



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



# 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](http://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

GEORGE FREDERICK JEWETT FOUNDATION EAST

A Employer identification number

27-2954428

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

Room/suite

C/O FCI, 30 EAST 7TH ST, SUITE 2000

B Telephone number

651 228-0935

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

ST PAUL, MN 55101-4930

C If exemption application is pending, check here ☐

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 ☐

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 ☐

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16)

\$ 26,682,631.

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	605,834.	543,659.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,060,984.			STATEMENT 1
b Gross sales price for all assets on line 6a	6,485,954.			
7 Capital gain net income (from Part IV, line 2)		1,311,370.		
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	75,680.	160,369.		STATEMENT 3
12 Total. Add lines 1 through 11	1,742,498.	2,015,398.		OGDEN, UT
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages	42,891.	0.		42,891.
15 Pension plans, employee benefits				
16a Legal fees	4,928.	0.		4,928.
b Accounting fees	82,757.	39,879.		41,378.
c Other professional fees	325.	0.		325.
17 Interest		8,231.		
18 Taxes	56,848.	13,168.		3,943.
19 Depreciation and depletion				
20 Occupancy	12,971.	0.		12,971.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	15,293.	102,820.		15,293.
24 Total operating and administrative expenses. Add lines 13 through 23	216,013.	164,098.		121,729.
25 Contributions, gifts, grants paid	1,012,500.			1,012,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,228,513.	164,098.		1,134,229.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	513,985.			
b Net investment income (if negative, enter -0-)		1,851,300.		
c Adjusted net income (if negative, enter -0-)			N/A	

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	11,914.	4,331.	4,331.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ -1,544.			
	Less: allowance for doubtful accounts ▶	2,128.	-1,544.	-1,544.
	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 10	12,843,307.	13,679,523.	19,149,089.
	c Investments - corporate bonds STMT 11	5,194,489.	4,843,111.	5,162,449.
	11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	2,012,849.	2,053,373.	2,368,306.	
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 1)	20,064,687.	20,578,794.	26,682,631.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	946.	1,070.	
	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)	946.	1,070.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	20,063,741.	20,577,724.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	20,063,741.	20,577,724.		
31 Total liabilities and net assets/fund balances	20,064,687.	20,578,794.		

**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	20,063,741.
2 Enter amount from Part I, line 27a	2	513,985.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	11,343.
4 Add lines 1, 2, and 3	4	20,589,069.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	11,345.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,577,724.

**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 <b>SEE ATTACHED STATEMENTS</b>			
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 <b>6,485,954.</b>		<b>5,174,584.</b>	<b>1,311,370.</b>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<b>1,311,370.</b>

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	<b>1,311,370.</b>
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	<b>N/A</b>

**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	<b>1,111,813.</b>	<b>22,880,991.</b>	<b>.048591</b>
2011	<b>951,722.</b>	<b>21,751,114.</b>	<b>.043755</b>
2010	<b>922,593.</b>	<b>20,493,929.</b>	<b>.045018</b>
2009	<b>1,001,293.</b>	<b>16,988,994.</b>	<b>.058938</b>
2008	<b>1,130,564.</b>	<b>20,407,518.</b>	<b>.055399</b>

2 Total of line 1, column (d)	2	<b>.251701</b>
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	<b>.050340</b>
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	<b>25,310,380.</b>
5 Multiply line 4 by line 3	5	<b>1,274,125.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>18,513.</b>
7 Add lines 5 and 6	7	<b>1,292,638.</b>
8 Enter qualifying distributions from Part XII, line 4 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.	8	<b>1,134,229.</b>

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	37,026.
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	37,026.
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- SEC 1291		5	37,031.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	39,499.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	54,499.	
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	17,468.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 17,468. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, MA		
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

Form 990-PF (2013)

**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?	13	X	
Website address ► N/A				
14	The books are in care of ► FIDUCIARY COUNSELLING, INC. Telephone no. ► 651 228-0935			
Located at ► 30 EAST 7TH ST, SUITE 2000, ST PAUL, MN		ZIP+4 ► 55101-4930		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	<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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

Form 990-PF (2013)

**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

► ☐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

N/A

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

6b

X

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

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	1,045.

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

Form 990-PF (2013)

**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
FIDUCIARY COUNSELLING, INC - 30 EAST 7TH STREET, SUITE 2000, ST. PAUL, MN 55101	ACCOUNTING & TAX SERVICE	82,757.
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)



**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	23,787,544.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	7,335.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,900,938.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	25,695,817.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	25,695,817.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	385,437.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	25,310,380.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,265,519.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,265,519.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	37,031.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	37,031.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,228,488.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,228,488.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,228,488.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,134,229.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,134,229.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,134,229.

**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.

Form 990-PF (2013)

**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				1,228,488.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			1,010,470.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,134,229.				
a Applied to 2012, but not more than line 2a			1,010,470.	
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				123,759.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				1,104,729.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

## N/A

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

**(4) Gross investment income**

[illegible]

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





## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**




- | 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?   |  | Yes   | No |
|---|--|-------|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>   |  |       |    |
| (1) Cash  |  | 1a(1) | X  |
| (2) Other assets  |  | 1a(2) | X  |
| <b>b Other transactions:</b>  |  |       |    |
| (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  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>   |  | 1c    | X  |
| <b>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.</b> |  |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee \_\_\_\_\_ Date \_\_\_\_\_ Title \_\_\_\_\_

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>KIM M. MERTENS</b>	<i>[Signature]</i>	<b>11-6-14</b>		<b>P01059443</b>
	Firm's name ▶ <b>FIDUCIARY COUNSELLING, INC</b>				Firm's EIN ▶ <b>41-0445819</b>
	Firm's address ▶ <b>30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930</b>				Phone no. <b>651-228-0935</b>

