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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>THE MAXON FOUNDATION 050015421500</b>		A Employer identification number <b>31-6045992</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. BOX 1118, ML CN-OH-W10X</b>		B Telephone number (see instructions) <b>513-632-4596</b>						
Room/suite								
City or town, state or province, country, and ZIP or foreign postal code <b>CINCINNATI, OH 45201-1118</b>								
G Check all that apply. <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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) <b>\$ 18,817,114.</b>								
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 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	433,804.	433,804.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	763,084.			
	b Gross sales price for all assets on line 6a	10,933,732.			
	7 Capital gain net income (from Part IV, line 2)		763,084.		
	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	1,196,888.	1,196,888.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	137,462.	123,716.		13,746.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT. 1	1,484.	1,484.	NONE	NONE
	b Accounting fees (attach schedule) STMT. 2	1,500.	1,500.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 3	53,146.	12,861.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 4	200.			200.
	24 Total operating and administrative expenses. Add lines 13 through 23	193,792.	139,561.	NONE	13,946.
	25 Contributions, gifts, grants paid	500,000.			500,000.
26 Total expenses and disbursements. Add lines 24 and 25	693,792.	139,561.	NONE	513,946.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	503,096.				
b Net investment income (if negative, enter -0-)		1,057,327.			
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b>		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	
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .	3,226.			
	2	Savings and temporary cash investments . . . . .	159,354.	857,919.	857,919.	
	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 5	7,157,045.	4,596,183.	6,475,475.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 9	795,751.	593,493.	589,314.
	11	Investments - land, buildings, and equipment basis . . . . .				
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .	STMT 10	7,250,565.	9,834,999.	10,894,406.	
14	Land, buildings, and equipment basis . . . . .					
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		15,365,941.	15,882,594.	18,817,114.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE		
<b>Net Assets or Fund Balances</b>	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 . . . . .	15,365,941.	15,882,594.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	15,365,941.	15,882,594.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	15,365,941.	15,882,594.		

**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	15,365,941.
2	Enter amount from Part I, line 27a . . . . .	2	503,096.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11 . . . . .	3	15,082.
4	Add lines 1, 2, and 3 . . . . .	4	15,884,119.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND RECEIPTS NOT ON YEAR-END STATEMENT . . . . .	5	1,525.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	15,882,594.

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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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 10,933,732.		10,170,648.	763,084.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			763,084.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	763,084.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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	36,610.	9,908,810.	0.003695
2011	27,299.	603,257.	0.045253
2010	24,955.	559,521.	0.044601
2009	38,071.	540,463.	0.070441
2008	46,511.	792,980.	0.058653
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.222643
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			<b>3</b> 0.044529
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 17,514,436.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 779,900.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 10,573.
<b>7 Add lines 5 and 6</b>			<b>7</b> 790,473.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 513,946.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	21,147.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	21,147.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	21,147.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	20,472.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	20,472.	
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	675.	
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"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	X	

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address ► N/A	13	X	
14	The books are in care of ► U.S. BANK, N.A. Telephone no. ► (513) 632-2018 Located at ► P.O. BOX 1118, CN-OH-W10X, CINCINNATI, OH ZIP+4 ► 45201			
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? . . . . . 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . .	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? . . . . . If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	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? . . . . .	<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** ☒

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
US BANK, NA P O BOX 1118, ML: CN-OH-W10X, CINCINNATI, OH 45201	TRUSTEE 0	137,462.	-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		-0-	-0-	-0-

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

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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		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	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	17,518,399.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	262,754.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	17,781,153.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	17,781,153.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	266,717.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	17,514,436.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	875,722.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	875,722.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	21,147.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	21,147.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	854,575.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	854,575.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	854,575.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	513,946.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	513,946.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	513,946.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				854,575.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			466,892.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>513,946.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			466,892.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				47,054.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				807,521.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> 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)

**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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> 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
<b>a Paid during the year</b>				
MUNSON HEALTHCARE REGIONAL FDN 210 BEAUMONT PLACE TRAVERSE CITY MI 49684	NONE	CHARITABLE	GENERAL	500,000.
<b>Total</b> . . . . .			<b>3a</b>	500,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

[illegible]

(See worksheet in line 13 instructions to verify calculations )

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

<b>Line No.</b>	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
▼	

NOT APPLICABLE

**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.

Assoum - Vice Pres.

