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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION

A Employer identification number 35-2050825

Number and street (or P O box number if mail is not delivered to street address): 2310 N 725 E   Room/suite

B Telephone number 765-589-8834

City or town, state or province, country, and ZIP or foreign postal code: LAFAYETTE, IN 47905

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: ☒ 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)* ▶$ 11,747,727.33

J Accounting method: ☒ 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 ▶ ☐

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	255,956.80	255,956.80		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	832,381.05			
	b Gross sales price for all assets on line 6a 10485717.18				
	7 Capital gain net income (from Part IV, line 2)		832,381.05		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,088,337.85	1,088,337.85		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	96,000.00	9,600.00		86,400.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	12,205.00	8,543.50		3,661.50
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	16,209.12	4,585.38		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	78,885.19	78,885.19		0.00
	24 **Total operating and administrative expenses.** Add lines 13 through 23	203,299.31	101,614.07		90,061.50
	25 Contributions, gifts, grants paid	422,000.00			422,000.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	625,299.31	101,614.07		512,061.50
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	463,038.54			
	b **Net investment income** (if negative, enter -0-)		986,723.78		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		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	837,108.43	500,092.16	500,092.16
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	3,889,978.61	5,969,653.22	7,218,638.33
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	5,252,382.45	3,972,762.65	4,028,996.84
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,979,469.49	10,442,508.03	11,747,727.33
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.00	0.00	
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	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	9,979,469.49	10,442,508.03	
	30 **Total net assets or fund balances**	9,979,469.49	10,442,508.03	
	31 **Total liabilities and net assets/fund balances**	9,979,469.49	10,442,508.03	

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	9,979,469.49
2	Enter amount from Part I, line 27a	2	463,038.54
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	10,442,508.03
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,442,508.03

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,485,717.18		9,653,336.13	832,381.05

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				832,381.05

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	832,381.05
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	516,261.50	10,486,053.29	.049233
2011	496,838.00	10,598,560.53	.046878
2010	464,458.00	10,164,318.65	.045695
2009	600,438.55	9,363,099.85	.064128
2008	678,182.84	12,054,663.39	.056259

2 **Total** of line 1, column (d)	2	.262193
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	.052439
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,063,486.30
5 Multiply line 4 by line 3	5	580,158.16
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,867.24
7 Add lines 5 and 6	7	590,025.40
8 Enter qualifying distributions from Part XII, line 4	8	512,061.50

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	19,734.48
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	0.00
3 Add lines 1 and 2		3	19,734.48
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	19,734.48
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 20,000.00		
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	20,000.00
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	265.52
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	265.52 **Refunded** ▶	11	0.00

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0.00 (2) On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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) ▶ IN			
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

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 ▶ N/A

14 The books are in care of ▶ WAYNE E. WEBER Telephone no. ▶317-585-4455

Located at ▶11999 LAKESIDE DRIVE, FISHERS, IN ZIP+4 ▶46038

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 N/A

			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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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. ▶ ____, ____, ____, ____				
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

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)? ☐ 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

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.

(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
J. DAVID WEBB 4839 WHIPPOORWILL DRIVE LAFAYETTE, IN 47909	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WILLIAM J. MCCAW 2310 N 725 E LAFAYETTE, IN 47905	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WAYNE E. WEBER 11999 LAKESIDE DRIVE FISHERS, IN 46038	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
CHARLES MAX LAYDEN P. O. BOX 909 LAFAYETTE, IN 47902	CO-TRUSTEE 5.00	24,000.00	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶		0

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

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 ▶	0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,611,366.91
b	Average of monthly cash balances	1b	620,598.88
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,231,965.79
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	11,231,965.79
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	168,479.49
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,063,486.30
6	**Minimum investment return.** Enter 5% of line 5	6	553,174.32

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	553,174.32
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 19,734.48		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	19,734.48
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	533,439.84
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	533,439.84
6	Deduction from distributable amount (see instructions)	6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	533,439.84

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	512,061.50
b	Program-related investments - total from Part IX-B	1b	0.00
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	512,061.50
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	5	0.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	512,061.50

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				533,439.84
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			511,913.62	
b Total for prior years: ______, ______, ______		0.00		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 512,061.50				
a Applied to 2012, but not more than line 2a			511,913.62	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				147.88
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				533,291.96
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a 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
2 a 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).)

