Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE CARA FOUNDATION
(FKA THE MILWAUKEE INSURANCE FOUNDATION)

A Employer identification number
20-5640721

Number and street (or P O box number if mail is not delivered to street address): 16800 W. GREENFIELD AVENUE
Room/suite

B Telephone number
262-953-4620

City or town, state or province, country, and ZIP or foreign postal code
BROOKFIELD, WI 53005

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: ☒ 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)* ▶$ 1,800,627.

J Accounting method: ☒ 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 ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	355.	397.		STATEMENT 1
4	Dividends and interest from securities	33,281.	33,588.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	113,872.			
b	Gross sales price for all assets on line 6a 428,396.				
7	Capital gain net income (from Part IV, line 2)		113,872.		
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	405.	1,259.		STATEMENT 3
12	**Total.** Add lines 1 through 11	147,913.	149,116.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.			0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	4,224.	0.		4,224.
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	800.	204.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	8,593.	20.		8,343.
24	**Total operating and administrative expenses.** Add lines 13 through 23	13,617.	224.		12,567.
25	Contributions, gifts, grants paid	125,634.			125,634.
26	**Total expenses and disbursements.** Add lines 24 and 25	139,251.	224.		138,201.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	8,662.			
b	**Net investment income** (if negative, enter -0-)		148,892.		
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	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	57,025.	130,475.	130,475.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	1,369,824.	1,297,708.	1,659,557.
	c	Investments - corporate bonds STMT 9	10,000.	10,000.	10,595.
	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 ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,436,849.	1,438,183.	1,800,627.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,000,000.	2,000,000.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-563,151.	-561,817.	
	30	**Total net assets or fund balances**	1,436,849.	1,438,183.	
	31	**Total liabilities and net assets/fund balances**	1,436,849.	1,438,183.	

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	1,436,849.
2	Enter amount from Part I, line 27a	2	8,662.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,445,511.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	7,328.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,438,183.

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	428,396.		314,524.	113,872.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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				
b				
c				
d				
e				113,872.

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	113,872.
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))
2012	71,542.	1,650,619.	.043343
2011	95,730.	1,646,876.	.058128
2010	107,477.	1,541,374.	.069728
2009	73,744.	1,471,658.	.050109
2008	81,201.	1,250,652.	.064927

2	**Total** of line 1, column (d)	2	.286235
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	.057247
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,708,950.
5	Multiply line 4 by line 3	5	97,832.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,489.
7	Add lines 5 and 6	7	99,321.
8	Enter qualifying distributions from Part XII, line 4	8	138,201.

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	1,489.
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	1,489.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,489.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	818.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	3,200.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,018.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	10.
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	2,519.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 2,519. **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 the 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?	2		X
If "Yes," attach a detailed description of the activities.			
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?	5		X
If "Yes," attach the statement required by General Instruction T.			
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) ▶ WI			
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 2013 or the taxable year beginning in 2013 (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 ▶ DANIEL R. DOUCETTE Telephone no. ▶262-953-4620

Located at ▶16800 W. GREENFIELD AVENUE, BROOKFIELD, WI ZIP+4 ▶53005

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 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
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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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 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.)* 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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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** No: 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
DANIEL R. DOUCETTE 16800 W. GREENFIELD AVENUE BROOKFIELD, WI 53005	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
PATRICE L. BOTTONI 16800 W. GREENFIELD AVENUE BROOKFIELD, WI 53005	TREASURER/SECRETARY/DIRECTOR 1.00	0.	0.	0.
JOSEPH C. BRANCH 3700 W. HIGHLAND ROAD MEQUON, WI 53092	VICE PRESIDENT/DIRECTOR 1.00	0.	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** (2013)

323561
10-10-13

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	1,610,800.
b	Average of monthly cash balances			1b	124,175.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,734,975.
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	1,734,975.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	26,025.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,708,950.
6	**Minimum investment return.** Enter 5% of line 5			6	85,448.

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	85,448.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,489.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,489.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	83,959.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	83,959.
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	83,959.

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	138,201.
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	138,201.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,489.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	136,712.

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					83,959.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	19,564.				
b From 2009	597.				
c From 2010	30,738.				
d From 2011	13,651.				
e From 2012	0.				
f Total of lines 3a through e		64,550.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 138,201.					
a Applied to 2012, but not more than line 2a				0.	
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 2013 distributable amount					83,959.
e Remaining amount distributed out of corpus		54,242.			
5 Excess distributions carryover applied to 2013 (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		118,792.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				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)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		19,564.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		99,228.			
10 Analysis of line 9:					
a Excess from 2009	597.				
b Excess from 2010	30,738.				
c Excess from 2011	13,651.				
d Excess from 2012					
e Excess from 2013	54,242.				

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALMA CENTER 2601 N. MARTIN LUTHER KING DRIVE MILWAUKEE, WI 53212	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
BOYS & GIRLS CLUBS OF MILWAUKEE 622 N WATER STREET, SUITE 500 MILWAUKEE, WI 53202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
CARMEN HIGH SCHOOL OF SCIENCE 1712 S. 32ND STREET MILWAUKEE, WI 53215	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
CHILDREN'S HOSPITAL OF WISCONSIN P.O. BOX 1997 MILWAUKEE, WI 53201	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
DENVER HEALTH PEDIATRIC OBESITY CLINIC 600 BANNOCK STREET MC 1914 DENVER, CO 80204	NONE	PUBLIC CHARITY	HEALTHY LIFESTYLE CLINIC	10,634.
Total SEE CONTINUATION SHEET(S)			▶ 3a	125,634.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
	(a) Business code	(b) Amount	(c) Exclusion 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	355.	
4 Dividends and interest from securities			14	33,281.	
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			01	405.	
8 Gain or (loss) from sales of assets other than inventory			18	113,872.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		147,913.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 147,913.