Date \_\_\_\_\_

04/23/2014

**TRUSTEE**  
Title

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

U.S. BANK, N.A. BY:

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ►

Phone no.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAFT, STETTINIUS & HOLLISTER -	1,484.	1,484.		
TOTALS	1,484.	1,484.	NONE	NONE
	=====	=====	=====	=====

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/ADR FEES PAID	12,861.	12,861.
2012 FEDERAL EXCISE TAX	19,813.	
2013 FEDERAL EXCISE TAX ESTIMA	20,472.	
	-----	-----
TOTALS	53,146.	12,861.
	=====	=====

THE MAXON FOUNDATION 050015421500

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OHIO ATTORNEY GENERAL - FILING

200.

200.

TOTALS

-----  
200.  
=====

-----  
200.  
=====

THE MAXON FOUNDATION 050015421500

31-6045992

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
BAXTER INTL INC. 1200 SH	62,805.		
CHEVRON CORP. 363 SH	12,198.	47,169.	82,815.
COCA COLA CO. 5660 SH	185,426.	112,042.	141,280.
EXXON MOBIL CORP. 2501 SH	202,543.	36,524.	45,641.
GENERAL ELECTRIC CO. 11,581 SH	182,969.	48,137.	71,505.
HARTFORD FINANCIAL SERV. 200	9,495.	9,495.	7,246.
MERCK & CO. INC. NEW 695 SH	24,947.		
PITNEY BOWES, INC. 2000 SH	1,382.	1,382.	46,600.
PROCTER & GAMBLE CO. 1978 SH	109,213.	64,355.	79,945.
SOUTHERN CO. 600 SH	9,470.	9,470.	24,666.
TARGET CORP. 200 SH	6,690.	6,690.	12,654.
WEINGARTEN RLTY INVTs 225 SH	3,795.	3,795.	6,170.
WELLS FARGO CO. 720 SH	22,422.	41,027.	54,480.
ROYAL DUTCH SHELL PLC 2253 SH	149,242.		
ABBOTT LABORATORIES 3716 SH	189,349.	21,659.	33,960.
AGILENT TECHNOLOGIES 1028 SH	48,717.		
ALLERGAN INC. 1000 SH	80,130.	60,405.	71,091.
ALTRIA GROUP INC 1580 SH	52,896.		
AMERICAN ELECTRIC PWR 1000 SH	37,678.	37,678.	46,740.
AMERICAN EXPRESS CO 3000 SH	148,320.	88,992.	163,314.
ANADARKO PETROLEUM 1386 SH	105,773.	30,221.	31,411.
APPLE INC. 80 SH	46,984.		
ATT INC. 1462 SH	44,876.	44,876.	51,404.
BRISTOL MYERS SQUIBB 2140 SH	59,802.	22,635.	43,052.
CMS ENERGY CORP 930 SH	22,469.	104,465.	101,458.
CAMPBELL SOUP CO 2381 SH	80,692.	40,702.	51,979.
CBS CORP CL B NON-V 3990 SH	131,416.	59,055.	113,457.
CELGENE CORP. 1670 SH	112,601.	60,436.	143,623.
CERNER CORP. 790 SH	61,165.	99,341.	139,350.