**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 LITIGATION PROCEEDS			
b CLEARWATER SMALL COMPANIES FUND		01/03/06	07/15/13
c CLEARWATER SMALL COMPANIES FUND		04/21/05	07/15/13
d CLEARWATER SMALL COMPANIES FUND		12/28/12	03/25/13
e CLEARWATER SMALL COMPANIES FUND		12/28/12	07/15/13
f CLEARWATER SMALL COMPANIES FUND		12/28/12	03/25/13
g DODGE & COX INTL STOCK FUND		04/18/06	03/25/13
h DODGE & COX INTL STOCK FUND		04/18/06	07/15/13
i DODGE & COX INTL STOCK FUND		04/18/06	10/30/13
j EII GLOBAL PROPERTY FUND		08/01/07	10/30/13
k EII GLOBAL PROPERTY FUND		02/28/07	07/15/13
l EII GLOBAL PROPERTY FUND		02/28/07	10/30/13
m EII GLOBAL PROPERTY FUND		03/27/13	10/30/13
n AMERICAN EUROPACIFIC GROWTH FUND CLASS F2		07/22/08	07/15/13
o AMERICAN EUROPACIFIC GROWTH FUND CLASS F2		07/22/08	10/30/13

(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 1,819.			1,819.
b 16,691.		13,239.	3,452.
c 140,974.		111,632.	29,342.
d 107,963.		94,687.	13,276.
e 42,334.		34,035.	8,299.
f 2,037.		1,787.	250.
g 14,985.		16,736.	-1,751.
h 17,985.		18,774.	-789.
i 11,985.		11,214.	771.
j 82,290.		85,008.	-2,718.
k 5,985.		6,928.	-943.
l 175,238.		199,588.	-24,350.
m 13,458.		13,215.	243.
n 12,908.		13,303.	-395.
o 4,985.		4,643.	342.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,819.
b			3,452.
c			29,342.
d			13,276.
e			8,299.
f			250.
g			-1,751.
h			-789.
i			771.
j			-2,718.
k			-943.
l			-24,350.
m			243.
n			-395.
o			342.

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

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

**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	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2		04/18/06	03/25/13
b	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2		04/18/06	07/15/13
c	OAKMARK SELECT FD		02/28/07	10/30/13
d	OAKMARK SELECT FD		12/14/06	10/30/13
e	OAKMARK SELECT FD		12/14/06	10/30/13
f	OAKMARK SELECT FD		04/18/06	03/25/13
g	OAKMARK SELECT FD		04/18/06	07/15/13
h	OAKMARK SELECT FD		04/18/06	10/30/13
i	LOOMIS SAYLES BOND INSTL		03/22/11	10/30/13
j	LOOMIS SAYLES BOND INSTL		06/09/11	10/30/13
k	LOOMIS SAYLES BOND INSTL		12/29/10	10/30/13
l	LOOMIS SAYLES BOND INSTL		07/30/10	10/30/13
m	LOOMIS SAYLES BOND INSTL		08/28/08	10/30/13
n	LOOMIS SAYLES BOND INSTL		08/28/08	11/27/13
o	LOOMIS SAYLES BOND INSTL		01/25/11	10/30/13

(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 33,985.		36,815.	-2,830.
b 5,077.		5,320.	-243.
c 80,580.		67,082.	13,498.
d 99,397.		84,325.	15,072.
e 11,050.		9,375.	1,675.
f 114,000.		117,554.	-3,554.
g 140,000.		128,255.	11,745.
h 58,972.		50,609.	8,363.
i 6,725.		6,353.	372.
j 332,621.		322,674.	9,947.
k 32,452.		30,008.	2,444.
l 165,249.		149,758.	15,491.
m 6,660.		5,854.	806.
n 299,985.		265,943.	34,042.
o 6,620.		6,211.	409.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,830.
b			-243.
c			13,498.
d			15,072.
e			1,675.
f			-3,554.
g			11,745.
h			8,363.
i			372.
j			9,947.
k			2,444.
l			15,491.
m			806.
n			34,042.
o			409.

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

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



**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	LOOMIS SAYLES BOND INSTL		02/22/11	10/30/13
b	LOOMIS SAYLES BOND INSTL		03/25/13	10/30/13
c	LOOMIS SAYLES BOND INSTL		07/15/13	10/30/13
d	MORGAN STANLEY INST INTL EQUITY		12/20/07	03/25/13
e	MORGAN STANLEY INST INTL EQUITY		12/20/07	07/15/13
f	MORGAN STANLEY INST INTL EQUITY		12/20/07	07/15/13
g	MORGAN STANLEY INST INTL EQUITY		12/20/07	07/15/13
h	MORGAN STANLEY INST INTL EQUITY		12/21/06	03/25/13
i	PIMCO ALL ASSET INST CLASS		03/17/11	10/30/13
j	PIMCO ALL ASSET INST CLASS		09/28/11	10/30/13
k	PIMCO ALL ASSET INST CLASS		12/31/10	10/30/13
l	PIMCO ALL ASSET INST CLASS		09/16/10	10/30/13
m	PIMCO ALL ASSET INST CLASS		06/17/10	10/30/13
n	PIMCO ALL ASSET INST CLASS		03/18/10	10/30/13
o	PIMCO ALL ASSET INST CLASS		09/17/09	10/30/13

(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	6,435.	6,066.	369.
b	126,244.	126,015.	229.
c	46,978.	46,015.	963.
d	788.	965.	-177.
e	8,034.	9,503.	-1,469.
f	9,346.	11,054.	-1,708.
g	5,605.	6,630.	-1,025.
h	17,197.	23,882.	-6,685.
i	4,630.	4,512.	118.
j	99,777.	92,215.	7,562.
k	40,476.	38,923.	1,553.
l	9,950.	9,743.	207.
m	13,022.	12,283.	739.
n	9,048.	8,470.	578.
o	10,268.	9,583.	685.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			369.
b			229.
c			963.
d			-177.
e			-1,469.
f			-1,708.
g			-1,025.
h			-6,685.
i			118.
j			7,562.
k			1,553.
l			207.
m			739.
n			578.
o			685.

