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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ 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 WOLVERINE WORLD WIDE FOUNDATION		A Employer identification number 32-0140361
Number and street (or P O box number if mail is not delivered to street address) 9341 COURTLAND DRIVE	Room/suite	B Telephone number (see instructions) 616-866-5500
City or town, state or province, country, and ZIP or foreign postal code ROCKFORD, MI 49351		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <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		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"/>
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) ▶ \$ 5,236,622	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)	640,360			
	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	63,171	63,171		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	160,280			
	b Gross sales price for all assets on line 6a	873,306			
	7 Capital gain net income (from Part IV, line 2)		160,280		
	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)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	863,811	223,451	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	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)	35,293	35,293		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,096	2,096		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	37,389	37,389	0	0
	25 Contributions, gifts, grants paid	793,359			793,359
26 Total expenses and disbursements. Add lines 24 and 25	830,748	37,389	0	793,359	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	33,063				
b Net investment income (if negative, enter -0-)		186,062			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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	281,652	204,160	204,160
	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			
	10a Investments—U S and state government obligations (attach schedule)	49,964	49,964	50,120
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,034,902	4,142,116	4,982,342
	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)	4,366,518	4,396,240	5,236,622
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,366,518	4,396,240	
	30 Total net assets or fund balances (see instructions)	4,366,518	4,396,240	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	4,366,518	4,396,240	

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	4,366,518
2	Enter amount from Part I, line 27a	2	33,063
3	Other increases not included in line 2 (itemize) ▶ <u>non dividend distribution</u>	3	3,094
4	Add lines 1, 2, and 3	4	4,402,675
5	Decreases not included in line 2 (itemize) ▶ <u>bond cost basis change & foreign tax dividends</u>	5	6,435
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,396,240

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 (SEE STATEMENT)				
b PUBLICLY TRADED SECURITIES (SEE STATEMENT)				
c PUBLICLY TRADED SECURITIES (SEE STATEMENT)				
d PUBLICLY TRADED SECURITIES (SEE STATEMENT)				
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 156,869	0	137,050	19,819	
b 612,322	0	575,977	36,345	
c 95,957	0	0	95,957	
d 8,158	0	0	8,158	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	160,280	
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		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.

(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	770,059	4,228,574	0.1821
2011	796,537	4,162,350	0.1914
2010	763,332	3,355,763	0.2275
2009	619,081	2,789,051	0.2220
2008	731,035	3,505,983	0.2085
2 Total of line 1, column (d)			2 1.0315
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 .2063
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,863,473
5 Multiply line 4 by line 3			5 1,003,334
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,861
7 Add lines 5 and 6			7 1,005,195
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 793,359

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,721
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,721
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	3,721
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,189
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,827
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	10,016
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,295
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax 6,295 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		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 ► \$ <u>NONE</u> (2) On foundation managers. ► \$ <u>NONE</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>NONE</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MICHIGAN</u>		
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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 ► WOLVERINE WORLD WIDE, INC. Telephone no. ► 616-866-5500 Located at ► 9341 COURTLAND DRIVE NE ROCKFORD, MI ZIP+4 ► 49351-0001			
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 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ► <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 ► 20____, 20____, 20____, 20____		
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. ► 20____, 20____, 20____, 20____		
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

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)?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?

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?**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
SEE STATEMENT 2		NONE	NONE	NONE

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 ☐

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 N/A	
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 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶ 0

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	4,632,660
b	Average of monthly cash balances	1b	304,876
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,937,536
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	4,937,536
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	74,063
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,863,473
6	Minimum investment return. Enter 5% of line 5	6	243,174

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	243,174
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,721
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,721
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	239,453
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	239,453
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	239,453

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	793,359
b	Program-related investments—total from Part IX-B	1b	NONE
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	793,359
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	793,359

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				239,453
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 557,410				
b From 2009 479,820				
c From 2010 595,735				
d From 2011 592,985				
e From 2012 560,583				
f Total of lines 3a through e	2,786,533			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 793,359				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required—see instructions)		NONE		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2013 distributable amount				239,453
e Remaining amount distributed out of corpus	553,906			
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	3,340,439			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	557,410			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,783,029			
10 Analysis of line 9:				
a Excess from 2009 479,820				
b Excess from 2010 595,735				
c Excess from 2011 592,985				
d Excess from 2012 560,583				
e Excess from 2013 553,906				

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

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 **N/A**

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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.

SEE STATEMENT 3

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

SEE STATEMENT 3

c Any submission deadlines:

NONE

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

NONE

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 4				793,359
Total			▶	3a 793,359
b Approved for future payment				
Total			▶	3b 0

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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

Form **990-PF** (2013)

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

11-14-14
Date

Assistant Treasurer
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

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

WOLVERINE WORLD WIDE FOUNDATION

Employer identification number

32-0140361

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WOLVERINE WORLD WIDE FOUNDATION	Employer identification number 32-0140361
--	---

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WOLVERINE WORLD WIDE, INC. 9341 COURTLAND DRIVE, NE ROCKFORD, MI 49351-0001	\$ 640,360	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization WOLVERINE WORLD WIDE FOUNDATION	Employer identification number 32-0140361
---	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization WOLVERINE WORLD WIDE FOUNDATION	Employer identification number 32-0140361
---	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

Wolverine World Wide Foundation
2013 Form 990-PF Supplementary Schedules-Statement 1

PART I, Line 1 - CONTRIBUTIONS RECEIVED

Wolverine World Wide, Inc.
 9341 Courtland Drive N.E.
 Rockford, MI 49351

\$640,360

PART I, LINE 16c, OTHER PROFESSIONAL FEES

UBS Administrative Fees
 Other

35,281.56

11.23

\$35,293

PART I, LINE 18, TAXES

Federal Tax Deposit - Estimate
 Foreign Tax Withheld

-

\$2,096

\$2,096

PART II, LINE 10a, INVESTMENTS-US AND STATE GOVERNMENT OBLIGATIONS

	Shares	Cost	Market
FNMA 6-23-09, 2.75%, 2-5-14	500	\$49,964	\$50,120
		<u>\$49,964</u>	<u>\$50,120</u>

PART II, LINE 13, INVESTMENTS-OTHER

	Cost	Market
Conocophillips NTS B/E OBP, 4.75%, 02/01/2014	\$7,013	\$7,024
Microsoft Corp, 2.95%, 060114 DTD051809, FC 120109	\$25,076	\$25,262
Goldman Sachs Group Inc NTS, 5.125%, 01/15/2015	\$25,349	\$26,115
AT&T INC NTS, 5.6%, 05/15/2018	\$51,966	\$56,781
Conocophillips B/E, 5.2%, 5/15/18	<u>\$23,884</u>	<u>\$25,953</u>
	\$133,289	\$141,134
Amazon.com Inc	\$6,383	\$8,773
American Intl Group Inc Com	\$9,896	\$11,690
Antero Resources Corp	\$6,246	\$7,105
ASML Hldg NV	\$18,785	\$20,333
B/E Aerospace Inc	\$8,873	\$10,705
Biogen Idec Inc	\$15,558	\$27,118
Canadian PAC Railway LTD	\$14,883	\$17,250
CBS Corp New Class B	\$13,583	\$20,652
Celgene Corp	\$18,749	\$21,797
Citigroup Inc	\$22,815	\$26,472
Comcast Corp New Class A	\$11,475	\$13,979
Compagnie Financiere Richemont	\$6,083	\$5,980
Continental Resources Inc	\$8,680	\$8,777
Cummins Inc	\$13,787	\$15,648
Facebook Inc CL A	\$15,326	\$18,417
Fleetcor Technologies Inc	\$2,215	\$3,164
GAP Inc	\$11,100	\$10,981
Gilead Sciences Inc	\$18,066	\$36,198
Google Inc Class A	\$25,642	\$35,863
Green MTN Coffee Roasters Inc	\$8,265	\$8,385
Intercontinentalexchange Group	\$7,318	\$8,997
Liberty Media Corp Class A	\$9,673	\$9,509
Liberty Global PLC Class A	\$9,931	\$13,172
Linkedin Corp Class A	\$13,809	\$13,660
Lululemon Athletica Inc	\$14,140	\$12,514
Monsanto Co New	\$24,134	\$29,720
Panera Bread Comp Class A	\$2,921	\$3,357
Pernod Ricard SA ADR	\$6,272	\$5,884
Priceline.com Inc New	\$13,673	\$19,761
Salesforce.com Inc	\$9,942	\$10,486
Schlumberger LTD Netherlands Antilles	\$19,440	\$22,888
Sherwin Williams Co	\$18,053	\$18,534
Starwood Hotels & Resorts Worldwide Inc	\$16,396	\$20,895

Texas Instruments	\$14,666	\$16,115
TJX Cos Inc New	\$11,588	\$14,977
Twitter Inc	\$2,562	\$3,628
Union Pacific Corp	\$11,834	\$13,440
Visa Inc Class A	\$19,666	\$28,280
Walt Disney Co	\$16,787	\$19,482
Wynn Resorts LTD	\$10,231	\$17,673
American Funds Euro Pacific GR F-1	\$406,907	\$487,375
Delaware Select Growth Fund Class A	\$519,557	\$645,930
Eaton Vance Atlanta Capital SMID-Cap Fund Class A	\$232,709	\$322,274
First Eagle Overseas Fund Class A	\$516,066	\$535,760
JP Morgan Mid Cap Value Fund Class A	\$183,002	\$261,644
T Rowe Price New Horizons Fund	\$224,236	\$284,881
Teton Westwood Mighty Mites Fund Class AAA	\$242,937	\$339,776
Yacktman Fund Service Class	\$480,894	\$642,864
Delaware Limited-Term Diversified Income Fund Class A	\$198,052	\$190,028
Franklin/Templeton Global Bond Fund Class A	\$209,376	\$206,908
Thompson Plumb Bond Fund	\$281,083	\$284,924
	<u>\$4,004,264</u>	<u>\$4,834,623</u>
	<u>\$4,137,553</u>	<u>\$4,975,757</u>