(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).

323621
10-10-13

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

X Patricia L. Battoni | X 11-13-14 | VICE PRESIDENT/DIREC

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
BRYAN L. PAUTSCH, CPA	BRYAN L. PAUTSCH,	10/29/14		P00034913
Firm's name ▶ SIKICH LLP			Firm's EIN ▶ 36-3168081	
Firm's address ▶ 13400 BISHOPS LANE, SUITE 300 BROOKFIELD, WI 53005			Phone no. (262)754-9400	

Form 990-PF (2013)

323622
10-10-13

Schedule K-1
(Form 1065)

THE CARA FOUNDATION CONTINUATION FOR 990-PF, PART IV
(FKA THE MILWAUKEE INSURANCE FOUNDATION) 20-5640721 PAGE 1 OF 1

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	TD AMERITRADE CLEARING INC. - SEE ATTACHED STATEM	P	VARIOUS	VARIOUS
b	TD AMERITRADE CLEARING INC. - SEE ATTACHED STATEM	P	VARIOUS	VARIOUS
c	TD AMERITRADE CLEARING INC. - SEE ATTACHED STATEM	P	VARIOUS	VARIOUS
d	200 SHS TEEKAY LNG PARTNERS LP	P	12/07/10	08/08/13
e	TEEKAY LNG PARTNERS, L.P. K-1	P	VARIOUS	VARIOUS
f	500 SHS CIA DE BEBIDAS PR ADR	P	10/13/09	04/29/13
g	1,000 SHS ISHARES MSCI CANADA ETF	P	06/26/07	08/30/13
h	200 SHS ISHARES GLOBAL CONSUMER STA	P	07/20/09	08/30/13
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	94,170.		88,370.	5,800.
b	155,129.		110,548.	44,581.
c	107,727.		60,882.	46,845.
d	8,450.		6,149.	2,301.
e	-4.			-4.
f	19,518.		9,230.	10,288.
g	27,500.		29,528.	-2,028.
h	15,906.		9,817.	6,089.
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				5,800.
b				44,581.
c				46,845.
d				2,301.
e				-4.
f				10,288.
g				-2,028.
h				6,089.
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	113,872.
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 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
DIVINE SAVIOR HOLY ANGELS 4257 N. 100TH STREET MILWAUKEE, WI 53222	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
DRIVE FORE A CURE 1025 KATHERINE DRIVE ELM GROVE, WI 53122	NONE	PUBLIC CHARITY	MEDICAL COLLEGE RESEARCH	2,500.
FROEDTERT HOSPITAL-SIM CENTER 9200 W. WISCONSIN AVENUE MILWAUKEE, WI 53226	NONE	PUBLIC CHARITY	SIM CENTER PROJECT	7,500.
GEORGIA RIVER NETWORK 126 S. MILLEDGE AVENUE, SUITE E3 ATHENS, GA 30605	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	500.
INTERNATIONAL CRANE FOUNDATION P.O. BOX 447 BARABOO, WI 53913	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
FRIENDS OF KISHWAUKETOE P.O. BOX 580 WILLIAMS BAY, WI 53191	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
LETS GO FISHING 1025 19TH AVENUE SW WILLMAR, MN 56201	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	35,000.
MARQUETTE UNIVERITY HIGH SCHOOL 3401 W. WISCONSIN AVENUE MILWAUKEE, WI 53208	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	16,000.
MEQUON NATURE PRESERVE 11333 N. CEDARBURG ROAD MEQUON, WI 53092	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
MILWAUKEE CENTER FOR CHILDREN & YOUTH 1908 N. WARREN AVENUE MILWAUKEE, WI 53202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
Total from continuation sheets				109,500.

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
MILWAUKEE RAMPAGE SPORTING CHANCE 880 BRINSMERE DRIVE ELM GROVE, WI 53122	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	3,500.
MILWAUKEE SIMBA S.C. 8141 W. BEECHWOOD AVENUE MILWAUKEE, WI 53223	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
NATIVITY JESUIT MIDDLE SCHOOL 1515 S. 29TH STREET MILWAUKEE, WI 53215	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
OZAUKEE WASHINGTON LAND TRUST P.O. BOX 917 WEST BEND, WI 53095	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
PAVE 135 W. WELLS STREET, SUITE 850 MILWAUKEE, WI 53203	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	500.
RIVEREDGE NATURE CENTER P.O. BOX 26 NEWBURG, WI 53060	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	500.
SANIBEL-CAPTIVA CARES (LEE MEM HOSP) 1349 BAY DRIVE SANIBEL, FL 33957	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
ST. ANN CENTER 2801 E. MORGAN AVENUE MILWAUKEE, WI 53207	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	500.
ST. CATHERINE RESIDENCE 1032 E. KNAPP STREET MILWAUKEE, WI 53202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
Total from continuation sheets				