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
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

**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	PIMCO ALL ASSET INST CLASS		09/18/08	10/30/13
b	PIMCO ALL ASSET INST CLASS		06/19/08	10/30/13
c	PIMCO ALL ASSET INST CLASS		03/20/08	10/30/13
d	PIMCO ALL ASSET INST CLASS		12/27/07	10/30/13
e	PIMCO ALL ASSET INST CLASS		12/27/06	10/30/13
f	PIMCO ALL ASSET INST CLASS		06/22/06	10/30/13
g	PIMCO ALL ASSET INST CLASS		04/18/06	10/30/13
h	PIMCO ALL ASSET INST CLASS		05/01/12	10/30/13
i	PIMCO ALL ASSET INST CLASS		03/27/13	10/30/13
j	PIMCO ALL ASSET INST CLASS		07/15/13	10/30/13
k	SELECTED AMERICAN SHARES CL D		02/28/07	03/25/13
l	SELECTED AMERICAN SHARES CL D		02/28/07	07/15/13
m	SELECTED AMERICAN SHARES CL D		12/01/06	10/30/13
n	SELECTED AMERICAN SHARES CL D		04/18/06	10/30/13
o	SELECTED AMERICAN SHARES CL D		12/18/12	10/30/13

(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	10,855.	10,155.	700.
b	19,510.	19,312.	198.
c	19,026.	19,121.	-95.
d	96,100.	96,806.	-706.
e	50,074.	50,282.	-208.
f	18,795.	18,348.	447.
g	428,959.	432,198.	-3,239.
h	164,678.	161,015.	3,663.
i	234,250.	235,015.	-765.
j	139,565.	135,015.	4,550.
k	35,985.	36,072.	-87.
l	58,940.	57,421.	1,519.
m	8,957.	8,125.	832.
n	123,375.	104,773.	18,602.
o	1,948.	1,658.	290.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			700.
b			198.
c			-95.
d			-706.
e			-208.
f			447.
g			-3,239.
h			3,663.
i			-765.
j			4,550.
k			-87.
l			1,519.
m			832.
n			18,602.
o			290.

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
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

**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	SELECTED AMERICAN SHARES CL D		12/18/12	10/30/13
b	SELECTED AMERICAN SHARES CL D		07/01/13	10/30/13
c	SELECTED AMERICAN SHARES CL D		07/01/13	07/15/13
d	SELECTED AMERICAN SHARES CL D		07/01/13	10/30/13
e	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		09/28/11	10/30/13
f	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		10/19/11	10/30/13
g	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		11/17/11	10/30/13
h	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		01/19/12	10/30/13
i	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		02/17/12	10/30/13
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		03/19/12	10/30/13
k	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		05/01/12	10/30/13
l	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		12/19/12	10/30/13
m	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		12/19/12	10/30/13
n	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		03/25/13	10/30/13
o	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL		07/15/13	10/30/13

(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 68,197.		58,052.	10,145.
b 3,271.		2,982.	289.
c 51,045.		49,055.	1,990.
d 20,238.		18,451.	1,787.
e 29,065.		26,706.	2,359.
f 3,954.		3,694.	260.
g 3,738.		3,462.	276.
h 3,864.		3,559.	305.
i 3,696.		3,557.	139.
j 3,743.		3,630.	113.
k 382,700.		370,015.	12,685.
l 1,078.		1,075.	3.
m 1,721.		1,716.	5.
n 87,512.		89,015.	-1,503.
o 68,914.		68,015.	899.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			10,145.
b			289.
c			1,990.
d			1,787.
e			2,359.
f			260.
g			276.
h			305.
i			139.
j			113.
k			12,685.
l			3.
m			5.
n			-1,503.
o			899.

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

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

**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	TEMPLETON INST FOREIGN SM COS		09/28/11	03/25/13
b	TEMPLETON INST FOREIGN SM COS		09/28/11	07/15/13
c	TEMPLETON INST FOREIGN SM COS		09/28/11	10/30/13
d	TEMPLETON INST FOREIGN SM COS		12/29/10	03/25/13
e	TEMPLETON INST FOREIGN SM COS		05/01/12	03/25/13
f	TEMPLETON INST FOREIGN SM COS		07/11/12	03/25/13
g	TEMPLETON INST FOREIGN SM COS		09/11/12	03/25/13
h	TEMPLETON INST FOREIGN SM COS		09/10/13	10/30/13
i	TEMPLETON INST FOREIGN SM COS		09/10/13	10/30/13
j	THIRD AVENUE REAL ESTATE		06/09/11	07/15/13
k	THIRD AVENUE REAL ESTATE		06/09/11	10/30/13
l	THIRD AVENUE REAL ESTATE		12/30/10	10/30/13
m	THIRD AVENUE REAL ESTATE		12/18/12	07/15/13
n	THIRD AVENUE REAL ESTATE		12/18/12	07/15/13
o	VANGUARD PRIMECAP CORE FD		12/30/09	10/30/13

(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	7,340.	5,820.	1,520.
b	27,985.	21,586.	6,399.
c	4,019.	2,808.	1,211.
d	7,219.	6,452.	767.
e	16,544.	15,015.	1,529.
f	30,024.	25,015.	5,009.
g	1,859.	1,677.	182.
h	597.	555.	42.
i	1,370.	1,274.	96.
j	5,259.	4,578.	681.
k	84,138.	68,419.	15,719.
l	230,847.	179,856.	50,991.
m	6,879.	6,243.	636.
n	43,847.	39,795.	4,052.
o	12,404.	7,776.	4,628.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,520.
b			6,399.
c			1,211.
d			767.
e			1,529.
f			5,009.
g			182.
h			42.
i			96.
j			681.
k			15,719.
l			50,991.
m			636.
n			4,052.
o			4,628.

