Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: ANNA MAY "BABE" AHERN FOUNDATION

A Employer identification number: 32-0140617

Number and street (or P O box number if mail is not delivered to street address): 10600 SOUTH CICERO AVENUE

Room/suite:

B Telephone number (see instructions): 708-424-3800

City or town, state or province, country, and ZIP or foreign postal code: OAK LAWN IL 60453

C If exemption application is pending, check here ▶ [ ]

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

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

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,438,828

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

	Line	**Part I** **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	10,632	10,632	10,632	
	4	Dividends and interest from securities	92,679	92,679	92,679	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	534,057			
	b	Gross sales price for all assets on line 6a 3,631,542				
	7	Capital gain net income (from Part IV, line 2)		6,823		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	4,034	4,034	4,034	
	12	**Total.** Add lines 1 through 11	641,402	114,168	107,345	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,000			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	2,730			
	16a	Legal fees (attach schedule) SEE STMT 3	3,349			
	b	Accounting fees (attach schedule) STMT 4	2,632			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	11,453			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 6	33,404			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	73,568	0	0	0
	25	Contributions, gifts, grants paid SEE STATEMENT 7	210,000			210,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	283,568	0	0	210,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	357,834			
	b	**Net investment income** (if negative, enter -0-)		114,168		
	c	**Adjusted net income** (if negative, enter -0-)			107,345	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	450,955	221,426	221,426
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 8	2,101,420	1,960,138	1,960,138
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans	111,012		
	13	Investments – other (attach schedule) SEE STATEMENT 9	332,708	1,473,764	1,473,764
	14	Land, buildings, and equipment basis ▶ 783,500			
		Less accumulated depreciation (attach sch) ▶ STMT 10	783,500	783,500	783,500
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,779,595	4,438,828	4,438,828
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here 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	3,779,595	4,438,828	
	30	**Total net assets or fund balances** (see instructions)	3,779,595	4,438,828	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,779,595	4,438,828	

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	3,779,595
2	Enter amount from Part I, line 27a	2	357,834
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	301,399
4	Add lines 1, 2, and 3	4	4,438,828
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,438,828

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	WELLS FARGO - CAPITAL GAINS DIVIDEND			
b	WELLS FARGO - CAPITAL GAINS DIVIDEND			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8			8
b	6,815			6,815
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				8
b				6,815
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	6,823
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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,699,030		
2011	550		
2010	1,355		
2009	1,089		
2008	100		

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,142
7 Add lines 5 and 6	7	1,142
8 Enter qualifying distributions from Part XII, line 4	8	210,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b	1	1,142
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	1,142
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	1,142
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,142
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

				Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	N/A	1a		
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	N/A	1b		
	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				
c	Did the foundation file **Form 1120-POL** for this year?	N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	N/A	2		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	N/A	3		
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?		4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		5		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?		6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X

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Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ GEORGE J. WITOUS Telephone no ▶ 708-424-3800
10600 S. CICERO AVE.
Located at ▶ OAK LAWN IL ZIP+4 ▶ 60453

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	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)	N/A	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
GEORGE J. WITOUS 5137 W. 105TH PL.	OAK LAWN IL 60453	PRESIDENT/DI 0.00	5,000	0	0
DANIEL W. WITOUS 5137 W. 105TH PL.	OAK LAWN IL 60453	SEC./TREAS./ 0.00	5,000	0	0
JAMES G. WITOUS 5137 W. 105TH PL.	OAK LAWN IL 60453	DIRECTOR 0.00	5,000	0	0
AURELIO MERENDA 11549 S. VIENNA AVE.	PALOS PARK IL 60464	0.00	5,000	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	0
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0
6	**Minimum investment return.** Enter 5% of line 5	6	0

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	
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,142		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,142
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
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	0

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	210,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	210,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,142
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	208,858

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

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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					0
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 ___ , 20 ___ , 20 ___					
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012	2,699,061				
f **Total** of lines 3a through e		2,699,061			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 210,000					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					
e Remaining amount distributed out of corpus		210,000			
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		2,909,061			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,909,061			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	2,699,061				
e Excess from 2013	210,000				

DAA

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 ▶

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
LEXINGTON COLLEGE, INC. 310 S. PEORIA STREET CHICAGO IL 60607				105,000
EUCLID FOUNDATION 7800 S. CASS AVE. DARIEN IL 60561				105,000
Total			▶ 3a	210,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					10,632
4 Dividends and interest from securities					92,679
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					4,034
8 Gain or (loss) from sales of assets other than inventory					534,057
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	641,402

13 **Total.** Add line 12, columns (b), (d), and (e) 13 641,402

(See worksheet in line 13 instructions to verify calculations)

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

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)
N/A	

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

			Yes	No
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?			
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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

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

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

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

[signature] 6/26/14 Pres.

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name: DALE W. REDEMSKE, CPA	Preparer's signature: [signature]	Date: 6-26-14	Check ☐ if self-employed
Firm's name ▶ REDEMSKE AND ASSOCIATES, CPA'S		PTIN	P00012245
Firm's address ▶ 19350 S HARLEM AVE, SUITE 201 FRANKFORT, IL 60423		Firm's EIN ▶	36-4306901
		Phone no	708-720-0100

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2256.318 SHS. - BLACKROCK FDS II	5/01/13	10/15/13	PURCHASE	$ 25,000	$ 25,474	$	$	$ -474
454.545 SHS. - DIAMOND HILL	7/23/13	12/17/13	PURCHASE	10,000	9,714			286
4888.585 SHS. - EATON VANCE FL CL I	VARIOUS	10/10/13	PURCHASE	44,731	45,121			-390
2633.695 SHS. - PIMCO ALL ASSET FD	VARIOUS	10/11/13	PURCHASE	32,500	33,786			-1,286
3433.802 SHS.- PIONEER SER TR X	VARIOUS	10/11/13	PURCHASE	33,686	35,000			-1,314
4472.840 SHS. - PRUDENTIAL INVT PORT	VARIOUS	10/11/13	PURCHASE	43,923	44,842			-919
2923.977 SHS. - VIRTUS OPP TRUST CL	5/01/13	10/15/13	PURCHASE	35,000	32,544			2,456
			PURCHASE					
5 SHS. - ABB LTD.	5/14/13	7/25/13	PURCHASE	111	111			
38 SHS. - ABB LTD	5/14/13	8/26/13	PURCHASE	855	843			12
31 SHS. - ACE LIMITED	5/14/13	8/28/13	PURCHASE	2,736	2,870			-134
.56 SHS. - ACTAVIS PLC	VARIOUS	10/01/13	PURCHASE	81	74			7
21 SHS. - ADVISORY BOARD CO.	5/14/13	10/17/13	PURCHASE	1,417	1,030			387
5 SHS. - AGILENT TECH	5/14/13	9/19/13	PURCHASE	258	217			41
19 SHS. - ALLERGAN INC.	5/14/13	5/23/13	PURCHASE	1,861	1,974			-113
6 SHS. - ALLERGAN INC.	5/14/13	8/08/13	PURCHASE	549	623			-74
2 SHS. - ALLERGAN INC.	5/14/13	10/23/13	PURCHASE	183	208			-25
7 SHS. - ALLERGAN INC.	5/14/13	12/12/13	PURCHASE	676	727			-51