323631
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BOOKS - INTEREST	355.	0.	
TOTAL TO PART I, LINE 3	355.	0.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOOKS - DIVIDENDS	33,281.	0.	33,281.	0.	
TO PART I, LINE 4	33,281.	0.	33,281.	0.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TD AMERITRADE CLEARING INC.	0.	337.	
TEEKAY LNG PARTNERS, L.P. K-1	0.	-109.	
200 SHS TEEKAY LNG PARTNERS LP - ORDINARY GAIN ON DISPOSITION	0.	626.	
BOOKS - DISTRIBUTION FROM TEEKAY LNG PARTNERS L.P.	405.	405.	
TOTAL TO FORM 990-PF, PART I, LINE 11	405.	1,259.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,224.	0.		4,224.
TO FM 990-PF, PG 1, LN 16A	4,224.	0.		4,224.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	0.	204.		0.
2013 ESTIMATED TAX PAYMENTS	800.	0.		0.
TO FORM 990-PF, PG 1, LN 18	800.	204.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CREDIT CARD CHARGES	1,424.	0.		1,424.
REIMBURSEMENT EXPENSE	99.	0.		99.
FILING FEE	10.	0.		10.
INSURANCE	810.	0.		810.
PORTFOLIO EXPENSE (SCH K-1)	0.	20.		0.
MISCELLANEOUS EXPENSE	250.	0.		0.
ADMINISTRATIVE SERVICES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 23	8,593.	20.		8,343.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT - NO TAX EFFECT	7,328.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,328.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN STOCKS AND MUTUAL FUNDS	797,898.	1,046,359.
LIMITED PARTNERSHIP	0.	0.
HUIZENGA MANAGERS FUND LTD	499,810.	613,198.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,297,708.	1,659,557.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	10,000.	10,595.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,000.	10,595.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE CARA FOUNDATION (FKA THE MILWAUKEE INSURANCE FOUNDATION)	Employer identification number (EIN) or 20-5640721
	Number, street, and room or suite no. If a P.O. box, see instructions. 16800 W. GREENFIELD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BROOKFIELD, WI 53005	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ DANIEL R. DOUCETTE 16800 W. GREENFIELD AVENUE - BROOKFIELD, WI 53005

Telephone No. ▶ 262-953-4620 Fax No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME. THE TAXPAYER REQUESTS AN ADDITIONAL EXTENSION OF TIME TO FILE.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 4,018.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4,018.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 7/24/14

Form 8868 (Rev. 1-2014)

323842
12-31-13

THE CARA FOUNDATION (EIN: 20-5640721)
SCHEDULE OF REALIZED GAINS/LOSSES
2013

Box A and Box D - transactions reported on Form 1099-B showing basis was reported to the IRS

Short Term Sales	94,170.22	Long Term Sales	155,128.96
Short Term Cost	88,370.23	Long Term Cost	110,547.75
Short Term Gain/Loss Adj	0.00	Long Term Gain/Loss Adj	0.00
Short Term Gain/Loss	5,799.99	Long Term Gain/Loss	44,581.21

Box B and Box E - transactions reported on Form 1099-B showing basis was not reported to the IRS

Short Term Sales	0.00	Long Term Sales	107,726.55
Short Term Cost	0.00	Long Term Cost	60,881.89
Short Term Gain/Loss Adj	0.00	Long Term Gain/Loss Adj	0.00
Short Term Gain/Loss	0.00	Long Term Gain/Loss	46,844.66

Box C and Box F - transactions not reported to you on Form 1099-B

Short Term Sales	0.00	Long Term Sales	0.00
Short Term Cost	0.00	Long Term Cost	0.00
Short Term Gain/Loss Adj	0.00	Long Term Gain/Loss Adj	0.00
Short Term Gain/Loss	0.00	Long Term Gain/Loss	0.00

THE CARA FOUNDATION (EIN: 20-5640721)