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

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

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	VANGUARD PRIMECAP CORE FD		02/28/07	07/15/13
b	VANGUARD PRIMECAP CORE FD		12/19/06	07/15/13
c	VANGUARD PRIMECAP CORE FD		12/19/06	10/30/13
d	VANGUARD PRIMECAP CORE FD		12/19/06	10/30/13
e	VANGUARD PRIMECAP CORE FD		12/19/06	10/30/13
f	VANGUARD PRIMECAP CORE FD		04/18/06	10/30/13
g	VANGUARD PRIMECAP CORE FD		12/17/12	07/15/13
h	WEYERHAEUSER CO		09/01/10	03/25/13
i	BOOK TO TAX LTCGD ADJ			
j	LTCL THRU CHURCHILL ESOP			
k	STCG THRU SIT OPP BOND FUND	P		
l	LTCG THRU SIT OPP BOND FUND	P		
m	STCG THRU CPOF	P		
n	LTCG THRU CPOF	P		
o	SEC. 1231 THRU CPOF	P		

(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 59,553.		41,685.	17,868.
b 7,217.		5,040.	2,177.
c 2,015.		1,312.	703.
d 8,011.		5,215.	2,796.
e 3,389.		2,206.	1,183.
f 213,166.		133,197.	79,969.
g 23,215.		19,109.	4,106.
h 349,891.		172,559.	177,332.
i 74,839.			74,839.
j		55.	-55.
k 3,341.			3,341.
l 32,321.			32,321.
m 160.			160.
n 43,472.			43,472.
o 262.			262.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			17,868.
b			2,177.
c			703.
d			2,796.
e			1,183.
f			79,969.
g			4,106.
h			177,332.
i			74,839.
j			-55.
k			3,341.
l			32,321.
m			160.
n			43,472.
o			262.

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
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

**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	SEC. 1256 THRU CPOF	P		
b	STCG THRU CPOF II	P		
c	LTCG THRU CPOF II	P		
d	SEC. 1231 THRU CPOF II	P		
e	SEC. 1256 THRU CPOF II	P		
f	STCG THRU CPOF III	P		
g	LTCG THRU CPOF III	P		
h	SEC. 1231 THRU CPOF III	P		
i	SEC. 1256 THRU CPOF III	P		
j	STCG THRU CPOF IV	P		
k	LTCG THRU CPOF IV	P		
l	SEC. 1231 THRU CPOF IV	P		
m	CAPITAL GAINS DIVIDENDS			
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		1.	-1.
b	2,952.		2,952.
c	57,016.		57,016.
d		2,241.	-2,241.
e		11.	-11.
f	2,502.		2,502.
g	28,197.		28,197.
h	2,788.		2,788.
i	13.		13.
j	1,105.		1,105.
k	3,623.		3,623.
l	103.		103.
m	489,911.		489,911.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1.
b			2,952.
c			57,016.
d			-2,241.
e			-11.
f			2,502.
g			28,197.
h			2,788.
i			13.
j			1,105.
k			3,623.
l			103.
m			489,911.
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	1,311,370.
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

FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LITIGATION PROCEEDS	1,819.	0.	0.	0.	1,819.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	16,691.	13,239.	0.	0.	3,452.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CLEARWATER SMALL COMPANIES FUND	140,974.	111,632.	0.	0.	29,342.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	107,963.	94,687.	0.	0.		12/28/12 03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	42,334.	34,035.	0.	0.		12/28/12 07/15/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CLEARWATER SMALL COMPANIES FUND	2,037.	1,787.	0.	0.		12/28/12 03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DODGE & COX INTL STOCK FUND	14,985.	16,736.	0.	0.		04/18/06 03/25/13



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
JODGE & COX INTL STOCK FUND	17,985.	18,774.	0.	0.		04/18/06 07/15/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
JODGE & COX INTL STOCK FUND	11,985.	11,214.	0.	0.		04/18/06 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EII GLOBAL PROPERTY FUND	82,290.	85,008.	0.	0.		08/01/07 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EII GLOBAL PROPERTY FUND	5,985.	6,928.	0.	0.		02/28/07 07/15/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
III GLOBAL PROPERTY FUND					
	175,238.	199,588.	0.	0.	-24,350.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
III GLOBAL PROPERTY FUND					
	13,458.	13,215.	0.	0.	243.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2					
	12,908.	13,303.	0.	0.	-395.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2					
	4,985.	4,643.	0.	0.	342.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	33,985.	36,815.	0.	0.	-2,830.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	5,077.	5,320.	0.	0.	-243.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAKMARK SELECT FD	80,580.	67,082.	0.	0.	13,498.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAKMARK SELECT FD	99,397.	84,325.	0.	0.	15,072.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DAKMARK SELECT FD	11,050.	9,375.	0.	0.	12/14/06	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DAKMARK SELECT FD	114,000.	117,554.	0.	0.	04/18/06	03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DAKMARK SELECT FD	140,000.	128,255.	0.	0.	04/18/06	07/15/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DAKMARK SELECT FD	58,972.	50,609.	0.	0.	04/18/06	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	6,725.	6,353.	0.	0.	372.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	332,621.	322,674.	0.	0.	9,947.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	32,452.	30,008.	0.	0.	2,444.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	165,249.	149,758.	0.	0.	15,491.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	6,660.	5,854.	0.	0.	806.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	299,985.	265,943.	0.	0.	34,042.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	6,620.	6,211.	0.	0.	409.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	6,435.	6,066.	0.	0.	369.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	126,244.	126,015.	0.	0.	229.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	46,978.	46,015.	0.	0.	963.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	788.	965.	0.	0.	-177.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	8,034.	9,503.	0.	0.	-1,469.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	9,346.	11,054.	0.	0.	-1,708.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	5,605.	6,630.	0.	0.	-1,025.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	17,197.	23,882.	0.	0.	-6,685.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	4,630.	4,512.	0.	0.	118.



