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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

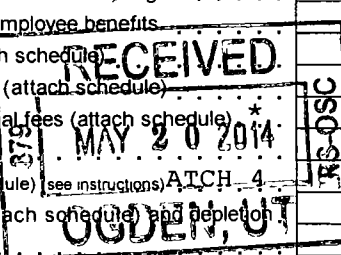
Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation OAK LODGE FOUNDATION		A Employer identification number 31-1604793
C/O WILLIAM O. HUNT JR.		B Telephone number (see instructions) (970) 920-9491
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 7951		C If exemption application is pending, check here <input type="checkbox"/>
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code ASPEN, CO 81612		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G Check all that apply		
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,495,643.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
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	76,337.	76,337.	76,337.	ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	35,530.			
b Gross sales price for all assets on line 6a 629,691.		35,530.		
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 2	460.	460.	460.	
12 Total. Add lines 1 through 11	112,327.	112,327.	76,797.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	17,374.	17,374.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 4	656.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	121.	121.		
24 Total operating and administrative expenses. Add lines 13 through 23	18,151.	17,495.		
25 Contributions, gifts, grants paid	130,000.			130,000.
26 Total expenses and disbursements Add lines 24 and 25	148,151.	17,495.		130,000.
27 Subtract line 26 from line 12	-35,824.			
a Excess of revenue over expenses and disbursements		94,832.		
b Net investment income (if negative, enter -0-)			76,797.	
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	71,426.	65,179.	65,179.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) . .	65,014.	676.	720.
	b Investments - corporate stock (attach schedule)	1,102,295.	1,365,233.	1,683,944.
	c Investments - corporate bonds (attach schedule)	922,427.	687,745.	745,800.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,161,162.	2,118,833.	2,495,643.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,161,162.	2,118,833.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .			
30 Total net assets or fund balances (see instructions)	2,161,162.	2,118,833.		
31 Total liabilities and net assets/fund balances (see instructions)	2,161,162.	2,118,833.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,161,162.
2 Enter amount from Part I, line 27a	2	-35,824.
3 Other increases not included in line 2 (itemize) ▶ ATCH 6	3	833.
4 Add lines 1, 2, and 3	4	2,126,171.
5 Decreases not included in line 2 (itemize) ▶ ATCH 7	5	7,338.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,118,833.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE

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			

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			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	35,530.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	0

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	144,441.	2,498,826.	0.057804
2011	100,500.	2,462,182.	0.040817
2010	141,029.	2,510,062.	0.056185
2009	116,300.	2,372,948.	0.049011
2008	132,124.	2,535,541.	0.052109

2 Total of line 1, column (d)	2	0.255926
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051185
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,388,022.
5 Multiply line 4 by line 3	5	122,231.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	948.
7 Add lines 5 and 6	7	123,179.
8 Enter qualifying distributions from Part XII, line 4	8	130,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	948.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	948.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	948.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	784.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	784.	
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	164.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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.		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WILLIAM O. HUNT JR. Telephone no ▶ 970-920-9491 Located at ▶ P.O. BOX 7951, ASPEN, CO ZIP+4 ▶ 81612			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

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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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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 DIRECT GRANTS TO OTHER CHARITABLE ORGANIZATIONS	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,247,106.
b	Average of monthly cash balances	1b	177,282.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,424,388.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,424,388.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,366.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,388,022.
6	Minimum investment return. Enter 5% of line 5	6	119,401.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	119,401.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	948.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	948.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	118,453.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	118,453.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	118,453.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	130,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	130,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	948.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	129,052.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				118,453.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010 14,958.				
d From 2011				
e From 2012 20,736.				
f Total of lines 3a through e	35,694.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>130,000.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				118,453.
e Remaining amount distributed out of corpus	11,547.			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,241.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	47,241.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 14,958.				
c Excess from 2011				
d Excess from 2012 20,736.				
e Excess from 2013 11,547.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

- 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

- c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT	NONE		VARIOUS	130,000.
Total ▶ 3a				130,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	76,337.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property . .					
7	Other investment income			41	460.	
8	Gain or (loss) from sales of assets other than inventory			18	35,530.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				112,327.	
13	Total. Add line 12, columns (b), (d), and (e)					112,327.