Close Date	Rec type	Open Date	Security	Shares Sold	Proceeds	Cost	Code	Gain/Loss Adjustment	ST/LT	Box	Gain/Loss
02/12/2013		05/28/2010	APPLE COMPUTER INC (AAPL)	25	11,924.24	6,490.00			LT	boxE	5,434 24
02/19/2013		05/28/2010	APPLE COMPUTER INC (AAPL)	25	11,472 00	6,489 99			LT	boxE	4,982 01
10/01/2013	Corp Action G/L	02/19/2013	ACTAVIS INC (ACT)	100	14,400 00	8,651 98			ST	boxA	5,748 02
05/13/2013		VARIOUS	AMERICAN CAPITAL AGENCY COR (AGNC)	400	11,434 15	13,771 22			ST	boxA	-2,337 07
02/19/2013		02/22/2011	ALEXION PHARMS INC (ALXN)	200	16,998 02	9,344 98			LT	boxD	7,653 04
01/28/2013		12/23/2010	AUTOZONE INC (AZO)	25	9,266 30	6,812 49			LT	boxE	2,453 81
03/18/2013		07/06/2011	CF INDUSTRIES HOLDINGS INC (CF)	50	10,039 28	7,101 35			LT	boxD	2,937 93
12/10/2013		05/31/2011	COSTCO WHOLESALE CORP (COST)	100	12,015 90	8,209 99			LT	boxD	3,805 91
06/24/2013		01/23/2012	DOLLAR GENERAL CORP (DG)	125	6,221 78	5,166 24			LT	boxD	1,055.54
08/30/2013		10/18/2011	DUKE ENERGY CORP (DUK)	166	10,836 43	9,904 69			LT	boxD	931.74
03/18/2013		04/23/2012	ECOPETROL SA (EC)	100	5,504 88	5,959 99			ST	boxA	-455.11
06/10/2013		09/24/2012	EQUINIX INC (EQIX)	25	4,859 42	5,056 24			ST	boxA	-196 82
09/25/2013		01/28/2013	FOMENTO ECONOMICO MEXICANO (FMX)	50	5,137 97	5,415 99			ST	boxA	-278 02
09/25/2013		10/31/2012	GAP INC (GPS)	150	6,066 55	5,315 49			ST	boxA	751 06
12/02/2013		07/22/2013	HERTZ GLOBAL HOLDINGS INC (HTZ)	200	4,914 12	5,499 09			ST	boxA	-584 97
01/28/2013		12/19/2011	INTUITIVE SURGICAL INC (ISRG)	10	5,789 88	4,350 99			LT	boxD	1,438 89
04/12/2013		09/24/2012	KINDER MORGAN INC (KMI)	150	5,769 11	5,408 49			ST	boxA	360 62
02/19/2013		02/27/2012	LORILLARD INC (LO)	150	6,246.75	6,513 49			ST	boxA	-266 74
02/19/2013		02/02/2011	LIMITED BRANDS (LTD)	400	17,609 65	11,569.95			LT	boxD	6,039 70
06/24/2013		10/25/2010	ALTRIA GROUP INC (MO)	300	10,364 12	7,560 96			LT	boxE	2,803 16
08/19/2013		05/30/2013	MONSANTO CO NEW (MON)	50	4,743 42	5,252 99			ST	boxA	-509 57
07/25/2013		05/28/2010	NOVO-NORDISK A S ADR (NVO)	100	16,492 92	7,794 99			LT	boxE	8,697 93
05/30/2013		VARIOUS	O'REILLY AUTOMOTIVE INC (ORLY)	250	27,537 28	15,165.47			LT	boxE	12,371 81
07/17/2013		05/31/2011	PHILIP MORRIS INTERNATIONAL (PM)	100	9,028.86	7,104 99			LT	boxD	1,923 87
12/19/2013	Corp Action G/L	10/25/2011	PERRIGO CO (PRGO)	50	7,767 48	4,940 93			LT	boxD	2,826 55
07/22/2013		05/28/2010	REYNOLDS AMERICAN INC (RAI)	400	20,669 69	10,567 99			LT	boxE	10,101 70
12/10/2013		07/23/2012	REGENERON PHARMS INC (REGN)	50	13,884 31	6,160 49			LT	boxD	7,723 82
03/18/2013		05/31/2011	ROSS STORES INC (ROST)	150	8,323 82	6,161.49			LT	boxD	2,162 33
12/26/2013		09/24/2012	SHERWIN WILLIAMS CO (SHW)	40	7,289 68	6,012 79			LT	boxD	1,276 89
05/30/2013		10/31/2012	SEAGATE TECHNOLOGY (STX)	100	4,360 03	2,754 00			ST	boxA	1,606 03
05/30/2013		10/31/2012	SEAGATE TECHNOLOGY (STX)	100	4,368 92	2,753 99			ST	boxA	1,614 93
02/19/2013		05/02/2011	TERADATA CORP (TDC)	100	6 226 88	5 617 51			LT	boxD	609 37
07/22/2013		06/27/2012	TJX COS INC (TJX)	125	6,461 15	5,401 24			LT	boxD	1,059 91
02/19/2013		12/19/2011	V F CORP (VFC)	50	8,030 33	6,503 88			LT	boxD	1,526 45
02/19/2013		12/24/2012	VIRGIN MEDIA INC (VMED)	150	6,716 60	5,511 99			ST	boxA	1,204 61
08/19/2013		05/30/2013	VENTAS INC (VTR)	70	4,134 63	5,087.79			ST	boxA	-953 16
03/11/2013		09/26/2011	WHOLE FOODS MARKET INC (WFM)	100	8,605.51	6,996 24			LT	boxD	1,609 27
06/24/2013		08/20/2012	WAL-MART STORES INC (WMT)	75	5,513 67	5,417 49			ST	boxA	96 18

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
ACTAVIS PLC ORD	ACT	100	$ 168.00	$ 16,800.00	10/01/13	$ 14,400.00	$ 144.00	$ 2,400.00	$ -	-
ALASKA AIR GROUP INC COM	ALK	450	73.37	33,016.50	05/26/10	10,587 22	23.53	22,429.28	360.00	1.1%
AMERICAN WATER WORKS CO COM	AWK	200	42.26	8,452 00	10/19/11	6,193 63	30.97	2,258.37	224.00	2 7%
AMERISOURCEBERGEN CORP COM	ABC	200	70.31	14,062.00	04/29/13	10,811.97	54.06	3,250.03	188.00	1.3%
AMGEN INC COM	AMGN	75	114.08	8,556.00	11/19/12	6,405 23	85 40	2,150.77	183.00	2.1%

