Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2012

Open to public inspection

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

Name of foundation
JOHN P. AND DOROTHY S. ILLGES
FOUNDATION, INC.

A Employer identification number
58-0691476

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 1673

B Telephone number
706-576-6625

City or town, state, and ZIP code
COLUMBUS, GA 31902

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 change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 7,431,433.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	108,936.	108,936.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	507,542.			
	b Gross sales price for all assets on line 6a 1,954,998.				
	7 Capital gain net income (from Part IV, line 2)		507,542.		
	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	127.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	616,605.	616,478.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,995.	0.		6,995.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	11,300.	9,040.		2,260.
	c Other professional fees STMT 4	54,249.	54,249.		0.
	17 Interest				
	18 Taxes STMT 5	11,598.	0.		535.
	19 Depreciation and depletion				
	20 Occupancy	3,000.	0.		3,000.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	268.	54.		143.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	87,410.	63,343.		12,933.
	25 Contributions, gifts, grants paid	285,026.			285,026.
	26 **Total expenses and disbursements.** Add lines 24 and 25	372,436.	63,343.		297,959.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	244,169.			
	b **Net investment income** (if negative, enter -0-)		553,135.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	186,699.	210,579.	210,579.
2 Savings and temporary cash investments			
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		4,537.	4,537.
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	5,047,608.	5,265,599.	7,216,317.
c Investments - corporate bonds			
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 ▶ DUE FROM BROKER)	40,444.	0.	0.
16 **Total assets** (to be completed by all filers)	5,274,751.	5,480,715.	7,431,433.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 8)	38,521.	316.	
23 **Total liabilities** (add lines 17 through 22)	38,521.	316.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	5,236,230.	5,480,399.	
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			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	5,236,230.	5,480,399.	
31 **Total liabilities and net assets/fund balances**	5,274,751.	5,480,715.	

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	5,236,230.
2 Enter amount from Part I, line 27a	2	244,169.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,480,399.
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	5,480,399.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,954,998.		1,447,456.	507,542.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				507,542.

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	507,542.
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		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	306,627.	6,284,019.	.048795
2010	268,812.	6,219,640.	.043220
2009	238,417.	5,426,040.	.043939
2008	335,460.	4,787,599.	.070069
2007	521,841.	7,066,210.	.073850

2 Total of line 1, column (d)	2	.279873
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	.055975
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,905,948.
5 Multiply line 4 by line 3	5	386,560.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,531.
7 Add lines 5 and 6	7	392,091.
8 Enter qualifying distributions from Part XII, line 4	8	297,959.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	11,063.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	11,063.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	11,063.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 15,600.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	15,600.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,537.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,537. **Refunded** ▶	11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file Form **1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RICHARD B. ILLGES Telephone no. ▶ 706-327-2128

Located at ▶ 6001 RIVER ROAD, SUITE 600, COLUMBUS, GA ZIP+4 ▶ 31904

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

			Yes	No
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?	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 country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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)? 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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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
SEE STATEMENT 9		6,995.	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
NONE				

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
NONE		
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)

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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	6,791,429.
b	Average of monthly cash balances	1b	215,149.
c	Fair market value of all other assets	1c	4,537.
d	**Total** (add lines 1a, b, and c)	1d	7,011,115.
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	7,011,115.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,167.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,905,948.
6	**Minimum investment return.** Enter 5% of line 5	6	345,297.

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	345,297.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 11,063.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	11,063.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	334,234.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	334,234.
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	334,234.

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	297,959.
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	297,959.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	297,959.

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				334,234.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			285,026.	
b Total for prior years: ____, ____, ____		0.		
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: ▶ $ 297,959.				
a Applied to 2011, but not more than line 2a			285,026.	
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				12,933.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				321,301.
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				

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 ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

JOHN P. ILLGES, III, 706-576-6625
P.O. BOX 1673, COLUMBUS, GA 31902

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

NONE

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

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				
ALZHEIMER'S ASSOCIATION 5900 RIVER ROAD, SUITE 301 COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	7,500.
AMERICAN RED CROSS 3940 ROSEMONT DR. COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
AUBURN UNIVERSITY FOUNDATION P.O. BOX 278 NEWBERN, AL 36765	NONE	501(C)(3) CHARITABLE ORGANIZAT	RURAL STUDIO	10,000.
BOYS AND GIRLS CLUB 1700 BUENA VISTA RD COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
BRIDGES ACADEMY 3845 WARM SPRINGS ROAD COLUMBUS, GA 31909	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,286.
Total SEE CONTINUATION SHEET(S)			▶ 3a	285,026.
b Approved for future payment				
ALZHEIMER'S ASSOCIATION 5900 RIVER ROAD, SUITE 301 COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
CHILDREN'S HARBOR 1 OUR CHILDREN'S HWY ALEXANDER CITY, AL 35010	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	17,500.
FEEDING THE VALLEY, INC. 5928 COCO COLA BLVD COLUMBUS, GA 31909	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	120,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	221,720.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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			14	108,936.	
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			18	507,542.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL INCOME TAX					
b REFUND			01	127.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		616,605.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 616,605.

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

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

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).