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
12 SHS. - ALLERGAN INC.	5/14/13	12/24/13	PURCHASE	$ 1,303	$ 1,246	$	$	$ 57
1 SHS. - ALLIANCE DATA SYSTEMS	5/14/13	8/06/13	PURCHASE	205	178			27
1 SHS. - ALLIANCE DATA SYSTEMS	5/14/13	10/17/13	PURCHASE	226	178			48
1 SHS. - ALLIANCE DATA SYSTEMS	5/14/13	12/11/13	PURCHASE	245	178			67
14 SHS. - AMERISOURCEBERGEN CORP.	5/14/13	11/11/13	PURCHASE	949	767			182
33 SHS. - AMERISOURCEBERGEN CORP.	5/14/13	11/22/13	PURCHASE	2,310	1,807			503
5 SHS. - AMPHENOL CORP.	5/14/13	9/10/13	PURCHASE	389	403			-14
1 SHS. - AMPHENOL CORP.	5/14/13	9/20/13	PURCHASE	78	81			-3
10 SHS. - ANNALY CAPITAL MGMT	5/14/13	9/18/13	PURCHASE	119	148			-29
13 SHS. - ANNALY CAPITAL MGMT	5/14/13	9/18/13	PURCHASE	160	192			-32
10 SHS. - ANNALY CAPITAL MGMT	5/14/13	9/19/13	PURCHASE	123	148			-25
24 SHS. - ANNALY CAPITAL MGMT	5/14/13	10/28/13	PURCHASE	290	354			-64
16 SHS. - APPLE INC.	5/14/13	5/23/13	PURCHASE	7,049	7,093			-44
24 SHS. - APPLE INC.	5/14/13	5/29/13	PURCHASE	10,727	10,639			88
16 SHS. - ARM HOLDINGS PLC	5/14/13	10/22/13	PURCHASE	785	790			-5
1 SHS. - ASTRAZENECA	5/14/13	7/23/13	PURCHASE	51	51			
74 SHS. - AT&T INC	5/22/13	11/20/13	PURCHASE	2,652	2,743			-91
18 SHS. - AVAGO TECHNOLOGIES LTD	5/14/13	10/22/13	PURCHASE	838	606			232

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
18 SHS. - AVAGO TECHNOLOGIES LTD			PURCHASE				
	5/14/13	12/17/13	$ 964	$ 606	$	$	$ 358
20 SHS. - BAE SYSTEMS PLACE			PURCHASE				
	5/14/13	7/25/13	540	488			52
2 SHS. - BAYER AG			PURCHASE				
	5/14/13	7/25/13	223	218			5
14 SHS. - BLACKROCK INC			PURCHASE				
	5/15/13	6/05/13	3,707	4,032			-325
7 SHS. - BOC HONG KONG HOLDINGS			PURCHASE				
	5/14/13	8/27/13	440	503			-63
7 SHS. - BOC HONG KONG HOLDINGS			PURCHASE				
	5/14/13	9/13/13	448	503			-55
17 SHS. - BROADCOM CORP			PURCHASE				
	5/14/13	7/24/13	458	619			-161
15 SHS. - BROADCOM CORP			PURCHASE				
	5/14/13	7/24/13	408	546			-138
10 SHS. - BROADCOM CORP			PURCHASE				
	5/14/13	8/02/13	270	364			-94
7 SHS. - BROADCOM CORP			PURCHASE				
	5/14/13	8/05/13	189	244			-55
2 SHS. - CH ROBINSON WORLDWIDE			PURCHASE				
	5/14/13	10/02/13	118	113			5
2 SHS. - CH ROBINSON WORLDWIDE			PURCHASE				
	5/14/13	10/02/13	118	113			5
5 SHS. - CH ROBINSON WORLDWIDE			PURCHASE				
	5/14/13	10/30/13	301	283			18
3 SHS. - CH ROBINSON WORLDWIDE			PURCHASE				
	5/14/13	11/15/13	180	170			10
4 SHS. - CH ROBINSON WORLDWIDE			PURCHASE				
	5/14/13	11/18/13	242	226			16
7 SHS. - CAMERON INT'L			PURCHASE				
	5/14/13	7/26/13	404	445			-41
39 SHS - CANADIAN OIL SANDS			PURCHASE				
	5/14/13	8/26/13	752	782			-30
12 SHS - CARLISLE COMPANIES INC			PURCHASE				
	5/14/13	12/30/13	953	802			151

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	How Received	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2 SHS - CHECK POINT SOFTWARE	PURCHASE	5/14/13	7/15/13	$ 107	$ 98	$	$	$ 9
3 SHS - CHECK POINT SOFTWARE	PURCHASE	5/14/13	7/16/13	161	147			14
1 SHS - CHIPOTLE MEXICAN GRILL	PURCHASE	5/14/13	7/19/13	406	374			32
1 SHS - CHIPOTLE MEXICN GRILL	PURCHASE	6/21/13	10/15/13	437	362			75
6 SHS - COBALT INTERNATIONAL	PURCHASE	5/14/13	8/19/13	154	163			-9
9 SHS - COBALT INTERNATIONAL	PURCHASE	5/14/13	12/02/13	167	245			-78
6 SHS - COBALT INTERNATIONAL	PURCHASE	5/14/13	12/02/13	116	163			-47
125 SHS - COGNIZANT TECHNOLOGY	PURCHASE	5/14/13	6/18/13	8,003	7,802			201
6 SHS - COMPUTER PROGRAMS & SYS	PURCHASE	5/14/13	6/24/13	298	295			3
12 SHS - COMPUTER PROGRAMS & SYS	PURCHASE	5/14/13	6/25/13	588	590			-2
1 SHS - CORE LABORATORIES INC	PURCHASE	5/14/13	6/25/13	151	146			5
4 SHS COSTCO WHSL CORP NEW	PURCHASE	5/14/13	10/23/13	469	447			22
5 SHS - CROWN CASTLE INTL CORP	PURCHASE	5/14/13	7/17/13	380	398			-18
2 SHS - CROWN CASTLE INTL CORP	PURCHASE	5/14/13	7/29/13	146	159			-13
3 SHS - CROWN CASTLE INTL CORP	PURCHASE	5/14/13	8/02/13	209	239			-30
2 SHS - CROWN CASTLE INTL CORP	PURCHASE	5/14/13	8/09/13	138	159			-21
1 SHS - CROWN CASTLE INTL CORP	PURCHASE	5/14/13	8/12/13	68	80			-12
47 SHS - CVS CAREMARK CORP	PURCHASE	5/15/13	9/18/13	2,825	2,831			-6

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
35 SHS - DANAHER CORP	5/15/13	10/16/13	PURCHASE	$ 2,415	$ 2,171	$	$	$ 244
1 SHS - DAVITA HEALTHCARE	5/14/13	5/17/13	PURCHASE	128	131			-3
2 SHS - DAVITA HEALTHCARE	5/14/13	5/23/13	PURCHASE	250	262			-12
2 SHS - DAVITA HEALTHCARE	5/14/13	6/27/13	PURCHASE	245	262			-17
5 SHS - DAVITA HEALTHCARE	5/14/13	7/02/13	PURCHASE	579	654			-75
4 SHS - DAVITA HEALTHCARE	5/14/13	8/05/13	PURCHASE	472	523			-51
7 SHS - DAVITA HEALTHCARE	5/14/13	8/07/13	PURCHASE	791	915			-124
52 SHS - DELPHI AUTO PLC	5/15/13	6/18/13	PURCHASE	2,671	2,418			253
50 SHS - DELPHI AUTO PLC	5/15/13	9/18/13	PURCHASE	2,834	2,325			509
24 SHS - DEUTSCHE POST AG	5/14/13	7/25/13	PURCHASE	681	609			72
12 SHS - DST SYSTEMS INC	5/14/13	11/25/13	PURCHASE	1,055	836			219
1 SHS - ECOLAB INC	5/14/13	12/16/13	PURCHASE	102	88			14
2 SHS - ECOLAB INC	5/14/13	12/17/13	PURCHASE	203	176			27
23 SHS - ELDORADO GOLD CORP NEW	5/14/13	10/07/13	PURCHASE	147	166			-19
21 SHS - ELDORADO GOLD CORP	5/14/13	10/08/13	PURCHASE	128	151			-23
22 SHS - ELDORADO GOLD CORP NEW	5/14/13	10/09/13	PURCHASE	135	159			-24
47 SHS - EXELIS INC	5/14/13	11/01/13	PURCHASE	753	553			200
4 SHS - EXPONENT INC	5/14/13	11/12/13	PURCHASE	297	216			81

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
19 SHS - EXPONENT INC	5/14/13	11/13/13	PURCHASE $ 1,398	$ 1,026	$	$	$ 372
2 SHS - EXPONENT INC	5/14/13	11/14/13	PURCHASE 148	108			40
6 SHS - EXPONENT INC	5/14/13	11/15/13	PURCHASE 447	324			123
4 SHS - EXPONENT INC	5/14/13	11/18/13	PURCHASE 301	216			85
6 SHS - EXPONENT INC	5/14/13	11/19/13	PURCHASE 448	324			124
13 SHS - EXPONENT INC	5/14/13	11/20/13	PURCHASE 969	702			267
15 SHS - EXPONENT INC	5/14/13	11/21/13	PURCHASE 1,121	810			311
17 SHS - FASTENAL CO	5/14/13	7/10/13	PURCHASE 784	876			-92
6 SHS - FASTENAL CO	5/14/13	10/23/13	PURCHASE 294	309			-15
54 SHS- FASTENAL CO	5/14/13	11/22/13	PURCHASE 2,549	2,782			-233
9 SHS - FINISAR CORP	5/14/13	5/16/13	PURCHASE 120	117			3
10 SHS - FINISAR CORP	5/14/13	6/04/13	PURCHASE 130	130			
2 SHS - GARTNER INC	5/14/13	9/06/13	PURCHASE 114	115			-1
2 SHS - GARTNER INC	5/14/13	9/10/13	PURCHASE 117	115			2
2 SHS - GARTNER INC	5/14/13	9/20/13	PURCHASE 118	115			3
1 SHS - GARTNER INC	5/14/13	11/04/13	PURCHASE 59	58			1
1 SHS - GARTNER INC	5/14/13	11/05/13	PURCHASE 59	58			1
3 SHS- GLAXO SMITH KLINE	5/14/13	7/25/13	PURCHASE 156	155			1

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
12 SHS - GREIF INC	5/14/13	7/09/13	PURCHASE	$ 639	$ 596	$	$	$ 43
2 SHS- HENRY SCHEIN INC	5/14/13	10/30/13	PURCHASE	224	191			33
3 SHS - HERBALIFE LTD	5/14/13	5/21/13	PURCHASE	152	133			19
4 SHS - HERBALIFE LTD	5/14/13	9/10/13	PURCHASE	269	177			92
2 SHS - HERBALIFE LTD	5/14/13	9/18/13	PURCHASE	146	88			58
2 SHS - HERBALIFE LTD	5/14/13	10/03/13	PURCHASE	138	88			50
4 SHS - HERBALFE LTD	5/14/13	10/04/13	PURCHASE	281	177			104
4 SHS - HERBALIFE LTD	5/14/13	11/22/13	PURCHASE	283	177			106
3 SHS - HERBALIFE LTD	5/14/13	12/16/13	PURCHASE	223	133			90
3 SHS - HOLLY FRONTIER CORP	5/14/13	6/10/13	PURCHASE	139	142			-3
4 SHS - HOLLY FRONTIER CORP	5/14/13	6/11/13	PURCHASE	181	190			-9
31 SHS HOLOGIC INC	5/14/13	11/12/13	PURCHASE	605	662			-57
20 SHS - HOLOGIC INC	5/14/13	11/12/13	PURCHASE	399	427			-28
9 SHS - HOLOGIC INC	7/12/13	11/12/13	PURCHASE	180	178			2
1 SHS - HSBC HOLDINGS	5/14/13	7/25/13	PURCHASE	56	57			-1
3 SHS - IDEX CORP	5/14/13	12/12/13	PURCHASE	210	166			44
2 SHS - ILLUMINA INC	5/14/13	11/15/13	PURCHASE	186	142			44
15 SHS - INTL FLAVOR & FRAGRANCES	5/14/13	5/15/13	PURCHASE	1,224	1,224			

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
9 SHS - INTUITIVE SURGICAL INC			PURCHASE				
	5/14/13	7/09/13	$ 3,760	$ 4,396	$	$	$ -636
2 SHS - INTUITIVE SURGICAL INC			PURCHASE				
	5/14/13	7/12/13	849	977			-128
12 SHS - INTUITIVE SURGICAL INC			PURCHASE				
	5/14/13	7/15/13	5,115	5,861			-746
11 SHS - IRON MTN INC			PURCHASE				
	5/14/13	7/29/13	306	434			-128
8 SHS IRON MTN INC			PURCHASE				
	5/14/13	9/12/13	210	316			-106
16 SHS ISRAEL CHEMICALS			PURCHASE				
	5/14/13	7/25/13	156	180			-24
333 SHS - ISRAEL CHEMICALS			PURCHASE				
	5/14/13	7/29/13	3,205	3,756			-551
81 SHS - ISRAEL CHEMICALS			PURCHASE				
	5/14/13	11/06/13	686	914			-228
4 SHS - JM SMUCKER CO			PURCHASE				
	5/14/13	6/25/13	403	418			-15
31 SHS - JOHNSON & JOHNSON			PURCHASE				
	5/15/13	7/24/13	2,853	2,714			139
31 SHS - JOHNSON & JOHNSON			PURCHASE				
	5/15/13	11/06/13	2,885	2,714			171
34 SHS - JP MORGAN CHASE & CO			PURCHASE				
	5/15/13	5/29/13	1,854	1,734			120
2 SHS - KANSAS CITY SOUTHERN			PURCHASE				
	5/14/13	8/05/13	217	232			-15
3 SHS - KANSAS CITY SOUTHERN			PURCHASE				
	5/14/13	8/07/13	321	348			-27
3 SHS - KANSA CITY SOUTHERN			PURCHASE				
	5/14/13	10/02/13	333	348			-15
3 SHS - KANSAS CITY SOUTHERN			PURCHASE				
	5/14/13	10/02/13	333	348			-15
22 SHS - KROGER COMPANY COMMON			PURCHASE				
	5/14/13	7/26/13	870	762			108
2 SHS - L BRANDS INC			PURCHASE				
	5/14/13	12/04/13	127	101			26

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description (Whom Sold)	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
3 SHS - L BRANDS INC			PURCHASE				
	5/14/13	12/05/13	$ 187	$ 152	$	$	$ 35
61 SHS - LENDER PROCESSING			PURCHASE				
	5/14/13	10/30/13	2,092	1,757			335
69 SHS - LENDER PROCESSING			PURCHASE				
	5/14/13	11/14/13	2,356	1,988			368
26 SHS - LINCOLN ELECTRIC HLDGS			PURCHASE				
	5/14/13	10/17/13	1,782	1,505			277
17 SHS - LINKEDIN CORP CLASS A			PURCHASE				
	5/14/13	7/31/13	3,483	3,113			370
4 SHS - LINKEDIN CORP CLASS A			PURCHASE				
	5/14/13	9/17/13	990	732			258
7 SHS - LINKEDIN CORP CLASS A			PURCHASE				
	5/14/13	10/02/13	1,757	1,282			475
22 SHS - LOCKHEED MARTIN CORP			PURCHASE				
	5/15/13	7/31/13	2,651	2,279			372
21 SHS - LOCKHEED MARTIN CORP			PURCHASE				
	5/15/13	12/04/13	2,895	2,176			719
16 SHS - LUKOIL CO			PURCHASE				
	5/14/13	9/13/13	986	1,034			-48
97 SHS - MACK CALI RLTY CORP			PURCHASE				
	5/14/13	10/30/13	2,016	2,742			-726
29 SHS - MANULIFE FINL CORP			PURCHASE				
	5/14/13	7/25/13	519	455			64
6 SHS - MAXIM INTEGRATED PRODS			PURCHASE				
	5/14/13	5/15/13	188	190			-2
4 SHS - MAXIM INTEGRATED PRODS			PURCHASE				
	5/14/13	5/15/13	126	127			-1
10 SHS - MAXIM INTEGRATED PRODS			PURCHASE				
	5/14/13	6/10/13	278	317			-39
6 SHS - MAXIM INTEGRATED PRODS			PURCHASE				
	5/14/13	6/12/13	161	190			-29
5 SHS - MAXIM INTEGRATED PRODS			PURCHASE				
	5/14/13	6/13/13	136	159			-23
26 SHS - MEAD JOHNSON NUTRITION CO			PURCHASE				
	5/14/13	7/05/13	1,789	2,096			-307

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
41 SHS - MEAD JOHNSON NUTRITION CO			PURCHASE				
	5/14/13	7/09/13	$ 2,850	$ 3,306	$	$	$ -456
4 SHS. - MEAD JOHNSON NUTRITION CO			PURCHASE				
	5/14/13	10/23/13	326	323			3
1 SHS - MICHAEL KORS HOLDINGS			PURCHASE				
	5/14/13	11/13/13	82	62			20
2 SHS - MICHAEL KORS HOLDINGS			PURCHASE				
	5/14/13	11/13/13	164	123			41
27 SHS - MOLEX INC			PURCHASE				
	5/14/13	8/20/13	672	668			4
80 SHS - MOLEX INC			PURCHASE				
	5/14/13	9/09/13	3,065	1,979			1,086
41 SHS - MOODYS CORP			PURCHASE				
	5/15/13	5/22/13	2,797	2,761			36
33 SHS MOODYS CORP			PURCHASE				
	5/15/13	8/08/13	2,281	2,222			59
70 SHS MOODYS CORP			PURCHASE				
	5/15/13	8/14/13	4,693	4,713			-20
36 SHS MTN GROUP LTD			PURCHASE				
	5/14/13	9/13/13	679	710			-31
7 SHS MUENCHENER			PURCHASE				
	5/14/13	7/25/13	139	138			1
37 SHS MUENCHENER			PURCHASE				
	5/14/13	8/27/13	703	731			-28
2 SHS NATIONAL OILWELL VARCO			PURCHASE				
	5/14/13	10/23/13	158	135			23
13 SHS NATIONAL OILWELL VARCO			PURCHASE				
	5/14/13	11/20/13	1,085	879			206
13 SHS NESTLE			PURCHASE				
	5/14/13	8/26/13	883	906			-23
3 SHS NORDSTROM			PURCHASE				
	5/14/13	6/05/13	177	183			-6
4 SHS NORDSTROM			PURCHASE				
	5/14/13	6/06/13	233	244			-11
3 SHS NORDSTORM			PURCHASE				
	5/14/13	7/12/13	188	183			5

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
3 SHS NORDSTROM			PURCHASE				
	5/14/13	7/16/13	$ 186	$ 183	$	$	$ 3
33 SHS OCEANEERING INTL INC			PURCHASE				
	5/14/13	8/29/13	2,613	2,425			188
40 SHS OCEANEERING INTL INC			PURCHASE				
	5/14/13	9/18/13	3,301	2,939			362
12 SHS OCEANEERING INTL INC			PURCHASE				
	5/14/13	10/08/13	976	882			94
17 SHS OMNICOM GROUP			PURCHASE				
	5/14/13	12/03/13	1,201	1,076			125
3 SHS ONYX PHARMACEUTICALS			PURCHASE				
	5/14/13	7/16/13	402	299			103
3 SHS ONYX PHARMACEUTICALS			PURCHASE				
	5/14/13	3/07/01	371	299			72
2 SHS ONYX PHARMACEUTICALS			PURCHASE				
	5/14/13	9/10/13	247	192			55
35 SHS OWENS & MINOR INC			PURCHASE				
	5/14/13	10/03/13	1,198	1,187			11
29 SHS OWENS & MINOR INC			PURCHASE				
	5/14/13	10/04/13	999	984			15
43 SHS OWENS & MINOR INC			PURCHASE				
	5/14/13	10/07/13	1,471	1,458			13
18 SHS OWENS & MINOR INC			PURCHASE				
	5/14/13	10/08/13	614	611			3
14 SHS P P G INDUSTRIES INC			PURCHASE				
	5/15/13	10/09/13	2,272	2,185			87
17 SHS P P G INDUSTRIES INC			PURCHASE				
	5/15/13	11/06/13	3,071	2,653			418
17 SHS P P G INDUSTRIES INC			PURCHASE				
	5/15/13	11/06/13	3,100	2,653			447
17 SHS P P G INDUSTRIES INC			PURCHASE				
	5/15/13	11/20/13	3,106	2,653			453
17 SHS P P G INDUSTRIES INC			PURCHASE				
	5/15/13	12/11/13	3,123	2,653			470
1 SHS PANERA BREAD CO			PURCHASE				
	5/14/13	7/12/13	189	185			4

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2 SHS PANERA BREAD CO	5/14/13	8/02/13	PURCHASE $ 340	$ 371	$	$	$ -31
2 SHS PANERA BREAD CO	5/14/13	9/13/13	PURCHASE 334	371			-37
1 SHS PANERA BREAD CO	5/14/13	9/16/13	PURCHASE 168	185			-17
2 SHS PANERA BREAD CO	5/14/13	9/30/13	PURCHASE 318	371			-53
1 SHS PANERA BREAD CO	5/14/13	9/30/13	PURCHASE 161	185			-24
15 SHS PATTERSON CO INC	5/14/13	8/15/13	PURCHASE 628	580			48
48 SHS PEOPLES UNITED FINANCIAL	5/14/13	7/26/13	PURCHASE 732	653			79
13 SHS PERRIGO CO	VARIOUS	12/19/13	PURCHASE 2,020	1,577			443
8 SHS PERUSAHAAN	5/14/13	8/26/13	PURCHASE 301	388			-87
22 SHS PERUSAHAAN	5/14/13	10/18/13	PURCHASE 909	1,067			-158
19 SHS PETROCHINA CO LTD	5/14/13	8/15/13	PURCHASE 2,243	2,449			-206
35 SHS PNC FINANCIAL SERVICES	5/15/13	6/12/13	PURCHASE 2,472	2,476			-4
58 SHS PNC FINANCIAL SERVICES	5/15/13	7/10/13	PURCHASE 4,372	4,102			270
1 SHS POOL CORP	5/14/13	10/04/13	PURCHASE 55	53			2
34 SHS POOL CORP	5/14/13	10/07/13	PURCHASE 1,849	1,796			53
29 SHS POOL CORP	5/14/13	10/07/13	PURCHASE 1,554	1,532			22
5 SHS PRAXAIR INC	5/14/13	10/23/13	PURCHASE 620	571			49
3 SHS PRICELINE COM INC	5/14/13	7/10/13	PURCHASE 2,669	2,364			305

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1 SHS PVH CORP			PURCHASE				
	5/14/13	10/01/13	$ 116	$ 120	$	$	$ -4
1 SHS PVH CORP			PURCHASE				
	5/14/13	10/02/13	116	120			-4
94 SHS QUALCOMM INC			PURCHASE				
	5/14/13	11/20/13	6,734	6,106			628
4 SHS QUINTILES TRANSNATIONAL			PURCHASE				
	5/14/13	1/14/13	176	177			-1
3 SHS QUINTILES TRANSNATIONAL			PURCHASE				
	5/14/13	12/11/13	131	133			-2
54 SHS RECKITT BENCKISER			PURCHASE				
	5/14/13	9/13/13	780	794			-14
63 SHS RIOCAN REAL ESTATE INVT			PURCHASE				
	5/14/13	8/27/13	1,431	1,795			-364
34 SHS RIOCAN REAL ESTATE INVT			PURCHASE				
	5/14/13	9/13/13	792	969			-177
2 SHS ROCHE HOLDINGS LTD			PURCHASE				
	5/14/13	7/25/13	126	126			
15 SHS ROCHE HOLDINGS LTD			PURCHASE				
	5/14/13	8/26/13	983	947			36
41 SHS ROLLINS INC			PURCHASE				
	5/14/13	11/21/13	1,152	997			155
50 SHS ROLLINS INC			PURCHASE				
	5/14/13	11/22/13	1,412	1,216			196
1 SHS ROPER INDS INC			PURCHASE				
	5/14/13	8/02/13	126	122			4
1 SHS ROYAL DUTCH SHELL			PURCHASE				
	5/14/13	7/25/13	72	72			
3 SHS ROYAL DUTCH SHELL			PURCHASE				
	5/14/13	8/26/13	201	215			-14
5 SHS SANDISK CORP			PURCHASE				
	5/14/13	7/30/13	271	292			-21
3 SHS SANDISK CORP			PURCHASE				
	5/14/13	7/30/13	162	175			-13
5 SHS SANOFI			PURCHASE				
	5/14/13	8/26/13	254	274			-20

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2 SHS SANOFI			PURCHASE				
	5/14/13	9/13/13	$ 96	$ 110	$	$	$ -14
5 SHS SBA COMMUNICATIONS			PURCHASE				
	5/14/13	8/02/13	371	404			-33
10 SHS SCHLUMBERGER LTD			PURCHASE				
	5/14/13	10/23/13	929	769			160
107 SHS SCHWAB CHARLES CORP			PURCHASE				
	5/14/13	7/12/13	2,327	1,996			331
2 SHS SCHWAB CHARLES CORP			PURCHASE				
	5/14/13	10/23/13	46	37			9
2 SHS SEIMENS			PURCHASE				
	5/14/13	7/25/13	6	7			-1
2 SHS SEIMENS			PURCHASE				
	5/14/13	7/25/13	6	7			-1
38 SHS SEIMANS			PURCHASE				
	5/14/13	7/25/13	116	141			-25
7 SHS SIGMA ALDRICH CORP			PURCHASE				
	5/14/13	5/30/13	588	570			18
23 SHS SIGMA ALDRICH CORP			PURCHASE				
	5/14/13	12/20/13	2,079	1,873			206
1 SHS SIGNATURE BANK NEW YORK			PURCHASE				
	5/14/13	5/22/13	77	77			
2 SHS SIGNATURE BANK NEW YORK			PURCHASE				
	5/14/13	6/10/13	156	154			2
36 SHS SILVER WHEATON CORP			PURCHASE				
	5/14/13	8/20/13	985	839			146
29 SHS SILVER WHEATON CORP			PURCHASE				
	5/14/13	10/23/13	705	676			29
13 SHS SINGAPORE TELECOMMUNICATIONS			PURCHASE				
	5/14/13	9/16/13	377	421			-44
10 SHS SMITHS GROUP			PURCHASE				
	5/14/13	7/25/13	211	204			7
8 SHS SOLARWINDS INC			PURCHASE				
	5/14/13	8/02/13	297	368			-71
3 SHS SOLARWINDS INC			PURCHASE				
	5/14/13	8/02/13	114	138			-24

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1 SHS SOLARWINDS INC	7/11/13	8/02/13	PURCHASE $ 38	$ 45	$	$	$ -7
4 SHS SOLARWINDS INC	VARIOUS	9/06/13	PURCHASE 152	183			-31
2 SHS SOLARWINDS INC	7/11/13	9/10/13	PURCHASE 119	134			-15
52 SHS ST JUDE MEDICAL	5/15/13	9/11/13	PURCHASE 2,785	2,425			360
40 SHS ST JUDE MEDICAL	5/15/13	10/09/13	PURCHASE 2,212	1,866			346
32 SHS STANLEY BLACK AND DECKER	5/14/13	10/17/13	PURCHASE 2,380	2,585			-205
34 SHS STANLEY BLACK AND DECKER	5/15/13	10/23/13	PURCHASE 2,592	2,748			-156
31 SHS STANLEY BLACK AND DECKER	5/15/13	10/30/13	PURCHASE 2,452	2,506			-54
61 SHS STARBUCKS CORP	5/14/13	10/25/13	PURCHASE 4,853	3,862			991
40 SHS STATE STR CORP	5/15/13	7/24/13	PURCHASE 2,806	2,535			271
34 SHS STATOIL	5/14/13	8/26/13	PURCHASE 729	812			-83
1 SHS STERICYCLE INC	5/14/13	10/24/13	PURCHASE 116	111			5
1 SHS STERICYCLE INC	5/14/13	10/28/13	PURCHASE 116	111			5
1 SHS T ROWE PRICE GROUP INC	5/14/13	8/02/13	PURCHASE 76	76			
7 SHS T ROWE PRICE GROUP INC	5/14/13	9/18/13	PURCHASE 509	534			-25
20 SHS TAIWAN SEMICONDUCTOR MFG	5/14/13	8/26/13	PURCHASE 325	399			-74
49 SHS TD AMERITRADE HOLDING	5/14/13	5/31/13	PURCHASE 1,169	1,115			54
98 SHS TD AMERITRADE HOLDING	5/14/13	7/15/13	PURCHASE 2,555	2,229			326

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
13 SHS TERADATA CORP	5/14/13	10/16/13	PURCHASE $ 539	$ 699	$	$	$ -160
5 SHS TERADATA CORP	5/14/13	10/17/13	PURCHASE 206	269			-63
52 SHS TESCO	5/14/13	8/27/13	PURCHASE 898	902			-4
35 SHS THOR INDUSTRIES	5/14/13	10/03/13	PURCHASE 2,012	1,402			610
5 SHS TOTAL S A SPONS	5/14/13	7/25/13	PURCHASE 264	253			11
10 SHS TOWERS WATSON & CO	5/14/13	6/24/13	PURCHASE 786	775			11
9 SHS TOWERS WATSON & CO	5/14/13	9/13/13	PURCHASE 824	697			127
28 SHS TOWERS WATSON & CO	5/14/13	9/24/13	PURCHASE 2,937	2,170			767
6 SHS TW TELECOM INC	5/14/13	5/15/13	PURCHASE 177	174			3
5 SHS TW TELECOM INC	5/14/13	7/02/13	PURCHASE 142	145			-3
4 SHS TW TELECOM INC	5/14/13	7/29/13	PURCHASE 118	116			2
4 SHS TW TELECOM INC	5/14/13	9/23/13	PURCHASE 120	116			4
5 SHS TW TELECOM INC	5/14/13	9/24/13	PURCHASE 151	145			6
7 SHS TWITTER INC	11/08/13	12/16/13	PURCHASE 392	301			91
2 SHS ULTA SALON COSMETICS	5/14/13	6/10/13	PURCHASE 173	188			-15
1 SHS ULTIMATE SOFTWARE	5/14/13	7/30/13	PURCHASE 130	115			15
1 SHS ULTIMATE SOFTWARE	5/14/13	7/31/13	PURCHASE 135	115			20
7 SHS UNILEVER	5/14/13	11/06/13	PURCHASE 273	292			-19

