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

2013

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation POWELL FOUNDATION		A Employer identification number 20-4747466
Number and street (or P.O. box number if mail is not delivered to street address) 6843 N KNOX	Room/suite	B Telephone number (see the instructions) (847) 675-9058
City or town, state or province, country, and ZIP or foreign postal code LINCOLNWOOD IL 60712		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,343,892.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
STANDARD INSTRUCTIONS 2014	1 Contributions, gifts, grants, etc. received (att sch)				
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		
	4 Dividends and interest from securities	44,298.	44,298.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV line 2)		11,631.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
TOTAL CAPITAL GAIN DISTRIBUTIONS	22,325.	22,325.			
12 Total. Add lines 1 through 11.	66,624.	78,255.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	2,600.	260.		2,340.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt. 3,036				3,036.
	c Other prof fees (attach sch) L-16c Stmt. 11,423				11,423.
	17 Interest				
	18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt. 316				316.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	193.			193.	
24 Total operating and administrative expenses. Add lines 13 through 23	17,568.	260.		17,308.	
25 Contributions, gifts, grants paid	277,500.			277,500.	
26 Total expenses and disbursements. Add lines 24 and 25	295,068.	260.		294,808.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-228,444.				
b Net Investment Income (if negative, enter -0-)		77,995.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments	22,414.	70,920.	145,922.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) . . L-13 Stmt	2,315,130.	2,045,006.	2,197,970.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	2,337,544.	2,115,926.	2,343,892.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,337,544.	2,115,926.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	2,337,544.	2,115,926.		
	31	Total liabilities and net assets/fund balances (see instructions).	2,337,544.	2,115,926.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,337,544.
2	Enter amount from Part I, line 27a	2	-228,444.
3	Other increases not included in line 2 (itemize) CAPITAL GAINS FROM SALE OF STOCK	3	11,631.
4	Add lines 1, 2, and 3	4	2,120,731.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	4,805.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,115,926.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a JP MORGAN GROWTH ADVANTAGE	P	11/14/12	05/03/13
b JP MORGAN CORE BOND FUND	P	05/01/12	12/19/13
c HARTFORD CAPITAL APPRECIATION FUND	P	09/16/10	05/03/13
d HARTFORD DIVIDEND & GROWTH FUND	P	09/16/10	05/03/13
e See Columns (a) thru (d)			

(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 3,000.		2,518.	482.
b 745.		769.	-24.
c 7,000.		6,849.	151.
d 10,000.		7,354.	2,646.
e See Columns (e) thru (h)		391,946.	8,376.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			482.
b			-24.
c			151.
d			2,646.
e See Columns (i) thru (l)			8,376.

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	11,631.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	-2,543.

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 (column (b) divided by column (c))
2012	291,094.	1,227,341.	0.237175
2011	290,678.	2,601,058.	0.111754
2010	288,091.	1,960,527.	0.146946
2009	217,309.	3,085,069.	0.070439
2008	252,111.	3,763,953.	0.066980

2 Total of line 1, column (d)	2	0.633294
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.126659
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,179,715.
5 Multiply line 4 by line 3	5	149,422.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	780.
7 Add lines 5 and 6	7	150,202.
8 Enter qualifying distributions from Part XII, line 4	8	294,808.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see Instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	780.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	780.
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	780.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,041.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,041.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	261.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 261. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois		
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 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X	
14	The books are in care of ▶ MARITA POWELL Telephone no ▶ (847) 675-9058 Located at ▶ 6843 N KNOX LINCOLNWOOD IL ZIP + 4 ▶ 60712			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶				

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5 b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

7 a 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?

7 b

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

(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
MARITA POWELL 6843 N KNOX AVE LINCOLNWOOD IL 60712	CO-TRUSTEE 1.00	500.	0.	0.
MICHAEL MILLER 6843 N KNOX AVE LINCOLNWOOD IL 60712	CO-TRUSTEE 2.00	2,100.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

None

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

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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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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	1 a	1,179,677.
b	Average of monthly cash balances	1 b	18,003.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,197,680.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,197,680.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,965.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,179,715.
6	Minimum investment return. Enter 5% of line 5	6	58,986.

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	58,986.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	780.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	780.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,206.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	58,206.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	58,206.