(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO ALL ASSET INST CLASS				09/28/11	10/30/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
99,777.	92,215.	0.	0.	7,562.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO ALL ASSET INST CLASS				12/31/10	10/30/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
40,476.	38,923.	0.	0.	1,553.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO ALL ASSET INST CLASS				09/16/10	10/30/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
9,950.	9,743.	0.	0.	207.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO ALL ASSET INST CLASS				06/17/10	10/30/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
13,022.	12,283.	0.	0.	739.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	9,048.	8,470.	0.	0.	578.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	10,268.	9,583.	0.	0.	685.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	10,855.	10,155.	0.	0.	700.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	19,510.	19,312.	0.	0.	198.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	19,026.	19,121.	0.	0.	-95.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	96,100.	96,806.	0.	0.	-706.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	50,074.	50,282.	0.	0.	-208.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	18,795.	18,348.	0.	0.	447.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	428,959.	432,198.	0.	0.	-3,239.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	164,678.	161,015.	0.	0.	3,663.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	234,250.	235,015.	0.	0.	-765.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	139,565.	135,015.	0.	0.	4,550.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	35,985.	36,072.	0.	0.	-87.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	58,940.	57,421.	0.	0.	1,519.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	8,957.	8,125.	0.	0.	832.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	123,375.	104,773.	0.	0.	18,602.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SELECTED AMERICAN SHARES CL D	1,948.	1,658.	0.	0.	12/18/12	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SELECTED AMERICAN SHARES CL D	68,197.	58,052.	0.	0.	12/18/12	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SELECTED AMERICAN SHARES CL D	3,271.	2,982.	0.	0.	07/01/13	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SELECTED AMERICAN SHARES CL D	51,045.	49,055.	0.	0.	07/01/13	07/15/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SELECTED AMERICAN SHARES CL D	20,238.	18,451.	0.	0.	07/01/13	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	29,065.	26,706.	0.	0.	09/28/11	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	3,954.	3,694.	0.	0.	10/19/11	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	3,738.	3,462.	0.	0.	11/17/11	10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	3,864.	3,559.	0.	0.		01/19/12 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	3,696.	3,557.	0.	0.		02/17/12 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	3,743.	3,630.	0.	0.		03/19/12 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	382,700.	370,015.	0.	0.		05/01/12 10/30/13



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,078.	1,075.	0.	0.		12/19/12 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,721.	1,716.	0.	0.		12/19/12 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	87,512.	89,015.	0.	0.		03/25/13 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	68,914.	68,015.	0.	0.		07/15/13 10/30/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	7,340.	5,820.	0.	0.	1,520.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	27,985.	21,586.	0.	0.	6,399.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	4,019.	2,808.	0.	0.	1,211.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	7,219.	6,452.	0.	0.	767.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	16,544.	15,015.	0.	0.	1,529.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	30,024.	25,015.	0.	0.	5,009.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	1,859.	1,677.	0.	0.	182.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	597.	555.	0.	0.	42.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	1,370.	1,274.	0.	0.	96.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	5,259.	4,578.	0.	0.	681.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	84,138.	68,419.	0.	0.	15,719.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	230,847.	179,856.	0.	0.	50,991.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	6,879.	6,243.	0.	0.	636.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	43,847.	39,795.	0.	0.	4,052.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	12,404.	7,776.	0.	0.	4,628.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	59,553.	41,685.	0.	0.	17,868.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	7,217.	5,040.	0.	0.	2,177.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	2,015.	1,312.	0.	0.	703.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	8,011.	5,215.	0.	0.	2,796.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	3,389.	2,206.	0.	0.	1,183.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	213,166.	133,197.	0.	0.	79,969.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD PRIMECAP CORE FD	23,215.	19,109.	0.	0.	4,106.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WEYERHAEUSER CO	349,891.	172,559.	0.	0.	177,332.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BOOK TO TAX LTCGD ADJ	74,839.	74,839.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
JTCL THRU CHURCHILL ESOP					
	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STCG THRU SIT OPP BOND FUND					
	3,341.	3,341.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LTCG THRU SIT OPP BOND FUND					
	32,321.	32,321.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STCG THRU CPOF					
	160.	160.	0.	0.	0.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD
JTCG THRU CPOF	43,472.	43,472.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD
SEC. 1231 THRU CPOF	262.	262.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD
SEC. 1256 THRU CPOF	0.	0.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD
STCG THRU CPOF II	2,952.	2,952.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
LTG THRU CPOF II	57,016.	57,016.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
SEC. 1231 THRU CPOF II	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
SEC. 1256 THRU CPOF II	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
STCG THRU CPOF III	2,502.	2,502.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ITCG THRU CPOF III					
	28,197.	28,197.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEC. 1231 THRU CPOF III					
	2,788.	2,788.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEC. 1256 THRU CPOF III					
	13.	13.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STCG THRU CPOF IV					
	1,105.	1,105.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LTCG THRU CPOF IV	3,623.	3,623.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEC. 1231 THRU CPOF IV	103.	103.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	489,911.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,060,984.

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	
DIVIDENDS	528,694.	0.	528,694.	543,641.		
IRS OLD JEWETT	0.	0.	0.	7.		
IRS????	0.	0.	0.	11.		
LTCG DISTRIBUTIONS	489,911.	489,911.	0.	0.		
STCG DISTRIBUTIONS	77,140.	0.	77,140.	0.		
TO PART I, LINE 4	1,095,745.	489,911.	605,834.	543,659.		

