENIUS MED CARE	274 000	10,029	10,029	8,872
HANG LUNG PROP	185 000	3,812	3,812	3,169
HENNES & MURITZ	1,463 000	10,621	10,621	12,611
HONG KONG EXCHANGE	336 000	7,563	7,563	5,394
HSBC HOLDING	175 000	8,054	8,054	9,496
INDUSTRIAL & COMMERCIAL BANK	371 000	6,274	6,274	5,163
ING GROUP NV	639 000	6,352	6,352	7,253
INTESA SANP	198 000	2,601	2,601	2,475
ITAU UNIBANCO	359 000	6,600	6,600	5,069
JULIUS BAER GROUP	268 000	2,515	2,515	2,495
KINGFISHER	1,092 000	9,970	9,970	13,672
KOMATSU LIMITED	362 000	10,707	10,707	9,075
KONE OYJ ADR	114 000	4,950	4,950	5,074
KUBOTA CP	66 000	4,699	4,699	4,805
LAS VEGAS SANDS	132 000	5,907	5,907	8,767
LULULEMON ATHLETICA INC	112 000	7,609	7,609	8,191
LVMH MOET HENNESSY	398 000	13,357	13,357	15,669
MERCADOLIBRE INC	40 000	2,467	2,467	5,396
MICHELIN	360 000	5,225	5,225	8,032

RED LODGE FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2013
PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
MITSUBISHI UFJ	1,565 000	8,293	8,293	10,032
NESTLE SA	154 000	9,644	9,644	10,718
NOVARTIS AG	157 000	8,294	8,294	12,043
NOVO NORDISK	75 000	9,318	9,318	12,692
PACIFIC RUBIALES ENERGY	337 000	6,995	6,995	6,647
PEARSON PLC 25P	340 000	6,401	6,401	6,916
PT BK MANDIRI PERSERO TBK	293 000	2,582	2,582	1,981
PUBLICIS GROUPE SA	684 000	9,971	9,971	13,605
RECKITT BENCKISER GROUP	689 000	7,861	7,861	10,121
ROCHE HOLDING AG BASEL	136 000	8,214	8,214	9,184
SABMILLER PLC	139 000	5,452	5,452	7,050
SAP AG WALLDORF	110 000	6,738	6,738	8,131
SCHLUMBERGER LTD	131 000	10,451	10,451	11,575
SINA COM	42 000	2,499	2,499	3,409
SOUTHERN PERU COPPER	127 000	4,264	4,264	3,459
SUMITOMO CORP TOKYO	1,659 000	8,526	8,526	8,229
SWATCH GROUP AG	220 000	4,267	4,267	7,064
SYNGENTA AG	125 000	9,276	9,276	10,163
TATA MOTORS	186 000	4,569	4,569	4,951
TENCENT HOLDINGS	195 000	4,857	4,857	10,245
TEVA PHARM	122 000	5,771	5,771	4,609
TOYOTA MTR CORP	104 000	8,106	8,106	13,315
TULLOW OIL	628 000	5,834	5,834	5,231
WALMART STORES INC	171 000	5,089	5,089	4,485
YANDEX NV-A	215 000	5,537	5,537	7,830
YUM! BRANDS INC	129 000	8,679	8,679	9,209
Subtotal		<u>432,509</u>	<u>432,509</u>	<u>504,026</u>
Total Investments - Corporate Stock		<u>4,117,230</u>	<u>4,117,230</u>	<u>4,521,570</u>

Red Lodge Foundation - EIN 26-1509357

201 Form 990-PF, FYE September 30, 2013

**Part XV, Line 3a, Grants and Contributions Paid During the Year
or Approved for Future Payment**

Date	Recipient	Amount
10/08/12	Lynn Sage Foundation	200
10/24/12	Willowwood Preschool	1,000
10/24/12	Willowwood Preschool	100
02/08/13	Camp Kesem	250
02/20/13	Crow Island Schoool	300
02/25/13	Winnetka Public Schools	1,000
05/03/13	Cystic Fibrosis	1,000
05/08/13	American Diabetes Association	200
05/09/13	Lynn Sage Foundation	25
05/10/13	Chicago Shakespeare Theater	150
05/16/13	Alliance of Early Childhood	250
05/28/13	Hedge Fund Cares	1,500
06/26/13	Depauw University	2,000
07/05/13	Wikimedia Foundation	50
07/25/13	National MS Society	250
07/31/13	Lurie Children's Hospital	50,000
08/01/13	World Vision	60,000
09/09/13	Misericordia	500
09/25/13	Memorial Sloan Kettering Cancer Center	20,000
09/25/13	Smile Train	20,000
09/26/13	Crow Island Schoool	100
09/30/13	PAWS	1,500
09/30/13	Lurie Children's Hospital	40,000
Total		200,375