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

[illegible]

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

- | 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 |
|---|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

PHILLIP C RAVID

Prepared by signature

ASON BASSO FARBER LLP

Date	
------	--

MAY 09 2014

Check ☐ if self-employed

PTIN

P00582792

Firm's name ▶ JESSER RAVID JASON BASSO FARBER LLP

Firm's EIN ▶ 46-2353353

Firm's address ► 150 N. WACKER DRIVE, SUITE 3100
CHICAGO, IL

60606-1659

Phone no 312-782-4710

Form **990-PF** (2013)

Schedule Attachment to Form 990-PF
Part II lines 10 a, b, c

Description	12/31/2013	12/31/2012	12/31/2013	
	End of Year	Beginning of Year	End of Year	
	# of Shares	Book Value	Book Value	Fair Market Value
Investments - U.S. and state government obligations				
Federal Farm Credit Bank 10/18/13 4 710%	-	64,081 61	-	-
FNMA Pass Thru Pool 03/01/23, 7%	150,000	932 81	675 47	719 67
Total line 10a		<u>65,014 42</u>	<u>675 47</u>	<u>719 67</u>

Schedule Attachment to Form 990-PF

Part II lines 10 a, b, c

Description	12/31/2013	12/31/2012	12/31/2013	
	End of Year	Beginning of Year	End of Year	
	# of Shares	Book Value	Book Value	Fair Market Value
Investments - Corporate Stock				
3M CO DE	300 00	30,277 90	21,900 00	42,075 00
Abbott Labs	75 00	3,714 30	2,669 19	3,833 00
Abbvie Inc Com	75 00	-	1,932 36	3,960 75
Aberdeen Equity Long	2,807 01	25,546 77	31,120 95	34,049 01
Arbitrage Fund No Load	5,235 41	51,376 00	66,674 01	65,966 11
Bristol Myers Squibb Co	500 00	11,378 75	11,378 75	26,575 00
Calamos High Yield Fund	5,797 08	53,138 30	57,130 35	56,405 56
Calamos Market Neutral	6,777 37	-	81,677 85	87,834 65
Chevron Corp	100 00	27,116 46	8,234 46	12,491 00
Cognizant Tech Solutions	1,200 00	27,201 84	27,201 84	121,176 00
Colgate Palmolive Co	600 00	20,434 31	20,434 31	39,126 00
CSX Corp	-	997 36	-	-
Deutsche Bank AG	-	49,999 60	-	-
Diamond Hill Long-Short	3,780 02	27,527 97	72,527 97	84,143 33
Eaton Vance Sr Income Trust	10,250 00	51,685 26	74,192 95	70,827 50
Energen Corp DE	800 00	21,440 00	21,440 00	56,600 00
Fiserv Inc	500 00	10,682 50	10,682 50	29,525 00
Gateway Fund Class A	3,168 90	50,920 42	86,912 63	91,898 12
Good Harbor US Tacticle Core Fund CL A	4,403 29	-	50,674 19	52,487 24
Guggenheim Bulletshares 2017 C	2,700 00	-	61,398 00	61,182 00
Guggenheim Timber ETF	600 00	7,304 99	9,455 99	15,540 00
Harris Preferred Cap Corp 7 375%	-	25,000 00	-	-
Hartford Floating Rate	5,852 16	50,034 56	52,106 78	52,845 04
Ishares Barclays 1-3 Yrr CD Bond Fund	700 00	73,256 30	73,256 30	73,822 00
Ishares Barclays Tips Bond Fund	300 00	21,687 54	32,808 04	32,970 00
Ishares Comex Gold Trust	1,600 00	13,920 65	13,856 31	18,688 00
Ishares FTSE/XINHUA China 25 Index fund	200 00	5,206 00	5,206 00	7,674 00
Ishares Iboxx High Yield Corp	400 00	35,875 50	35,875 50	37,152 00
Ishares MSCI Taiwan Invests	600 00	4,320 00	4,320 00	8,652 00
Ishares S&P GSCI Commodity Ind	500 00	17,503 00	16,347 01	16,095 00
Ishares TR MSCI Emerging Mkts Index Fund	320 00	12,320 52	-	-
Ishares Trust Russell 2000 Value Index Fund	200 00	13,353 69	13,353 69	19,900 00
Keppel Corp	300 00	6,666 25	4,386 29	5,334 00
Lord Abbett Short Duration Inc Fund CI A	16,630 67	34,574 82	77,085 99	75,669 56
Matthews Asia Dividend	3,720 82	50,806 87	52,999 24	58,044 71
McDonalds Corp	-	7,197 36	-	-
New York Comnty Bancorp	-	1,101 95	-	-
Noble Energy Inc	200 00	7,166 36	7,166 36	13,622 00
Northeast Utilities	20 00	515 90	515 90	847 80
Oracle Corp	100 00	1,705 00	1,705 00	3,826 00
PepsiCo Inc	-	11,844 40	-	-
Pfizer Inc	300 00	4,952 62	4,952 62	9,189 00
Pimco Commodity Real Ret Strategy CL A	7,903	-	51,036 59	42,752 86
Pimco Income Fund	8,813 29	27,440 68	105,734 98	108,050 87
QLIK Technologies Inc Com	2,300	-	59,887 36	61,249 00
Qualcomm Inc	300 00	11,787 00	11,787 00	22,275 00
SPDR S&P Bric 40 ETF	2,500 00	55,400 75	-	-
Stericycle Inc	200 00	5,823 44	5,823 44	23,234 00
Texas Instruments	200 00	6,080 84	4,838 72	8,782 00
Travelers Cos Inc	140 00	7,028 25	7,028 25	12,675 00