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
CF INDUSTRIES HOLDINGS 340 SH	68,483.		
CISCO SYS INC. 5400 SH	86,859.	16,568.	23,103.
CSX CORP. 157 SH	3,487.	48,690.	58,029.
DOVER CORP. 4980 SH	312,445.	82,189.	126,467.
DU PONT E I DE NEMOURS 2000 SH	100,860.	83,714.	107,850.
DUKE ENERGY HOLDING 888 SH	49,244.		
EMC CORPORATION 1618 SH	40,251.	19,934.	20,623.
EASTMAN CHEM CO. 450 SH	21,516.	21,516.	36,315.
ECOLAB INC. 1000 SH	53,998.	40,498.	78,203.
FASTENAL CO. 1600 SH	61,534.	19,999.	24,705.
FIRST ENERGY CORP. 397 SH	17,208.	17,208.	13,093.
FMC TECHNOLOGIES 912 SH	40,483.		
FOOT LOCKER INC. 3507 SH	103,766.		
GENUINE PARTS CO. 1500 SH	77,558.	65,148.	104,819.
GOOGLE INC. CL A 197 SH	126,687.	109,830.	175,951.
HCP INC. 200 SH	8,153.	8,055.	7,264.
HEALTH CARE REIT INC. 1000 SH	55,360.	41,018.	40,178.
HEWLETT PACKARD CO. 9260 SH	335,119.		
HILLSHIRE BRANDS CO. 1600 SH	46,412.	31,618.	36,450.
INTEL CORP. 2470 SH	54,056.	20,134.	23,879.
INTERNATION BUS. MACH. 500 SH	82,505.	47,853.	54,395.
J P MORGAN CHASE CO. 2793 SH	116,280.	20,525.	28,831.
J M SMUCKER CO. 152 SH	11,910.	11,910.	15,750.
JOHNSON & JOHNSON 3020 SH	199,562.	105,728.	146,544.
KIMBERLY CLARK CORP. 2000 SH	131,840.	81,741.	129,530.
KLA TENCOR CORP. 2300 SH	125,790.	45,766.	53,502.
LORILLARD INC. 722 SH	90,603.		
MASTERCARD INC. 330 SH	145,244.	108,364.	200,510.
MCDONALDS CORP. 2012 SH	161,926.	71,788.	86,551.

THE MAXON FOUNDATION 050015421500

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FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
MICROSOFT CORP. 4800 SH	115,152.	21,111.	32,921.
NUCOR CORP. 1904 SH	81,540.		
PGE CORP. 1000 SH	42,480.	42,480.	40,280.
PNC FINANCIAL SERVICES 570 SH	33,858.		
PPG INDS. INC. 300 SH	35,034.		
PEPSICO INC. 1058 SH	73,034.	53,868.	79,657.
PRICELINE COM INC. 171 SH	110,031.	57,847.	69,504.
QUALCOMM INC. 934 SH	36,226.	36,226.	69,744.
RAYTHEON COMPANY 800 SH	22,489.	22,489.	26,285.
SIMON PROPERTY GROUP 390 SH	38,936.	38,936.	72,560.
STARBUCKS CORP. 1682 SH	58,735.	38,839.	38,801.
TECO ENERGY INC. 2300 SH	85,892.	62,671.	95,401.
UNION PACIFIC CORP. 2230 SH	42,792.	24,931.	23,102.
VALERO ENERGY CORP. 2730 SH	225,063.	39,361.	65,520.
VERIZON COMM. INC. 1488 SH	77,590.	44,852.	86,688.
WAL MART STORES INC. 1945 SH	53,293.	53,293.	73,120.
WHOLE FOODS MKT INC. 1670 SH	103,951.	34,472.	50,755.
WILLIAMS COS INC. 5673 SH	152,501.	84,280.	104,672.
ZIMMER HOLDINGS INC. 1000 SH	185,356.	108,682.	121,496.
3M CO. 2141 SH	65,600.		
ACE LTD. 1240 SH	194,210.	115,292.	178,258.
CHECK POINT SOFTWARE 613 SH	99,290.	116,909.	150,119.
EATON CORP PLC 4280 SH	33,845.		
VODAFONE GROUP PLC 1221 SH	222,325.	68,567.	100,478.
ABBVIE INC	32,827.		
AMAZON COM INC		87,640.	174,590.
BANK OF AMERICA CORP		72,407.	107,673.
COSTCO WHSL CORP		101,210.	136,705.
CST BRANDS INC		110,068.	117,830.
		6,394.	11,126.