RED LODGE FOUNDATION
SCHEDULE OF 2012 - 2013 CAPITAL TRANSACTIONS
PART 1, LINE 6

CAPITAL GAIN (LOSS) SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
<u>E TRADE</u>						
DOUBLELINE FDS TR LOW DURATIOND BD	489 716	12/18/12	02/05/13	4,980	5,001	(21)
DOUBLELINE FDS TR LOW DURATIOND BD	978 474	12/18/12	02/21/13	9,980	9,992	(11)
DOUBLELINE FDS TR LOW DURATIOND BD	4,842 560	12/18/12	08/01/13	49,088	49,449	(360)
DOUBLELINE FDS TR LOW DURATIOND BD	1,518 119	02/01/13	08/01/13	15,389	15,520	(131)
DOUBLELINE FDS TR LOW DURATIOND BD	23 601	03/04/13	08/01/13	239	241	(2)
DOUBLELINE FDS TR LOW DURATIOND BD	25 976	05/02/13	08/01/13	263	266	(2)
DOUBLELINE FDS TR LOW DURATIOND BD	8,968 388	12/18/12	08/02/13	90,920	91,579	(659)
DOUBLELINE FDS TR LOW DURATIOND BD	30 180	01/02/13	08/02/13	306	308	(2)
DOUBLELINE FDS TR LOW DURATIOND BD	22 514	02/04/13	08/02/13	228	230	(2)
DOUBLELINE FDS TR LOW DURATIOND BD	22 426	04/02/13	08/02/13	227	229	(2)
DOUBLELINE FDS TR LOW DURATIOND BD	24 936	06/04/13	08/02/13	253	254	(2)
DOUBLELINE FDS TR LOW DURATIOND BD	24 213	07/02/13	08/02/13	245	245	0
DOUBLELINE FDS TR LOW DURATIOND BD	24 014	08/02/13	08/02/13	243	244	(0)
Subtotal				172,363	173,557	(1,194)
<u>FORWARD UNIPLAN</u>						
PLUM CREEK TIMBER CO	10 000	05/08/09	10/03/12	421	342	79
PLUM CREEK TIMBER CO	20 000	05/08/09	10/03/12	842	684	158
PLUM CREEK TIMBER CO	5 000	05/12/09	10/03/12	211	171	39
PLUM CREEK TIMBER CO	20 000	05/12/09	10/03/12	842	685	157
PLUM CREEK TIMBER CO	10 000	08/24/09	10/03/12	421	308	113
ESSEX PPTY TR	10 000	12/14/10	06/04/13	1,573	1,141	432
ASSOCIATES PROPERTIES INCOM REIT	40 000	12/28/11	06/04/13	902	628	274
WEINGARTEN REALTY INVESTORS	20 000	04/01/08	06/04/13	638	709	(71)
REALTY INCOME CORP	10 000	04/01/08	06/04/13	445	254	192
DOUGLAS EMMETT INC	10 000	05/08/09	06/04/13	250	93	156
HOST HOTELS & RESORTS INC COMREIT	10 000	12/30/09	06/04/13	175	119	55
AMER CMPS	10 000	04/01/08	06/04/13	407	281	126
BOSTON PROPERTIES INC	10 000	04/01/08	06/12/13	1,070	951	120
SIMON PROPERTY GROUP INC	5 000	04/01/08	06/12/13	807	484	322
AVALON BAY COMMUNITIES	5 000	04/01/08	06/12/13	651	503	148
FEDERAL REALTY INVESTMENT TR	5 000	02/18/09	06/12/13	528	209	319
LTC PROPERTIES	5 000	05/08/09	06/12/13	199	92	107
TANGER FACTORY OUTLET	5 000	08/12/09	06/12/13	167	92	76
APARTMENT INVESTMENT & MANAGEMENT	5 000	10/11/12	06/12/13	143	128	15
SENIOR HOUSING PROPERTIES TRUSTCOM REIT	5 000	12/28/11	06/12/13	128	114	15
MONMOUTH REAL ESTATEINVI TR SH BEN INT COMM	5 000	12/30/09	06/12/13	50	37	13
CBL ASSOC DR D	10 000	12/14/10	07/15/13	251	236	16
CBL ASSOC DR D	5 000	12/28/10	07/22/13	126	117	8
CBL ASSOC DR D	5 000	01/07/11	07/22/13	126	120	6
AMERICAN TOWER	30 000	10/11/12	08/07/13	2,079	2,150	(71)
AMERICAN TOWER	10 000	10/17/12	08/07/13	693	746	(53)
AMERICAN TOWER	10 000	10/19/12	08/07/13	693	742	(49)
AMERICAN TOWER	20 000	10/19/12	08/07/13	1,386	1,482	(96)
AMERICAN TOWER	20 000	10/19/12	08/07/13	1,386	1,479	(94)
AMERICAN TOWER	10 000	06/04/13	08/07/13	693	774	(81)
AMERICAN TOWER	5 000	06/12/13	08/07/13	346	378	(31)
AMER CMPS	20 000	04/01/08	08/15/13	715	562	153
AMER CMPS	20 000	04/01/08	08/15/13	715	562	153
AMER CMPS	20 000	04/01/08	08/15/13	715	562	153
AMER CMPS	10 000	07/01/08	08/15/13	358	279	78
AMER CMPS	10 000	07/01/08	08/15/13	357	279	78
AMER CMPS	20 000	07/01/08	08/16/13	697	559	138
AMER CMPS	20 000	07/01/08	08/16/13	691	559	132
AMER CMPS	10 000	07/01/08	08/16/13	349	279	69
AMER CMPS	6 000	09/29/09	08/16/13	209	162	47
AMER CMPS	10 000	09/29/09	08/16/13	345	270	75
AMER CMPS	5 000	12/28/10	08/16/13	173	160	12