Schedule Attachment to Form 990-PF

Part II lines 10 a, b, c

Description	12/31/2013	12/31/2012	12/31/2013	
	End of Year	Beginning of Year	End of Year	
	# of Shares	Book Value	Book Value	Fair Market Value
Walt Disney Co	195 00	5,517 30	5,517 30	14,898 00
Wells Fargo Asset Allocation Fund Class A	-	22,088 68	-	-
Wells Fargo Capital VII 5/1/33, 5 85%	-	62,500 00	-	-
Total line 10b		<u>1,073,418 96</u>	<u>1,365,232 97</u>	<u>1,683,943 71</u>

Schedule Attachment to Form 990-PF

Part II lines 10 a, b, c

Description	12/31/2013	12/31/2012	12/31/2013	
	End of Year	Beginning of Year	End of Year	
	# of Shares	Book Value	Book Value	Fair Market Value
Investments - Corporate Bonds				
Air Products & Chemicals	100,000	104,807 00	-	-
Arcelormittal B/E Foreign Security	25,000	25,720 25	25,720 25	25,875 00
Avon Products Inc 7/15/18, 4 2%	100,000	96,987 00	96,987 00	100,878 00
Du Pont Nemours Co 3/6/13, 4 125%	25,000	26,225 75	-	-
Edison Intl Nts B/E	25,000	25,486 50	25,299 65	26,200 00
Ingersoll Rand Co 11/18/27 , 6 13%	55,000	55,000 00	55,000 00	61,597 25
JP Morgan Chase ML-CD Efficiente 5 10/31/2017	100,000	100,151 59	101,090 43	99,380 00
Kinder Morgan Energy 5 125%, 11/15/14	50,000	44,517 50	44,517 50	51,937 50
Goldman Sachs Group Inc	50,000	51,052 00	50,406 72	52,064 50
Microsoft Corp 6/1/19, 4 2%	100,000	101,882 00	101,129 95	110,223 00
Pepsico Inc 3/1/14, 3 75%	100,000	104,432 00	-	-
Petrobras Intl Fin Nts Foreign Security	25,000	25,766 50	25,766 50	25,736 50
Pimco All Assets	2,575	25,398 80	26,826 81	25,489 28
Quebec Province CDA 2/27/26, 7 14%	75,000	75,000 00	75,000 00	95,891 25
Union Carbide corp 06/01/25, 6 79%	60,000	60,000 00	60,000 00	65,272 80
Accrued Interest	-	-	-	5,255 15
Total line 10c		922,426 89	687,744 81	745,800 23