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated	
									Income	Yield
Stocks - Cash										
BOEING CO COM	BA	50	136 49	6,824 50	12/26/13	6,913.99	138.28	(89.49)	146.00	2.1%
CELGENE CORP COM	CELG	50	168.968	8,448.40	07/22/13	6,904.49	138.09	1,543.91	-	-
CERNER CORP COM	CERN	200	55.74	11,148.00	09/26/11	7,070 98	35.35	4,077 02	-	-
CLOROX COMPANY COM	CLX	100	92.76	9,276.00	03/18/13	8,379 99	83.80	896.01	284.00	3 1%
COMCAST CORP COM CL A	CMCSA	150	51.965	7,794.75	11/19/12	5,391.98	35.95	2,402.77	117.00	1.5%
DAVITA HEALTHCARE PARTNERS INC COM	DVA	100	63.37	6,337.00	10/31/12	5,610.99	56 11	726.01	-	-
DEERE & CO COM	DE	100	91.33	9,133.00	10/25/10	7,810.98	78 11	1,322.02	204.00	2.2%
DISCOVER FINL SVCS COM	DFS	125	55.95	6,993.75	10/31/12	5,049 99	40.40	1,943.76	100.00	1.4%
ECOLAB INC COM	ECL	50	104 27	5,213.50	09/25/13	4,945.44	98.91	268.06	55.00	1.1%
FISERV INC COM	FISV	100	59.05	5,905.00	09/25/13	5,089.94	50.90	815.06	-	-
FLEETCOR TECHNOLOGIES INC COM	FLT	50	117.17	5,858.50	09/25/13	5,561.49	111.23	297.01	-	-
HOME DEPOT INC COM	HD	100	82 34	8,234.00	08/20/12	5,664 99	56 65	2,569.01	156 00	1.9%
ISHARES SELECT DIVIDEND ETF	DVY	793	71.35	56,580 55	-	$54,158.70	-	-	1,733.50	3.1%
ISHARES CORE S&P 500 ETF	IVV	373	185 65	69,247 45	-	$52,827.31	-	-	1,247.69	1 8%
ISHARES GLOBAL HEALTHCARE ETF	IXJ	100	86.10	8,610.00	08/23/11	5,301.99	53.02	3,308.01	129.80	1.5%

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
ISHARES NORTH AMERI NATURL RESOUR ETF	IGE	150	43.39	6,508.50	08/23/11	5,684.25	37 90	824.25	97.95	1.5%
ISHARES CORE S&P MID-CAP ETF	IJH	626	133.81	83,765.06	-	$50,900.60	-	-	1,081.73	1.3%
ISHARES RUSSELL 1000 ETF	IWB	636	103 17	65,616 12	-	$48,934.04	-	-	1,100 28	1 7%
ISHARES US UTILITIES ETF	IDU	100	95.82	9,582 00	10/25/11	8,440 69	84.41	1,141 31	322.40	3.4%
ISHARES US HEALTHCARE ETF	IYH	100	116.49	11,649.00	08/23/11	6,537.19	65 37	5,111.81	130.10	1.1%
ISHARES US ENERGY ETF	IYE	225	50.49	11,360 25	02/02/11	9,628.72	42.79	1,731.53	174.60	1.5%
ISHARES CORE S&P SMALL-CAP ETF	IJR	775	109.13	84,575.75	-	$51,108.60	-	-	847.08	1.0%
ISHARES US PHARMA ETF	IHE	100	118 0984	11,809.84	08/23/11	6,574 98	65 75	5,234.86	125.30	1.1%
ISHARES US OIL EQUIPMNT & SERVICES ETF	IEZ	100	64.81	6,481 00	11/29/10	5,126.98	51 27	1,354.02	48 60	0 8%
ISHARES US OIL & GAS EXP & PROD ETF	IEO	100	82.32	8,232.00	10/25/11	6,142.35	61.42	2,089.65	72.20	0.9%
JOHNSON & JOHNSON COM	JNJ	75	91 59	6,869 25	06/24/13	6,290.48	83.87	578.77	198 00	2.9%
KELLOGG CO COM	K	100	61.07	6,107.00	06/24/13	6,330.58	63.31	(223.58)	184.00	3.0%
KIMBERLY CLARK CORP COM	KMB	100	104.46	10,446.00	03/18/13	9,222.99	92.23	1,223.01	324.00	3 1%
KROGER CO COM	KR	150	39.53	5,929.50	07/22/13	5,858.04	39 05	71 46	99.00	1 7%
LINKEDIN CORPORATION COM	LNKD	50	216.83	10,841.50	03/18/13	8,749.99	175.00	2,091.51	-	-

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated	
									Income	Yield
Stocks - Cash										
MAGNA INTL INC COM	MGA	80	82 06	6,564.80	07/22/13	6,015.99	75.20	548.81	102 40	1.6%
MARATHON PETE CORP COM	MPC	100	91.73	9,173 00	02/19/13	8,346.98	83 47	826.02	168.00	1 8%
MARKET VECTORS AGRIBUSINESS	MOO	100	54.49	5,449 00	10/21/10	5,018.96	50 19	430.04	93 00	1.7%
MCKESSON CORP COM	MCK	50	161 40	8,070 00	12/10/13	8,015.49	160 31	54 51	48.00	0 6%
MELCO CROWN ENTERTAINMENT LTD COM	MPEL	200	39.22	7,844.00	08/19/13	5,445.99	27.23	2,398.01	-	-
MICRON TECHNOLOGY INC COM	MU	300	21.75	6,525.00	12/10/13	6,954.87	23.18	(429.87)	-	-
NIELSEN HOLDINGS COM	NLSN	125	45.89	5,736.25	12/26/13	5,766.12	46.13	(29.87)	100 00	1.7%
PERRIGO CO PLC ORD	PRGO	50	153 46	7,673 00	12/19/13	7,610.25	152.21	62.75	-	-
POWERSHARES DIVIDEND ACHIEVERS PORT FUND	PFM	3,000	19.91	59,730 00	-	$52,703.17	-	-	1,122.00	1 9%
PPG INDUSTRIES INC COM	PPG	50	189.66	9,483.00	01/28/13	6,921.99	138.44	2,561.01	122.00	1.3%
QIHOO 360 TECHNOLOGY CO LTD COM	QIHU	70	82.05	5,743.50	08/19/13	4,895.99	69.94	847 51	-	-
SELECT SECTOR SPDR TRUST UTILITIES SELECT INDEX	XLU	300	37.97	11,391.00	10/19/11	10,374.69	34.58	1,016.31	439.50	3.9%
SOUTHWEST AIRLINES CO COM	LUV	400	18.84	7,536.00	04/29/13	5,421 71	13 55	2,114.29	64.00	0 8%
THE HERSHEY COMPANY COM	HSY	80	97.23	7,778 40	07/23/12	5,653 19	70 66	2,125.21	155 20	2.0%