PART IV, CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Line 1(a)	Column c Date Acquired	Column d Date Sold	Column e Selling Price	Column g Cost	Column h Gain (Loss)
LT Gain (Loss)					
Coca Cola Co	6/23/2009	12/2/2013	\$50,461	\$50,070	\$391
Pepsico Inc	1/28/2010	8/26/2013	\$25,433	\$26,311	(\$878)
			\$75,894	\$76,381	(\$487)
Biogen Idec Inc	9/26/2012	12/6/2013	\$1,746	\$929	\$818
Biogen Idec Inc	9/26/2012	12/10/2013	\$572	\$310	\$262
CBS Corp New Class B	9/26/2012	11/20/2013	\$116	\$72	\$44
CBS Corp New Class B	9/26/2012	11/20/2013	\$58	\$36	\$22
CBS Corp New Class B	9/28/2012	11/20/2013	\$2,380	\$1,484	\$897
CBS Corp New Class B	9/28/2012	12/10/2013	\$119	\$72	\$46
CBS Corp New Class B	10/4/2012	12/10/2013	\$355	\$212	\$143
Chipotle Mexican Grill Inc Class A	10/19/2012	12/12/2013	\$2,063	\$989	\$1,075
Chipotle Mexican Grill Inc Class A	10/19/2012	12/13/2013	\$2,068	\$989	\$1,079
Delaware Select Growth Fund Class A	9/25/2012	10/28/2013	\$3,181	\$2,605	\$576
Eaton Vance Atlanta Capital SMID-CAP Fund Class A	9/25/2012	10/28/2013	\$1,994	\$1,498	\$496
Gilead Sciences Inc	9/26/2012	10/31/2013	\$1,358	\$629	\$729
Gilead Sciences Inc	9/26/2012	12/10/2013	\$802	\$364	\$438
Google Inc Class A	10/19/2012	12/10/2013	\$1,090	\$695	\$396
Home Depot Inc	9/26/2012	10/2/2013	\$986	\$771	\$214
Home Depot Inc	9/26/2012	10/31/2013	\$1,565	\$1,187	\$379
Home Depot Inc	9/26/2012	11/7/2013	\$910	\$712	\$198
Liberty Global PLC Class A	9/26/2012	12/10/2013	\$257	\$179	\$77
Lululemon Athletica Inc	10/19/2012	12/10/2013	\$277	\$281	(\$4)
Monsanto Co New	9/26/2012	12/10/2013	\$560	\$449	\$111
Priceline.com Inc New	9/26/2012	12/10/2013	\$1,191	\$619	\$573
Schlumberger LTD Netherlands Antilles	11/9/2012	12/10/2013	\$436	\$342	\$94
Starbucks Corp	9/26/2012	12/6/2013	\$962	\$600	\$362
Starbucks Corp	9/26/2012	12/10/2013	\$4,971	\$3,199	\$1,772
Starwood Hotels & Resorts Worldwide Inc New	9/26/2012	10/15/2013	\$605	\$511	\$94
Starwood Hotels & Resorts Worldwide Inc New	9/26/2012	10/17/2013	\$686	\$568	\$118
Starwood Hotels & Resorts Worldwide Inc New	9/26/2012	12/10/2013	\$370	\$284	\$86
T Rowe Price New Horizons Fund	9/25/2012	10/28/2013	\$1,461	\$1,137	\$324
TJX Cos Inc New	9/26/2012	10/15/2013	\$1,560	\$1,243	\$317
TJX Cos Inc New	9/26/2012	12/10/2013	\$374	\$266	\$107
TJX Cos Inc New	9/26/2012	12/12/2013	\$2,643	\$1,909	\$733
Union Pacific Corp	9/26/2012	10/22/2013	\$3,715	\$2,861	\$854
Union Pacific Corp	9/26/2012	11/7/2013	\$3,236	\$2,504	\$733
Union Pacific Corp	9/26/2012	12/10/2013	\$326	\$238	\$87
Visa Inc Class A	9/26/2012	12/10/2013	\$600	\$400	\$199
Wells Fargo & Co New	9/26/2012	10/22/2013	\$2,100	\$1,701	\$399
Wells Fargo & Co New	9/26/2012	10/29/2013	\$1,538	\$1,249	\$289
Wells Fargo & Co New	9/26/2012	11/5/2013	\$4,832	\$3,922	\$910

Wells Fargo & Co New	10/4/2012	11/5/2013	\$43	\$36	\$7
Wells Fargo & Co New	10/4/2012	11/7/2013	\$922	\$781	\$141
Wells Fargo & Co New	10/12/2012	11/7/2013	\$2,180	\$1,779	\$401
Wells Fargo & Co New	10/12/2012	11/8/2013	\$1,318	\$1,061	\$257
Wynn Resorts LTD	9/26/2012	10/10/2013	\$974	\$642	\$332
Wynn Resorts LTD	9/26/2012	10/16/2013	\$673	\$428	\$245
Wynn Resorts LTD	9/26/2012	12/10/2013	\$363	\$214	\$149
American Funds Europacific GR F-1	3/14/2011	7/25/2013	\$2,993	\$2,797	\$197
Delaware Limited-Term Diversified Income Fund CL A	3/14/2011	4/24/2013	\$1,212	\$1,222	(\$10)
First Eagle Overseas Fund Class A	3/14/2011	4/24/2013	\$3,320	\$3,215	\$105
Franklin/Templeton Global Bond Fund Class A	1/28/2010	1/15/2013	\$571	\$539	\$32
Franklin/Templeton Global Bond Fund Class A	1/28/2010	4/24/2013	\$1,385	\$1,293	\$92
JP Morgan Mid Capvalue Fund Class A	3/14/2011	4/24/2013	\$1,545	\$1,187	\$357
Teton Westwood Mighty Mites Fund Class AAA	3/14/2011	3/15/2013	\$1,372	\$1,162	\$210
Teton Westwood Mighty Mites Fund Class AAA	3/14/2011	10/28/2013	\$2,176	\$1,526	\$650
Thompson Bond Fund	3/14/2011	7/25/2013	\$1,686	\$1,652	\$34
Yacktman Fund Service Class	3/14/2011	7/25/2013	\$4,180	\$3,121	\$1,059
			\$80,975	\$60,669	\$20,306

	Column c	Column d	Column e	Column g	Column h
Line 1(b)	Date Acquired	Date Sold	Selling Price	Cost	Gain (Loss)
ST Gain (Loss)					
Accenture PLC Ireland Class A	9/26/2012	8/14/2013	\$1,298	\$1,158	\$140
Accenture PLC Ireland Class A	9/26/2012	8/15/2013	\$1,346	\$1,222	\$124
Accenture PLC Ireland Class A	9/26/2012	8/20/2013	\$1,591	\$1,415	\$176
Accenture PLC Ireland Class A	2/7/2013	8/20/2013	\$289	\$290	(\$1)
Accenture PLC Ireland Class A	2/7/2013	9/23/2013	\$841	\$798	\$43
Accenture PLC Ireland Class A	4/10/2013	9/23/2013	\$1,300	\$1,302	(\$2)
Accenture PLC Ireland Class A	4/19/2013	9/23/2013	\$918	\$895	\$23
Accenture PLC Ireland Class A	4/19/2013	9/26/2013	\$609	\$597	\$12
Accenture PLC Ireland Class A	5/6/2013	9/26/2013	\$990	\$1,026	(\$36)
Accenture PLC Ireland Class A	5/6/2013	9/27/2013	\$364	\$394	(\$30)
Accenture PLC Ireland Class A	5/8/2013	9/27/2013	\$1,312	\$1,429	(\$117)
Accenture PLC Ireland Class A	6/28/2013	9/27/2013	\$4,227	\$4,103	\$124
Amazon.com Inc	9/26/2012	2/14/2013	\$535	\$500	\$36
Amazon.com Inc	9/26/2012	2/25/2013	\$260	\$250	\$10
Amazon.com Inc	10/24/2012	2/25/2013	\$1,301	\$1,143	\$159
Amazon.com Inc	10/25/2012	2/25/2013	\$521	\$456	\$64
Amazon.com Inc	5/3/2013	7/18/2013	\$610	\$516	\$94
Amazon.com Inc	5/3/2013	11/7/2013	\$3,116	\$2,324	\$792
Amazon.com Inc	5/7/2013	11/7/2013	\$346	\$256	\$90
Amer Express Co	2/25/2013	5/8/2013	\$3,088	\$2,762	\$326
Amer Express Co	2/25/2013	5/23/2013	\$1,491	\$1,256	\$235
Amer Express Co	2/28/2013	5/23/2013	\$298	\$248	\$50
Amer Express Co	2/28/2013	10/2/2013	\$1,343	\$1,118	\$225
Amer Express Co	3/11/2013	10/2/2013	\$2,983	\$2,609	\$375
Amer Express Co	3/11/2013	10/16/2013	\$76	\$65	\$11
Amer Express Co	3/12/2013	10/16/2013	\$608	\$522	\$86
Amer Express Co	3/12/2013	10/17/2013	\$2,619	\$2,153	\$465
American Intl Group Inc Com New	12/11/2012	11/5/2013	\$3,534	\$2,526	\$1,008
American Intl Group Inc Com New	4/24/2013	11/5/2013	\$2,953	\$2,532	\$421
American Intl Group Inc Com New	4/24/2013	11/7/2013	\$283	\$249	\$34
American Intl Group Inc Com New	4/25/2013	11/7/2013	\$1,132	\$1,000	\$132
American Intl Group Inc Com New	4/25/2013	12/10/2013	\$296	\$250	\$45
American Tower Corp Reit	9/26/2012	2/22/2013	\$1,564	\$1,488	\$75
American Tower Corp Reit	9/26/2012	6/10/2013	\$1,001	\$921	\$80
American Tower Corp Reit	9/26/2012	6/24/2013	\$2,588	\$2,623	(\$35)
American Tower Corp Reit	9/26/2012	7/5/2013	\$1,066	\$1,063	\$3
American Tower Corp Reit	10/5/2012	7/5/2013	\$71	\$73	(\$2)
American Tower Corp Reit	10/5/2012	7/8/2013	\$1,447	\$1,458	(\$11)
American Tower Corp Reit	12/14/2012	7/8/2013	\$72	\$77	(\$4)
American Tower Corp Reit	12/14/2012	7/9/2013	\$1,592	\$1,685	(\$93)
American Tower Corp Reit	2/8/2013	7/9/2013	\$1,375	\$1,461	(\$86)
Anheuser Busch Inbev Spon ADR	3/20/2013	7/17/2013	\$454	\$481	(\$27)
Anheuser Busch Inbev Spon ADR	3/21/2013	7/18/2013	\$1,521	\$1,629	(\$108)
Anheuser Busch Inbev Spon ADR	3/21/2013	7/22/2013	\$627	\$671	(\$44)
Anheuser Busch Inbev Spon ADR	3/25/2013	7/22/2013	\$627	\$682	(\$55)
Anheuser Busch Inbev Spon ADR	3/25/2013	7/24/2013	\$536	\$585	(\$49)
Anheuser Busch Inbev Spon ADR	4/2/2013	7/24/2013	\$1,251	\$1,406	(\$156)
Anheuser Busch Inbev Spon ADR	4/4/2013	7/24/2013	\$536	\$598	(\$62)

Anheuser Busch Inbev Spon ADR	4/4/2013	7/24/2013	\$715	\$792	(\$77)
Anheuser Busch Inbev Spon ADR	4/4/2013	7/31/2013	\$1,911	\$1,980	(\$69)
Anheuser Busch Inbev Spon ADR	4/5/2013	7/31/2013	\$1,816	\$1,858	(\$42)
Anheuser Busch Inbev Spon ADR	4/5/2013	8/16/2013	\$490	\$489	\$1
Anheuser Busch Inbev Spon ADR	4/10/2013	8/16/2013	\$1,175	\$1,200	(\$24)
Anheuser Busch Inbev Spon ADR	4/10/2013	8/19/2013	\$97	\$100	(\$3)
Anheuser Busch Inbev Spon ADR	4/11/2013	8/19/2013	\$1,168	\$1,212	(\$44)
Anheuser Busch Inbev Spon ADR	4/12/2013	8/19/2013	\$1,557	\$1,598	(\$42)
Anheuser Busch Inbev Spon ADR	4/17/2013	8/19/2013	\$1,557	\$1,572	(\$15)
Antero Resources Corp	10/14/2013	12/10/2013	\$113	\$111	\$2
Apple Inc	9/26/2012	1/16/2013	\$1,519	\$1,994	(\$475)
Apple Inc	9/26/2012	1/23/2013	\$10,723	\$13,958	(\$3,236)
ASML Hldg NV GDR EUR	5/22/2013	12/10/2013	\$456	\$400	\$56
Autozone Inc	9/26/2012	5/13/2013	\$412	\$375	\$37
Autozone Inc	9/26/2012	5/15/2013	\$1,675	\$1,499	\$176
Autozone Inc	9/26/2012	5/21/2013	\$1,292	\$1,124	\$168
Autozone Inc	9/26/2012	8/1/2013	\$2,684	\$2,249	\$436
Autozone Inc	9/26/2012	8/8/2013	\$851	\$750	\$102
Autozone Inc	9/26/2012	8/9/2013	\$859	\$750	\$109
Autozone Inc	11/2/2012	8/9/2013	\$429	\$384	\$46
Autozone Inc	11/2/2012	8/12/2013	\$1,712	\$1,534	\$178
Autozone Inc	11/6/2012	8/26/2013	\$1,265	\$1,155	\$111
Autozone Inc	2/8/2013	9/11/2013	\$1,686	\$1,536	\$149
Autozone Inc	2/8/2013	9/12/2013	\$2,088	\$1,920	\$168
Autozone Inc	2/26/2013	9/12/2013	\$835	\$751	\$84
B/E Aerospace Inc	9/3/2013	12/10/2013	\$259	\$208	\$51
Biogen Idec Inc	9/26/2012	3/14/2013	\$886	\$774	\$112
Biogen Idec Inc	9/26/2012	3/15/2013	\$885	\$774	\$111
Biogen Idec Inc	9/26/2012	6/12/2013	\$627	\$464	\$162
Biogen Idec Inc	9/26/2012	8/5/2013	\$3,406	\$2,322	\$1,084
Biogen Idec Inc	9/26/2012	9/4/2013	\$2,059	\$1,393	\$666
Bristol Myers Squibb Co	9/26/2012	4/10/2013	\$1,306	\$1,082	\$223
Bristol Myers Squibb Co	9/26/2012	4/15/2013	\$1,243	\$1,015	\$228
Bristol Myers Squibb Co	9/26/2012	4/17/2013	\$1,474	\$1,218	\$256
Bristol Myers Squibb Co	9/26/2012	4/22/2013	\$1,618	\$1,319	\$298
Bristol Myers Squibb Co	9/26/2012	4/22/2013	\$923	\$744	\$179
Bristol Myers Squibb Co	10/25/2012	4/22/2013	\$797	\$635	\$163
Bristol Myers Squibb Co	10/25/2012	5/8/2013	\$1,386	\$1,169	\$217
Bristol Myers Squibb Co	10/25/2012	5/13/2013	\$367	\$301	\$66
Bristol Myers Squibb Co	1/15/2013	5/13/2013	\$1,142	\$960	\$182
Bristol Myers Squibb Co	1/15/2013	5/13/2013	\$1,017	\$857	\$160
Bristol Myers Squibb Co	1/22/2013	5/13/2013	\$610	\$518	\$92
Bristol Myers Squibb Co	1/22/2013	5/14/2013	\$1,933	\$1,590	\$344
Bristol Myers Squibb Co	1/22/2013	9/4/2013	\$42	\$35	\$7
Bristol Myers Squibb Co	1/23/2013	9/4/2013	\$1,169	\$975	\$194
Bristol Myers Squibb Co	1/23/2013	9/5/2013	\$624	\$522	\$101
Bristol Myers Squibb Co	1/24/2013	9/5/2013	\$2,286	\$1,968	\$319
Bristol Myers Squibb Co	1/24/2013	9/9/2013	\$841	\$716	\$126
Bristol Myers Squibb Co	1/28/2013	9/9/2013	\$2,188	\$1,898	\$290
Bristol Myers Squibb Co	1/28/2013	9/9/2013	\$211	\$183	\$29
Bristol Myers Squibb Co	2/8/2013	9/9/2013	\$2,873	\$2,502	\$372
Bristol Myers Squibb Co	7/8/2013	9/9/2013	\$2,578	\$2,680	(\$102)
Bristol Myers Squibb Co	8/1/2013	9/9/2013	\$1,479	\$1,541	(\$62)
Bristol Myers Squibb Co	8/13/2013	9/9/2013	\$1,944	\$1,988	(\$44)
Cameron Intl Corp	9/19/2013	10/24/2013	\$1,708	\$1,708	\$0
Cameron Intl Corp	9/20/2013	10/24/2013	\$110	\$110	\$0
Cameron Intl Corp	9/20/2013	10/25/2013	\$1,012	\$1,012	\$0
Cameron Intl Corp	9/27/2013	10/25/2013	\$266	\$266	\$0
Cameron Intl Corp	9/27/2013	11/5/2013	\$1,243	\$1,243	\$0
Cameron Intl Corp	10/1/2013	11/5/2013	\$162	\$162	\$0
Cameron Intl Corp	10/1/2013	11/5/2013	\$324	\$324	\$0
Cameron Intl Corp	10/1/2013	11/5/2013	\$108	\$108	\$0
Cameron Intl Corp	10/2/2013	11/5/2013	\$108	\$142	(\$34)
Cameron Intl Corp	10/2/2013	11/5/2013	\$702	\$824	(\$122)
Cameron Intl Corp	10/11/2013	11/5/2013	\$54	\$63	(\$9)
Cameron Intl Corp	10/11/2013	11/6/2013	\$815	\$1,106	(\$291)
Cameron Intl Corp	10/11/2013	11/6/2013	\$163	\$223	(\$61)
Cameron Intl Corp	10/15/2013	11/6/2013	\$434	\$597	(\$162)
Cameron Intl Corp	10/15/2013	11/6/2013	\$163	\$223	(\$60)
Cameron Intl Corp	10/15/2013	11/6/2013	\$326	\$459	(\$134)
Cameron Intl Corp	10/15/2013	11/6/2013	\$109	\$149	(\$41)
Cameron Intl Corp	10/15/2013	11/6/2013	\$217	\$310	(\$92)
Canadian PAC Railway LTD CAD	5/13/2013	11/1/2013	\$1,590	\$1,430	\$161

Canadian PAC Railway LTD CAD	5/15/2013	11/1/2013	\$723	\$674	\$49
Canadian PAC Railway LTD CAD	5/15/2013	12/10/2013	\$457	\$404	\$53
CBS Corp New Class B	9/26/2012	1/28/2013	\$1,400	\$1,184	\$216
CBS Corp New Class B	9/26/2012	4/2/2013	\$1,920	\$1,507	\$413
CBS Corp New Class B	9/26/2012	5/23/2013	\$1,170	\$825	\$345
Celgene Corp	1/8/2013	4/25/2013	\$1,655	\$1,271	\$384
Celgene Corp	1/9/2013	4/25/2013	\$1,300	\$1,016	\$284
Celgene Corp	1/9/2013	4/30/2013	\$352	\$277	\$75
Celgene Corp	3/6/2013	4/30/2013	\$2,584	\$2,424	\$160
Celgene Corp	3/11/2013	4/30/2013	\$2,819	\$2,683	\$136
Celgene Corp	8/20/2013	12/10/2013	\$512	\$408	\$104
Chipotle Mexican Grill Inc Class A	9/26/2012	6/24/2013	\$1,414	\$1,269	\$144
Chipotle Mexican Grill Inc Class A	9/26/2012	7/17/2013	\$1,871	\$1,587	\$284
Cisco Systems Inc	8/13/2013	9/27/2013	\$1,139	\$1,292	(\$154)
Cisco Systems Inc	8/13/2013	9/27/2013	\$1,515	\$1,714	(\$199)
Cisco Systems Inc	8/15/2013	9/27/2013	\$3,076	\$3,239	(\$162)
Citigroup Inc	12/12/2012	2/22/2013	\$1,836	\$1,617	\$219
Citigroup Inc	12/12/2012	10/31/2013	\$1,180	\$902	\$278
Citigroup Inc	12/17/2012	10/31/2013	\$1,033	\$813	\$220
Citigroup Inc	12/17/2012	12/10/2013	\$466	\$348	\$118
Comcast Corp New Class A	11/2/2012	5/23/2013	\$1,081	\$980	\$101
Comcast Corp New Class A	11/2/2012	6/14/2013	\$277	\$264	\$13
Comcast Corp New Class A	11/2/2012	6/14/2013	\$1,306	\$1,251	\$55
Comcast Corp New Class A	11/5/2012	6/14/2013	\$1,345	\$1,273	\$73
Comcast Corp New Class A	11/7/2012	6/14/2013	\$950	\$875	\$75
Comcast Corp New Class A	2/5/2013	6/14/2013	\$237	\$236	\$2
Comcast Corp New Class A	2/5/2013	12/10/2013	\$297	\$236	\$61
Compagnie Financiere Richemont AG ADR	9/23/2013	12/10/2013	\$20	\$21	(\$1)
Compagnie Financiere Richemont AG ADR	9/24/2013	12/10/2013	\$107	\$112	(\$5)
Continental Resources Inc	10/21/2013	12/10/2013	\$206	\$206	\$0
CSX Corporation	3/21/2013	6/19/2013	\$871	\$844	\$27
CSX Corporation	3/21/2013	6/20/2013	\$216	\$217	(\$1)
CSX Corporation	3/21/2013	6/21/2013	\$1,388	\$1,423	(\$35)
CSX Corporation	3/21/2013	6/24/2013	\$227	\$241	(\$14)
CSX Corporation	3/26/2013	6/24/2013	\$2,342	\$2,483	(\$141)
CSX Corporation	3/26/2013	6/28/2013	\$258	\$265	(\$7)
CSX Corporation	4/25/2013	6/28/2013	\$1,055	\$1,086	(\$31)
CSX Corporation	4/25/2013	7/5/2013	\$508	\$531	(\$23)
CSX Corporation	4/29/2013	7/5/2013	\$878	\$932	(\$54)
CSX Corporation	4/29/2013	7/8/2013	\$394	\$417	(\$22)
CSX Corporation	5/8/2013	7/8/2013	\$1,044	\$1,143	(\$99)
CSX Corporation	5/8/2013	7/9/2013	\$261	\$279	(\$18)
CSX Corporation	8/9/2013	7/9/2013	\$1,235	\$1,334	(\$99)
Cummins Inc	11/2/2012	2/22/2013	\$1,466	\$1,300	\$166
Cummins Inc	11/5/2012	2/22/2013	\$226	\$202	\$24
Cummins Inc	11/5/2012	4/18/2013	\$859	\$806	\$52
Cummins Inc	11/5/2012	4/22/2013	\$216	\$202	\$14
Cummins Inc	11/6/2012	4/22/2013	\$970	\$916	\$54
Cummins Inc	11/7/2012	4/22/2013	\$216	\$196	\$19
Cummins Inc	11/7/2012	4/30/2013	\$535	\$491	\$45
Cummins Inc	11/15/2012	4/30/2013	\$964	\$855	\$109
Cummins Inc	12/21/2012	4/30/2013	\$1,285	\$1,282	\$3
Cummins Inc	7/31/2013	11/4/2013	\$3,257	\$3,018	\$239
Cummins Inc	8/2/2013	11/4/2013	\$651	\$614	\$37
Cummins Inc	8/2/2013	12/10/2013	\$400	\$369	\$31
Danaher Corp	9/25/2012	4/2/2013	\$1,732	\$1,532	\$200
Danaher Corp	9/25/2012	5/13/2013	\$371	\$328	\$42
Danaher Corp	9/26/2012	5/13/2013	\$124	\$109	\$14
Danaher Corp	9/28/2012	5/13/2013	\$680	\$605	\$75
Danaher Corp	9/28/2012	5/14/2013	\$619	\$550	\$69
Danaher Corp	10/2/2012	5/14/2013	\$1,361	\$1,237	\$125
Danaher Corp	10/19/2012	5/14/2013	\$990	\$900	\$91
Delaware Select Growth Fund Class A	9/25/2012	4/24/2013	\$3,547	\$3,353	\$194
Dollar Gen Corp New	9/26/2012	2/7/2013	\$3,682	\$4,299	(\$617)
Dollar Gen Corp New	11/2/2012	2/7/2013	\$909	\$1,028	(\$119)
Dollar Gen Corp New	1/23/2013	2/7/2013	\$591	\$586	\$5
Dollar Gen Corp New	1/24/2013	2/7/2013	\$1,409	\$1,440	(\$31)
Eaton Vance Atlanta Capital SMID-CAP Fund Class A	9/25/2012	3/15/2013	\$1,368	\$1,179	\$189
Ebay Inc	9/26/2012	4/22/2013	\$2,737	\$2,520	\$217
Ebay Inc	10/18/2012	4/22/2013	\$258	\$251	\$7
Ebay Inc	10/18/2012	4/24/2013	\$1,325	\$1,257	\$68
Ebay Inc	10/18/2012	4/24/2013	\$1,060	\$1,003	\$57
Ebay Inc	11/2/2012	4/24/2013	\$530	\$494	\$36

Ebay Inc	11/2/2012	7/18/2013	\$482	\$445	\$37
Ebay Inc	11/5/2012	7/18/2013	\$54	\$49	\$5
Ebay Inc	11/12/2012	7/18/2013	\$535	\$472	\$63
Ebay Inc	11/29/2012	7/18/2013	\$3,213	\$3,138	\$75
Ebay Inc	1/24/2013	7/18/2013	\$482	\$496	(\$14)
Ebay Inc	1/24/2013	7/22/2013	\$1,093	\$1,156	(\$63)
Ebay Inc	1/29/2013	7/22/2013	\$2,134	\$2,277	(\$143)
Ebay Inc	1/29/2013	9/27/2013	\$2,287	\$2,277	\$10
Ebay Inc	2/7/2013	9/27/2013	\$1,729	\$1,730	(\$0)
Ebay Inc	2/8/2013	9/27/2013	\$948	\$966	(\$18)
Ebay Inc	2/8/2013	11/21/2013	\$1,056	\$1,193	(\$137)
Ebay Inc	3/8/2013	11/21/2013	\$1,911	\$2,027	(\$116)
Ebay Inc	3/19/2013	11/21/2013	\$1,307	\$1,321	(\$14)
Ebay Inc	9/20/2013	11/21/2013	\$1,358	\$1,490	(\$133)
Equinix Inc New	9/26/2012	2/22/2013	\$1,059	\$995	\$64
Equinix Inc New	9/26/2012	5/24/2013	\$1,916	\$1,791	\$125
Equinix Inc New	9/26/2012	5/29/2013	\$1,632	\$1,592	\$40
Equinix Inc New	9/26/2012	5/30/2013	\$822	\$796	\$26
Equinix Inc New	11/5/2012	5/30/2013	\$616	\$551	\$66
Equinix Inc New	11/5/2012	6/7/2013	\$1,144	\$1,101	\$42
Equinix Inc New	11/9/2012	6/7/2013	\$572	\$525	\$47
Equinix Inc New	11/12/2012	6/7/2013	\$191	\$175	\$16
Equinix Inc New	1/14/2013	6/7/2013	\$1,715	\$1,940	(\$224)
Equinix Inc New	5/13/2013	6/7/2013	\$1,906	\$2,255	(\$349)
Express Scripts HLDG Co	9/26/2012	1/24/2013	\$966	\$1,135	(\$169)
Express Scripts HLDG Co	9/26/2012	1/25/2013	\$1,240	\$1,451	(\$210)
Express Scripts HLDG Co	9/26/2012	1/29/2013	\$2,645	\$3,090	(\$445)
Express Scripts HLDG Co	9/26/2012	2/1/2013	\$1,761	\$2,081	(\$321)
Express Scripts HLDG Co	10/3/2012	2/1/2013	\$907	\$1,096	(\$189)
Facebook Inc CL A	8/13/2013	12/10/2013	\$353	\$261	\$92
Fleetcor Technologies Inc	5/8/2013	9/11/2013	\$874	\$658	\$216
Fleetcor Technologies Inc	5/8/2013	12/10/2013	\$118	\$82	\$36
Foot Locker Inc	1/23/2013	3/20/2013	\$1,289	\$1,338	(\$48)
Foot Locker Inc	1/25/2013	3/20/2013	\$1,257	\$1,328	(\$71)
GAP Inc	9/10/2013	12/10/2013	\$233	\$233	\$0
Gilead Sciences Inc	9/26/2012	5/7/2013	\$2,358	\$1,456	\$902
Gilead Sciences Inc	9/26/2012	7/31/2013	\$4,616	\$2,482	\$2,134
GNC Holdings	9/26/2012	3/13/2013	\$3,396	\$3,048	\$348
GNC Holdings	11/2/2012	3/13/2013	\$243	\$218	\$25
GNC Holdings	11/2/2012	3/20/2013	\$500	\$472	\$28
GNC Holdings	11/2/2012	3/21/2013	\$115	\$109	\$6
GNC Holdings	11/5/2012	3/21/2013	\$153	\$144	\$9
GNC Holdings	2/1/2013	3/21/2013	\$499	\$438	\$61
GNC Holdings	2/1/2013	3/22/2013	\$1,338	\$1,179	\$159
Grainger W W Inc	9/26/2012	3/11/2013	\$1,156	\$1,035	\$122
Grainger W W Inc	9/26/2012	3/14/2013	\$899	\$828	\$71
Grainger W W Inc	9/26/2012	4/2/2013	\$2,416	\$2,276	\$140
Grainger W W Inc	9/26/2012	4/8/2013	\$1,567	\$1,449	\$118
Grainger W W Inc	9/26/2012	4/12/2013	\$1,365	\$1,242	\$124
Grainger W W Inc	9/26/2012	7/18/2013	\$2,890	\$2,276	\$614
Grainger W W Inc	9/26/2012	7/19/2013	\$787	\$621	\$166
Grainger W W Inc	9/26/2012	7/22/2013	\$784	\$621	\$163
Grainger W W Inc	11/5/2012	7/22/2013	\$1,045	\$809	\$236
Grainger W W Inc	11/5/2012	7/23/2013	\$519	\$404	\$115
Grainger W W Inc	2/7/2013	7/23/2013	\$519	\$431	\$88
Green Mtn Coffee Roasters Inc	5/13/2013	12/10/2013	\$146	\$151	(\$5)
Home Depot Inc	9/26/2012	8/15/2013	\$1,506	\$1,187	\$320
Home Depot Inc	9/26/2012	8/16/2013	\$1,280	\$1,009	\$271
Home Depot Inc	1/24/2013	11/7/2013	\$2,198	\$1,948	\$250
Home Depot Inc	1/24/2013	11/22/2013	\$3,722	\$3,158	\$565
Home Depot Inc	7/2/2013	11/22/2013	\$2,851	\$2,796	\$55
Intercontinental Exchange Group.Com	9/4/2013	12/10/2013	\$651	\$548	\$102
Intuit	2/8/2013	5/22/2013	\$1,295	\$1,308	(\$13)
Intuit	2/21/2013	5/22/2013	\$235	\$245	(\$10)
Intuit	2/21/2013	5/24/2013	\$1,039	\$1,104	(\$65)
Intuit	2/27/2013	5/24/2013	\$577	\$639	(\$62)
Intuit	2/28/2013	5/24/2013	\$1,327	\$1,478	(\$150)
Intuit	2/28/2013	5/24/2013	\$404	\$450	(\$46)
Intuit	4/25/2013	5/24/2013	\$981	\$996	(\$15)
Intuitive Surgical Inc New	9/26/2012	3/4/2013	\$2,169	\$2,032	\$137
Intuitive Surgical Inc New	9/26/2012	3/6/2013	\$532	\$508	\$24
Intuitive Surgical Inc New	10/3/2012	3/6/2013	\$2,129	\$2,016	\$113
Intuitive Surgical Inc New	10/3/2012	4/8/2013	\$496	\$504	(\$8)

Intuitive Surgical Inc New	12/20/2012	4/8/2013	\$496	\$507	(\$11)
Intuitive Surgical Inc New	12/20/2012	4/10/2013	\$1,000	\$1,013	(\$14)
Intuitive Surgical Inc New	12/20/2012	4/19/2013	\$949	\$1,013	(\$64)
Intuitive Surgical Inc New	1/15/2013	4/19/2013	\$1,898	\$2,017	(\$119)
Kinder Morgan Inc	9/26/2012	7/25/2013	\$2,206	\$2,018	\$189
Kinder Morgan Inc	9/26/2012	7/30/2013	\$1,401	\$1,310	\$91
Kinder Morgan Inc	9/26/2012	8/1/2013	\$1,480	\$1,380	\$100
Kinder Morgan Inc	9/26/2012	8/2/2013	\$601	\$566	\$34
Kinder Morgan Inc	2/8/2013	8/2/2013	\$2,365	\$2,375	(\$11)
Lauder Estee Cos CL A	9/26/2012	1/17/2013	\$1,482	\$1,389	\$92
Lauder Estee Cos CL A	9/26/2012	1/31/2013	\$427	\$423	\$4
Lauder Estee Cos CL A	9/26/2012	2/1/2013	\$2,036	\$1,993	\$43
Lauder Estee Cos CL A	4/23/2013	7/17/2013	\$398	\$422	(\$24)
Lauder Estee Cos CL A	4/23/2013	7/18/2013	\$735	\$774	(\$40)
Liberty Media Corp CL A	9/5/2013	12/10/2013	\$300	\$287	\$13
Limited Brands Inc CL A	9/26/2012	1/11/2013	\$1,942	\$2,157	(\$215)
Limited Brands Inc CL A	9/26/2012	2/1/2013	\$2,816	\$2,893	(\$76)
LinkedIn Corp CL A	9/26/2012	1/11/2013	\$2,622	\$2,575	\$47
LinkedIn Corp CL A	7/25/2013	12/10/2013	\$238	\$203	\$36
Lockheed Martin Corp	6/28/2013	9/19/2013	\$1,179	\$971	\$207
Lockheed Martin Corp	6/28/2013	10/2/2013	\$2,241	\$1,943	\$298
Lockheed Martin Corp	7/2/2013	10/2/2013	\$498	\$429	\$69
Lockheed Martin Corp	7/2/2013	10/9/2013	\$1,101	\$965	\$136
Lockheed Martin Corp	7/5/2013	10/9/2013	\$1,712	\$1,511	\$201
Lockheed Martin Corp	7/19/2013	10/9/2013	\$122	\$115	\$7
Lockheed Martin Corp	7/19/2013	10/11/2013	\$1,642	\$1,499	\$143
Lockheed Martin Corp	7/19/2013	10/16/2013	\$1,397	\$1,269	\$128
Lockheed Martin Corp	7/22/2013	10/16/2013	\$127	\$116	\$11
Lockheed Martin Corp	7/22/2013	10/18/2013	\$1,031	\$924	\$107
Lockheed Martin Corp	7/22/2013	10/21/2013	\$511	\$462	\$49
Lockheed Martin Corp	7/22/2013	10/22/2013	\$1,681	\$1,502	\$179
Lowes Companies Inc	11/26/2012	4/9/2013	\$2,422	\$2,169	\$253
Lowes Companies Inc	11/26/2012	4/11/2013	\$389	\$350	\$39
Lowes Companies Inc	11/28/2012	4/11/2013	\$661	\$597	\$64
Lowes Companies Inc	11/28/2012	4/12/2013	\$1,411	\$1,264	\$147
Lowes Companies Inc	11/28/2012	4/17/2013	\$567	\$527	\$41
Lowes Companies Inc	11/29/2012	4/17/2013	\$2,080	\$1,990	\$90
Lowes Companies Inc	11/29/2012	4/22/2013	\$565	\$543	\$23
Lowes Companies Inc	12/3/2012	4/22/2013	\$829	\$796	\$33
Lowes Companies Inc	12/3/2012	4/24/2013	\$1,406	\$1,339	\$67
Lowes Companies Inc	12/3/2012	4/29/2013	\$382	\$362	\$20
Lowes Companies Inc	1/24/2013	4/29/2013	\$1,031	\$1,036	(\$4)
Lowes Companies Inc	1/24/2013	5/1/2013	\$1,448	\$1,458	(\$10)
Lowes Companies Inc	1/24/2013	5/6/2013	\$1,467	\$1,419	\$48
Lowes Companies Inc	1/24/2013	5/7/2013	\$1,493	\$1,419	\$74
Lululemon Athletica Inc	9/26/2012	1/3/2013	\$1,359	\$1,319	\$40
Lululemon Athletica Inc	9/26/2012	2/1/2013	\$813	\$813	\$0
Lululemon Athletica Inc	9/27/2012	2/1/2013	\$1,219	\$1,239	(\$19)
Lululemon Athletica Inc	10/19/2012	2/1/2013	\$135	\$140	(\$5)
Lululemon Athletica Inc	10/19/2012	2/22/2013	\$1,199	\$1,199	(\$0)
Lululemon Athletica Inc	10/19/2012	4/23/2013	\$380	\$351	\$29
Lululemon Athletica Inc	10/19/2012	4/24/2013	\$304	\$281	\$23
Lyondellbasell Industries N V SHS CL A	9/26/2012	2/5/2013	\$491	\$398	\$94
Lyondellbasell Industries N V SHS CL A	9/26/2012	2/6/2013	\$2,137	\$1,740	\$396
Lyondellbasell Industries N V SHS CL A	9/26/2012	2/22/2013	\$1,237	\$1,044	\$192
Lyondellbasell Industries N V SHS CL A	9/26/2012	3/18/2013	\$2,298	\$1,790	\$508
Lyondellbasell Industries N V SHS CL A	10/2/2012	3/18/2013	\$702	\$569	\$134
Lyondellbasell Industries N V SHS CL A	10/2/2012	3/19/2013	\$444	\$362	\$83
Lyondellbasell Industries N V SHS CL A	10/18/2012	3/19/2013	\$1,905	\$1,632	\$273
Lyondellbasell Industries N V SHS CL A	11/2/2012	3/19/2013	\$444	\$369	\$76
Lyondellbasell Industries N V SHS CL A	11/2/2012	3/21/2013	\$521	\$421	\$100
Lyondellbasell Industries N V SHS CL A	11/2/2012	3/21/2013	\$978	\$788	\$189
Lyondellbasell Industries N V SHS CL A	11/2/2012	3/22/2013	\$1,293	\$1,051	\$241
Lyondellbasell Industries N V SHS CL A	11/2/2012	3/26/2013	\$1,273	\$1,051	\$221
Lyondellbasell Industries N V SHS CL A	11/2/2012	4/2/2013	\$985	\$841	\$144
Lyondellbasell Industries N V SHS CL A	11/5/2012	4/2/2013	\$62	\$52	\$9
Lyondellbasell Industries N V SHS CL A	11/13/2012	4/2/2013	\$185	\$150	\$35
Lyondellbasell Industries N V SHS CL A	11/13/2012	4/3/2013	\$291	\$250	\$42
Lyondellbasell Industries N V SHS CL A	3/11/2013	4/3/2013	\$2,330	\$2,542	(\$211)
McDonald's Corp	9/26/2012	4/24/2013	\$1,006	\$933	\$73
McDonald's Corp	9/26/2012	5/6/2013	\$1,736	\$1,586	\$150
McDonald's Corp	9/26/2012	5/8/2013	\$2,735	\$2,518	\$217
McDonald's Corp	9/26/2012	5/9/2013	\$300	\$280	\$20

McDonald's Corp	2/22/2013	5/9/2013	\$2,397	\$2,281	\$116
McDonald's Corp	2/22/2013	5/10/2013	\$3,094	\$2,946	\$148
McDonald's Corp	3/11/2013	5/10/2013	\$2,795	\$2,764	\$30
Mondelez Intl Inc	4/19/2013	6/21/2013	\$1,237	\$1,352	(\$115)
Mondelez Intl Inc	4/19/2013	7/5/2013	\$1,347	\$1,478	(\$131)
Mondelez Intl Inc	4/25/2013	7/8/2013	\$1,443	\$1,582	(\$139)
Mondelez Intl Inc	4/25/2013	7/9/2013	\$1,155	\$1,266	(\$111)
Mondelez Intl Inc	5/13/2013	7/9/2013	\$1,761	\$1,883	(\$122)
Moody's Corp	5/2/2013	6/28/2013	\$1,586	\$1,580	\$6
Moody's Corp	5/2/2013	7/8/2013	\$1,298	\$1,276	\$22
Moody's Corp	5/6/2013	7/8/2013	\$1,051	\$1,068	(\$17)
Moody's Corp	5/6/2013	7/10/2013	\$364	\$377	(\$13)
Moody's Corp	5/9/2013	7/10/2013	\$1,335	\$1,408	(\$73)
Moody's Corp	5/15/2013	7/10/2013	\$2,609	\$2,908	(\$298)
Motorola Solutions Inc	1/14/2013	5/22/2013	\$803	\$806	(\$3)
Motorola Solutions Inc	1/14/2013	5/24/2013	\$520	\$518	\$2
Motorola Solutions Inc	1/23/2013	5/24/2013	\$810	\$791	\$19
Motorola Solutions Inc	1/23/2013	5/24/2013	\$173	\$173	\$0
Motorola Solutions Inc	1/23/2013	5/24/2013	\$342	\$346	(\$4)
Motorola Solutions Inc	3/11/2013	5/24/2013	\$1,140	\$1,256	(\$115)
Natl-Oil Well Varco Inc	9/26/2012	2/5/2013	\$5,285	\$6,067	(\$782)
Natl-Oil Well Varco Inc	9/26/2012	2/7/2013	\$1,745	\$2,049	(\$304)
Natl-Oil Well Varco Inc	10/19/2012	2/7/2013	\$604	\$729	(\$125)
Natl-Oil Well Varco Inc	10/19/2012	2/7/2013	\$1,161	\$1,377	(\$216)
Natl-Oil Well Varco Inc	10/25/2012	2/7/2013	\$1,571	\$1,721	(\$150)
Nike Inc CL B	9/26/2012	5/24/2013	\$932	\$712	\$220
Nike Inc CL B	9/26/2012	7/19/2013	\$2,346	\$1,755	\$591
Nike Inc CL B	9/26/2012	7/25/2013	\$2,875	\$2,182	\$693
Nike Inc CL B	9/26/2012	7/30/2013	\$1,511	\$1,139	\$373
Nike Inc CL B	9/26/2012	8/1/2013	\$1,602	\$1,185	\$416
Nike Inc CL B	9/26/2012	8/1/2013	\$2,139	\$1,566	\$573
Nike Inc CL B	2/8/2013	8/1/2013	\$907	\$769	\$139
Panera Bread Comp CL A	10/23/2013	12/10/2013	\$177	\$154	\$23
Pentair LTD	11/2/2012	6/19/2013	\$1,590	\$1,240	\$350
Pentair LTD	11/2/2012	6/19/2013	\$471	\$367	\$104
Pentair LTD	11/2/2012	6/25/2013	\$1,076	\$873	\$203
Pentair LTD	11/7/2012	6/25/2013	\$170	\$135	\$35
Pentair LTD	11/7/2012	6/28/2013	\$1,104	\$856	\$248
Pentair LTD	11/15/2012	6/28/2013	\$407	\$305	\$101
Pentair LTD	11/15/2012	8/15/2013	\$1,000	\$698	\$302
Pentair LTD	11/21/2012	8/15/2013	\$1,000	\$739	\$261
Pentair LTD	11/21/2012	8/16/2013	\$498	\$370	\$128
Pentair LTD	11/26/2012	8/16/2013	\$2,116	\$1,618	\$498
Pentair LTD	11/27/2012	8/16/2013	\$311	\$238	\$73
Pentair LTD	11/27/2012	8/23/2013	\$309	\$238	\$71
Pentair LTD	1/29/2013	8/23/2013	\$1,112	\$926	\$186
Pentair LTD	1/29/2013	8/28/2013	\$1,453	\$1,234	\$219
Pentair LTD	2/13/2013	8/28/2013	\$303	\$264	\$39
Pentair LTD	2/13/2013	8/29/2013	\$243	\$211	\$32
Pentair LTD	2/13/2013	9/3/2013	\$669	\$581	\$88
Pentair LTD	2/19/2013	9/3/2013	\$608	\$527	\$81
Pentair LTD	2/19/2013	9/4/2013	\$368	\$316	\$52
Pentair LTD	2/20/2013	9/4/2013	\$737	\$631	\$106
Pernod Ricard SA ADR	10/7/2013	12/10/2013	\$132	\$145	(\$13)
Pernod Ricard SA ADR	10/7/2013	12/30/2013	\$710	\$751	(\$42)
Pernod Ricard SA ADR	10/7/2013	12/31/2013	\$319	\$339	(\$20)
Perrigo Co	9/26/2012	1/24/2013	\$2,329	\$2,689	(\$360)
Precision Castparts Corp	9/26/2012	7/26/2013	\$2,476	\$1,770	\$707
Precision Castparts Corp	9/26/2012	7/31/2013	\$2,877	\$2,092	\$785
Precision Castparts Corp	9/26/2012	8/8/2013	\$1,333	\$965	\$367
Precision Castparts Corp	9/26/2012	8/9/2013	\$1,536	\$1,126	\$410
Precision Castparts Corp	9/26/2012	8/23/2013	\$1,527	\$1,126	\$400
Precision Castparts Corp	9/26/2012	8/26/2013	\$1,522	\$1,126	\$396
Precision Castparts Corp	9/26/2012	8/28/2013	\$425	\$322	\$103
Precision Castparts Corp	11/6/2012	8/28/2013	\$1,911	\$1,602	\$309
Precision Castparts Corp	11/7/2012	8/28/2013	\$425	\$348	\$77
Precision Castparts Corp	11/7/2012	9/3/2013	\$1,072	\$870	\$202
Precision Castparts Corp	2/8/2013	9/3/2013	\$1,929	\$1,708	\$221
Priceline.com Inc New	9/26/2012	3/19/2013	\$2,042	\$1,856	\$186
Priceline.com Inc New	9/26/2012	3/21/2013	\$1,387	\$1,237	\$150
Priceline.com Inc New	9/26/2012	9/13/2013	\$1,930	\$1,237	\$692
Qualcomm Inc	9/26/2012	1/29/2013	\$2,406	\$2,373	\$32
Qualcomm Inc	9/26/2012	1/30/2013	\$3,949	\$3,872	\$77

Qualcomm Inc	9/26/2012	2/13/2013	\$1,766	\$1,686	\$79
Qualcomm Inc	9/26/2012	2/15/2013	\$1,109	\$1,062	\$47
Qualcomm Inc	9/26/2012	4/25/2013	\$1,375	\$1,374	\$1
Qualcomm Inc	10/5/2012	4/25/2013	\$2,251	\$2,265	(\$14)
Qualcomm Inc	11/5/2012	4/25/2013	\$1,501	\$1,449	\$51
Roche Hldg LTD Spons ADR	4/4/2013	8/2/2013	\$4,667	\$4,474	\$193
Roche Hldg LTD Spons ADR	4/4/2013	8/2/2013	\$1,046	\$1,001	\$45
Roche Hldg LTD Spons ADR	4/24/2013	8/2/2013	\$1,969	\$1,952	\$17
Roche Hldg LTD Spons ADR	4/24/2013	8/19/2013	\$1,998	\$1,891	\$107
Roche Hldg LTD Spons ADR	4/24/2013	8/21/2013	\$1,939	\$1,830	\$108
Roche Hldg LTD Spons ADR	7/2/2013	8/21/2013	\$2,456	\$2,360	\$95
Salesforce.com Inc	9/18/2013	12/10/2013	\$215	\$205	\$10
Schlumberger LTD Netherlands Antilles	11/7/2012	4/2/2013	\$1,652	\$1,535	\$117
Schlumberger LTD Netherlands Antilles	11/7/2012	6/24/2013	\$2,188	\$2,163	\$26
Schlumberger LTD Netherlands Antilles	11/9/2012	6/24/2013	\$777	\$753	\$24
Schwab Charles Corp New	2/7/2013	2/27/2013	\$2,562	\$2,681	(\$119)
Sherwin Williams Co	4/18/2013	12/10/2013	\$370	\$349	\$21
Starbucks Corp	9/26/2012	7/25/2013	\$2,228	\$1,649	\$578
Starwood Hotels & Resorts Worldwide Inc	9/26/2012	3/21/2013	\$123	\$114	\$9
Starwood Hotels & Resorts Worldwide Inc	9/26/2012	3/22/2013	\$2,993	\$2,782	\$210
Starwood Hotels & Resorts Worldwide Inc	9/26/2012	3/27/2013	\$1,564	\$1,420	\$145
Starwood Hotels & Resorts Worldwide Inc	9/26/2012	4/2/2013	\$1,313	\$1,192	\$120
Starwood Hotels & Resorts Worldwide Inc	9/26/2012	4/4/2013	\$1,035	\$965	\$70
T Rowe Price New Horizons Fund	9/25/2012	4/24/2013	\$1,488	\$1,438	\$50
Texas Instruments	5/30/2013	12/10/2013	\$347	\$291	\$56
TJX Cos Inc New	9/26/2012	1/3/2013	\$357	\$355	\$2
TJX Cos Inc New	9/26/2012	1/4/2013	\$1,069	\$1,066	\$3
Twitter Inc	12/6/2013	12/10/2013	\$52	\$45	\$7
United Health Group Inc	7/23/2013	10/23/2013	\$2,732	\$2,732	\$0
United Health Group Inc	7/23/2013	10/23/2013	\$136	\$145	(\$8)
United Health Group Inc	7/26/2013	10/23/2013	\$1,364	\$1,432	(\$68)
United Health Group Inc	7/29/2013	10/23/2013	\$1,432	\$1,521	(\$89)
United Health Group Inc	10/18/2013	10/23/2013	\$2,728	\$2,961	(\$233)
United Health Group Inc	10/18/2013	10/23/2013	\$750	\$770	(\$20)
Untd Rentals Inc	12/20/2012	10/7/2013	\$944	\$722	\$222
Untd Rentals Inc	12/21/2012	10/7/2013	\$767	\$576	\$191
Untd Rentals Inc	1/3/2013	10/7/2013	\$59	\$48	\$11
Untd Rentals Inc	1/3/2013	10/10/2013	\$1,390	\$1,154	\$237
Untd Rentals Inc	4/30/2013	10/10/2013	\$174	\$157	\$17
Untd Rentals Inc	4/30/2013	10/16/2013	\$1,447	\$1,309	\$138
Untd Rentals Inc	5/1/2013	10/16/2013	\$1,563	\$1,400	\$163
US Bancorp Del	9/26/2012	1/18/2013	\$2,552	\$2,646	(\$94)
US Bancorp Del	9/26/2012	1/25/2013	\$1,327	\$1,357	(\$30)
US Bancorp Del	9/26/2012	1/28/2013	\$1,328	\$1,357	(\$29)
VISA Inc CL A	9/26/2012	4/2/2013	\$3,530	\$2,802	\$728
VMWare Inc CL A	9/26/2012	1/29/2013	\$1,489	\$1,779	(\$290)
VMWare Inc CL A	9/26/2012	1/29/2013	\$1,557	\$1,873	(\$315)
VMWare Inc CL A	10/4/2012	1/29/2013	\$312	\$418	(\$106)
VMWare Inc CL A	10/4/2012	1/29/2013	\$779	\$956	(\$178)
VMWare Inc CL A	10/4/2012	1/30/2013	\$390	\$522	(\$132)
VMWare Inc CL A	10/9/2012	1/30/2013	\$1,091	\$1,284	(\$193)
VMWare Inc CL A	10/25/2012	1/30/2013	\$1,169	\$1,262	(\$94)
WalMart Stores Inc	2/6/2013	5/13/2013	\$4,392	\$3,981	\$411
WalMart Stores Inc	2/6/2013	5/13/2013	\$1,488	\$1,351	\$138
WalMart Stores Inc	2/6/2013	5/22/2013	\$1,231	\$1,137	\$94
WalMart Stores Inc	2/6/2013	5/23/2013	\$1,683	\$1,564	\$119
WalMart Stores Inc	2/7/2013	5/23/2013	\$2,830	\$2,626	\$204
Walt Disney Co (Holding Co) Disney Com	5/6/2013	12/10/2013	\$429	\$389	\$41
Wells Fargo & Co New	9/26/2012	1/18/2013	\$1,076	\$1,076	(\$0)
Wells Fargo & Co New	9/26/2012	1/22/2013	\$1,326	\$1,319	\$7
Wells Fargo & Co New	9/26/2012	5/2/2013	\$2,772	\$2,568	\$204
Wells Fargo & Co New	9/26/2012	5/6/2013	\$1,251	\$1,145	\$106
Wells Fargo & Co New	9/26/2012	5/9/2013	\$1,613	\$1,458	\$156
Wells Fargo & Co New	7/16/2013	11/8/2013	\$1,913	\$1,952	(\$39)
Wells Fargo & Co New 8% Preferred CLBL	9/26/2012	3/1/2013	\$751	\$770	(\$19)
Wells Fargo & Co New 8% Preferred CLBL	9/26/2012	3/4/2013	\$2,336	\$2,399	(\$63)
Wynn Resorts LTD	9/26/2012	5/13/2013	\$1,671	\$1,284	\$386
Yahoo Inc	4/18/2013	10/14/2013	\$1,221	\$843	\$378
Yahoo Inc	4/18/2013	10/16/2013	\$765	\$539	\$226
Yahoo Inc	4/16/2013	10/16/2013	\$831	\$586	\$245
Yahoo Inc	5/13/2013	10/16/2013	\$1,430	\$1,139	\$291
Yahoo Inc	5/13/2013	10/25/2013	\$1,297	\$1,059	\$238
Yahoo Inc	7/24/2013	10/25/2013	\$1,719	\$1,450	\$268

YUM! Brands Inc	9/26/2012	1/30/2013	\$1,584	\$1,587	(\$3)
YUM! Brands Inc	9/26/2012	2/25/2013	\$1,625	\$1,656	(\$30)
YUM! Brands Inc	9/26/2012	3/11/2013	\$1,151	\$1,126	\$25
YUM! Brands Inc	2/5/2013	3/11/2013	\$1,625	\$1,543	\$82
			<u>\$612,322</u>	<u>\$575,977</u>	<u>\$36,346</u>

Line 1(c)

LT Gain (Loss) - Dividend

Teton Westwood Mighty Mites Fund Class AAA	N/A	11/26/2013	\$17,735	\$0	\$17,735
Delaware Select Growth Fund CL A	N/A	12/9/2013	\$21,702	\$0	\$21,702
Eaton Vance Atlanta Capital SMID-Cap Fund	N/A	12/13/2013	\$2,061	\$0	\$2,061
JP Morgan Mid Cap Value Fund Class A	N/A	12/13/2013	\$8,162	\$0	\$8,162
T Rowe Price New Horizons Fund	N/A	12/17/2013	\$14,918	\$0	\$14,918
First Eagle Overseas Fund Clas A	N/A	12/18/2013	\$16,290	\$0	\$16,290
Franklin/Templeton Global Bond Fund Class A	N/A	12/18/2013	\$48	\$0	\$48
Thompson Bond Fund	N/A	12/20/2013	\$711	\$0	\$711
Yacktman Fund Service Class	N/A	12/27/2013	\$14,329	\$0	\$14,329
			<u>\$95,957</u>	<u>\$0</u>	<u>\$95,957</u>

Line 1(d)

ST Gain (Loss) - Dividend

Teton Westwood Mighty Mites Fund Class AAA	N/A	11/26/2013	\$7	\$0	\$7
JP Morgan Mid Cap Value Fund Class A	N/A	12/13/2013	\$399	\$0	\$399
T Rowe Price New Horizons Fund	N/A	12/17/2013	\$1,949	\$0	\$1,949
First Eagle Overseas Fund Clas A	N/A	12/18/2013	\$2,531	\$0	\$2,531
Yacktman Fund Service Class	N/A	12/27/2013	\$3,272	\$0	\$3,272
			<u>\$8,158</u>	<u>\$0</u>	<u>\$8,158</u>

Total proceeds

\$873,306 **\$713,027** **\$160,280**

Wolverine World Wide Foundation
Form 990-PF, Part VIII

List of Officers, Directors and Trustees
Year Ending December 31, 2013

STATEMENT 2

Name and Address	Title and Time Devoted to Position	Compensation	Contributions to		Expense Account & Other Allowances
			Employee Benefit Plans		
Blake W Kreuger 9341 Courtland Drive, NE Rockford, MI 49351	President Part-Time	None	None	None	None
Donald T Grimes 9341 Courtland Drive, NE Rockford, MI 49351	Treasurer Part-Time	None	None	None	None
Christi L Cowdin 9341 Courtland Drive, NE Rockford, MI 49351	Vice President Part-Time	None	None	None	None
Michael D Stornant 9341 Courtland Drive, NE Rockford, MI 49351	Assistant Treasurer Part-Time	None	None	None	None
Jennifer J. Miller 9341 Courtland Drive, NE Rockford, MI 49351	Secretary Part-Time	None	None	None	None

**Wolverine World Wide Foundation
Statement 3
Form 990 PF, Part XV Line 2a and 2b**

Line 2a - Name, Address and Phone Number For Applications

Wolverine World Wide, Inc
9341 Courtland Drive NE
Rockford, MI 49351
616-866-5500

Attention Michael Stornant

Line 2b - Form and Contents of Submitted Application

Requests should be in writing including the organization name,
description, organization purpose, amount requested, contact name and address

Wolverine World Wide Foundation
Statement 4
Form 990 PF, Part XV Line 3A Grants and Contributions Paid During the Year 2013

<u>Description</u>	<u>Aid & Human Services</u>	<u>Art & Cultural</u>	<u>Education</u>	<u>Environmental</u>	<u>Health</u>	<u>Other</u>	<u>United Way</u>	<u>Youth & Family</u>
Two Ten Footwear Foundation	116,780 00							
Feeding America West Michigan	2,500 00							
Degage Ministries	1,000 00							
	120,280 00							
Wealthy Theatre		1,000 00						
Opera Grand Rapids		3,000 00						
Grand Rapids Symphony		10,000 00						
Grand Rapids Art Museum		10,000 00						
		24,000 00						
Cedar Springs Public Library			2,500 00					
West Catholic High School			250					
Rockford High School(Rockford High Media Club)			200 00					
Rockford Education Foundation			10,000 00					
Forest Hills Public Schools			450 00					
Thornapple Valley Baseball League			350 00					
Rockford Little League			550 00					
Northview High School			150 00					
GVSU / WGVU			150 00					
Flames Baseball			250 00					
Michigan State University			2,500 00					
Grand Rapids Children's Museum			10,000 00					
Collins Elementary			150 00					
Calvin College			4,000 00					
West Michigan Sports Commission			117,000 00					
Cedar Springs Education Foundation			6,000 00					
Grand Valley State University			20,000 00					
City Of Big Rapids			5,000 00					
The New School			5,000 00					
Gull Lake Sports Boosters			150 00					
Rockford Football			500 00					
Rockford Public Schools			1,500 00					
Friends Of Leary Field Inc			1,000 00					
Michigan Colleges Foundation			8,000 00					
Valparaiso University(Valparaiso - College of Engineering)			12,500 00					
Aquinas College Fund			400 00					
Independent University Alumni Association At Lowell, Inc			125					
Alma College			100					
Hillsdale College			100					
GVSU / WGVU			100					
Michigan State University			50					
Valparaiso University			500					
Providence College			200					
Grand Rapids Community College			100 00					
University Of Oregon Foundation			500 00					
Grand Valley State University			50 00					
Aquinas College - Aquinas Fund			25 00					
Independent University Alumni Association At Lowell, Inc			125 00					
University Of Massachusetts Lowell			125 00					
GVSU / WGVU			125 00					
Michigan Radio - University Of Michigan			125 00					
Fredonia College Foundation			500 00					
Butler University			500 00					
University Of Michigan			100 00					
Grand Valley State University Foundation			100 00					
GVSU / WGVU			100 00					
Grand Rapids Community College			100 00					
GVSU / WGVU			50 00					
Miami University Foundation			50 00					
Valparaiso University			500 00					
Central Michigan University(Computer Systems)			155 00					
Hanover College			25 00					
GVSU / WGVU			500 00					
			213,580 00					
Aquinas College				5,000 00				
Access Fund				400				
Adirondack Mountain Club				1,500 00				
Appalachian Mountain Club				2,600 00				
Audubon Society				1,170 00				
Buffalo River Foundation				200				
Center For ReSource Conservation				500				
Charleston Waterkeeper				200				
Clark Fork Coalition				200				
ClearWater Conservancy				200				
Coastal Conservation League				200				
Colorado Conservation Voters				500				
Earth Place				250				
Forecastle Foundation				500				
Friends Of Baker Park				200				
Friends Of Camp Colton				1,150 00				
Friends Of Mountain-to-See Trail				200				
Friends Of Nevada Wilderness				20,000 00				
Friends Of The Mississippi River				350				
George River Network				750				
Green Mountain Club				750				

Wolverine World Wide Foundation

Statement 4

Form 990 PF, Part XV Line 3A Grants and Contributions Paid During the Year 2013

IDEA Wild	520	
Jackson Hole Conservation Alliance	200	
Keep Louisiana Beautiful	240	
Legacy Parks Foundation	250	
Leslie Science And Nature Center	200	
Little River Wetlands Project	200	
Mountain Film	460	
New Jersey Conservation Association	200	
North Carolina Coastal Federation	200	
Northeast Organic Farming/Massachusetts	2,000 00	
National Parks Conservation Assoc SE Regional Office	600	
Potomac Riverkeeper	500	
Puget Soundkeeper Alliance	350	
Restore Hetch Hetchy (RHH)	250	
River Project NYC	500	
Salida Mountain Trails	200	
Save Our Shores	250	
Sky Island Alliance	200	
South Coast Habitat Restoration	900	
Surfrider MA	1,250 00	
Tennessee Clean Water Network	200	
The Center For Environmental Equity	500	
The Conservation Alliance	1,270 00	
The River Project	350	
The Wetlands Institute	500	
Trails And Open Space Coalition	200	
Western North Carolina Alliance	250	
Western Resource Advocates	250	
Wetlands Initiative	260	
Ruffner Mountain Nature Coalition	500	
1% For The Planet(Advocate)	21,520 45	
California Greenworks	350 00	
Safe Water Team, Inc	5,000 00	
Trout Unlimited	25,000 00	
Audubon Society	1,530 00	
Clark Fork Coalition	200 00	
ClearWater Conservancy	160 00	
Fort Loudoun Lake Association	480 00	
Georgia Forestwatch	200 00	
Grand Canyon River Youth	440 00	
Green Mountain Club	270 00	
Greenbelt Land Trust	200 00	
Growing Gardens	540 00	
Independence Pass Foundation	870 00	
Johnson Co Heritage Trust	460 00	
Keep Louisiana Beautiful	200 00	
Rails To Trails Conservancy	5,000 00	
Rocky Mountain Youth Corps	240 00	
Teillurde Mountain Film	1,320 00	
The Lake George Association	400 00	
Thistle Farms	200 00	
Trails And Open Space Coalition	540 00	
Trees Water & People	3,090 00	
Wetlands Institute In Stone Harbor	220 00	
World Wildlife Fund	2,200 00	
Wyoming Outdoor Council	200 00	
Blandford Nature Center	19,400 00	
Outdoor Discovery	5,000 00	
Forecastle Foundation	5,000 00	
ClearWater Conservancy	40 00	
Fayetteville Natural Heritage Association	200 00	
Friends Of Mountain-to-See Trail	200 00	
1% For The Planet(Advocate)	18,458 97	
Friends Of Mountain-to-See Trail	70 00	
Flagstaff Biking Organization	1,250 00	
Keep Louisiana Beautiful	1,250 00	
Virginia Conservation Network	2,000 00	
	<u>174,269 42</u>	
Juvenile Diabetes Research Foundation	5,000 00	
Parent Project For Duchenne Muscular Dys	5,000 00	
Ronald McDonald House Of New York Inc	15,000 00	
The Leukemia & Lymphoma Society	7,500 00	
American Cancer Society	10,000 00	
Hope Network Foundation	2,000 00	
	<u>\$ 44,500 00</u>	
Rotary Club Of Rockford Michigan		1,000 00
Dwelling Place		1,250 00
Rockford Area Community Endowment		12,500 00
The Right Place Foundation		25,000 00
Howard City Harvest Festival		350 00
North Kent Community Services		10,000 00
Two Ten Footwear Foundation		5,000 00
Grand Action		17,000 00
Hispanic Center Of West Michigan		3,000 00
Rockford Area Community Endowment		9,530 00
Kent County Sheriff Department		10,000 00
Council Of Michigan Foundations		1,100 00
		<u>95,730 00</u>
Heart Of West Michigan United Way		20,000 00

**Wolverine World Wide Foundation
Statement 4**

Form 990 PF, Part XV Line 3A Grants and Contributions Paid During the Year 2013

Heart Of West Michigan United Way(RunWalk 5K)	5,000 00
United Way of Mecosta County	8,000 00
United Way Of Montcalm County	2,500 00
Heart Of West Michigan United Way	<u>50,000 00</u>
	85,500 00

Junior Achievement	19,500 00
Kid's Food Basket	12,500 00
Boys & Girls Club Of Grand Rapids Youth Commonwealth	<u>3 500 00</u>
	35,500 00

\$	793,359 42	\$	120 280 00	\$	24 000 00	\$	213,580 00	\$	174,269 42	\$	44 500 00	\$	95,730 00	\$	85,500 00	\$	35,500 00
	Grand Total		Aid & Human Services		Art & Cultural		Education		Environmental		Health		Other		United Way		Youth & Family

**Annual Report of the Charitable Trust Division
of the Office of the Attorney General
State of Michigan**

**Wolverine World Wide Foundation
(32-0140361)
791-574
Rockford, Michigan**

For the Year Ended December 31, 2013

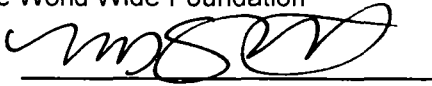
Information as required by Section 3B of the State of Michigan Charitable Trust Rules and Regulations

- (a) Market value of trust - See Form 990-PF attached
- (b) Investments of trust - See Form 990-PF attached
- (c) Income received - See Form 990-PF attached
- (d) Disbursements - See Form 990-PF attached
- (e) and (f) Transactions with related parties - See Form 990-PF attached

The attached Form 990-PF has been signed, and the statements on said form are deemed to meet the requirements of the Charitable Trust Rules and Regulations, which declare that the statements required by Sections 3B(e) and 3B(f) shall be made under oath

Wolverine World Wide Foundation

By



Title

Assistant Treasurer

Date

11-14-14

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WOLVERINE WORLD WIDE FOUNDATION	32-0140361
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	9341 COURTLAND DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ROCKFORD, MI 49351	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► THOMAS WOLF, VP TAX

Telephone No. ► 616-866-5500 Fax No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year 20 13 or

► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10016
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3189
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	6827

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Wolverine World Wide Foundation	32-0140361
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	9341 Courtland Drive	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Rockford, MI 49351	

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

0 4

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

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

- The books are in the care of **Thomas Wolf, VP of Tax**
Telephone No **616-866-5500** Fax No **616-866-0257**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 17, 20 14
- 5 For calendar year 2013, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension Additional time is needed to gather the information necessary to file a complete and accurate return

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	10016
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	10016
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

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

Signature Thomas Wolf Title VP Date 7/22/14