THE MAXON FOUNDATION 050015421500

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FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
EMERSON ELEC CO		19,466.	22,458.
FACEBOOK INC		62,429.	109,298.
HALLIBURTON CO		124,714.	156,310.
JOHNSON CONTROLS INC		42,745.	53,865.
LINCOLN NATL CORP		121,780.	193,575.
MCKESSON CORP		89,065.	129,120.
MICROCHIP TECH INC		80,829.	93,080.
SOUTHWEST AIRLINES		63,727.	105,504.
ST JUDE MED INC		60,392.	73,721.
TEXAS INSTRUMENTS		76,923.	90,894.
TYSON FOODS INC		17,684.	20,411.
XILINX INC		74,816.	76,686.
UNITED HEALTH GROUP		68,393.	70,782.
SCHLUMBERGER LTD		32,035.	35,143.
TOYOTA MTR CORP		48,015.	60,960.
	-----	-----	-----
TOTALS	7,157,045. =====	4,596,183. =====	6,475,475. =====

THE MAXON FOUNDATION 050015421500

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FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
NUVEEN HIGH INCOME BOND FD CL	475,500.	384,631.	387,038.
T ROWE PRICE INTL BOND FUND	207,307.		
TCW EMERGING MARKETS INCOME FD	112,944.	171,775.	164,833.
OPPENHEIMER SR FLOAT RATE		37,087.	37,443.
	-----	-----	-----
TOTALS	795,751.	593,493.	589,314.
	=====	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
ISHARES MSCI EAFE INDEX FUND	C	1,118,603.	920,323.	1,129,880.
ABERDEEN FDS EMRGN MKT INSTL	C	42,090.		
AMERICAN CEN SMALL CAP VALUE	C	184,189.	206,800.	233,105.
FIDELITY INVT TRADE INTL DISCL	C	947,429.	1,388,099.	1,840,497.
ISHARES MSCI EMERGING MKTS ETF	C	1,284,388.	1,232,928.	1,254,769.
ISHARES RUSSELL 2000 VALUE ETF	C	276,055.	276,055.	403,075.
MIDCAP SPDR TRUST SERIES I ETF	C	51,556.	51,556.	73,260.
NUVEEN REAL ESTATE SECS I	C	639,935.		
SPDR DJ WILSHIRE INTERNATIONAL	C	506,586.	530,611.	620,431.
SPDR GOLD TRUST	C	483,729.		
TSE MARKET NEUTRAL FUND	C	1,716,005.	1,628,828.	1,635,337.
BLACKROCK EMERGING MKTS	C		1,043,318.	1,035,429.
ISHARES DJ US REAL ESTATE	C		1,008,364.	1,001,269.
SCOUT INTL FUND	C		967,700.	1,051,516.
T ROWE PRICE MID CAP VALUE	C		475,709.	544,835.
TEMPLETON INSTL EMERGING MKT	C		104,708.	71,003.
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TOTALS		7,250,565.	9,834,999.	10,894,406.
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FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
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DESCRIPTION -----	AMOUNT -----
HPC - NON DIVIDEND DISTRIBUTION	27.
HEALTH CARE REIT - NON DIV DISTRIB	1,240.
MICROCHIP TECHNOLOGY INC - NON-DIV	737.
NUVEEN REAL ESTAET SECS I - NON-DIV	8,049.
T ROWE PRICE INTL BOND FDS - NON-DIV	2,979.
TCW EMERGING MARKETS - NON-DIV	1,020.
EATON CORP PLC - NON-DIVIDEND	1,030.
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TOTAL	15,082.
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