THE CARA FOUNDATION
EIN: 20-5640721

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated	
									Income	Yield
Stocks - Cash										
THERMO FISHER SCIENTIFIC COM	TMO	60	111.35	6,681 00	05/30/13	5,261.79	87.70	1,419.21	36.00	0.5%
TIME WARNER CABLE INC COM	TWC	60	135.50	8,130.00	12/24/12	5,769.99	96.17	2,360 01	156.00	1 9%
TRACTOR SUPPLY CO COM	TSCO	100	77.58	7,758.00	12/26/13	7,638.90	76.39	119.10	52.00	0.7%
V F CORP COM	VFC	100	62.34	6,234 00	12/26/13	6,207.49	62 07	26 51	105.00	1.7%
VALEANT PHARMACEUTICALS INTL COM	VRX	75	117 40	8,805 00	06/24/13	6,287 49	83.83	2,517 51	-	-
VERISK ANALYTICS COM	VRSK	100	65.72	6,572 00	03/19/12	4,567.99	45.68	2,004.01	-	-
VISA INC CLASS A	V	40	222.68	8,907 20	11/19/12	5,821.99	145.55	3,085 21	64 00	0 7%
YAHOO! INC COM	YHOO	200	40.44	8,088.00	05/30/13	5,185.99	25 93	2,902.01	-	-
Total Stocks				**$866,135.82**		**$656,498.80**		**$209,637.02**	**$12,760.33**	**1.5%**
Fixed Income - Cash										
GE CAPITAL FINANCIAL CD 3.55%16 3.55% 07/25/2016	36160WKX6	10	$ 105.951	$ 10,595.10	-	$10,000	$ -	$ -	$ 355.00	3.4%
Total Fixed Income				**$10,595.10**		**$10,000**		**$595.10**	**$355.00**	**3.4%**
Yields displayed for fixed income products are the estimated current yield Income displayed for fixed income products is the estimated yearly income and may not take into account certain features of bonds such as variable rate bonds, maturing bonds or called bonds										
Mutual Funds - Cash										
FIDELITY FDS NEW MKTS INC	FNMIX	2,647.518	$ 15.59	$ 41,274.81	-	$39,347.55	$ -	$ -	$ 1,996.23	4.8%
HEARTLAND GROUP INC VALUE PLUS FD	HRVIX	862.476	35.82	30,893 89	-	$19,617.43	-	-	141.45	0.5%

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Mutual Funds - Cash										
HEARTLAND GROUP INC SELECT VALUE FD	HRSVX	886.195	33.78	29,935.67	-	$20,582.86	-	-	110.77	0.4%
HEARTLAND VALUE FD COM	HRTVX	622.84	48.12	29,971.06	-	$20,873.50	-	-	267.82	0.9%
PERMANENT PORTFOLIO FUND COM	PRPFX	678.72	43.06	29,225.68	-	$23,821.01	-	-	169.68	0.6%
VANGUARD WELLESLEY INCOME FUND	VWINX	761.464	24.85	18,922 38	08/29/11	17,156.70	22 53	1,765.68	577.95	3.1%
Total Mutual Funds				**$180,223.49**		$141,399 05		**$38,824.44**	**$3,263.90**	**1.8%**
Total Cash Account				**$1,056,954.41**		$807,897 85		**$249,056.56**	**$16,379.23**	**1.5%**

Huizenga Managers Fund, LTD.
Harbour Centre
42 North Church Street No. 1348
KY1-1108, Grand Cayman
Cayman Islands

Individual Account Statement
(PREPARED FROM BOOKS WITHOUT AUDIT)

Investor No: **189**

The Cara Foundation Inc.

	Beginning Value	Additions	Withdrawals	Side-Pocket Expenses	Gain / (Loss)	Ending Value	Net Rate of Return
January	$571,864	$0	$0	$0	$8,503	$580,367	1.49%
February	580,367	0	0	0	887	581,254	0.15%
March	581,254	0	0	0	3,511	584,764	0.60%
April	584,764	0	0	0	1,721	586,486	0.29%
May	586,486	0	0	0	2,501	588,986	0.43%
June	588,986	0	0	0	(14,196)	574,791	(2.41%)
July	574,791	0	0	0	5,220	580,011	0.91%
August	580,011	0	0	0	(2,087)	577,924	(0.36%)
September	577,924	0	0	0	11,264	589,188	1.95%
October	589,188	0	0	0	6,176	595,363	1.05%
November	595,363	0	0	0	5,449	600,812	0.92%
December	600,812	0	190	0	12,575	613,198	2.09%
2013 YTD	**$571,864**	**$0**	**$190**	**$0**	**$41,523**	**$613,198**	**7.26%**

TEEKAY LNG PARTNERS L.P.