RED LODGE FOUNDATION
SCHEDULE OF 2012 - 2013 CAPITAL TRANSACTIONS
PART 1, LINE 6

CAPITAL GAIN (LOSS) SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
AMER CMPS	10 000	12/28/10	08/16/13	346	321	25
Subtotal				24,317	20,802	3,515
LAZARD EMERGING						
BIDVEST GROUP LTD	12 000	03/02/11	10/26/12	564	540	24
SHOPRITE HOLDINGS LTD	7 000	10/22/09	11/01/12	284	118	166
CIA SIDERURGICA NACIONAL	4 000	02/05/10	11/09/12	21	57	(36)
CIA SIDERURGICA NACIONAL	29 000	02/05/10	11/09/12	155	415	(259)
CIA SIDERURGICA NACIONAL	6 000	02/05/10	11/09/12	32	86	(54)
CIA SIDERURGICA NACIONAL	75 000	02/05/10	11/09/12	402	1,072	(670)
CIA SIDERURGICA NACIONAL	37 000	12/15/10	11/09/12	198	605	(407)
CIA SIDERURGICA NACIONAL	2 000	03/02/11	11/09/12	11	32	(22)
CIA SIDERURGICA NACIONAL	2 000	03/02/11	11/09/12	11	32	(22)
CIA SIDERURGICA NACIONAL	6 000	05/11/11	11/09/12	32	85	(52)
CIA SIDERURGICA NACIONAL	29 000	06/15/11	11/09/12	155	345	(190)
INFOSYS TECH	30 000	05/21/09	11/14/12	1,256	999	257
WOOLWORTHS HOLDINGS LTD	10 000	05/16/12	11/20/12	758	577	182
TAIWAN SEMICONDUCTOR	34 000	04/01/08	01/03/13	614	361	253
LUKOIL	8 000	08/12/11	01/04/13	534	444	90
PT SEMEN GRESIK PERSEROUN	5 000	12/03/10	01/07/13	162	263	(102)
PT SEMEN GRESIK PERSEROUN	1 000	11/10/10	01/07/13	32	53	(21)
PT SEMEN GRESIK PERSEROUN	1 000	12/03/10	01/07/13	32	53	(20)
GRUPO TELEvisa	28 000	04/01/08	02/19/13	787	703	84
PHILIPPINE LONG DIST	11 000	04/01/08	03/27/13	782	742	40
AMERICA MOVIL SAB	46 000	12/10/08	04/05/13	927	1,508	(581)
AMERICA MOVIL SAB	3 000	01/16/09	04/05/13	60	86	(25)
AMERICA MOVIL SAB	2 000	01/16/09	04/09/13	42	57	(15)
TURKCELL ILETISIM	27 000	04/01/08	04/30/13	411	614	(203)
TURKCELL ILETISIM	37 000	07/02/08	04/30/13	564	543	20
TELKOM PT	19 000	04/01/08	05/28/13	957	813	144
TELKOM PT	3 000	06/20/08	05/28/13	151	100	51
CIELO S A	0 200	04/28/13	05/28/13	5	0	5
AMERICA MOVIL SAB	5 000	01/16/09	07/10/13	105	143	(38)
AMERICA MOVIL SAB	10 000	07/01/11	07/10/13	210	0	210
AMERICA MOVIL SAB	46 000	07/01/11	07/10/13	968	0	968
VALE S A ADR	33 000	02/10/10	08/19/13	441	748	(307)
BAIDU ADR	13 000	10/26/12	09/16/13	1,860	1,472	388
Subtotal				13,526	13,668	(142)
MUNDER MID CAP						
WABCO HOLDINGS INC	6 000	02/10/11	10/01/12	348	347	1
MARRIOTT INTL INC	12 000	07/19/11	10/01/12	474	395	79
COMPLETE PRODUCTION SERVICES	28 000	08/25/11	10/01/12	0	0	0
COMPLETE PRODUCTION SERVICES	5 000	11/15/11	10/01/12	0	0	0
LIBERTY MEDIA NEW	5 000	09/30/12	10/01/12	346	346	0
STARZ SERIES	5 000	12/13/10	10/04/12	547	268	279
CORE LABORATORIES NLG0 03 ORDS	1 000	04/01/08	10/04/12	101	60	41
CORE LABORATORIES NLG0 03 ORDS	1 000	04/01/08	10/04/12	101	60	41
CORE LABORATORIES NLG0 03 ORDS	2 000	04/01/08	10/04/12	202	119	83
CORE LABORATORIES NLG0 03 ORDS	5 000	04/01/08	10/04/12	505	299	207
CORE LABORATORIES NLG0 03 ORDS	1 000	11/15/11	10/04/12	101	111	(10)
CORE LABORATORIES NLG0 03 ORDS	1 000	07/23/12	10/04/12	101	105	(4)
TEREX CORP NEW	16 000	08/16/10	10/10/12	361	315	47
JOY GLOBAL	1 000	09/02/10	10/24/12	60	63	(2)
JOY GLOBAL	1 000	09/02/10	10/24/12	60	63	(2)
JOY GLOBAL	4 000	09/02/10	10/24/12	241	251	(9)
JOY GLOBAL	1 000	09/02/10	10/24/12	60	63	(2)
JOY GLOBAL	1 000	12/03/10	10/24/12	60	79	(19)
JOY GLOBAL	1 000	12/03/10	10/24/12	60	79	(19)
JOY GLOBAL	4 000	03/29/11	10/24/12	241	379	(137)
JOY GLOBAL	1 000	11/15/11	10/24/12	60	86	(26)
JOY GLOBAL	1 000	07/11/12	10/24/12	60	49	11
LYONDELLBASELL INDUSTRIES NV	12 000	11/01/10	10/24/12	642	312	329
BIOMARIN PHARMACEUTICAL INC	5 000	03/05/09	11/12/12	242	50	192