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
20 SHS UNITED OVERSEAS BK			PURCHASE				
	5/14/13	9/16/13	$ 671	$ 709	$	$	$ -38
12 SHS UNIVERSAL HEALTH SERVICES			PURCHASE				
	5/14/13	10/08/13	913	825			88
4 SHS UNIVERSAL HEALTH SERVICES			PURCHASE				
	5/14/13	11/20/13	319	275			44
6 SHS URBAN OUTFITTERS			PURCHASE				
	5/14/13	10/22/13	218	264			-46
4 SHS VALEANT PHARMACEUTICALS			PURCHASE				
	5/14/13	5/24/13	336	309			27
5 SHS VALEANT PHARMACEUTICALS			PURCHASE				
	5/14/13	5/28/13	468	387			81
1 SHS VALEANT PHARMACEUTICALS			PURCHASE				
	5/14/13	10/25/13	113	77			36
1 SHS VALEANT PHARMACEUTICALS			PURCHASE				
	5/14/13	10/29/13	111	77			34
3 SHS VERISIGN INC			PURCHASE				
	5/14/13	7/26/13	142	147			-5
1 SHS VERISIGN INC			PURCHASE				
	5/14/13	12/11/13	56	49			7
3 SHS VERISIGN INC			PURCHASE				
	5/14/13	12/12/13	169	147			22
5 SHS VERISK ANALYTICS			PURCHASE				
	5/14/13	10/23/13	343	303			40
2 SHS VERTEX PHARMACEUTICALS			PURCHASE				
	5/14/13	5/14/13	161	162			-1
2 SHS VERTEX PHARMACEUTICALS			PURCHASE				
	5/14/13	7/22/13	176	162			14
2 SHS VERTEX PHARMACEUTICALS			PURCHASE				
	5/14/13	7/30/13	164	162			2
2 SHS VERTEX PHARMACEUTICALS			PURCHASE				
	5/14/13	10/30/13	144	162			-18
29 SHS VIACOM INC			PURCHASE				
	5/15/13	8/08/13	2,311	2,016			295
33 SHS VIACOM INC			PURCHASE				
	5/15/13	9/04/13	2,677	2,294			383

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	How Received	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
22 SHS VIACOM INC	PURCHASE	5/15/13	9/25/13	$ 1,829	$ 1,529	$	$	$ 300
31 SHS VIACOM INC	PURCHASE	5/15/13	10/02/13	2,560	2,155			405
4 SHS VODAFONE GROUP	PURCHASE	5/14/13	7/25/13	119	119			
69 SHS VODAFONE GROUP	PURCHASE	5/14/13	9/17/13	2,321	2,050			271
85 SHS VODAFONE GROUP	PURCHASE	5/14/13	9/25/13	2,962	2,526			436
2 SHS WATERS CORP	PURCHASE	5/14/13	7/23/13	198	195			3
2 SHS WHITING PETROLEUM CORP	PURCHASE	5/14/13	10/02/13	123	92			31
16 SHS WHITING PETROLEUM CORP	PURCHASE	5/14/13	10/03/13	992	736			256
3 SHS WHITING PETROLEUM CORP	PURCHASE	5/14/13	10/03/13	187	138			49
7 SHS WHITING PETROLEUM CORP	PURCHASE	5/14/13	12/09/13	398	322			76
3 SHS WHITING PETROLEUM CORP	PURCHASE	5/14/13	12/16/13	180	138			42
3 SHS WHITING PETROLEUM CORP	PURCHASE	5/14/13	12/16/13	181	138			43
3 SHS WHOLE FOODS MARKET	PURCHASE	5/14/13	11/12/13	176	154			22
4 SKS XYLEM INC	PURCHASE	5/14/13	5/29/13	112	113			-1
17 SHS ZURICH INSURANCE GROUP	PURCHASE	5/14/13	9/13/13	429	470			-41
26000 FEDERAL HOME LN MTG CORP	PURCHASE	5/14/13	11/05/13	26,178	26,266			-88
8000 US TREASURY NOTES	PURCHASE	5/14/13	9/17/13	8,931	9,139			-208
6000 US TREASURY NOTES	PURCHASE	5/14/13	11/05/13	6,653	6,927			-274

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description (Whom Sold)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
10000 US TREASURY NOTES	5/14/13	9/23/13	PURCHASE	$ 10,230	$ 10,296	$	$	$ -66
16000 US TREASURY NOTES	5/14/13	6/26/13	PURCHASE	16,154	16,188			-34
2500 ISHARES CORE TOTAL USB	4/20/11	5/13/13	PURCHASE	248,329	239,039			9,290
1750 SHS PIMCO HIGH ET	3/30/12	5/13/13	PURCHASE	185,760	176,030			9,730
783 SHS AGL RESOURCES	12/13/10	3/08/13	PURCHASE	31,361	31,430			-69
300 SHS AGL RESOURCES	12/13/10	4/16/13	PURCHASE	12,650	12,042			608
400 SHS AGL RESOURCES	12/13/10	4/16/13	PURCHASE	16,864	16,056			808
1300 AT & T INC.	12/13/10	1/18/13	PURCHASE	42,724	35,614			7,110
700 AT & T INC.	12/13/10	4/11/13	PURCHASE	26,609	19,177			7,432
578 SHS AT & T INC	12/13/10	5/15/13	PURCHASE	21,709	15,834			5,875
85 SHS AT & T INC	12/13/10	11/14/13	PURCHASE	2,996	2,329			667
61 SHS AT & T INC	12/13/10	11/20/13	PURCHASE	2,186	1,671			515
800 SHS DARDEN RESTAURANTS	12/13/10	3/25/13	PURCHASE	40,141	39,454			687
1000 SHS DARDEN RESTAURANTS	12/13/10	3/28/13	PURCHASE	51,187	49,318			1,869
3000 SHS DARDEN RESTAURANTS	12/13/10	5/15/13	PURCHASE	160,624	147,953			12,671
1000 SHS EXXON MOBIL	12/13/10	3/05/13	PURCHASE	89,199	72,360			16,839
2311 SHS EXXON MOBIL	12/13/10	5/15/13	PURCHASE	210,694	167,224			43,470
9000 FIRST TRUST HIGH INC FD	12/23/11	5/13/13	PURCHASE	171,576	149,475			22,101