March 12, 2014

0016541 02 AT 0 403 **AUTO 0 0 1073 53005-686400 -C01-P16557-I12

THE CARA FOUNDATION INC
ATTN DANIEL R DOUCETTE
16800 W GREENFIELD AVENUE STE 400
BROOKFIELD WI 53005-6864

Dear Unitholder,

This package contains the 2013 tax information related to your investment in Teekay LNG Partners L P ("Teekay LNG" or the "Partnership") Teekay LNG is required to provide each person who is or was a unitholder at any time during the year with the information needed to comply with the income tax filing requirements resulting from that investment. Please do not disregard this package as it contains important information that you will need to prepare your federal income tax return for 2013

Your 2013 tax package includes the following documents:

(1) Schedule K-1 (Form 1065)
(2) Ownership Schedule
(3) Partner's Instructions for Schedule K-1 (Form 1065)
(4) Graphic Guide

Please carefully review the information on your Ownership Schedule If the information is inaccurate, the amounts on the other schedules may also be incorrect Should you find an error on the Ownership Schedule, please follow the instructions on that Schedule to correct the information and we will issue a corrected Schedule K-1, Ownership Schedule, and Sales Schedule, if applicable, as soon as possible You may also log on to www taxpackagesupport com/teekay to request these corrections

A Sales Schedule has only been enclosed for those unitholders who have divested of some or all of their units during 2013. This schedule contains the proceeds of disposition, adjusted cost basis, and the breakdown of the resulting gain or loss between ordinary income or loss and capital gain or loss of the units disposed. Amounts disclosed on this schedule should be reported on your income tax return.

The enclosed IRS instructions are provided for your general guidance, and are not intended to be, nor should it be construed as tax advice The tax information discussed in this package and reflected on the schedules provided to you is based on existing federal and state tax laws and regulations as interpreted by the General Partner of Teekay LNG Before undertaking any tax filing, we suggest that you refer to the appropriate federal and state income tax laws or consult with your general tax advisor

If you are a resident of a country other than the United States of America, we suggest that you consult with your tax advisor to understand the tax implications of your investment in Teekay LNG

IMPORTANT NOTICE The information in the enclosed tax package reflects the application of various assumptions and conventions, as disclosed by the Partnership to you in various SEC filings and other offering documents. It is anticipated that the Partnership may provide disclosure of certain of these assumptions and conventions in the preparation of the Partnership return as warranted to the Internal Revenue Service and/or other taxing authorities We suggest that you refer to the appropriate federal and state income tax laws, instructions, and SEC filings and other offering documents, and that you consult your tax advisor with any questions Please discuss with your tax advisor whether the treatment of any items in the enclosed tax package may subject you and/or your tax advisor to the risk of a penalty by a taxing authority and the need to adequately disclose any items in order to mitigate this risk.

You may also contact our Tax Package Support hotline at (866) 867-4071 (within North America) and (972) 248-5396 (outside North America) should you have any questions regarding the enclosed information.

Sincerely,

Teekay LNG Partners L P

2013 K-1 SCHEDULE
Supplemental Information

For tax years beginning after 2012, new Internal Revenue Code ("IRC") Section 1411 imposes a 3.8% surtax on certain passive investment income of individuals and of trusts and estates Your share of income reported on this Schedule K-1 and any gain on the sale of Teekay LNG Partners L P units may be subject to this surtax. Teekay LNG Partners L P encourages you to consult your tax advisor concerning the impact of IRC 1411 to you

11F1	FOREIGN CURRENCY EXCHANGE GAIN (LOSS) NOT INCLUDED IN BOX 1	0
20Z1	GROSS RECEIPTS	1,128
20Z2	SECTION 743(B) ADJUSTMENT TO INCOME INCLUDED IN BOX 1	-37

TEEKAY LNG PARTNERS L.P.

Partner Name THE CARA FOUNDATION INC

Page 1 of 1

Account Number: 1880026441971

Partner Federal ID/Entity 20-5640721 /EXEMPT ORG

Custodian Federal ID

This Schedule Is Not Proof of Ownership

2013 OWNERSHIP SCHEDULE

TRANSACTION		BROKER OR CERTIFICATE NUMBER	UNITS
DESCRIPTION	DATE		
AC BUY	12/07/2010	188	200 0000
DA SELL	08/08/2013	188	-200 0000
			0 0000

IMPORTANT NOTICE: The information on the enclosed schedules is provided for your general assistance. It is not intended to be, nor should it be construed as, tax advice. The information is based on existing federal and state laws and regulations. We suggest that you refer to the appropriate federal and state income tax laws and instructions or consult a tax advisor with any questions

ACKNOWLEDGEMENT FOR CORRECTIONS ONLY

The information reported on this schedule, as corrected, accurately and completely presents my ownership history through 12/31/13

Signed ______________________________

Daytime Phone Number ______________________________ Date ______________

This schedule details your ownership of Teekay LNG Partners L P units through December 31, 2013 Information shown is from our transfer agent and from the various brokerage firms and other nominees who hold units in street name for the beneficial owners The taxable allocations shown on the enclosed Schedule K-1 are based on the number of units shown on this schedule and the dates bought and sold If any information on this form is incorrect, please inform us as soon as possible

Unless you have advised the Partnership to use a different method, the Sales Schedule reflects unit dispositions on a "first in first out basis", so that you are considered to sell units in the order in which they were acquired by you As in prior years, this approach has been applied solely for administrative convenience, and is not consistent with IRS Revenue Ruling 84-53, which provides that a partner has one unified basis in its total partnership interest, and would generally yield a different result than that presented Each partner must make his or her own determination of the amount of basis to be associated with units that are sold The Partnership expresses no opinion on the appropriate methodology to be used in making this determination, and has provided the Sales Schedule solely as a courtesy Please consult your tax advisor to obtain advice on how this determination should be made, and update the Sales Schedule to reflect the manner in which you determine that the basis in your units should be attributed to units that have been sold, and return it to Tax Package Support for a reprocessing of your tax information statement

FEDERAL INCOME TAX FORMS AND REQUIRED STATEMENTS

The schedules included in this Individualized Income Tax Reporting Package contain references to the appropriate federal forms to be used in preparing your 2013 Federal Individual income tax return You should obtain the following federal income tax forms before beginning the preparation of your return You may find, however, that some of these forms may not be required for your particular situation

Form 1040	Schedule B - Interest and Ordinary Dividends
Form 1040	Schedule D - Capital Gains and Losses
Form 1040	Schedule E - Supplemental Income and Loss
Form 1116	Foreign Tax Credit
Form 4797	Sales of Business Property
Form 4868	Application for Automatic Extension of Time To File U S Individual Income Tax Return
Form 4952	Investment Interest Expense Deduction
Form 6251	Alternative Minimum Tax - Individuals

TEEKAY LNG PARTNERS L.P.

PARTNER FEDERAL ID/ENTITY: 20-5640721 /EXEMPT ORG

PARTNER NAME: THE CARA FOUNDATION INC

CUSTODIAN FEDERAL ID:

ACCOUNT NUMBER: 1880026441971

PARTNERSHIP FEDERAL ID: 98-0454169

Page 1 of 1

2013 SALES SCHEDULE

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
						GAIN OR LOSS CLASSIFICATION			
UNITS DISPOSED	DISPOSITION DATE	SALES PROCEEDS	PURCHASE AMOUNT	ADJUSTMENTS TO BASIS	TOTAL GAIN OR LOSS (-)	ORDINARY GAIN-SECTION 751 ADJUSTMENTS	ORDINARY GAIN-SECTION 987 ADJUSTMENTS	CAPITAL GAIN OR LOSS (-)	ALTERNATIVE MINIMUM TAX BASIS ADJUSTMENT
200 0000	08/08/2013			-2,079		625	1		0
PARTNER TOTALS									0
REFERENCES						FORM 4797 PART II, LINE 10	FORM 1040 LINE 21 OTHER INCOME	FORM 1040 SCHEDULE D FORM 8949	FORM 6251 PART I, LINE 17

Please note that some information included on this Sales Schedule is to be reported on an individual's Form 8949 Basis information related to the sale is not reported to the IRS by the partnership

This schedule is provided to you to calculate your gain or loss from the disposition of all or a portion of your units in 2013 If you disposed of units during 2013, this schedule should reflect that information If it does not, you need to inform us as soon as possible If this schedule is not correct then there may be incorrect calculations on your Schedule K-1 also You can make corrections to your Ownership Schedule by calling us toll free at (866) 867-4071 (within North America) or (972) 248-5396 (outside North America), or by mailing a signed corrected Ownership Schedule to

Teekay LNG Partners L P
Attn Tax Package Support
P O Box 799060
Dallas, TX 75379-9060

Corrections made to your Ownership Schedule will be reflected on this schedule and will also correct the amounts on the Schedule K-1

INSTRUCTIONS
Use this schedule to calculate your gain or loss upon disposition of partnership units in 2013 First, enter your Sales Proceeds (net of brokerage commissions) in Column 3 If you acquired the units by some means other than purchase (such as inheritance), please contact your tax advisor We have provided you with Adjustments to Basis in Column 5, which included partnership income, deductions, distributions etc Subtract the sum of the Purchase Amount in Column 4 and the Adjustments in Basis in Column 5 from the Sales Proceeds in Column 3 Enter this amount in Column 6, Total Gain or Loss We have provided you with the Ordinary Gain in Columns 7 and 8 To determine your Capital Gain or Loss in Column 9, subtract the sum of Columns 7 and 8 from Column 6 Use the amount in Column 9 to adjust your Total Gain or Loss for Alternative Minimum Tax Purposes

If you have Ordinary Gain in Column 7, a Section 751 Statement must be attached to your tax return providing details of the sale including date of sale, amount of gain or loss attributable to Section 751 property and amount of capital gain or loss

If you have disposed of a portion of your units (rather than your entire interest), you may be subject to the passive activity loss limitation rules Please contact your tax advisor for the appropriate tax treatment

IMPORTANT NOTICE The information on the enclosed schedules is provided for your general assistance It is not intended to be, nor should it be construed as, tax advice The information is based on existing federal and state laws and regulations We suggest that you refer to the appropriate federal and state income tax laws and instructions or consult a tax advisor with any questions.

DO NOT INCLUDE THIS SCHEDULE WITH YOUR FEDERAL OR STATE TAX RETURNS