RED LODGE FOUNDATION
SCHEDULE OF 2012 - 2013 CAPITAL TRANSACTIONS
PART 1, LINE 6

CAPITAL GAIN (LOSS)						
SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
COGNIZANT TECH SOLUTIONS	2 000	04/01/08	11/29/12	134	58	75
COGNIZANT TECH SOLUTIONS	1 000	04/01/08	11/29/12	67	29	38
COGNIZANT TECH SOLUTIONS	2 000	03/05/09	11/29/12	134	37	97
E Z CORP INC CL A	33 000	08/02/10	12/11/12	647	665	(18)
E Z CORP INC CL A	4 000	07/11/12	12/11/12	78	93	(15)
E Z CORP INC CL A	3 000	11/15/11	12/11/12	59	90	(31)
E Z CORP INC CL A	2 000	12/03/10	12/11/12	39	53	(14)
CINEMARK HOLDINGS INC	12 000	08/31/10	12/17/12	311	175	136
KANSAS CITY SOUTHERN	1 000	05/06/10	01/17/13	87	38	49
KANSAS CITY SOUTHERN	3 000	09/02/10	01/17/13	261	108	153
NORTHEAST UTILS	29 000	04/01/08	01/17/13	1,122	717	404
NORTHEAST UTILS	2 000	04/01/08	01/17/13	77	49	28
NORTHEAST UTILS	4 000	03/05/09	01/17/13	155	79	76
NORTHEAST UTILS	2 000	03/05/09	01/17/13	77	39	38
NORTHEAST UTILS	2 000	11/15/11	01/17/13	77	70	8
NORTHEAST UTILS	3 000	05/30/12	01/17/13	116	108	8
NORTHEAST UTILS	1 000	07/23/12	01/17/13	39	40	(1)
TREEHOUSE FOODS	3 000	07/12/10	01/28/13	159	143	16
TREEHOUSE FOODS	1 000	07/12/10	01/28/13	53	48	5
FORTUNES BRANDS HOME & SECURITY	12 000	04/29/12	01/28/13	385	272	114
TREEHOUSE FOODS	9 000	07/12/10	01/28/13	476	428	47
TREEHOUSE FOODS	3 000	12/03/10	01/28/13	159	149	9
TREEHOUSE FOODS	1 000	01/25/13	01/28/13	53	53	0
HEALTH MANAGEMENT ASS	31 000	06/06/11	03/04/13	340	330	11
FIRST NIAGARA FINL GROUP INC	2 000	09/20/11	03/26/13	18	21	(3)
FIRST NIAGARA FINL GROUP INC	10 000	09/20/11	03/26/13	88	105	(16)
FIRST NIAGARA FINL GROUP INC	38 000	09/20/11	03/26/13	336	397	(62)
FIRST NIAGARA FINL GROUP INC	2 000	11/15/11	03/26/13	18	18	(0)
FIRST NIAGARA FINL GROUP INC	10 000	12/07/11	03/26/13	88	89	(1)
FIRST NIAGARA FINL GROUP INC	26 000	12/07/11	03/26/13	230	232	(3)
FIRST NIAGARA FINL GROUP INC	10 000	05/30/12	03/26/13	88	80	8
FIRST NIAGARA FINL GROUP INC	4 000	07/11/12	03/26/13	35	30	5
HERBALIFE LTD	6 000	12/15/10	04/04/13	237	89	149
HERBALIFE LTD	8 000	12/15/10	04/04/13	317	119	198
HERBALIFE LTD	8 000	12/15/10	04/04/13	317	119	198
NORTHERN OIL AND GAS	25 000	03/17/11	04/04/13	334	750	(417)
NORTHERN OIL AND GAS	1 000	04/25/11	04/04/13	13	24	(11)
NORTHERN OIL AND GAS	8 000	04/25/11	04/04/13	107	191	(84)
NORTHERN OIL AND GAS	9 000	06/14/11	04/04/13	120	170	(50)
NORTHERN OIL AND GAS	1 000	06/14/11	04/04/13	13	19	(6)
NORTHERN OIL AND GAS	7 000	06/14/11	04/04/13	93	133	(39)
NORTHERN OIL AND GAS	1 000	11/15/11	04/04/13	13	24	(10)
NORTHERN OIL AND GAS	2 000	05/15/12	04/04/13	27	36	(9)
NORTHERN OIL AND GAS	8 000	05/15/12	04/04/13	107	144	(37)
NORTHERN OIL AND GAS	1 000	01/25/13	04/04/13	13	17	(4)
DISCOVERY HLDG	6 000	04/17/12	04/24/13	474	314	160
FORTUNES BRANDS HOME & SECURITY	9 000	04/29/12	04/29/13	330	204	126
HERBALIFE LTD	7 000	06/21/12	04/29/13	269	191	78
HERBALIFE LTD	1 000	06/21/12	04/29/13	38	27	11
HERBALIFE LTD	1 000	06/21/12	04/29/13	38	27	11
HERBALIFE LTD	1 000	07/23/12	04/29/13	38	21	17
HERBALIFE LTD	7 000	01/25/13	04/29/13	269	307	(38)
CST BRANDS INC	2 000	05/02/13	05/02/13	62	29	33
OIL STATES INTL INC	5 000	06/28/11	05/06/13	464	377	87
EXPEDITORS INTL WASH INC	16 000	04/25/11	05/28/13	642	848	(206)
EXPEDITORS INTL WASH INC	1 000	11/15/11	05/28/13	40	45	(5)
EXPEDITORS INTL WASH INC	1 000	07/11/12	05/28/13	40	37	3
STANLEY BLACK & DECKER	14 000	04/19/11	06/10/13	1,082	1,063	19
STANLEY BLACK & DECKER	2 000	04/25/11	06/10/13	155	152	2
STANLEY BLACK & DECKER	4 000	11/15/11	06/10/13	309	270	39
STANLEY BLACK & DECKER	2 000	05/30/12	06/10/13	155	134	21
STANLEY BLACK & DECKER	1 000	07/23/12	06/10/13	77	65	12
HEALTH MANAGEMENT ASS	32 000	06/06/11	07/15/13	539	340	198
DENTSPLY INTL INC NEW	37 000	12/15/11	07/25/13	1,557	1,291	266