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	How Received	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1000 SHS. GENERAL MILLS	PURCHASE	12/13/10	2/22/13	$ 45,002	$ 35,980	$	$	$ 9,022
1000 SHS. GENERAL MILLS	PURCHASE	12/13/10	2/28/13	45,847	35,980			9,867
1500 SHS. GENERAL MILLS	PURCHASE	12/13/10	4/09/13	72,446	53,970			18,476
3908 SHS. GENERAL MILLS	PURCHASE	12/13/10	5/15/13	198,334	140,610			57,724
2100 SHS MARATHON OIL	PURCHASE	12/13/10	5/13/13	72,098	43,855			28,243
300 SHS MARATHON PETROLEUM	PURCHASE	12/13/10	1/29/13	20,944	8,476			12,468
200 SHS MARATHON PETROLEUM	PURCHASE	12/13/10	1/30/13	14,253	5,651			8,602
250 SHS MARATHON PETROLEUM	PURCHASE	12/13/10	2/01/13	18,462	7,063			11,399
150 SHS MARATHON PETROLEUM	PURCHASE	12/13/10	2/06/13	11,433	4,238			7,195
150 SHS. MARATHON PETROLEUM	PURCHASE	12/13/10	2/08/13	11,991	4,238			7,753
10000 NUVEEN BUILD AMER BD FD	PURCHASE	4/20/11	5/13/13	212,577	183,233			29,344
500 SHS PROCTOR & GAMBLE	PURCHASE	12/13/10	10/20/11	37,389	31,595			5,794
750 SHS PROCTOR & GAMBLE	PURCHASE	12/13/10	3/05/13	57,319	47,393			9,926
113 SHS PROCTOR & GAMBLE	PURCHASE	12/13/10	4/02/13	8,839	7,141			1,698
637 SHS PROCTOR & GAMBLE	PURCHASE	12/13/10	4/02/13	49,826	40,252			9,574
2500 SHS PROCTOR & GAMBLE	PURCHASE	12/13/10	5/13/13	196,979	157,975			39,004
2000 SHS UNITED TECHNOLOGIES	PURCHASE	12/13/10	1/18/13	171,423	156,300			15,123
500 SHS UNITED TECHNOLOGIES	PURCHASE	12/13/10	3/13/13	46,098	39,075			7,023

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
400 SHS UNITED TECHNOLOGIES	12/13/10	3/21/13	PURCHASE $ 36,710	$ 31,260	$	$	$ 5,450
1000 SHS UNITED TECHNOLOGIES	12/13/10	4/23/13	PURCHASE 91,976	78,150			13,826
600 SHS VERIZON COMMUNICATIONS	12/13/10	3/19/13	PURCHASE 28,817	20,418			8,399
500 SHS VERIZON COMMUNICATIONS	12/13/10	4/18/13	PURCHASE 25,315	17,015			8,300
1000 SHS VERIZON COMMUNICATIONS	12/13/10	4/29/13	PURCHASE 52,961	34,030			18,931
1500 SHS VERIZON COMMUNICATIONS	12/13/10	5/13/13	PURCHASE 79,023	51,045			27,978
100000 WYNN LAS VEGAS LLC	8/05/11	5/03/13	PURCHASE 114,250	111,012			3,238
1 SHS PERRIGO CO	5/23/13	12/19/13	PURCHASE 155	117			38
3 SHS PERRIGO CO	8/02/13	12/19/13	PURCHASE 466	379			87
9 SHS PERRIGO CO	5/14/13	12/19/13	PURCHASE 1,398	1,080			318
TOTAL			$ 3,624,719	$ 3,097,485	$ 0	$ 0	$ 527,234

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
APACHE CORPORATION	$ 1,025	$ 1,025	$ 1,025
KALER ENERGY CORP.	3,009	3,009	3,009
TOTAL	$ 4,034	$ 4,034	$ 4,034

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 3,349	$	$	$
TOTAL	$ 3,349	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 2,632	$	$	$
TOTAL	$ 2,632	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
REAL ESTATE TAXES	$ 11,453	$	$	$
TOTAL	$ 11,453	$ 0	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
FOUNDATION RELATED PUBLICATIO	11			
ASSOCIATION OF SMALL FOUNDATI	790			
SECRETARY OF STATE FILING FEE	25			
ADVISORY FEES	1,009			
COMMERCIAL INSURANCE	744			
PROPERTY MAINTENANCE	3,650			
PRINTING	381			
WELLS FARGO ADVISORY FEES	24,643			
WELLS FARGO ACCRUED INTEREST	2,151			
TOTAL	$ 33,404	$ 0	$ 0	$ 0

Statement 7 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
105,000					10/22/13
105,000					11/15/13

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WELLS FARGO - STOCKS, OPTIONS &EFTS	$ 2,101,420	$ 1,960,138		$ 1,960,138
TOTAL	$ 2,101,420	$ 1,960,138		$ 1,960,138

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WELLS FARGO - MUTUAL FUNDS	$ 332,708	$ 1,205,742		$ 1,205,742
WELLS FARGO - FIXED INCOME SEC.		268,022		268,022
TOTAL	$ 332,708	$ 1,473,764		$ 1,473,764

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
2805-07 91ST ST. EVERGREEN PARK, IL	$ 30,000	$ 30,000	$	$ 30,000
2801-03 91ST ST. EVERGREEN PARK, IL	30,000	30,000		30,000
9108-10 S. CALIFORNIA EVERGREEN PARK	35,500	35,500		35,500
9116-18 S. CALIFORNIA EVERGREEN PARK	37,000	37,000		37,000
9120-22 S. CALIFORNIA EVERGREEN PARK	37,000	37,000		37,000
9134-38 S. CALIFORNIA EVERGREEN PARK	50,000	50,000		50,000
9142-44 S. CALIFORNIA EVERGREEN PARK	48,000	48,000		48,000
9200-08 S. CALIFORNIA EVERGREEN PARK	50,000	50,000		50,000
S. CALIFORNIA EVERGREEN PARK	7,000	7,000		7,000
9232-34 S. CALIFORNIA EVERGREEN PARK	37,000	37,000		37,000
9236-38 S. CALIFORNIA EVERGREEN PARK	37,000	37,000		37,000
9240 S. CALIFORNIA EVERGREEN PARK	50,000	50,000		50,000
9900-12 S. KEDZIE EVERGREEN PARK, IL	200,000	200,000		200,000
9139-43 S. WESTERN CHICAGO, IL	135,000	135,000		135,000
TOTAL	$ 783,500	$ 783,500	$ 0	$ 783,500

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
INCREASE IN PORTFOLIO VALUATION	$ 301,399
TOTAL	$ 301,399

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

• 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. Anna May "Babe" Ahern Foundation	Employer identification number (EIN) or 32-0140617
	Number, street, and room or suite no If a P O box, see instructions 10600 South Cicero Avenue	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Oak Lawn, Illinois 60453	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 ▶ George J. Witous, PC, Attorneys at Law

Telephone No. ▶ 708-424-3800 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

MAY 12 2014

▶ ☐ 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**	$ 0.00
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**	$ 0.00
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**	$ 0.00

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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

ISA