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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: 1/15/2014 — Title: TREASURER

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID P. PAYNE, CPA	DAVID P. PAYNE, C	1/8/14		P00715313

Firm's name ▶ ROBINSON, GRIMES & COMPANY, P.C. — Firm's EIN ▶ 58-1374304

Firm's address ▶ P.O. BOX 4299 COLUMBUS, GA 31914 — Phone no. 706-324-5435

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S HARBOR 1 OUR CHILDREN'S HWY ALEXANDER CITY, AL 35010	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	17,500.
CHRIST COMMUNITY CHURCH 4078 MILGEN RD COLUMBUS, GA 31907	NONE	501(C)(3) CHARITABLE ORGANIZAT	CARVER FOOTBALL MINISTRY	2,500.
CIRCLE OF CARE CENTER FOR FAMILIES 2200 35TH STREET VALLLEY, AL 36854	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
CRISIS CENTER OF RUSSELL COUNTY 2821 HARLEY COURT, SUITE 300 COLUMBUS, GA 31909	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
FEEDING THE VALLEY, INC. 5928 COCO COLA BLVD COLUMBUS, GA 31909	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	30,000.
FELLOWSHIP OF CHRISTIAN ATHLETES P.O. BOX 8361 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
FERST FOUNDATION FOR CHILDHOOD LITERACY, INC. P.O. BOX 4605 COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	20,000.
GEORGIA METH PROJECT 3625 CUMBERLAND BOULEVARD, SUITE 980 ATLANTA, GA 30339	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
GIRLS INC. P.O. BOX 3096 COLUMBUS, GA 31903	NONE	501(C)(3) CHARITABLE ORGANIZAT	GIRL OF THE YEAR TRIP & GENERAL PURPOSE OF DONEE	10,000.
HABITAT FOR HUMANITY 1209 POU STREET COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
Total from continuation sheets				252,240.

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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
MERCY MED 844 OVERLOOK DR. COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	11,000.
MUSCOGEE COUNTY SCHOOL DISTRICT P.O. BOX 2427 COLUMBUS, GA 31902	NONE	501(C)(3) CHARITABLE ORGANIZAT	FILM PROJECT	7,000.
NEW HORIZON THEATER INC P.O. BOX 131 WEST POINT, GA 31833	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	25,000.
PASTORAL INSTITUTE 2022 FIFTEENTH AVE COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	11,000.
PAWS HUMANE, INC. P.O. BOX 8964 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
SOUND CHOICES 1316-B WYNNTON COURT COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
ST. FRANCIS HOSPITAL FOUNDATION P.O. BOX 7000 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	24,740.
TEEN ADVISORS P.O. BOX 5305 COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
VALLEY RESCUE MISSION INC 2903 SECOND AVE COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	11,000.
WYNNTON ARTS ACADEMY 2303 WYNNTON ROAD COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	7,500.
Total from continuation sheets				

223631
05-01-12

JOHN P. AND DOROTHY S. ILLGES
FOUNDATION, INC. 58-0691476

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YOUNG LIFE 1137 LOCKWOOD AVENUE COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	20,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3. Grants and Contributions Approved for Future Payment (Continuation)

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
ST. FRANCIS HOSPITAL FOUNDATION P.O. BOX 7000 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	74,220.
Total from continuation sheets				74,220.

Schedule D Attachment A

ILLGES FOUNDATION
WEDGEWOOD - SHORT TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
		TOTAL:	220,850.23		248,118.73	27,268.50
VISA INC CL A	165	03/01/12	19,324.01	10/23/12	22,521.75	3,197.74
BERKSHIRE HATHAWAY B NEW	300	03/01/12	23,618.85	10/26/12	25,996.78	2,377.93
						0.00
BERKSHIRE HATHAWAY B NEW	180	03/01/12	14,171.31	11/01/12	15,684.09	1,512.78
BERKSHIRE HATHAWAY B NEW	150	03/01/12	11,809.43	11/13/12	12,912.53	1,103.10
						0.00
EXPEDITORS INTL WASH	510	03/01/12	22,576.32	12/21/12	20,184.51	(2,391.81)
						0.00
AMERICAN EXPRESS COMPANY	435	03/01/12	23,255.78	01/14/13	26,518.33	3,262.55
CUMMINS INC	365	03/01/12	44,289.96	01/14/13	40,435.02	(3,854.94)
GILEAD SCIENCES INC	330	03/01/12	15,330.76	01/14/13	25,693.05	10,362.29
						0.00
THE CHARLES SCHWAB CORP	2,145	03/01/12	29,773.03	02/14/13	36,126.20	6,353.17
BERKSHIRE HATHAWAY B NEW	90	03/01/12	7,085.66	02/22/13	9,052.01	1,966.35
						0.00
MONSTER BEVERAGE CORP	210	10/26/12	9,615.12	06/12/13	12,994.46	3,379.34
						0.00
						0.00
TOTAL			**220,850.23**		**248,118.73**	**27,268.50**

Schedule D Attachment B

ILLGES FOUNDATION
CRAWFORD - SHORT TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
TOTAL:			69,307.67		70,819.17	1,511.50
DARDEN RESTAURANTS I	1,200	04/10/12	58,552.75	2/28/2013	55,678.08	(2,874.67)
						-
HELMERICH & PAYNE INC	40	11/05/12	1,955.44	9/17/2013	2,752.93	797.49
HELMERICH & PAYNE INC	80	11/05/12	3,910.88	9/17/2013	5,505.85	1,594.97
HELMERICH & PAYNE INC	100	11/05/12	4,888.60	9/17/2013	6,882.31	1,993.71
						-
						-
TOTAL			**69,307.67**		**70,819.17**	**1,511.50**