## FORM 990-PF

## OTHER INCOME

## STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHURCHILL EQ & ESOP 41-1963960	0.	0.	
INTEREST	0.	33.	
CHURCHILL ESOP CAP PARTNERS	0.	0.	
INTEREST	0.	3.	
SIT OPPORTUNITY BOND FUND LLC			
41-1966452	0.	0.	
INTEREST	0.	415.	
DIVIDENDS	0.	60,971.	
CPOF 45-0463589	0.	0.	
ORDINARY INCOME	0.	13.	
INTEREST	0.	718.	
DIVIDENDS	0.	4,216.	
ROYALTIES	0.	2.	
OTHER PORTFOLIO INCOME	0.	151.	
CANCELLATION OF DEBT	0.	1.	
OTHER INCOME	0.	723.	
LESS: UBTI	0.	-94.	
SEC 1291 FUND	0.	2.	
SEC 1291 FUND	0.	5.	
SEC 1291 FUND	0.	2.	
SEC 1291 FUND	0.	6.	
CPOF II	0.	0.	
ORDINARY INCOME	0.	347.	
NET RENTAL REAL ESTATE INCOME	0.	32.	
OTHER NET RENTAL REAL ESTATE INCOME	0.	446.	
INTEREST	0.	4,669.	
DIVIDENDS	0.	9,000.	
ROYALTIES	0.	23.	
OTHER PORTFOLIO INCOME	0.	136.	
CANCELLATION OF DEBT	0.	174.	
OTHER INCOME	0.	19,084.	
LESS: UBTI	0.	-1,240.	
CPOF III 26-2251284	0.	0.	
ORDINARY INCOME	0.	-564.	
NET RENTAL REAL ESTATE INCOME	0.	72.	
OTHER NET RENTAL REAL ESTATE INCOME	0.	1,021.	
INTEREST	0.	4,803.	
DIVIDENDS	0.	7,198.	
ROYALTIES	0.	383.	
OTHER PORTFOLIO INCOME	0.	-129.	
CANCELLATION OF DEBT	0.	51.	
OTHER INCOME	0.	3,242.	
LESS: UBTI	0.	-504.	
CPOF IV 45-2978316	0.	0.	
ORDINARY INCOME	0.	-807.	
NET RENTAL REAL ESTATE INCOME	0.	1.	

INTEREST	0.	736.
DIVIDENDS	0.	6,379.
OTHER PORTFOLIO INCOME	0.	13.
OTHER INCOME	0.	352.
LESS: UBTI	0.	481.
SPELL CAPITAL MEZZANINE 37-1661465	0.	0.
ORDINARY INCOME	0.	-5,075.
INTEREST	0.	37,803.
LESS: UBTI	0.	5,075.
PARTNERSHIP INCOME	51,100.	0.
FEDERAL EXCISE TAX REFUND	675.	0.
FEDERAL UBTI TAX REFUND	906.	0.
FEDERAL EXCISE TAX REFUND	22,999.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	75,680.	160,369.

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 FEE	4,928.	0.		4,928.
TO FM 990-PF, PG 1, LN 16A	4,928.	0.		4,928.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX SERVICE	82,757.	39,879.		41,378.
AUDIT FEE	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	82,757.	39,879.		41,378.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	325.	0.		325.	
TO FORM 990-PF, PG 1, LN 16C	325.	0.		325.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	51,499.	0.		0.	
FEDERAL UBTI	1,406.	0.		0.	
REAL ESTATE	26.	0.		26.	
PAYROLL TAX	3,917.	0.		3,917.	
CPOF #45-0463589 FOREIGN TAX	0.	85.		0.	
CPOF II #20-2825162 FOREIGN TAX	0.	214.		0.	
CPOF III #26-2251284 FOREIGN TAX	0.	207.		0.	
CPOF IV #45-2978316 FOREIGN TAX	0.	17.		0.	
FOREIGN TAX	0.	12,645.		0.	
TO FORM 990-PF, PG 1, LN 18	56,848.	13,168.		3,943.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	795.	0.		795.	
INSURANCE	7,453.	0.		7,453.	
MEMBERSHIP FEES	725.	0.		725.	
OTHER	6,320.	0.		6,320.	
CHURCHILL ESOP 41-1807339	0.	0.		0.	
PORTFOLIO DEDUCTIONS	0.	242.		0.	
OTHER DEDUCTIONS	0.	204.		0.	
CHURCHILL EQ & ESOP 41-1963960	0.	0.		0.	

PORTFOLIO DEDUCTIONS	0.	522.	0.
CPOF 45-0463589	0.	0.	0.
SEC. 179	0.	1.	0.
SECTION 59(E)(2)	0.	105.	0.
PORTFOLIO DEDUCTIONS	0.	5,356.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	23.	0.
OTHER DEDUCTIONS	0.	42.	0.
CPOF II 20-2825162	0.	0.	0.
SEC. 179	0.	10.	0.
ROYALTY DEDUCTIONS	0.	8.	0.
SECTION 59(E)(2)	0.	540.	0.
PORTFOLIO DEDUCTIONS	0.	19,492.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	29.	0.
OTHER DEDUCTIONS	0.	410.	0.
CPOF III 26-2251284	0.	0.	0.
SEC. 179	0.	1.	0.
ROYALTY DEDUCTIONS	0.	323.	0.
SECTION 59(E)(2)	0.	400.	0.
PORTFOLIO DEDUCTIONS	0.	21,286.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	42.	0.
OTHER DEDUCTIONS	0.	264.	0.
CPOF IV 45-2978316 - SALY	0.	0.	0.
SECTION 59(E)(2)	0.	38.	0.
PORTFOLIO DEDUCTIONS	0.	12,729.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	4.	0.
OTHER DEDUCTIONS	0.	19.	0.
SIT OPPORTUNITY BOND FUND			
41-1966452	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	4,940.	0.
SPELL CAPITAL MEZZANINE			
PARTNERS 37-1661465	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	35,790.	0.
*100% ALLOCATED TO			
CHARITABLE PURPOSES	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	15,293.	102,820.	15,293.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	11,343.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 5	11,345.