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	1 a	294,808.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	294,808.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	780.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,028.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				58,206.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 , 20 , 20				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	64,928.			
c From 2010	172,846.			
d From 2011	161,383.			
e From 2012	230,913.			
f Total of lines 3a through e	630,070.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 294,808.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				58,206.
e Remaining amount distributed out of corpus	236,602.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	866,672.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	866,672.			
10 Analysis of line 9				
a Excess from 2009	64,928.			
b Excess from 2010	172,846.			
c Excess from 2011	161,383.			
d Excess from 2012	230,913.			
e Excess from 2013	236,602.			

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 2013, enter the date of the ruling.**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or☐ 4942(j)(5)**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

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

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))**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**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**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PET PARTNERS 875 124TH AVE, NE - STE 101 BELLEVUE WA 98005		PUBLIC	ANIMAL WELFARE	10,000.
DENKAI ANIMAL SANCTUARY 36710 WCR 126 GROVER CO 80729		PUBLIC	ANIMAL WELFARE	10,000.
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT OR 97502		PUBLIC	ANIMAL WELFARE	15,000.
PETS FOR THE ELDERLY FOUNDATION 530 E. HUNT HIGHWAY - SUITE 103 - PMB 472 SAN TAN VALLEY AZ 85143		PUBLIC	ANIMAL WELFARE	15,000.
ROCKY MOUNTAIN RAPTOR PROGRAM 2519 SOUTH SHIELD ST #115 FORT COLLINS CO 80526		PUBLIC	ANIMAL WELFARE	10,000.
BARNSWALLOW; A WILD BIRD CONCERN 27120 W IVANHOE CT WAUCONDA IL 60084		PUBLIC	ANIMAL WELFARE	5,000.
TREE HOUSE HUMANE SOCIETY 1212 WEST CARMEN AVE CHICAGO IL 60640		PUBLIC	ANIMAL WELFARE	5,000.
DENKAI ANIMAL SANCTUARY 36710 WCR 126 GROVER CO 80729		PUBLIC	ANIMAL WELFARE	2,500.
ARKANSAS WEIMARANER RESCUE 1733 N CROSSOVER RD FAYETTEVILLE AR 72701		PUBLIC	ANIMAL WELFARE	5,000.
See Line 3a statement				200,000.
Total			3 a	277,500.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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			14	1.	
4 Dividends and interest from securities			14	44,298.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property . .					
7 Other investment income			14	22,325.	
8 Gain or (loss) from sales of assets other than inventory . . .			18	11,631.	
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)				78,255.	
13 Total. Add line 12, columns (b), (d), and (e)				13	78,255.

(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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	X



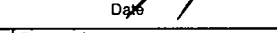
d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

2 a 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?

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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		5/14/14 Date	 Trustee Title	<div> May the IRS discuss this return with the preparer shown below (see instructions)? </div> <div> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>	
Paid Preparer Use Only	Print/Type preparer's name RICHARD J KASHER, EA		Preparer's signature 	Date 5-8-14	Check <input type="checkbox"/> if self-employed	PTIN P00096791
	Firm's name ▶ DIVERSIFIED TAX SERVICES, INC.				Firm's EIN ▶ 36-3857112	
	Firm's address ▶ 1375 E. WOODFIELD ROAD, SUITE 230 SCHAUMBURG IL 60173				Phone no (847) 805-7900	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
IL CHARITY BUREAU FUND	15.			15.
FOREIGN TAX	301.			301.
Total	316.			316.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE SUPPLY	64.			64.
POSTAGE	116.			116.
CHECK REORDER	13.			13.
Total	193.			193.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

CAPITAL GAIN DISTR BOOK V. REPORTED	3,194.
2014 DIV REPORTED, NOT RECEIVED	1,611.
Total	4,805.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
HARTFORD DIVIDEND & GROWTH FUND	P	09/16/10	12/20/13
IVY ASSET STRATEGY FUND	P	03/04/11	05/03/13
JP MORGAN CORE BOND FUND	P	Various	12/19/13
LOOMIS SAYLES BOND FUND ISTL CLASS	P	05/08/08	05/03/13
PIMCO TOTAL RETURN FUND CLASS D	P	Various	12/19/13
PIMCO ASLL ASSET ALL AUTHORITY FUND	P	01/26/11	12/19/13
VANGUARD TOTAL BOND MARKET INDEX	P	05/08/08	05/03/13
VANGUARD TOTAL BOND MARKET INDEX	P	05/08/08	12/19/13
VANGUARD SHORT TERM US TREASURY FUND	P	05/08/08	12/19/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
25,000.		17,539.	7,461.
5,000.		4,579.	421.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