Schedule D Attachment C

ILLGES FOUNDATION
TCW - SHORT TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
TOTAL:			36,291.00		50,395.01	14,104.01
STARBUCKS CORP	27	08/30/12	1,343.88	05/13/13	1,687.42	343.54
						-
INTUITIVE SURGICAL NEW	1	03/06/13	529.28	07/12/13	428.38	(100.90)
INTUITIVE SURGICAL NEW	12	03/15/13	5,600.23	07/12/13	5,140.54	(459.69)
INTUITIVE SURGICAL NEW	11	03/19/13	5,296.32	07/12/13	4,712.16	(584.16)
INTUITIVE SURGICAL NEW	2	05/02/13	998.15	07/12/13	856.76	(141.39)
						-
LINKEDIN CORP	71	11/16/12	7,271.10	07/31/13	14,460.67	7,189.57
						-
ATHENAHEALTH INC	23	07/09/13	1,989.67	09/17/13	2,634.85	645.18
BIOMARIN PHARMACEUTICAL	1	05/08/13	64.99	09/17/13	75.33	10.34
BIOMARIN PHARMACEUTICAL	40	05/08/13	2,599.74	09/17/13	3,013.22	413.48
CELGENE CORP	22	06/14/13	2,641.68	09/17/13	3,209.81	568.13
LINKEDIN CORP	36	11/16/12	3,686.75	09/17/13	8,909.57	5,222.82
SPLUNK INC	44	06/05/13	1,837.51	09/17/13	2,569.89	732.38
TIFFANY & COMPANY NEW	34	04/10/13	2,431.70	09/17/13	2,696.41	264.71
						-
TOTAL			**36,291.00**		**50,395.01**	**14,104.01**

Schedule D Attachment D

ILLGES FOUNDATION
WEDGEWOOD - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

TOTAL: 251,898.35 357,463.08 105,564.73

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
GOOGLE	17	01/20/11	10,689.05	10/11/12	12,785.49	2,096.44
						0.00
GOOGLE	2	01/20/11	1,257.53	01/09/13	1,473.17	215.64
GOOGLE	19	10/26/11	11,172.73	01/09/13	13,995.15	2,822.42
						0.00
EXPEDITORS INTL WASH	700	03/01/12	30,987.11	05/02/13	25,938.63	(5,048.48)
EXPEDITORS INTL WASH	995	04/30/12	39,813.13	05/02/13	36,869.91	(2,943.22)
GOOGLE	55	03/01/12	34,286.47	05/16/13	49,764.62	15,478.15
AMERICAN EXPRESS COMPANY	325	03/01/12	17,375.01	05/23/12	24,253.44	6,878.43
						0.00
THE CHARLES SCHWAB CORP	1,830	03/01/12	25,400.76	07/11/13	38,979.62	13,578.86
						0.00
COGNIZANT TECH SOL	555	03/01/12	39,569.98	08/30/13	40,825.58	1,255.60
						0.00
GILEAD SCIENCES INC	1,780	03/01/12	41,346.58	09/17/13	112,577.47	71,230.89
						0.00
TOTAL			**251,898.35**		**357,463.08**	**105,564.73**

ILLGES FOUNDATION
CRAWFORD - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

TOTAL: 472,239.27 546,491.04 74,251.77

Schedule D Attachment E

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
WW GRAINGER INC	60	08/31/05	3,790.88	11/05/12	12,144.98	8,354.10
JOHNSON & JOHNSON	180	11/25/03	9,138.60	11/05/12	12,753.30	3,614.70
MERCK & CO INC	290	08/11/09	8,779.15	11/05/12	13,253.32	4,474.17
						0.00
PEPSICO INC	950	03/05/07	59,897.50	12/19/12	66,510.08	6,612.58
TEVA PHARM INDS LTD	900	02/10/10	50,976.67	12/19/12	34,456.80	(16,519.87)
TEVA PHARM INDS LTD	340	03/15/11	16,793.22	12/19/12	13,017.01	(3,776.21)
						0.00
GRIEF INC	820	03/25/11	53,298.31	01/31/13	38,588.00	(14,710.31)
GENERAL DYNAMICS CORP	750	04/30/03	23,313.75	04/30/03	49,935.43	26,621.68
GRIEF INC	80	03/25/11	5,199.84	02/01/13	3,780.67	(1,419.17)
						0.00
ENERGEN CORP	730	09/27/11	32,577.70	02/27/13	33,833.16	1,255.46
ENERGEN CORP	420	09/27/11	18,743.33	02/28/13	19,424.05	680.72
PAYCHEX INC	1,800	05/07/10	52,548.07	03/07/13	61,394.35	8,846.28
PAYCHEX INC	250	10/19/10	6,833.95	03/07/13	8,526.99	1,693.04
						0.00
PARTNERRE LTD	725	10/02/08	47,215.08	04/02/13	66,695.29	19,480.21
						0.00
BLACKROCK INC	50	12/28/11	8,838.82	05/13/13	13,915.04	5,076.22
WW GRAINGER INC	30	08/31/05	1,895.44	05/14/13	7,707.78	5,812.34
LILLY ELI & COMPANY	190	02/10/10	6,475.35	05/14/13	10,590.91	4,115.56
ROWE T PRICE GROUP INC	150	02/28/08	7,852.96	05/16/13	11,698.44	3,845.48
						0.00
AIR PROD & CHEMICALS	640	06/13/11	58,070.65	08/09/13	68,265.44	10,194.79
						0.00
						0.00
TOTAL			**472,239.27**		**546,491.04**	**74,251.77**