---

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
-------------	-----------------	--------------

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CLEARING 1	-256,984.	-256,984.
FIDELITY CASH RESERVES	898,729.	898,729.
POTLATCH CORP NEW COM	0.	886,057.
WEYERHAEUSER CO	379,015.	1,783,263.
DAKMARK SELECT FD	800,337.	1,141,494.
SELECTED AMERICAN SHARES CL D	920,598.	1,136,661.
VANGUARD PREIMECAP CORE FD	716,014.	1,120,771.
CLEARWATER SMALL COMPANIES FUND	2,126,469.	2,786,680.
AMERICAN EUROPACIFIC GRWOTH FUND CLASS F2	766,223.	1,185,190.
DODGE & COX INTL STOCK FUND	450,249.	588,295.
MORGAN STANLEY INST INTL EQUITY	553,463.	589,574.
TEMPLETON INST FOREIGN SM COS	705,125.	1,161,372.
PARAMETRIC TAX MANAGED EMERGING MKTS INST	1,296,162.	1,422,203.
FOUCHSTONE EMERGING MARKETS FUND CL I	1,422,969.	1,362,415.
PIMCO ALL ASSET INST CLASS	620,340.	653,768.
THIRD AVENUE FOCUSED CREDIT INSTL	696,025.	704,235.
WILLIAM BLAIR MACRO ALLOCATION FD	699,540.	694,921.
III GLOBAL PROPERTY FUND	549,489.	627,664.
THIRD AVENUE REAL ESTATE	335,762.	662,781.
ROUNDING	-2.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,679,523.	19,149,089.

---

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
-------------	-----------------	--------------

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD	981,660.	946,212.
LOOMIS SAYLES BOND INSTL	819,054.	949,848.
PIMCO EMERGING MARKETS BOND FD	952,623.	942,023.
SIT OPPORTUNITY BOND FUND LLC	1,199,045.	1,358,749.
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	890,729.	965,617.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,843,111.	5,162,449.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHURCHILL EQUITY & ESOP CAP B	COST	155,737.	97,427.
CHURCHILL ESOP CAPITAL PARTNERS	COST	38,034.	0.
CLEARWATER PRIVATE OPPORTUNITY FUND	COST	160,689.	206,565.
CLEARWATER PRIVATE OPPORTUNITY FUND	COST		
II		663,954.	930,840.
CLEARWATER PRIVATE OPPORTUNITY FUND	COST		
III		496,953.	606,354.
CLEARWATER PRIVATE OPPORTUNITY FUND	COST		
IV		156,000.	161,914.
SPELL CAPITAL MEZZANINE PARTNERS	COST		
SBIC LP		288,000.	248,290.
MORGAN STANLEY PREMIUM PARTNERS	COST		
FUND CAYMAN SPV		94,006.	116,916.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,053,373.	2,368,306.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	13
-------------	---	-----------	----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY J. GREER 30 E 7TH STREET, STE 2100 ST. PAUL, MN 55101	TRUSTEE 1.00	0.	0.	1,045.
SARA G. DENT 30 E 7TH STREET, STE 2100 ST. PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
MARGARET WG CARR 30 E 7TH STREET, STE 2100 ST. PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
LUCIE C. GREER 30 E 7TH STREET, STE 2100 ST. PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
GEORGE F. JEWETT, JR (DECEASED 2008)	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	1,045.

# George Frederick Jewett Foundation East

The Russ Building, Suite 612

235 Montgomery Street

San Francisco, CA 94104

## Schedule of Contributions Paid in 2013

EIN 27-2954428

Grantee Organization	Address	Public Charity Purpose	Date	Amount
American Film Institute Silver Theatre and Cultural Center	8633 Colesville Road Silver Spring, MD 20910	Yes Education & Supporting Silent Cinema presentations with live music	12/20/2013	\$8,000.00
American University in Cairo	420 Fifth Avenue, Third Floor New York, NY 10018-2729	Yes Public School Scholarship Fund	6/28/2013	\$20,000.00
American University in Beirut, Inc.	3 Dag Hammarskjold Plaza, 8th Floor New York, NY 10017-2303	Yes General Operating Support	4/3/2013	\$15,000.00
Cape Cod Health Care Foundation	P.O. Box 370 Hyannis, MA 02601	Yes Renovation and expansion of the Emergency Dept. at Falmouth Hospital	12/20/2013	\$20,000.00
Chorus America	1156 15th Street NW, Suite 310 Washington, DC 20005	Yes Non-Profit Self Evaluation Tool	4/3/2013	\$5,000.00
Connecticut College	Becker House 270 Mohegan Avenue New London, CT 06320	Yes Academic Resource Center, stipends for four doctoral students	12/5/2013	\$20,000.00
Fund for Animals	200 West 57th Street New York, NY 10019	Yes Cape Wildlife Center	4/3/2013	\$20,000.00
Girls Incorporated of Greater Santa Barbara	PO Box 236 Santa Barbara, CA 93102	Yes Scholarships program and summer enrichment programs	4/3/2013	\$20,000.00
Grace Episcopal Day School	9411 Connecticut Avenue Kensington, MD 20895	Yes \$10,000 for Grace Scholars program \$27,000 unrestricted	12/20/2013	\$37,000.00