Oaklodge Foundation Grants Paid**31-1604793****12/31/2013**

<u>DATE</u>	<u>RECIPIENT</u>	<u>CITY</u>	<u>STATE</u>	<u>AMOUNT</u>
04/05/13	Aspen Center for Environmen	Aspen	CO	5,000.00
06/26/13	Ecoflight	Aspen	CO	2,500.00
06/26/13	Rios to Rivers	Aspen	CO	5,000 00
07/08/13	Anderson Ranch Arts Center	Snowmass Village	CO	3,000.00
08/26/13	Great Lakes Boat Building	Cedarville	MI	20,000.00
09/13/13	Aspen Community Foundation	Aspen	CO	2,000 00
12/18/13	Doctors Without Borders	New York	NY	10,000.00
12/18/13	Lift-UP	Glenwood Springs	CO	4,000.00
12/18/13	The Prairie Enthusiasts	Stockton	IL	5,000.00
12/18/13	Oxfam America	Boston	MA	10,000.00
12/18/13	Nature Conservancy of Illin	Chicago	IL	5,000.00
12/18/13	Jo Davies Conservation	Elizabeth	IL	5,000.00
12/18/13	Mountain Rescue Aspen	Aspen	CO	5,000 00
12/18/13	Ninos y Crias	Merida, Yucatan	Mexico	5,000.00
12/18/13	Wildlife Conservation Socie	New York	NY	5,000 00
12/18/13	International Crane Foundat	Baraboo	WI	4,000 00
12/18/13	Northwest Illinois Prairie Enthusiasts	Stockton	IL	2,000.00
12/18/13	Nature Conservancy of Color	Boulder	CO	5,000.00
12/18/13	Zanmi Sasye-Partner with	Greenwood	IL	5,000 00
12/18/13	Christ Episcopal Church	Aspen	CO	5,000 00
12/18/13	Wilderness Workshop	Carbondale	CO	4,000 00
12/18/13	Thompson Divide Coalition	Carbondale	CO	3,500.00
12/18/13	Environmental Defense Fund	Washington	DC	10,000.00

Total grants paid for Oak Lodge Foundation in 2013**\$ 130,000.00**

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,100.		ST GAINS - SEE ATTACHED 5,135.					VAR -35.	VAR
624,591.		LT GAINS - SEE ATTACHED 587,521.					VAR 37,070.	VAR
		ISHARES S&P 15.					VAR -15.	VAR
		ISHARES S&P 1,490.					VAR -1,490.	VAR
TOTAL GAIN (LOSS)							<u>35,530.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
UBS DIVIDENDS	37,377.	37,377.	37,377.
UBS INTEREST	38,950.	38,950.	38,950.
ISHARES S&P	10.	10.	10.
TOTAL	<u>76,337.</u>	<u>76,337.</u>	<u>76,337.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ISHARES S&P	460.	460.	460.
TOTALS	460.	460.	460.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BROKERAGE FEES	17,374.	17,374.
TOTALS	<u>17,374.</u>	<u>17,374.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX	656.
TOTALS	<u>656.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT EXPENSES ISHARES	121.	121.
TOTALS	121.	121.

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR YEAR DIVIDEND ADJUSTMENT

833.

TOTAL

833.

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BASIS ADJUSTMENT

7,338.

TOTAL

7,338.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

WILLIAM O. HUNT JR.
330 LAKE AVENUE
ASPEN, CO 81611

PRESIDENT

WILLIAM O. HUNT JR.
330 LAKE AVENUE
ASPEN, CO 81611

TREASURER

IAN C. HUNT
9823 WANDA PARK DRIVE
BEVERLY HILLS, CA 90210

DIRECTOR

HILARY H. MCCUTCHEON
1409 N. DEARBORN PKWY
CHICAGO, IL 60610

DIRECTOR

CHRISTOPHER HUNT
2409 6TH STREET
SANTA MONICA, CA 90405

SECRETARY

WILLIAM O. HUNT JR.
330 LAKE AVENUE
ASPEN, CO 81611

DIRECTOR

SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust **OAK LODGE FOUNDATION**

Employer identification number

C/O WILLIAM O. HUNT JR.

31-1604793

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 -50.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 35,580.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions **before** completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		-50.
18 Net long-term gain or (loss):			
a Total for year	18a		35,580.
b Unrecaptured section 1250 gain (see line 18 of the wrkst)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a.	19		35,530.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
 a The loss on line 19, column (3) or **b** \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

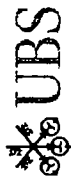
Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-.	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%.	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41 Multiply line 40 by 20%	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Schedule D (Form 1041) 2013



Portfolio Management Program

Account name:
Account number:

OAK LODGE FOUNDATION
CP 09273 EP

Your Financial Advisor:
PETER ERRETT VAN NICE, JR
312-525-4500/800-621-0684

Realized gains and losses

Estimated 2013 gains and losses for transactions with trade dates through 12/31/13 have been incorporated into this statement. Please note that gain or loss recognized on the sale or redemption of certain Structured Products like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order.

See Important information about your statement on the last page of this statement for more information. We may not adjust gains and losses for all capital changes. Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium. Estimates in the Unclassified section can not be classified as short term or long term because information is missing or the product is one in which the gain/loss calculation is not provided.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
SPDR S&P 500 ETF	FIFO	100,000	Aug 28, 12	Jul 24, 13	2,164.81	2,216.03		-51.22	
	FIFO	100,000	Aug 28, 12	Jul 30, 13	2,157.22	2,216.03		-58.81	
WELLS FARGO ASSET ALLOCATION FUND CLASS A	FIFO	55,166	Dec 28, 12	Dec 06, 13	777.84	702.81			75.03
Total					\$5,099.87	\$5,134.87		-\$110.03	\$75.03

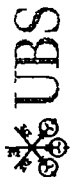
Net short-term capital gains and losses

-\$35.00

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
AIR PRODUCTS & CHEMICALS 04 150% 020113 DT0020608 CALL@MW+25BP NTS BE	FIFO	100,000,000	Mar 22, 10	Feb 01, 13	100,000.00	104,907.00		-4,907.00	
CHEVRON CORP	FIFO	25,000	Sep 02, 08	Mar 18, 13	2,991.68	2,098.00			993.68
	FIFO	100,000	Sep 02, 08	Dec 06, 13	12,196.99	8,392.00			3,804.99
	FIFO	100,000	Sep 02, 08	Dec 10, 13	12,295.80	8,392.00			3,903.80
	FIFO	75,000	Sep 02, 08	Dec 30, 13	9,317.09	6,294.00			3,023.09
	FIFO	25,000	Dec 15, 09	Dec 30, 13	3,105.69	1,940.46			1,165.23
DEUTSCHE BANK AG BUFFERED ROS SPX 7/31/2013	FIFO	5,102,000	Jan 26, 12	Jul 31, 13	59,479.11	49,999.60			9,479.51
DUPONT DE NEMOURS CO MTN 04 125% 030613 DT0030603 FC090603 MW+12 5BP	FIFO	25,000,000	Dec 15, 09	Mar 06, 13	25,000.00	26,225.75		-1,225.75	
FFCB BOND 04 710 % DUE 101813 DTD 101805 FC 04182006 Original cost basis \$64,081.61	Adjustment	65,000,000	Apr 23, 07	Oct 18, 13	65,000.00	64,081.61			918.39

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Portfolio Management Program

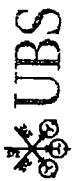
Account name:
Account numberOAK LODGE FOUNDATION
CP 09273 EPYour Financial Advisor:
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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
HARRIS PFD CAP CORP SER A 7 3/8% NON CUM EXC PFD STK	FIFO	1 000 000	Jul 25 05	Apr 30, 13	25 000 00	24,793 34			206 66
ISHARES CHINA LARGE-CAP ETF	FIFO	200 000	Dec 03, 08	Dec 27, 13	7,608 65	5,206 00			2,402 65
ISHARES MSCI EMERGING MARKETS ETF	FIFO	300 000	Dec 28, 06	May 29, 13	12,659 78	11,494 92			1,164 86
	FIFO	20 000	Dec 15, 09	May 29, 13	843 99	825 60			18 39
KEPPEL CORP LTD SPON ADR	VSP	20 000	Dec 10, 10	Mar 18, 13	375 39	300 91			74 48
	VSP	220 000	Jan 12, 11	Jan 08, 13	3,957 71	3,620 00			337 71
MCDONALDS CORP	FIFO	25 000	Dec 15, 09	Jan 23, 13	2,327 45	1,550 88			776 57
	FIFO	25 000	Mar 16, 11	Jan 23, 13	2,327 45	1,849 98			477 47
	FIFO	50 000	Apr 07, 11	Jan 23, 13	4,654 89	3,796 50			858 39
NEW YORK CMNTY BANCORP	FIFO	50 000	Jul 24, 09	Jan 14, 13	674 49	557 08			117 41
	FIFO	50 000	Aug 25, 09	Jan 14, 13	674 49	544 87			129 62
PEPSICO INC	FIFO	300 000	Jul 25, 05	Jan 24, 13	14 430 39	10 930 00			3,500 39
	FIFO	15 000	Dec 15, 09	Jan 24, 13	1,082 28	914 40			167 88
PEPSICO INC BRE 03 750% 030114 DT0030209 CALL@MMW T+30BP	FIFO	100,000 000	Oct 28, 09	Aug 26, 13	101,732 00	104,432 00		-2,700 00	
SPDR S&P BRIC 40 ETF	FIFO	2,300 000	Aug 28, 12	Nov 14, 13	53,670 24	50,968 69			2,701 55
TEXAS INSTRUMENTS	VSP	50 000	Sep 15, 09	Mar 18, 13	1,744 46	1,242 12			502 34
WELLS FARGO ASSET ALLOCATION FUND CLASS A	FIFO	229 358	May 29, 09	Jan 14, 13	3,000 00	2,293 58			706 42
	FIFO	381 388	May 29, 09	Jan 28, 13	5,000 00	3,813 88			1,186 12
	FIFO	456 274	May 29, 09	Feb 13, 13	6,000 00	4,562 74			1,437 26
	FIFO	932 980	May 29, 09	Dec 06, 13	13,155 02	9,329 80			3,825 22
	FIFO	47 513	Dec 29, 09	Dec 06, 13	669 93	542 60			127 33
	FIFO	0 465	Mar 11, 10	Dec 06, 13	6 56	5 32			1 24
	FIFO	29 825	Dec 31, 10	Dec 06, 13	420 53	357 60			62 93
	FIFO	40 332	Dec 30, 11	Dec 06, 13	568 68	480 35			88 33

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Portfolio Management Program

Account name:
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OAK LODGE FOUNDATION
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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
WELLS FARGO CAP VII S 850%									
DUE 05/01/33 CALLABLE	FIFO	2,500 000	Jul 25, 05	Feb 04, 13	62,500 00	62,500 00			
3M CO	VSP	10 000	Dec 15, 09	Jan 30, 13	1,012 02	827 80			184 22
	VSP	90 000	Apr 06 10	Jan 30, 13	9,108 15	7 550 10			1,558 05
Total					\$624,590.91	\$587,521.48		-\$8,732 75	\$45,802.18
Net long-term capital gains or losses									\$37,069 43
Net capital gains/losses									\$37,034.43

$$\begin{aligned}
 \textcircled{A} &= \$ 5,134.87 \\
 \textcircled{B} &= \frac{587,521.48}{\$ 592,656.35}
 \end{aligned}$$