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

Schedule D Attachment F

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
		TOTAL:	396,870.25		681,510.00	284,639.75
BAIDU INC ADR	40	02/11/11	5,085.89	10/12/12	4,428.18	(657.71)
BAIDU INC ADR	2	02/15/11	256.52	10/12/12	221.41	(35.11)
BAIDU INC ADR	27	02/15/11	3,463.00	10/17/12	3,088.42	(374.58)
AMERICAN TOWN CORP - REIT	214	02/25/10	9,179.53	10/19/12	15,842.95	6,663.42
						0.00
CH ROBINSON WORLDWIDE INC	159	01/07/08	8,089.91	11/01/12	9,793.19	1,703.28
CH ROBINSON WORLDWIDE NEW:(	4	06/03/09	218.79	11/01/12	246.37	27.58
CH ROBINSON WORLDWIDE NEW:(	44	06/22/09	2,178.15	11/01/12	2,710.07	531.92
CH ROBINSON WORLDWIDE NEW:(	5	07/29/09	266.12	11/01/12	307.96	41.84
CH ROBINSON WORLDWIDE NEW:(	72	07/29/09	3,832.19	11/06/12	4,498.15	665.96
CH ROBINSON WORLDWIDE NEW:(	5	07/29/09	266.13	11/19/12	297.37	31.24
CH ROBINSON WORLDWIDE NEW:(	21	07/29/09	1,117.72	11/19/12	1,248.96	131.24
CH ROBINSON WORLD WIDE NEW	40	08/03/09	2,190.55	11/19/12	2,378.98	188.43
CH ROBINSON WORLD WIDE NEW	39	05/02/11	3,123.10	11/19/12	2,319.51	(803.59)
BAIDU INC ADR	61	02/15/11	7,823.83	11/14/12	5,739.09	(2,084.74)
BAIDU INC ADR	51	02/22/11	6,248.80	11/14/12	4,798.26	(1,450.54)
BAIDU INC ADR	18	02/24/11	2,134.03	11/14/12	1,693.50	(440.53)
BAIDU INC ADR	29	03/16/11	3,537.67	11/14/12	2,728.42	(809.25)
BAIDU INC ADR	34	04/27/11	5,177.29	11/14/12	3,198.85	(1,978.44)
						0.00
ARM HOLDINGS PLC	218	04/07/11	6,233.96	12/07/12	7,882.69	1,648.73
ARM HOLDINGS PLC	188	04/07/11	5,376.08	12/14/12	6,783.72	1,407.64
						0.00
LIFE TECHNOLOGIES CORP: LIFE	100	04/03/09	3,241.06	01/23/13	6,156.79	2,915.73
LIFE TECHNOLOGIES CORP: LIFE	100	04/03/09	3,241.06	01/23/13	6,156.79	2,915.73
LIFE TECHNOLOGIES CORP: LIFE	100	04/03/09	3,241.06	01/23/13	6,156.79	2,915.73
LIFE TECHNOLOGIES CORP: LIFE	113	04/03/09	3,662.39	01/23/13	6,957.18	3,294.79
						0.00

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
		TOTAL:	396,870.25		681,510.00	284,639.75
OCCIDENTAL PETE CORP: OXY	2	03/31/09	113.73	02/25/13	170.45	56.72
OCCIDENTAL PETE CORP: OXY	122	04/22/09	6,865.23	02/25/13	10,397.35	3,532.12
OCCIDENTAL PETE CORP: OXY	75	05/04/09	4,517.88	02/25/13	6,391.81	1,873.93
OCCIDENTAL PETE CORP: OXY	8	07/21/09	560.79	02/25/13	681.79	121.00
OCCIDENTAL PETE CORP: OXY	47	07/28/09	3,376.03	02/25/13	4,005.54	629.51
OCCIDENTAL PETE CORP: OXY	32	09/10/09	2,442.55	02/25/13	2,727.17	284.62
OCCIDENTAL PETE CORP: OXY	31	09/16/09	2,468.80	02/25/13	2,641.95	173.15
OCCIDENTAL PETE CORP: OXY	38	12/15/09	3,003.73	02/25/13	3,238.52	234.79
OCCIDENTAL PETE CORP: OXY	19	06/03/10	1,543.26	02/25/13	1,619.26	76.00
						0.00
CERNER CORP	101	02/29/08	2,198.27	03/11/13	9,387.68	7,189.41
ARM HOLDINGS PLC	57	04/07/11	1,629.98	03/15/13	2,386.71	756.73
						0.00
OCCIDENTAL PETE CORP: OXY	53	06/03/10	4,304.89	03/27/13	4,141.96	(162.93)
OCCIDENTAL PETE CORP: OXY	9	06/02/11	943.24	03/27/13	703.35	(239.89)
OCCIDENTAL PETE CORP: OXY	17	07/08/11	1,811.80	03/27/13	1,328.55	(483.25)
OCCIDENTAL PETE CORP: OXY	3	08/02/11	286.83	03/27/13	234.45	(52.38)
LIFE TECHNOLOGIES CORP: LIFE	109	04/03/09	3,532.75	04/18/13	8,012.13	4,479.38
LIFE TECHNOLOGIES CORP: LIFE	34	07/21/09	1,429.13	04/18/13	2,499.20	1,070.07
LIFE TECHNOLOGIES CORP: LIFE	58	10/22/09	2,788.53	04/18/13	4,263.34	1,474.81
LIFE TECHNOLOGIES CORP: LIFE	34	10/22/09	1,634.66	04/22/13	2,491.86	857.20
APPLE INC	33	02/13/08	4,253.69	04/24/13	13,519.34	9,265.65
APPLE INC	38	02/13/08	4,898.19	04/24/13	15,567.73	10,669.54
APPLE INC	31	07/16/08	5,291.04	04/24/13	12,699.98	7,408.94
APPLE INC	36	10/15/08	3,695.00	04/24/13	14,748.37	11,053.37
COGNIZANT TECH SOL CL A	3	06/25/08	103.55	04/24/13	189.09	85.54
COGNIZANT TECH SOL CL A	79	06/25/08	2,726.68	04/24/13	4,979.32	2,252.64
						0.00
OCCIDENTAL PETE CORP: OXY	71	08/02/11	6,788.38	05/02/13	6,240.52	(547.86)

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
		TOTAL:	396,870.25		681,510.00	284,639.75
OCCIDENTAL PETE CORP: OXY	12	08/30/11	1,025.83	05/02/13	1,054.74	28.91
OCCIDENTAL PETE CORP: OXY	67	10/12/11	5,527.07	05/02/13	5,888.94	361.87
OCCIDENTAL PETE CORP: OXY	165	04/26/12	15,148.69	05/02/13	14,502.61	(646.08)
COGNIZANT TECH SOL CL A	209	06/25/08	7,213.61	05/03/13	13,762.59	6,548.98
LIFE TECHNOLOGIES CORP: LIFE	32	10/22/09	1,538.50	05/10/13	2,352.23	813.73
LIFE TECHNOLOGIES CORP: LIFE	48	10/29/09	2,289.91	05/10/13	3,528.34	1,238.43
LIFE TECHNOLOGIES CORP: LIFE	127	12/21/09	6,606.35	05/10/13	9,335.41	2,729.06
LIFE TECHNOLOGIES CORP: LIFE	16	03/25/10	853.27	05/10/13	1,176.11	322.84
LIFE TECHNOLOGIES CORP: LIFE	116	06/09/10	5,587.39	05/10/13	8,526.83	2,939.44
LIFE TECHNOLOGIES CORP: LIFE	252	06/07/11	12,923.45	05/10/13	18,523.80	5,600.35
LIFE TECHNOLOGIES CORP: LIFE	39	07/07/11	2,022.91	05/10/13	2,866.78	843.87
ACE LIMITED NEW	18	11/14/08	955.61	05/13/13	1,636.57	680.96
ALLERGAN INC	12	12/19/08	435.63	05/13/13	1,236.39	800.76
AMAZON COM INC	6	03/13/07	230.51	05/13/13	1,579.03	1,348.52
AMERICAN TOWN CORP - REIT	2	02/25/10	85.79	05/13/13	165.12	79.33
AMERICAN TOWN CORP - REIT	16	03/25/10	681.89	05/13/13	1,320.98	639.09
APPLE INC	3	10/15/08	307.92	05/13/13	1,356.35	1,048.43
ARM HOLDINGS PLC	30	04/07/11	857.88	05/13/13	1,467.02	609.14
CERNER CORP	14	02/29/08	304.71	05/13/13	1,317.94	1,013.23
FASTENAL CO	25	03/14/12	1,319.07	05/13/13	1,266.52	(52.55)
PRECISION CASTPARTS CORP	7	11/09/10	978.44	05/13/13	1,450.59	472.15
PRICELINE.COM INC	2	06/29/10	369.14	05/13/13	1,545.00	1,175.86
SALESFORCE.COM INC-SPLIT 4-1 4/	38	04/19/07	396.78	05/13/13	1,664.53	1,267.75
SCHLUMBERGER LTD	17	03/28/06	1,066.34	05/13/13	1,302.91	236.57
VISA INC COM CL A	9	04/15/08	593.73	05/13/13	1,600.93	1,007.20
ALLERGAN INC	65	12/19/08	2,359.66	05/22/13	6,342.09	3,982.43
APPLE INC	14	10/15/08	1,436.94	05/22/13	6,148.56	4,711.62
APPLE INC	33	04/24/09	4,105.24	05/22/13	14,493.02	10,387.78
APPLE INC	17	05/18/09	2,135.01	05/22/13	7,466.10	5,331.09

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
TOTAL:			396,870.25		681,510.00	284,639.75
						0.00
APPLE INC	14	05/18/09	1,758.24	05/29/13	6,200.17	4,441.93
APPLE INC	13	06/22/09	1,785.92	05/29/13	5,757.31	3,971.39
APPLE INC	60	07/28/09	9,526.15	05/29/13	26,572.18	17,046.03
APPLE INC	3	07/30/09	500.08	05/29/13	1,328.61	828.53
APPLE INC	21	09/16/09	3,793.78	05/29/13	9,300.26	5,506.48
COGNIZANT TECH SOL CL A	150	06/25/08	5,177.24	06/17/13	9,540.93	4,363.69
COGNIZANT TECH SOL CL A	209	07/22/08	5,787.59	06/17/13	13,293.69	7,506.10
COGNIZANT TECH SOL CL A	114	12/09/08	2,137.10	06/17/13	7,251.10	5,114.00
COGNIZANT TECH SOL CL A	96	11/18/09	4,352.87	06/17/13	6,106.19	1,753.32
						0.00
MEAD JOHNSON NUTRITION	149	10/06/10	8,381.76	07/05/13	10,258.76	1,877.00
INTUITIVE SURGICAL NEW	33	01/23/09	3,062.85	07/09/13	13,688.34	10,625.49
INTUITIVE SURGICAL NEW	18	10/21/10	3,350.32	07/09/13	5,392.38	2,042.06
MEAD JOHNSON NUTRITION	9	10/06/10	506.28	07/09/13	624.25	117.97
MEAD JOHNSON NUTRITION	12	10/06/10	675.04	07/09/13	832.33	157.29
MEAD JOHNSON NUTRITION	75	10/06/10	4,219.01	07/09/13	5,202.03	983.02
MEAD JOHNSON NUTRITION	78	10/06/10	4,387.76	07/09/13	5,410.12	1,022.36
MEAD JOHNSON NUTRITION	4	11/10/10	240.85	07/09/13	277.44	36.59
FASTENAL CO	16	03/14/12	844.20	07/10/13	730.42	(113.78)
FASTENAL CO	108	03/14/12	5,698.37	07/10/13	4,930.31	(768.06)
PRICELINE.COM INC	13	06/29/10	2,399.42	07/10/13	11,554.74	9,155.32
INTUITIVE SURGICAL NEW	5	10/21/10	1,288.59	07/12/13	2,141.89	853.30
INTUITIVE SURGICAL NEW	21	11/08/10	5,830.78	07/12/13	8,995.94	3,165.16
INTUITIVE SURGICAL NEW	6	11/10/10	1,673.35	07/12/13	2,570.27	896.92
THE CHARLES SCHWAB CORP	617	10/15/09	11,424.09	07/12/13	13,393.91	1,969.82
						0.00
ALLERGAN INC	35	12/19/08	1,270.59	08/08/13	3,204.69	1,934.10
SILVER WHEATON CORP	182	02/02/11	5,888.06	08/20/13	4,965.38	(922.68)

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
TOTAL:			396,870.25		681,510.00	284,639.75
						0.00
OCEANEERING INTL INC: OIL	29	10/22/08	370.77	08/30/13	2,250.64	1,879.87
OCEANEERING INTL INC: OIL	45	11/18/08	559.82	08/30/13	3,492.36	2,932.54
OCEANEERING INTL INC: OIL	100	11/18/08	1,244.05	08/30/13	7,761.92	6,517.87
ACE LIMITED NEW	51	11/14/08	2,707.56	09/17/13	4,714.59	2,007.03
ALLERGAN INC	34	12/19/08	1,234.28	09/17/13	3,021.08	1,786.80
AMAZON COM INC	18	03/13/07	691.54	09/17/13	5,453.61	4,762.07
AMERICAN TOWN CORP - REIT	55	03/25/10	2,344.00	09/17/13	4,052.79	1,708.79
ARM HOLDINGS PLC	56	04/07/11	1,601.39	09/17/13	2,581.06	979.67
CERNER CORP	93	02/29/08	1,012.07	09/17/13	4,581.45	3,569.38
COSTCO WHSL CORP NEW	33	06/23/08	2,263.61	09/17/13	3,895.21	1,631.60
EQUINOX INC	19	07/30/12	3,426.45	09/17/13	3,294.35	(132.10)
FASTENAL CO	74	03/14/12	3,904.44	09/17/13	3,711.71	(192.73)
GOOGLE INC CLASS A	6	06/09/06	2,362.81	09/17/13	5,286.56	2,923.75
MEAD JOHNSON NUTRITION	24	11/10/10	1,445.08	09/17/13	1,859.18	414.10
NATIONAL OILWELL - VARCO	35	05/22/12	2,344.51	09/17/13	2,754.64	410.13
OCEANEERING INTL INC: OIL	7	11/18/08	87.08	09/17/13	584.97	497.89
OCEANEERING INTL INC: OIL	100	11/18/08	1,244.06	09/17/13	8,358.26	7,114.20
OCEANEERING INTL INC: OIL	112	12/16/08	1,455.57	09/17/13	9,359.59	7,904.02
PRAXAIAR INC	38	12/09/09	3,108.95	09/17/13	4,602.76	1,493.81
PRECISION CASTPARTS CORP	20	11/09/10	2,795.55	09/17/13	4,720.37	1,924.82
PRICELINE.COM INC	3	06/29/10	553.71	09/17/13	2,906.82	2,353.11
QUALCOMM INC.	109	09/29/06	4,028.03	09/17/13	7,550.07	3,522.04
SALESFORCE.COM INC	116	04/19/07	1,211.21	09/17/13	5,807.89	4,596.68
SCHLUMBERGER LTD	33	03/28/06	2,069.94	09/17/13	2,902.65	832.71
SCHLUMBERGER LTD	14	06/26/06	823.00	09/17/13	1,231.43	408.43
SILVER WHEATON CORP	81	02/02/11	2,620.51	09/17/13	1,979.57	(640.94)
STARBUCKS CORP	63	08/30/12	3,135.72	09/17/13	4,773.99	1,638.27
THE CHARLES SCHWAB CORP	81	10/15/09	1,499.76	09/17/13	1,814.74	314.98

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2013

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
TOTAL:			396,870.25		681,510.00	284,639.75
VERISK ANALYTICS INC CLA	6	07/25/12	293.52	09/17/13	396.29	102.77
VERISK ANALYTICS INC CLA	68	07/25/12	3,326.56	09/17/13	4,491.25	1,164.69
VISA INC COM CL A	21	04/15/08	1,385.37	09/17/13	4,008.09	2,622.72
VMWARE INC	23	08/10/11	2,008.33	09/17/13	2,007.42	(0.91)
						0.00
TOTAL SALES			**396,870.25**		**681,510.00**	**284,639.75**

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2012 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES		COST
ACE LIMITED NEW	1,906	$	120,989
AIR PROD & CHEMICALS	640		58,071
ALBEMARLE CORP	1,110		59,910
ALLERGAN INC	845		41,869
AMAZON COM INC	287		12,748
AMERICAN EXPRESS COMPANY	2,640		145,905
AMERICAN TOWN CORP - REIT	1,658		76,934
APPLE INC	637		117,640
ARM HOLDINGS PLC	2,222		59,944
AT & T	1,825		42,568
BAIDU INC ADR	262		33,727
BAXTER INTERNATIONAL INC	970		58,709
BERKSHIRE HATHAWAY B NEW	2,180		171,630
BLACKROCK INC	310		54,801
CERNER CORP	964		24,497
CH ROBINSON WORLDWIDE INC	389		21,283
CHEVRON CORP	625		22,907
COACH INC	1,740		93,436
COGNIZANT TECH SOL	2,560		141,055
COSTCO WHSL CORP NEW	537		37,141
CUMMINS INC	1,300		143,396
DARDEN RESTAURANTS INC	1,200		58,553
EMC CORP-MASS	2,645		59,095
ENERGEN CORP	1,150		51,321
ENSCO PLC	750		41,357
EQUINOX INC	215		40,368
EXPEDITORS INTL WASH	2,205		93,377
EXPRESS SCRIPTS	2,220		117,665
EXXON MOBIL CORP	700		25,293
FASTENAL CO	1,545		75,398
GENERAL DYNAMICS CORP	750		23,314
GENUINE PARTS CO	1,000		48,931
GILEAD SCIENCES INC	1,220		56,677
GOOGLE	350		190,387
GRIEF INC	900		58,498
INTUITIVE SURGICAL NEW	78		15,206

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2012 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
JOHNSON & JOHNSON	1,050	53,309
LIFE TECHNOLOGIES CORP: LIFE	1,278	54,592
LILLY ELI & COMPANY	1,475	50,269
LINEAR TECHNOLOGY CORPORATION	1,925	59,068
MEAD JOHNSON NUTRITION	790	47,050
MERCK & CO INC	1,650	49,950
MICROSOFT CORP	2,020	59,415
NATIONAL OILWELL VARCO	1,412	94,943
OCCIDENTAL PETE CORP: OXY	771	60,729
OCEANEERING INTL INC: OIL	1,159	22,199
OMNICOM GROUP, INC	1,170	56,766
PARTNERRE LTD	725	47,215
PAYCHEX INC	2,050	59,382
PEPSICO INC	950	59,898
PERRIGO CO	585	56,402
PRAXAIAR INC	634	52,018
PRECISION CASTPARTS CORP	403	56,841
PRICELINE.COM INC	99	21,764
PROCTER & GAMBLE CO	900	56,826
QAULCOMM INC	4,225	215,072
ROWE T PRICE GROUP INC	1,050	54,971
SALESFORCE.COM INC	553	32,655
SCHLUMBERGER LTD	2,191	158,289
SILVER WHEATON CORP	1,675	53,708
STARBUCKS CORP	1,126	56,516
STERICYCLE INC	740	63,970
STRYKER CORP	1,000	62,878
TARGET CORPORATION	1,050	56,472
TEVA PHARM INDS LTD	1,240	67,770
TEXAS INSTRUMENTS INC	2,110	56,165
THE CHARLES SCHWAB CORP	9,680	141,922
UNITED PARCEL SERVICE B	860	51,061
VARIAN MEDICAL SYSTEMS	1,550	101,434
VERISK ANALYTICS INC	2,425	109,560
VISA INC CL A	1,232	121,069
VMWARE INC	602	52,011

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2012 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
WILLIS GRP HLDGS PUBLICF	1,500	55,473
WW GRAINGER INC	370	23,376
Total marketable securities		$ 5,047,608

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2012 Form 990-PF
Page 2, Part II, Line 10b, col.b and col. c

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
Ace Limited New	1,926	$ 124,894	$ 180,197
Aflac Inc	1,100	66,441	68,189
Albemarle Corp	1,110	59,910	69,863
Allergan Inc	699	36,569	63,225
Amazon Com Inc	380	42,095	118,803
American Express Company	1,880	105,274	141,978
American Town Corp - REIT	1,371	64,642	101,632
Apple Inc	474	150,215	225,980
Arm Holdings Plc	1,673	44,244	80,505
AT&T Inc New	1,825	42,568	61,722
Athenahealth Inc	487	45,786	52,879
Baxter International Inc	970	58,709	63,719
Berkshire Hathaway B New	1,460	114,945	165,725
Biomarin Pharmaceutical	949	60,581	68,489
Blackrock Inc	260	45,962	70,361
Celgene Corp	456	55,623	70,286
Cerner Corp	1,972	38,905	103,629
Chevron Corp	625	22,907	75,938
Coach Inc	1,740	93,436	94,882
Cognizant Tech Sol	1,885	121,721	154,796
Costco Whsl Corp New	508	35,284	58,506
Cummins Inc	935	99,106	124,233
Digital Realty Trust Inc	940	63,888	49,914
Dril Quip	236	25,175	27,081
EMC Corp-Mass	6,010	137,949	153,616
Ensco Plc	1,130	64,089	60,738
Equinix Inc New	427	82,486	78,419
Express Scripts	2,220	117,665	137,196
Exxon Mobil Corp	700	25,293	60,228
Fastenal Co	1,502	72,412	75,506
Genuine Parts Co	1,000	48,931	80,890
Google Inc	260	138,229	227,737
Helmerich & Payne Inc	1,060	51,817	73,087
Johnson & Johnson	870	44,170	75,420
Lilly Eli & Company	1,285	43,794	64,674
Linear Technology Corporation	1,925	59,068	76,345

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2012 Form 990-PF
Page 2, Part II, Line 10b, col.b and col. c

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
LinkedIn Corp	346	40,414	85,137
M & T Bank Corp	865	100,071	96,811
MDC Holding Inc	1,140	46,213	34,211
Mead Johnson Nutrition	497	31,472	36,907
Merck & Co Inc	1,360	41,171	64,748
Microsoft Corp	2,020	59,415	67,226
Monster Beverage Corp	970	44,413	50,683
National Oilwell Varco	1,377	92,599	107,557
Norfolk Southern Corp	950	59,529	73,483
Northern Trust Corp	1,200	65,817	65,256
Oceaneering Intl Inc	766	17,238	62,230
Omnicom Group, Inc	1,170	56,766	74,225
Perrigo Co	830	86,082	102,405
Praxaiar Inc	596	48,909	71,645
Precision Castparts Corp	403	58,742	91,578
Priceline.Com Inc	192	84,864	194,102
Procter & Gamble Co	900	56,826	68,031
Qaulcomm Inc	5,166	279,284	347,775
Rowe T Price Group Inc	900	47,118	64,737
Salesforce.Com Inc	2,401	46,018	124,636
Schlumberger Ltd	2,127	154,330	187,942
Silver Wheaton Corp	1,733	53,069	42,926
Splunk Inc	965	41,528	57,939
Starbucks Corp	1,596	81,529	122,844
Stericycle Inc	740	63,970	85,396
Stryker Corp	1,000	62,878	67,590
Target Corporation	1,050	56,472	67,179
Texas Instruments Inc	2,110	56,165	85,012
The Charles Schwab Corp	5,007	73,824	105,848
Tiffany & Company New	800	58,756	61,296
United Parcel Service	860	51,061	78,578
United Technologies Corp	710	63,229	76,552
Varian Medical Systems Inc	1,550	101,434	115,832
Verisk Analytics Inc	2,635	121,186	171,169
Visa Inc Com	1,083	107,097	206,961
Vmware Inc	688	57,884	55,659

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2012 Form 990-PF
Page 2, Part II, Line 10b, col.b and col. c

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
Walgreen Company	1,570	58,772	84,466
Williams Companies	1,790	61,508	65,084
Willis Group Holdings Public Limited Co	1,500	55,473	64,995
WW Grainger Inc	280	17,690	73,278
TOTAL MARKETABLE SECURITIES		$ 5,265,599	$ 7,216,317

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 STATEMENT A	P	VARIOUS	09/30/13
b	SEE ATTACHED STATEMENT B	P	VARIOUS	09/30/13
c	SEE ATTACHED STATEMENT C	P	VARIOUS	09/30/13
d	SEE ATTACHED STATEMENT D	P	VARIOUS	09/30/13
e	SEE ATTACHED STATEMENT E	P	VARIOUS	09/30/13
f	SEE ATTACHED STATEMENT F	P	VARIOUS	09/30/13
g	VERITAS SOFTWARE CORPORATION SETTLEMENT FUND	P	VARIOUS	09/28/12
h				
i				
j				
k				
l				
m				
n				
o				

	(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	248,118.		220,850.	27,268.
b	70,819.		69,308.	1,511.
c	50,395.		36,291.	14,104.
d	357,463.		251,898.	105,565.
e	546,491.		472,239.	74,252.
f	681,510.		396,870.	284,640.
g	202.			202.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				27,268.
b				1,511.
c				14,104.
d				105,565.
e				74,252.
f				284,640.
g				202.
h				
i				
j				
k				
l				
m				
n				
o				

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	507,542.
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	3	N/A

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & COMPANY INC	108,936.	0.	108,936.
TOTAL TO FM 990-PF, PART I, LN 4	108,936.	0.	108,936.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL INCOME TAX REFUND	127.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	127.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,300.	9,040.		2,260.
TO FORM 990-PF, PG 1, LN 16B	11,300.	9,040.		2,260.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	54,249.	54,249.		0.
TO FORM 990-PF, PG 1, LN 16C	54,249.	54,249.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	535.	0.		535.
EXCISE TAX	11,063.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,598.	0.		535.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	143.	0.		143.
	71.	0.		0.
ADR FEES	54.	54.		0.
TO FORM 990-PF, PG 1, LN 23	268.	54.		143.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	5,265,599.	7,216,317.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,265,599.	7,216,317.

FORM 990-PF OTHER LIABILITIES STATEMENT 8

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WITHHELD PAYROLL TAXES	306.	316.
EXCISE TAX ON INVESTMENT INCOME PAYABLE	10,028.	0.
DUE TO BROKER	28,187.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	38,521.	316.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN P. ILLGES, III 43 SPRING HARBOR CIRCLE COLUMBUS, GA 31904	PRESIDENT 1.00	0.	0.	0.
PHILIP A. BADCOCK P.O. BOX 120 COLUMBUS, GA 31902	VICE-PRES. 1.00	0.	0.	0.
RICHARD B. ILLGES 6001 RIVER ROAD, SUITE 300 COLUMBUS, GA 31904	TREASURER 1.00	0.	0.	0.
MARY S. BOYD 2857 CROMWELL DRIVE COLUMBUS, GA 31906	SECRETARY 5.00	6,995.	0.	0.
MRS. BRUCE LANIER 1606 TANYARD ROAD LANETT, AL 36863	DIRECTOR 0.00	0.	0.	0.
MR. JOHN MAYHER, JR. 430 LONGVIEW DRIVE HAMILTON, GA 31811	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,995.	0.	0.