Continued

(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)
48,900.		50,342.	-1,442.
5,000.		4,598.	402.
141,422.		143,005.	-1,583.
40,000.		41,180.	-1,180.
25,000.		23,077.	1,923.
69,000.		66,396.	2,604.
41,000.		41,230.	-230.
Total		391,946.	8,376.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			7,461.
			421.
			-1,442.
			402.
			-1,583.
			-1,180.
			1,923.
			2,604.
			-230.
Total			8,376.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
BEST FRIENDS ANIMAL SOCIETY				Person or <input type="checkbox"/>
5001 ANGEL CANYON RD				Business <input checked="" type="checkbox"/>
KANAB UT 84741		PUBLIC	ANIMAL WELFARE	50,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
COLORADO ANIMAL RESCUE EXPRESS 5276 SOUTH HANOVER WAY ENGLEWOOD CO 80111		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 35,000.
DEFENDERS OF ANIMAL RIGHTS 14412 OLD YORK ROAD PHOENIX MD 21131		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
HELPING HANDS MONKEY HELPERS FOR THE DISABLED 541 CAMBRIDGE ST BOSTON MA 02134		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
HUMANE SOCIETY OF THE OZARKS 1020 SOUTH ONE MILE RD FAYETTEVILLE AR 72704		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
LAS VEGAS VALLEY HUMANE SOCIETY 3395 S JONES BLVD - #454 LAS VEGAS NV 89146		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 20,000.
NATIONAL EDUCATION FOR ASSISTANCE DOG SERVICES 305 REDEMPTION ROCK TRAIL - SOUTH 140 PRINCETON MA 01541		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
ROLLING DOG FARM PO BOX 150 LANCASTER NH 03584		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 20,000.
SIT STAY READ INC 811 W. EVERGREEN AVE - STE 202 CHICAGO IL 60642		PUBLIC	ANIMAL WELFARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.

Total

200,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIVERSIFIED TAX	TAX PREPARATION	3,036.			

Total

3,036.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAMBRIDGE	INVESTMENT FEES	11,423.			11,423.
Total		<u>11,423.</u>			<u>11,423.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
OHIO NATIONAL LIFE INS	808,825.	882,281.
BLACKROCK GLOBAL ALLOCATION FUND INC	55,114.	58,594.
DWS FLOATING RATE FUND CLASS S	81,386.	81,621.
FIDELITY CAPITAL AND INCOME FUND	86,593.	99,218.
FRANKLIN STRATEGIC INCOME FUND ADVISOR	66,262.	69,262.
GOLDMAN SACHS DYNAMIC ALLOCATION	26,740.	26,910.
HARTFORD CAPITAL APPRECIATION FUND	51,536.	63,768.
HARTFORD DIVIDEND & GROWTH FUND CLASS A	94,131.	129,979.
ING GLOBAL EQUITY DIVID & PREM OPPTY	95,007.	52,805.
IVY ASSET STRATEGY FUND CLASS A	47,604.	60,443.
JP MORGAN STRATEGIC INCOME OPPORTUNITY	49,645.	49,603.
LOOMIS SAYLES BOND FUND	138,581.	146,748.
MAINSTAY MARKETFIELD FUND	40,000.	40,614.
JP MORGAN GROWTH ADVANTAGE FUND	50,929.	72,436.
OPPENHEIMER INTERNATIONAL	34,336.	41,137.
PIMCO ALL ASSET ALL AUTHORITY FUND	41,281.	38,915.
PRUDENTIAL SHORT DURATION HIGH YIELD	30,000.	30,000.
THORNBURG INVESTMENT INCOME BUILDER FUND	50,000.	54,117.
VANGUARD TOTAL BOND MARKET INDEX FUND	96,183.	99,340.
VANGUARD SHORT TERM US	100,853.	100,179.
Total	<u>2,045,006.</u>	<u>2,197,970.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
BANK OF AMERICA	5,733.
CAMBRIDGE	65,187.
Total	<u>70,920.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(c)

Description	Amount
BANK OF AMERICA	5,734.
CAMBRIDGE	140,188.
Total	<u>145,922.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
BANK OF AMERICA	1.
Total	<u>1.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
PRUDENTIAL	659.
CAMBRIDGE	43,639.
Total	<u>44,298.</u>