# George Frederick Jewett Foundation East

The Russ Building, Suite 612

235 Montgomery Street

San Francisco, CA 94104

## Schedule of Contributions Paid in 2013

EIN 27-2954428

Grantee Organization	Address	Public Charity Purpose	Date	Amount
Handel and Haydn Society	9 Harcourt Street Boston, MA 02116	Yes Education outreach programming initiative for children and adults, apprenticeship	4/3/2013	\$20,000.00
Holton Arms School	7303 River Road Bethesda, MD 20817	Yes Global Education Program	6/28/2013	\$10,000.00
KIPP Foundation	135 Main Street, Suite 1700 San Francisco, CA 94105	Yes KIPP's Through College program for children and adults, apprenticeship	12/20/2013	\$15,000.00
Marine Biological Laboratory	7 MBL Street Woods Hole, MA 02543	Yes \$10,000 for 1 digital imagery workstation \$40,000 to support installation of handicap accessible elevator in Swope building	12/5/2013	\$50,000.00
Massachusetts General Hospital	100 Cambridge Street, Suite 1300 Boston, MA 02114	Yes Older Adult Outpatient Psychiatry Program	6/28/2013	\$60,000.00
McLean Hospital	115 Mill Street, Mail Stop 126 Belmont, MA 02478-1064	Yes Support for Project ADAP	6/28/2013	\$25,000.00
Milton Academy	170 Centre Street Milton, MA 02186	Yes Upgrades & improvements to Straus Library	12/20/2013	\$25,000.00
Protestant Episcopal Cathedral Foundation of the District of Columbia	Wisconsin and Massachusetts Avenues NW Washington, DC 20016	Yes Capital support toward renovation costs of the School's Procter Hall	6/28/2013	\$50,000.00
Protestant Episcopal Cathedral Foundation of the District of Columbia	Wisconsin and Massachusetts Avenues NW Washington, DC 20016	Yes STRIVE campaign, renovation of athletic fields	12/20/2013	\$25,000.00
Perkins School for the Blind	175 North Beacon Street Watertown, MA 02172	Yes eLearning Project	4/3/2013	\$25,000.00

# George Frederick Jewett Foundation East

The Russ Building, Suite 612  
235 Montgomey Street  
San Francisco, CA 94104

Schedule of Contributions Paid in 2013  
EIN 27-2954428

Grantee Organization	Address	Public Charity Purpose	Date	Amount
Planned Parenthood of Metro Washington, D.C.	1108 - 16th Street, NW Washington, DC 20036	Yes Unrestricted, preference for direct family planning services	10/29/2013	\$50,000.00
Planned Parenthood of Santa Barbara, Ventura and San Luis Obispo Counties, Inc.	518 Garden Street Santa Barbara, CA 93101	Yes Implementation of educators of the CSES program and Positively Speaking program	12/5/2013	\$25,000.00
Protestant Episcopal Church of the Messiah	13 Church Street Woods Hole, MA 02543	Yes \$12,500 restoration of Bell Tower \$5,000 improve drainage at the Stone Church	10/29/2013	\$17,500.00
Santa Barbara Museum of Natural History	2559 Puesta del Sol Santa Barbara, CA 93105	Yes Maintenance of the Sea Center	10/29/2013	\$50,000.00
Santa Barbara Museum of Natural History	2559 Puesta del Sol Santa Barbara, CA 93105	Yes Cost of operating "The Museum Backyard" and "Nature Club House" programs	10/29/2013	\$25,000.00
Washington National Cathedral	Massachusetts and Wisconsin Avenues NW Washington, DC 20016-5098	Yes Funding needs related to earthquake damage	12/20/2013	\$10,000.00
Wellesley College	106 Central Street Wellesley, MA 02481	Yes Cover cost of engineer and architect to evaluate current state of Jewett Arts Center	12/20/2013	\$50,000.00
Wesleyan University	Wesleyan Station Middletown, CT 06459	Yes General operating support	10/29/2013	\$60,000.00
Wesleyan University	Wesleyan Station Middletown, CT 06459	Yes Support University's general financial aid endowment at discretion of the Board	10/29/2013	\$40,000.00
Williams College	PO Box 231 Williamstown, MA 01267	Yes Capital Campaign	12/20/2013	\$50,000.00

# George Frederick Jewett Foundation East

The Russ Building, Suite 612

235 Montgomery Street

San Francisco, CA 94104

## Schedule of Contributions Paid in 2013

EIN 27-2954428

Grantee Organization	Address	Public Charity Purpose	Date	Amount
Woods Hole Oceanographic Institute	Fenno House, MS #40 Woods Hole, MA 02543	Yes George E. Thibault Early Career Scientist Fund	6/28/2013	\$25,000.00
Woods Hole Oceanographic Institute	Fenno House, MS #40 Woods Hole, MA 02543	Yes Center for Marine Robotics	6/28/2013	\$50,000.00
World Bicycle Relief	1333 North Kingsbury, 4th Floor Chicago, IL 60642	Yes \$15,000 Bicycles for Educational Empowerment \$10,000 matching grant pool	12/5/2013	\$25,000.00
Yale University	Office of Development PO Box 2038 New Haven, CT 06521	Yes Conferences & research fellowships as part of Yale's Studies in Grand Strategy	4/3/2013	\$25,000.00
Yale University	Office of Development PO Box 2038 New Haven, CT 06521	Yes Renovation of Hendrie Hall	12/6/2013	\$40,000.00
<b>Grand Totals (24 Items)</b>				<b>\$1,012,500.00</b>

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

**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).

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions
File by the due date for filing your return. See instructions.	<b>GEORGE FREDERICK JEWETT FOUNDATION EAST</b>	Employer identification number (EIN) or <b>27-2954428</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	<b>C/O FCI, 30 EAST 7TH ST, SUITE 2000</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>ST PAUL, MN 55101-4930</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) **06**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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.**

**FIDUCIARY COUNSELLING, INC.**

• The books are in the care of **30 EAST 7TH ST, SUITE 2000 - ST PAUL, MN 55101-4930**

Telephone No. **651 228-0935**

Fax No. **651 228-0776**

• 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 **SEE STATEMENT 2**

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	\$	0.
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	\$	906.
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 **[Signature]** Title **TAX PREPARER**

Date **8-14-14**  
Form 8868 (Rev. 1/2014)

FORM 8688	EXPLANATION FOR EXTENSION	STATEMENT	1
-----------	---------------------------	-----------	---

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE

FORM 8688	EXPLANATION FOR EXTENSION	STATEMENT	2
-----------	---------------------------	-----------	---

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE