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Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation
AUGUST CLOUSE TR U/W CHARITABLE 03-1169

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P. O. BOX 1118, ML CN-OH-W10X

City or town, state or province, country, and ZIP or foreign postal code
CINCINNATI, OH 45201-1118

A Employer identification number
31-6021973

B Telephone number (see instructions)
- -

C If exemption application is pending, check here

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

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

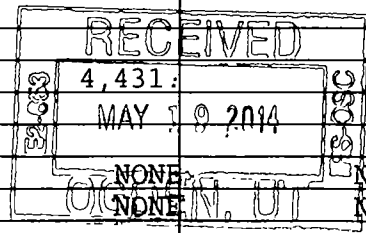
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **10,855,500.**

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) (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 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	333,013.	333,013.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	424,533.			
	b Gross sales price for all assets on line 6a	1,645,950.			
	7 Capital gain net income (from Part IV, line 2)		424,533.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	757,546.	757,546.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	150,270.	135,243.		15,027.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	1,500.	1,500.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	28,217.	4,431.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	200.			200.
	24 Total operating and administrative expenses. Add lines 13 through 23	180,187.	141,174.	NONE	15,227.
	25 Contributions, gifts, grants paid	474,540.			474,540.
26 Total expenses and disbursements Add lines 24 and 25	654,727.	141,174.	NONE	489,767.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	102,819.				
b Net investment income (if negative, enter -0-)		616,372.			
c Adjusted net income (if negative, enter -0-)					



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SCANNED MAY 22 2014

BAE

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	95,176.	146,681.	146,681.	
	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	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 4	818,890.	787,215.	5,786,578.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 8	4,715,041.	4,799,467.	4,944,202.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe STMT 9)	-170.	38.	-21,961.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,628,937.	5,733,401.	10,855,500.		
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	5,628,937.	5,733,401.		
	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)	5,628,937.	5,733,401.			
31	Total liabilities and net assets/fund balances (see instructions)	5,628,937.	5,733,401.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,628,937.
2	Enter amount from Part I, line 27a	2	102,819.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	2,791.
4	Add lines 1, 2, and 3	4	5,734,547.
5	Decreases not included in line 2 (itemize) MUTUAL FUND RECEIPTS NOT ON YEAR-END STATEMENT	5	1,146.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,733,401.

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 PUBLICLY TRADED SECURITIES				
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 1,645,950.		1,221,417.	424,533.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a			424,533.	
b				
c				
d				
e				
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 }		2 424,533.
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) (see instructions). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3

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			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			
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			
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			
5 Multiply line 4 by line 3			
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			
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			

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 7,437.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?' and 'Did the foundation have unrelated business gross income?'. Includes a 'Yes/No' column.

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 US BANK NA Telephone no (513) 632-4292
Located at 425 WALNUT ST, CINCINNATI, OH ZIP+4 45201-1118
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
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)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No X
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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

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)? Yes No

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? Yes No

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? Yes No

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
US BANK, NA PO BOX 1118, CINCINNATI, OH 45201-1118	TRUSTEE 2	150,270.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000				NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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		

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	10,458,306.
b	Average of monthly cash balances	1b	122,653.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,580,959.
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	NONE
3	Subtract line 2 from line 1d	3	10,580,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,714.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,422,245.
6	Minimum investment return. Enter 5% of line 5	6	521,112.

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	521,112.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,327.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,327.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	508,785.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	508,785.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	508,785.

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	489,767.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	489,767.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	489,767.

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				508,785.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			474,541.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>489,767.</u>				
a Applied to 2012, but not more than line 2a			474,541.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				15,226.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				493,559.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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)

Table with 5 columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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 [X] 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				
SOCIETY FOR THE PROPAGATION OF THE FAITH 70 W. 36TH ST #8 NEW YORK NY 10018-1256	NONE	CHARITABLE	CHARITABLE	47,454.
MARYKNOLL FATHERS PO BOX 301 MARYKNOLL NY 10545-0306	NONE	CHARITABLE	CHARITABLE	47,454.
MISSION OF OUR LADY OF MERCY ATTN: PLANNED GIVING CHICAGO IL 60607-2906	NONE	CHARITABLE	CHARITABLE	47,454.
DIVINE WORD MISSIONARIES P.O. BOX 6099 TECHNY IL 60082-6099	NONE	CHARITABLE	CHARITABLE	47,454.
SOCIETY OF THE DIVINE SAVIOR 1303 MILWAUKEE DRIVE SALVATORIAN CENTER WI 5	NONE	CHARITABLE	CHARITABLE	47,454.
PRIESTS OF THE SACRED HEART P.O. BOX 367 HALES CORNERS WI 53130	NONE	CHARITABLE	CHARITABLE	47,454.
ST JOSEPHS INDIAN SCHOOL 1301 N MAIN ST. P.O. BOX 100 CHAMBERLAIN SD	NONE	CHARITABLE	CHARITABLE	47,454.
BOYS TOWN P.O. BOX 145 BOYS TOWN NE 68010	NONE	CHARITABLE	CHARITABLE	47,454.
ST AUGUSTINES INDIAN MISSION PO BOX GG WINNEBAGO NE 68071	NONE	CHARITABLE	CHARITABLE	47,454.
SAINT MARTIN DE PORRES MISSION 2229 HAMPTON STREET COLUMBIA SC 29240-4187	NONE	CHARITABLE	CHARITABLE	47,454.
Total			3a	474,540.
b Approved for future payment				
Total			3b	

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
US BANK - TAX PREPARATION FEE	1,500.	1,500.		
TOTALS	1,500.	1,500.	NONE	NONE

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	4,431.	4,431.
2012 FEDERAL EXCISE TAX	4,022.	
2013 FEDERAL EXCISE TAX ESTIMA	19,764.	
TOTALS	28,217.	4,431.

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OHIO ATTORNEY GENERAL - FILING

200.

200.

TOTALS

200.
=====

200.
=====

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EXXON MOBIL CORP 9400 SH	13,145.	13,145.	951,280.
FIFTH THIRD BANCORP 8083 SH	10,314.	4,168.	169,985.
GENERAL ELECTRIC CO 23,040 SH	20,820.	20,820.	645,811.
INTEL CORP 3,000 SH	63,059.	63,059.	77,865.
MERCK AND CO INC NEW 1493 SH	91,598.	54,702.	74,725.
MICROSOFT CORP 2,500 SH	62,924.	62,924.	93,525.
PROCTER & GAMBLE CO. 35200 SH	28,797.	26,376.	2,865,632.
V F CORP 700 SH	53,233.	37,187.	121,937.
VERIZON COMMUNICATIONS 4,000 S	108,280.	108,280.	196,560.
ALLEGHENY TECHNOLOGIES INC.128	4,324.	5,722.	4,561.
AMERICAN TOWER CORP 151 SH	6,218.	6,218.	12,053.
ASTORIA FINL CORP 250 SH	3,827.	3,827.	3,458.
AUTODESK INC. 77 SH	2,318.	2,318.	3,875.
BARD C R INC. 34 SH	2,826.		
BORG WARNER INC. 168 SH	3,287.	3,287.	9,393.
BOSTON PPTYS INC. 43 SH	3,291.	3,291.	4,316.
COVANCE INC. 67 SH	3,578.	3,578.	5,900.
CSX CORP 255 SH	4,571.	4,571.	7,336.
CUMMINS INC. 82 SH	5,757.	5,757.	11,560.
D R HORTON INC. 303 SH	3,856.	3,856.	6,763.
DARDEN RESTAURANTS INC. 84 SH	3,686.	3,686.	4,567.
EASTMAN CHEM CO. 99 SH	3,106.	3,106.	7,989.
EATON VANCE CORP 112 SH	3,748.	3,748.	4,792.
EXPRESS SCRIPTS HLDGS 156 SH	9,343.	8,097.	10,957.
G A T X CORP 81 SH	2,472.	2,472.	4,226.
GLOBAL PAYMENTS INC. 61 SH	2,967.	2,586.	3,964.
HARSCO CORP 108 SH	3,082.		
HELIX ENERGY SOLUTIONS GROUP	2,250.		
INTEGRYS ENERGY GROUP 57 SH	2,760.	2,760.	3,101.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INTERCONTINENTAL EXCHANGE 42 S	4,829.	4,829.	9,447.
INTERNATIONAL GAME TECH 161 S	3,357.	3,357.	2,924.
INTERNATIONAL RECTIFIER CORP	3,713.		
INTUIT INC. 110 SH	4,038.	4,038.	8,395.
JEFFERIES GROUP INC 174 SH	4,053.		
JOY GLOBAL INC 75 SH	3,728.	3,728.	4,387.
KEYCORP NEW 505 SH	4,038.	4,038.	6,777.
MASCO CORP 201 SH	2,917.	2,917.	4,577.
MATTEL INC. 199 SH	4,440.	4,440.	9,468.
NEWFIELD EXPL CO 149 SH	6,186.	6,876.	3,670.
NORTHERN TR CORP 59 SH	3,112.	3,112.	3,652.
ONEOK INC. 56 SH	2,899.	1,289.	3,482.
PROGRESSIVE CORP 198 SH	4,043.	4,043.	5,399.
PULTE GROUP INC. 494 SH	4,895.		
RAYMOND JAMES FINL INC. 112 SH	3,108.	3,108.	5,845.
REINSURANCE GROUP AMERICA 59 S	2,872.	2,872.	4,567.
SNAP ON INC. 60 SH	2,876.	2,876.	6,571.
SYNOPSYS INC. 138 SH	3,014.	3,014.	5,599.
SCOTT'S MIRACLE GRO CO 64 SH	2,947.	2,947.	3,982.
TJX COMPANIES INC. 211 SH	4,594.	4,591.	13,447.
URS CORPORATION 78 SH	3,648.	3,648.	4,133.
VALSPAR CORP 128 SH	4,102.	4,102.	9,125.
FLEXTRONICS INTERNT'L LTD 512	3,112.	3,518.	3,978.
AARONS INC. 315 SH	2,575.	8,079.	9,261.
ABAXIS INC. 214 SH	5,303.	5,303.	8,563.
ANSYS INC. 101 SH	4,472.	4,472.	8,807.
BLACKBAUD INC. 132 SH	3,110.		
COHEN & STEERS INC. 90 SH	2,216.	2,121.	3,605.
COPART INC. 268 SH	6,067.	6,030.	9,822.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FACTSET RESEARCH SYSTEMS 75 SH	1,230.	6,587.	8,144.
FLIR SYSTEMS INC. 310 SH	11,072.	7,999.	9,331.
H E I C O CORP CL A 166 SH	2,749.	2,745.	6,992.
HAEMONETICS CORP 258 SH	7,289.		
HEARTLAND EXPRESS INC. 307 SH	5,566.	4,490.	6,023.
HITTITE MICROWAVE CORP 219 SH	8,793.	10,635.	13,519.
MORNINGSTAR INC. 114 SH	5,571.	5,571.	8,902.
OMEGA FLEX INC. 157 SH	2,226.	2,226.	3,212.
POOL CORPORATION 93 SH	3,480.	2,099.	5,407.
SCANSOURCE INC. 297 SH	8,794.		
TECHNE CORP. 148 SH	9,310.	9,310.	14,011.
WHITING PETROLEUM CORP 72 SH	4,156.	4,156.	4,455.
XILINX INC. 154 SH	4,555.	4,555.	7,072.
NABORS INDUS. LTD. 231 SH	4,117.	4,117.	3,925.
AAON INC. 210 SH	6,256.	2,819.	6,710.
FINANCIAL ENGINES INC. 127 SH	7,584.	2,456.	8,824.
HIBBETT SPORTS INC. 223 SH	5,149.	10,105.	14,975.
MERCADOLIBRE INC. 103 SH	7,876.	7,392.	11,103.
NVE CORP. 205 SH	7,552.	10,787.	11,947.
PRICE SMART INC. 85 SH	2,101.	4,741.	9,821.
SIRONA DENTAL SYS. INC. 175 SH	9,393.	9,741.	12,285.
CLICKSOFTWARE TECH. 624 SH	5,694.		
ACTIVISION BLIZZARD INC 313 SH	3,534.	3,534.	5,581.
AKAMAI TECHNOLOGIES INC 94 SH	3,514.	3,514.	4,435.
CBRE GROUP INC 192 SH	3,421.	3,421.	5,050.
MEDNAX INC. 102 SH	3,506.	3,506.	5,445.
MURPHY OIL CORP. 58 SH	3,630.	3,125.	3,763.
PROTECTIVE LIFE CORP 125 SH	3,502.	3,502.	6,333.
SEALED AIR CORP. 197 SH	3,473.	3,473.	6,708.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CHEFS WAREHSE HOLDGS 656 SH	9,912.	10,489.	19,129.
FORRESTER RESH INC 230 SH	6,067.	6,739.	8,800.
MONRO MUFFLER BRAKE 180 SH	8,117.	6,210.	10,145.
CF INDUSTRIES HOLDINGS 25 SH		5,250.	5,826.
COACH INC. 65 SH		3,977.	3,648.
CR BARD INC. 34 SH		2,826.	4,554.
ECHOSTAR CORP 105 SH		4,062.	5,221.
HUMANA INC. 35 SH		2,609.	3,613.
HUNTINGTON INGALLS IND 44 SH		2,966.	3,960.
SONOCO PRODS CO. 117 SH		4,011.	4,881.
STIFEL FINL CORP 110 SH		4,330.	5,271.
RENAISSANCE RE HOLDGS 49 SH		4,693.	4,770.
CLARCOR INC. 138 SH		7,878.	8,880.
COMPUTER PROG & SYS 201 SH		10,897.	12,424.
HUB GROUP INC CL A 224 SH		8,236.	8,933.
VISTAPRINT NV 122 SH		6,547.	6,936.
TOTALS	818,890.	787,215.	5,786,578.

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NUVEEN INTERM. GOVT BD FD CL I	C	904,786.	580,115.	580,640.
NUVEEN INTERNT'L SELECT FD CL	C	200,000.	200,000.	174,793.
NUVEEN LARGE CAP GRWTH OPP CL	C	131,361.	131,361.	226,112.
I SHARES MSCI EAFE INDEX FD ET	C	1,066,697.	1,066,697.	1,073,520.
UTILITIES SELECT SECTOR SPDR	C	104,755.	104,755.	132,895.
ABERDEEN FDS EMRGN MKT INSTL	C	500,000.	500,000.	496,818.
CREDIT SUISSE COMM RET ST CO	C	92,000.	92,000.	89,044.
NUVEEN DIVIDEND VALUE FUND	C	129,373.	129,373.	120,015.
NUVEEN HIGH INCOME BOND FD	C	397,000.	233,003.	241,435.
NUVEEN REAL ESTATE SECS I	C	385,000.	385,000.	349,898.
NUVEEN STRATEGIC INCOME FD	C	804,069.	522,288.	602,544.
IPATH DJ UBS COMM	C		120,519.	119,842.
ISHARES DJ US REAL ESTATE	C		248,278.	240,461.
OAKMARK GLOBAL FUND	C		243,039.	244,581.
T ROWE PRICE INTL GR&INC	C		243,039.	251,604.
TOTALS		4,715,041.	4,799,467.	4,944,202.

FORM 990PF, PART II - OTHER ASSETS

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CALL ON PG 3/13/13 @ 71.320	-8,282.		
PUT ON PG 3/13/13 @47.050	-603.		
PUT ON PG 3/13/13 @57.130	8,891.		
CALL ON PG 4/4/13 @ 73.080	-8,096.		
PUT ON PG 4/4/13 @ 58.960	7,920.		
CALL ON PG 1/6/14@83.200		-11,893.	-3,205.
PUT ON PG 1/6/14@ 56.600		-3,088.	
PUT ON PG 1/6/14@ 68.240		15,005.	
CALL ON PG 2/18/14@ 83.270		-16,262.	-19,594.
PUT ON PG 2/18/14@68.190		16,276.	838.
TOTALS	-170.	38.	-21,961.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION -----	AMOUNT -----
BOSTON PPTYS INC - NONDIV DISTRIBUTION	32.
COHEN & STEERS - NONDIV DISTRIBUTION	34.
MATTEL INC. -NONDIV DISTRIBUTION	287.
NUVEEN REAL ESTATE FD - NONDIV DISTRIBUTION	2,438.

TOTAL	2,791.
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