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CAPITAL GAIN (LOSS) SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
DENTSPLY INTL INC NEW	1 000	07/11/12	07/25/13	42	36	6
DENTSPLY INTL INC NEW	1 000	07/23/12	07/25/13	42	36	6
NORTHWESTERN	1 000	04/01/08	07/25/13	42	25	18
NORTHWESTERN	13 000	10/06/08	07/25/13	550	303	247
NORTHWESTERN	11 000	11/03/08	07/25/13	465	221	245
NORTHWESTERN	4 000	01/09/09	07/25/13	169	88	82
NORTHWESTERN	1 000	03/05/09	07/25/13	42	19	23
NORTHWESTERN	2 000	07/11/12	07/25/13	85	74	10
NORTHWESTERN	1 000	07/23/12	07/25/13	42	38	5
OCEANEERING INTL	9 000	05/15/12	07/29/13	719	436	283
DENBURY RESOURCES	7 000	09/19/08	08/05/13	126	154	(28)
DENBURY RESOURCES	1 000	01/09/09	08/05/13	18	11	7
DENBURY RESOURCES	10 000	04/29/09	08/05/13	180	165	15
DENBURY RESOURCES	10 000	05/28/09	08/05/13	180	167	14
DENBURY RESOURCES	27 000	06/05/09	08/05/13	487	396	91
DENBURY RESOURCES	2 000	12/03/10	08/05/13	36	39	(3)
DENBURY RESOURCES	2 000	04/25/11	08/05/13	36	45	(9)
DENBURY RESOURCES	6 000	07/11/12	08/05/13	108	85	23
DENBURY RESOURCES	1 000	01/25/13	08/05/13	18	18	(0)
OIL STATES INTL INC	2 000	06/28/11	08/22/13	179	151	28
OIL STATES INTL INC	9 000	07/13/11	08/22/13	807	755	52
OIL STATES INTL INC	1 000	11/15/11	08/22/13	90	73	17
OIL STATES INTL INC	2 000	07/23/12	08/22/13	179	147	32
LKQ CORP	24 000	04/01/08	08/29/13	713	270	442
KODIAK OIL GAS CO	43 000	03/04/13	09/19/13	488	383	105
Subtotal				25,117	20,453	4,664
PIMCO						
PIMCO COMMODITY REAL RET	6921 373	07/31/08	12/03/12	48,104	125,000	(76,896)
PIMCO COMMODITY REAL RET	125 384	09/23/08	12/03/12	871	1,803	(932)
PIMCO COMMODITY REAL RET	355 126	12/11/08	12/03/12	2,468	2,092	376
PIMCO COMMODITY REAL RET	2144 511	12/10/08	12/03/12	14,904	12,631	2,273
PIMCO COMMODITY REAL RET	150 294	12/30/08	12/03/12	1,045	932	113
PIMCO COMMODITY REAL RET	117 307	03/19/09	12/03/12	815	745	70
PIMCO COMMODITY REAL RET	123 858	06/30/09	12/03/12	861	904	(43)
PIMCO COMMODITY REAL RET	160 441	09/17/09	12/03/12	1,115	1,242	(127)
PIMCO COMMODITY REAL RET	124 136	12/30/09	12/03/12	863	1,001	(138)
PIMCO COMMODITY REAL RET	248 091	12/25/09	12/03/12	1,724	2,062	(337)
PIMCO COMMODITY REAL RET	259 400	03/18/10	12/03/12	1,803	2,057	(254)
PIMCO COMMODITY REAL RET	0 004	03/18/10	12/03/12	0	0	0
PIMCO COMMODITY REAL RET	291 387	06/17/10	12/03/12	2,025	2,191	(166)
PIMCO COMMODITY REAL RET	318 123	09/16/10	12/03/12	2,211	2,532	(321)
PIMCO COMMODITY REAL RET	244 573	12/19/10	12/03/12	1,700	2,272	(572)
PIMCO COMMODITY REAL RET	0 002	06/17/10	12/03/12	0	0	(0)
PIMCO COMMODITY REAL RET	316 670	03/22/11	12/03/12	2,201	2,958	(757)
PIMCO COMMODITY REAL RET	0 003	06/16/11	12/03/12	0	0	(0)
PIMCO COMMODITY REAL RET	634 413	06/16/11	12/03/12	4,409	5,627	(1,218)
PIMCO COMMODITY REAL RET	630 730	09/15/11	12/03/12	4,384	5,330	(946)
PIMCO COMMODITY REAL RET	60 140	12/07/11	12/03/12	418	456	(38)
PIMCO COMMODITY REAL RET	252 752	12/07/11	12/03/12	1,757	1,918	(162)
PIMCO COMMODITY REAL RET	1731 985	12/07/11	12/03/12	12,037	11,310	727
PIMCO COMMODITY REAL RET	133 592	03/22/12	12/03/12	928	898	31
PIMCO COMMODITY REAL RET	104 929	06/21/12	12/03/12	729	636	93
PIMCO COMMODITY REAL RET	0 004	06/16/11	12/03/12	0	0	(0)
PIMCO COMMODITY REAL RET	123 078	09/20/12	12/03/12	855	864	(9)
Subtotal				108,228	187,460	(79,233)
RENAISSANCE LC						
F5 NETWORKS INC	51 000	08/16/11	10/08/12	5,313	4,178	1,135
GILEAD SCIENCES INC	8 000	04/01/08	10/08/12	559	416	143
CUMMINS INC	4 000	05/13/10	11/12/12	393	297	96
FREEMONT MCMORAN COPPER & GOLD	115 000	03/23/11	11/12/12	4,449	6,160	(1,711)
FREEMONT MCMORAN COPPER & GOLD	63 000	06/21/12	11/12/12	2,437	2,153	284
CUMMINS INC	58 000	05/13/10	11/12/12	5,695	4,303	1,392

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CUMMINS INC	4 000	06/21/12	11/12/12	393	377	16
BAXTER INT'L INC	111 000	01/30/12	11/26/12	7,403	6,139	1,265
PARKER HANNIFIN CORP	77 000	04/22/10	12/05/12	6,324	5,417	907
EXPEDIA, INC	21 000	12/21/11	12/18/12	1,296	533	763
GILEAD SCIENCES INC	9 000	04/01/08	12/18/12	686	468	218
PPG INDS INC	8 000	06/26/12	12/18/12	1,060	821	239
DISCOVERY HLDG	118 000	03/01/12	01/10/13	7,952	5,486	2,466
BED BATH BEYOND INC	103 000	02/07/12	02/01/13	6,098	6,312	(214)
TIME WRNR CBL	84 000	02/08/12	02/22/13	7,208	6,434	774
ROPER INDS INC NEW	72 000	11/01/11	03/06/13	9,012	5,666	3,346
SYMANTEC CORP	64 000	03/26/12	03/14/13	1,584	1,184	400
CELGENE CORP	32 000	06/28/12	03/14/13	3,657	1,982	1,675
CBS CORP NEW	23 000	10/26/11	03/14/13	1,082	569	513
AMERISOURCEBERGEN CORP	157 000	01/20/10	03/19/13	8,074	4,247	3,827
BLACKROCK INC	8 000	10/08/12	03/21/13	2,040	1,511	529
INTEL CORP	232 000	05/15/09	04/03/13	4,884	3,593	1,292
FOOT LOCKER INC (EX VENATOR GROUP INC)	185 000	07/17/12	04/25/13	6,181	6,079	102
FOOT LOCKER INC (EX VENATOR GROUP INC)	1 000	07/18/12	04/25/13	33	33	(0)
FOOT LOCKER INC (EX VENATOR GROUP INC)	35 000	03/14/13	04/25/13	1,169	1,155	14
UNITEDHEALTH GRP	127 000	12/10/09	05/03/13	7,497	3,846	3,651
UNITEDHEALTH GRP	5 000	03/21/13	05/03/13	295	276	19
GILEAD SCIENCES INC	37 000	04/01/08	05/07/13	1,981	963	1,019
COOPER COS	82 000	02/23/12	05/20/13	9,130	6,495	2,635
TERADATA CORP	89 000	03/01/11	06/18/13	4,933	4,208	725
TERADATA CORP	20 000	12/18/12	06/18/13	1,109	1,258	(150)
TERADATA CORP	17 000	03/21/13	06/18/13	942	980	(38)
INTUIT	109 000	08/03/11	07/23/13	6,968	4,907	2,061
CHICOS FAS INC	395 000	02/04/13	07/23/13	6,603	7,109	(506)
WESTERN DIGITAL	28 000	04/15/09	07/23/13	1,929	583	1,346
BARD C R INC	63 000	05/09/12	08/02/13	7,292	6,342	950
BARD C R INC	9 000	03/21/13	08/02/13	1,042	904	137
STRYKER CORP	115 000	12/30/11	08/05/13	8,201	5,756	2,445
RAYMOND JAMES FINL INC	72 000	03/08/13	08/09/13	3,177	3,350	(173)
RAYMOND JAMES FINL INC	84 000	03/08/13	08/12/13	3,675	3,908	(233)
PETSMART INC COM	13 000	11/01/10	08/21/13	925	489	436
FIDELITY NATIONAL INFORMATION	20 000	02/25/13	08/21/13	914	742	172
EXPEDIA, INC	73 000	12/21/11	08/26/13	3,454	1,853	1,601
EXPEDIA, INC	37 000	12/29/11	08/26/13	1,751	1,088	663
EXPEDIA, INC	20 000	05/07/13	08/26/13	946	1,150	(204)
PRICELINE	2 000	04/03/13	08/26/13	1,914	1,399	515
CELGENE CORP	8 000	06/28/12	08/26/13	1,135	495	639
BROADCOM CORP CLASS	157 000	08/29/11	09/19/13	4,287	5,417	(1,130)
BROADCOM CORP CLASS A COM STK	51 000	03/14/13	09/19/13	1,393	1,787	(394)
BOEING CO	18 000	06/01/12	09/19/13	2,159	1,216	944
Subtotal				178,634	142,034	36,600

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TESCO PLC	88 000	05/06/11	10/08/12	1,339	1,768	(429)
TESCO PLC	152 000	05/06/11	10/08/12	2,293	3,054	(760)
TESCO PLC	88 000	05/06/11	10/09/12	1,324	1,768	(444)
SIEMENS AG	12 000	05/06/11	10/11/12	1,192	1,651	(459)
TESCO PLC	71 000	05/06/11	10/11/12	1,067	1,426	(360)
TESCO PLC	48 000	05/06/11	10/11/12	721	964	(243)
TAIWAN SEMICONDUCTOR	72 000	07/26/12	10/19/12	1,098	959	139
TAIWAN SEMICONDUCTOR	70 000	07/26/12	10/22/12	1,071	932	139
SAP AG WLLDORF	17 000	05/06/11	10/24/12	1,214	1,058	156
RECKITT BENCKISER GROUP	94 000	05/06/11	10/24/12	1,146	1,073	73
BG GROUP	62 000	05/06/11	11/01/12	1,099	1,448	(349)
TURKIYE GARANTI BANKASI AS ADR	152 000	05/11/10	11/28/12	694	719	(26)
RECKITT BENCKISER GROUP	67 000	05/06/11	11/28/12	834	764	69
ASSA ABLOY	33 000	05/06/11	11/28/12	579	468	111
ASSA ABLOY	31 000	05/06/11	11/29/12	548	440	109
ASML HOLDING	41 000	10/12/12	11/30/12	2,190	2,190	0
ASML HOLDING	21 000	10/19/12	11/30/12	1,093	1,093	0

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CAPITAL GAIN (LOSS) SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
ASML HOLDING	62 000	11/30/12	12/03/12	735	0	735
TEVA PHARM	27 000	05/06/11	12/06/12	1,130	1,277	(148)
WALMART STORES INC	37 000	05/06/11	12/06/12	1,223	1,101	122
ADIDAS SALOMON	20 000	05/06/11	12/07/12	871	757	114
RECKITT BENCKISER GROUP	82 000	05/06/11	12/07/12	1,037	936	102
MICHELIN	28 000	03/12/12	12/07/12	510	391	119
MICHELIN	36 000	03/12/12	12/07/12	659	502	156
LVMH MOET HENNESSY	29 000	05/06/11	12/07/12	1,033	996	37
SBERBANK RUSSIA SPONSORED ADR	14 000	09/12/11	12/14/12	169	149	21
SBERBANK RUSSIA SPONSORED ADR	138 000	09/09/11	12/14/12	1,670	1,569	101
CREDIT SUISSE GROUP ZURICH	66 000	05/06/11	12/14/12	1,623	2,801	(1,179)
SBERBANK RUSSIA SPONSORED ADR	7 000	09/12/11	12/14/12	85	74	10
CREDIT SUISSE GROUP ZURICH	18 000	05/26/11	12/17/12	441	766	(325)
CREDIT SUISSE GROUP ZURICH	17 000	05/25/11	12/17/12	416	711	(294)
CREDIT SUISSE GROUP ZURICH	31 000	05/06/11	12/17/12	759	1,316	(557)
CREDIT SUISSE GROUP ZURICH	32 000	07/20/11	12/18/12	795	1,145	(350)
CNOOC LTD	4 000	05/06/11	12/18/12	858	928	(70)
CREDIT SUISSE GROUP ZURICH	30 000	07/12/11	12/18/12	745	1,105	(360)
CREDIT SUISSE GROUP ZURICH	9 000	09/16/11	12/18/12	224	236	(12)
CREDIT SUISSE GROUP ZURICH	33 000	09/16/11	12/19/12	832	864	(32)
BG GROUP	93 000	05/06/11	01/02/13	1,545	2,172	(627)
ARM HOLDINGS PLC CAMBRIDGE ADR	21 000	05/06/11	01/02/13	815	616	199
FLSMIDTH & CO	19 000	05/06/11	01/02/13	112	163	(51)
BG GROUP	233 000	05/06/11	01/03/13	3,834	5,442	(1,608)
LI & FUNG LTD ADR	215 000	09/01/11	01/03/13	790	806	(15)
FLSMIDTH & CO	169 000	05/06/11	01/03/13	981	1,452	(471)
LI & FUNG LTD ADR	204 000	09/08/11	01/03/13	750	761	(11)
FLSMIDTH & CO	211 000	05/06/11	01/04/13	1,219	1,812	(593)
FLSMIDTH & CO	61 000	05/06/11	01/07/13	355	524	(169)
FLSMIDTH & CO	137 000	05/06/11	01/07/13	798	1,177	(379)
FLSMIDTH & CO	61 000	05/06/11	01/07/13	355	527	(172)
FLSMIDTH & CO	71 000	05/06/11	01/08/13	416	613	(198)
LI & FUNG LTD ADR	231 000	09/08/11	01/15/13	666	862	(196)
LI & FUNG LTD ADR	76 000	09/09/11	01/15/13	219	286	(67)
LI & FUNG LTD ADR	231 000	09/09/11	01/15/13	666	869	(203)
LI & FUNG LTD ADR	47 000	09/09/11	01/15/13	135	177	(41)
LI & FUNG LTD ADR	166 000	09/16/11	01/15/13	478	601	(122)
LI & FUNG LTD ADR	141 000	09/19/11	01/15/13	406	483	(77)
LI & FUNG LTD ADR	33 000	09/19/11	01/15/13	95	113	(18)
LI & FUNG LTD ADR	133 000	07/25/12	01/15/13	383	470	(87)
LI & FUNG LTD ADR	174 000	07/25/12	01/15/13	502	615	(114)
KDDI CORP UNSPONSORED ADR	71 000	05/06/11	01/23/13	1,222	4,867	(3,645)
KDDI CORP UNSPONSORED ADR	213 000	08/04/11	01/23/13	3,665	0	3,665
EMBRAER S A	28 000	05/06/11	01/24/13	874	943	(69)
SWATCH GROUP AG	46 000	10/11/11	01/29/13	1,245	870	375
LAS VEGAS SANDS	23 000	12/20/11	01/31/13	1,262	968	293
VODAFONE GP	73 000	11/23/11	02/01/13	1,993	1,909	84
VODAFONE GP	9 000	01/25/12	02/01/13	246	247	(2)
VODAFONE GP	73 000	01/25/12	02/01/13	1,993	2,006	(12)
TEVA PHARM	32 000	05/06/11	02/06/13	1,216	1,514	(297)
CARNIVAL CORP	30 000	05/06/11	02/13/13	1,122	1,215	(93)
EMBRAER S A	9 000	05/06/11	02/26/13	295	303	(8)
EMBRAER S A	18 000	05/06/11	02/27/13	607	606	1
SWATCH GROUP AG	42 000	10/11/11	03/07/13	1,185	794	391
SBERBANK RUSSIA SPONSORED ADR	14 000	09/12/11	03/27/13	174	149	25
SBERBANK RUSSIA SPONSORED ADR	364 000	09/12/11	03/27/13	4,514	3,869	646
TOYOTA MTR CORP	13 000	11/12/10	03/27/13	1,335	984	351
TURKIYE GARANTI BANKASI AS ADR	8 000	05/11/10	04/02/13	42	38	4
TURKIYE GARANTI BANKASI AS ADR	484 000	05/06/11	04/02/13	2,521	2,526	(6)
TURKIYE GARANTI BANKASI AS ADR	438 000	05/06/11	04/03/13	2,267	2,286	(19)
KOMATSU LIMITED	109 000	05/06/11	04/04/13	2,352	3,854	(1,502)
EMBRAER S A	19 000	05/06/11	04/12/13	676	640	36
EMBRAER S A	8 000	05/06/11	04/15/13	271	270	2
EMBRAER S A	6 000	05/06/11	04/15/13	203	202	1

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TOYOTA MTR CORP	10 000	11/12/10	04/17/13	1,117	757	360
CHECK POINT	23 000	11/09/11	04/25/13	1,038	1,317	(279)
CHECK POINT	4 000	11/10/11	04/25/13	181	230	(49)
CHECK POINT	8 000	11/10/11	04/25/13	361	460	(99)
CHECK POINT	21 000	11/17/11	04/25/13	947	1,142	(195)
CHECK POINT	11 000	12/21/11	04/25/13	496	565	(69)
CHECK POINT	6 000	12/21/11	04/29/13	273	308	(35)
CHECK POINT	21 000	04/24/12	04/29/13	956	1,250	(294)
CHECK POINT	9 000	05/24/12	04/29/13	410	474	(65)
CHECK POINT	11 000	05/24/12	04/29/13	506	579	(74)
ARM HOLDINGS PLC CAMBRIDGE ADR	20 000	05/06/11	05/01/13	952	587	365
MERCADOLIBRE INC	5 000	09/15/11	05/01/13	492	343	149
MERCADOLIBRE INC	3 000	09/16/11	05/01/13	295	205	90
MERCADOLIBRE INC	1 000	09/16/11	05/08/13	118	68	50
MERCADOLIBRE INC	5 000	09/16/11	05/08/13	604	341	263
MERCADOLIBRE INC	4 000	09/16/11	05/08/13	480	273	208
MERCADOLIBRE INC	2 000	09/20/11	05/08/13	240	140	101
SCHLUMBERGER LTD	26 000	05/06/11	05/20/13	2,007	2,152	(146)
CNOOC LTD	10 000	05/06/11	05/21/13	1,855	2,320	(465)
TAIWAN SEMICONDUCTOR	57 000	07/26/12	06/07/13	1,065	759	306
TAIWAN SEMICONDUCTOR	30 000	07/27/12	06/07/13	561	410	151
TAIWAN SEMICONDUCTOR	40 000	07/26/12	06/11/13	743	444	300
TEVA PHARM	58 000	05/06/11	06/12/13	2,266	2,744	(477)
TAIWAN SEMICONDUCTOR	40 000	07/26/12	06/12/13	732	295	437
TAIWAN SEMICONDUCTOR	22 000	07/27/12	06/12/13	403	300	103
POSTASH CORP	15 000	05/06/11	06/12/13	605	805	(200)
TAIWAN SEMICONDUCTOR	80 000	07/26/12	06/12/13	1,453	591	863
TAIWAN SEMICONDUCTOR	27 000	08/31/12	06/12/13	490	396	95
POSTASH CORP	15 000	05/06/11	06/13/13	604	805	(201)
POSTASH CORP	31 000	05/06/11	06/24/13	1,187	1,663	(476)
SIEMENS AG	11 000	05/06/11	06/24/13	1,101	1,513	(413)
SIEMENS AG	9 000	05/06/11	06/24/13	900	1,238	(338)
ACCENTURE PLC	17 000	06/01/12	06/28/13	1,220	941	280
ROYAL BANK OF SCOTLAND GRP	98 000	12/14/12	06/28/13	818	957	(139)
ROYAL BANK OF SCOTLAND GRP	32 000	12/14/12	07/01/13	271	313	(41)
ROYAL BANK OF SCOTLAND GRP	79 000	12/17/12	07/01/13	669	771	(102)
ROYAL BANK OF SCOTLAND GRP	53 000	12/18/12	07/01/13	449	525	(76)
ROYAL BANK OF SCOTLAND GRP	37 000	12/19/12	07/01/13	313	380	(67)
ROYAL BANK OF SCOTLAND GRP	38 000	12/19/12	07/02/13	316	390	(74)
ROYAL BANK OF SCOTLAND GRP	61 000	12/20/12	07/02/13	508	631	(123)
SAP AG WALLDORF	17 000	05/06/11	07/03/13	1,207	1,058	149
ROYAL BANK OF SCOTLAND GRP	3 000	12/20/12	07/03/13	25	31	(6)
ROYAL BANK OF SCOTLAND GRP	37 000	12/21/12	07/03/13	303	380	(76)
ROYAL BANK OF SCOTLAND GRP	83 000	04/05/13	07/03/13	681	693	(13)
ROYAL BANK OF SCOTLAND GRP	42 000	04/05/13	07/03/13	344	351	(7)
SIEMENS AG	4 000	05/06/11	07/05/13	401	550	(150)
SIEMENS AG	9 000	05/06/11	07/05/13	902	1,237	(335)
ITAU UNIBANCO	113 000	05/06/11	07/05/13	1,301	2,343	(1,042)
SIEMENS AG	14 000	08/30/11	07/08/13	1,449	1,436	13
SIEMENS AG	5 000	09/15/11	07/08/13	518	485	32
ITAU UNIBANCO	117 000	05/06/11	07/08/13	1,394	2,426	(1,032)
SIEMENS AG	7 000	09/15/11	07/09/13	728	679	48
SIEMENS AG	7 000	07/26/12	07/09/13	728	574	154
SAP AG WALLDORF	15 000	05/06/11	07/09/13	1,079	934	146
CNOOC LTD	7 000	05/06/11	07/15/13	1,227	1,624	(397)
RECKITT BENCKISER GROUP	111 000	05/06/11	07/17/13	1,568	1,267	302
TENCENT HOLDINGS	31 000	05/06/11	07/19/13	1,320	851	469
ASSA ABLOY	35 000	05/06/11	07/19/13	779	496	283
ASSA ABLOY	25 000	05/06/11	07/22/13	557	355	202
YANDEX NV-A	34 000	05/26/11	07/24/13	1,037	1,171	(134)
YANDEX NV-A	12 000	06/02/11	07/24/13	366	396	(30)
ELEKTA B SHS ADR	69 000	12/07/12	07/24/13	1,199	1,053	147
ELEKTA B SHS ADR	35 000	12/07/12	07/25/13	599	534	65
ELEKTA B SHS ADR	5 000	12/07/12	07/26/13	85	76	8

RED LODGE FOUNDATION
SCHEDULE OF 2012 - 2013 CAPITAL TRANSACTIONS
PART 1, LINE 6

CAPITAL GAIN (LOSS) SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
ELEKTA B SHS ADR	7 000	12/10/12	07/26/13	119	107	12
TENCENT HOLDINGS	50 000	05/06/11	07/29/13	2,258	1,372	886
MITSUBISHI UFJ	205 000	10/05/10	07/29/13	1,259	963	296
POSTASH CORP	19 000	05/06/11	07/29/13	710	1,019	(309)
ELEKTA B SHS ADR	24 000	12/10/12	07/29/13	410	366	44
CNOOC LTD	6 000	05/06/11	07/30/13	1,083	1,392	(309)
POSTASH CORP	75 000	05/06/11	07/31/13	2,244	4,023	(1,780)
POSTASH CORP	25 000	11/28/11	07/31/13	748	1,060	(312)
TENCENT HOLDINGS	25 000	05/06/11	08/01/13	1,151	686	465
MERCADOLIBRE INC	4 000	09/20/11	08/02/13	515	279	236
CNOOC LTD	4 000	05/06/11	08/22/13	801	928	(128)
CNOOC LTD	4 000	05/06/11	08/23/13	805	928	(123)
CNOOC LTD	2 000	08/09/11	08/26/13	402	370	32
CNOOC LTD	4 000	08/09/11	08/27/13	784	740	45
INDUSTRIAL & COMMERCIAL BANK	175 000	05/06/11	09/06/13	2,373	2,959	(586)
HANG LUNG PROP	5 000	05/06/11	09/09/13	84	110	(27)
HANG LUNG PROP	17 000	05/06/11	09/10/13	285	375	(90)
BURBERRY GROUP	22 000	10/22/12	09/13/13	1,121	834	287
KINGFISHER	69 000	05/06/11	09/13/13	879	630	249
KINGFISHER	31 000	05/06/11	09/16/13	398	283	114
ITAU UNIBANCO	38 000	05/06/11	09/17/13	527	788	(261)
HANG LUNG PROP	26 000	05/06/11	09/17/13	435	574	(138)
HANG LUNG PROP	8 000	05/06/11	09/18/13	134	176	(43)
HANG LUNG PROP	24 000	05/06/11	09/19/13	407	529	(122)
HANG LUNG PROP	17 000	05/06/11	09/23/13	294	375	(81)
ACCENTURE PLC	17 000	06/01/12	09/24/13	1,278	941	337
HANG LUNG PROP	8 000	05/06/11	09/24/13	136	176	(41)
CARNIVAL CORP	44 000	05/06/11	09/25/13	1,440	1,782	(342)
MERCADOLIBRE INC	5 000	09/20/11	09/25/13	648	349	299
MERCADOLIBRE INC	3 000	09/22/11	09/25/13	389	180	209
ASSA ABLOY	21 000	05/06/11	09/25/13	489	298	191
ASSA ABLOY	42 000	05/06/11	09/26/13	970	596	374
HANG LUNG PROP	4 000	05/06/11	09/26/13	68	88	(21)
ASSA ABLOY	32 000	05/06/11	09/27/13	732	454	278
HANG LUNG PROP	16 000	05/06/11	09/30/13	271	353	(82)
ASSA ABLOY	10 000	05/06/11	09/30/13	228	142	87
HANG LUNG PROP	3 000	05/06/11	09/30/13	51	66	(15)
Subtotal				158,837	169,674	(10,836)
Grand Total				681,022	727,648	(46,626)