NONE

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.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOOD FINDERS 50 OLYMPIA COURT LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	35,700.00
LAFAYETTE URBAN MINISTRY 525 NORTH 9TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
LYN TREECE BOYS & GIRLS CLUB 1529 NORTH 10TH ST LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	32,000.00
NATALIE'S SECOND CHANCE 10 SOUTH 16TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	30,000.00
NEW COMMUNITY SCHOOL 1904 ELMWOOD AVENUE LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	72,500.00
Total SEE CONTINUATION SHEET(S)			▶ 3a	422,000.00
b *Approved for future payment* NONE				
Total			▶ 3b	0.00

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
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	255,956.80	
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					
8 Gain or (loss) from sales of assets other than inventory			18	832,381.05	
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)		0.00		1,088,337.85	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 1,088,337.85

(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).

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

William J McElaw | 5/14/2014 | CO-TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
CHARLENE M. BEAVER	Charlene M. Beaver	5/13/14		P01357640
Firm's name ▶ CHARLENE M. BEAVER, CPA			Firm's EIN ▶ 20-4297717	
Firm's address ▶ 11999 LAKESIDE DRIVE FISHERS, IN 46038			Phone no. 317-585-4455	

323622
10-10-13

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	PUBLICALLY TRADED SECURITIES-CHARLES SCHWAB	P	VARIOUS	VARIOUS
b	PUBLICALLY TRADED SECURITIES-MERRILL LYNCH 2307	P	VARIOUS	VARIOUS
c	PUBLICALLY TRADED SECURITIES-MERRILL LYNCH 2328	P	VARIOUS	VARIOUS
d	PUBLICALLY TRADED SECURITIES-MERRILL LYNCH 2366	P	VARIOUS	VARIOUS
e	PUBLICALLY TRADED SECURITIES-MERRILL LYNCH 4079	P	VARIOUS	VARIOUS
f	CENOVUS ENERGY INC	P	11/21/13	12/27/13
g	PUBLICALLY TRADED SECURITIES-MERRILL LYNCH 4J05	P	VARIOUS	VARIOUS
h	TYCO LITIGATION	P	VARIOUS	05/18/13
i	DELL LITIGATION	P	VARIOUS	01/04/13
j	MARSH & MCCLENNAN LITIGATION	P	VARIOUS	07/12/13
k	WASHINGTON MUTUAL LITIGATION	P	VARIOUS	10/25/13
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(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	3,907,097.98		3,459,645.09	447,452.89
b	85,499.67		70,746.07	14,753.60
c	585,326.05		599,078.44	<13,752.39>
d	4,296,338.83		4,208,011.91	88,326.92
e	1,599,493.45		1,308,061.05	291,432.40
f	7,464.02		7,783.13	<319.11>
g	10.62		10.44	0.18
h	25.44			25.44
i	152.32			152.32
j	205.52			205.52
k	212.59			212.59
l	3,890.69			3,890.69
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				447,452.89
b				14,753.60
c				<13,752.39>
d				88,326.92
e				291,432.40
f				<319.11>
g				0.18
h				25.44
i				152.32
j				205.52
k				212.59
l				3,890.69
m				
n				
o				

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	832,381.05
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PAWS & CLAWS ANIMAL SHELTER INC PO BOX 294 ATTICA, IN 47918	NONE	PUBLIC CHARITY	CHARITABLE	30,000.00
SALVATION ARMY 1110 UNION STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
STIDHAM UNITED METHODIST CHURCH 5300 S 175 W LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
TIPPECANOE ARTS FEDERATION 638 NORTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
TIPPECANOE CO HISTORICAL ASSN 909 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	6,000.00
WABASH CENTER 2000 GREENBUSH STREET LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	40,000.00
WILDCAT WILDLIFE CENTER 4709 N 400 W DELPHI, IN 46923	NONE	PUBLIC CHARITY	CHARITABLE	47,300.00
HARRISON HIGH SCHOOL FFA 5701 NORTH 50 WEST LAFAYETTE, IN 47906	NONE	PUBLIC CHARITY	CHARITABLE	4,000.00
PURDUE UNIVERSITY BEELER SCHOLARSHIP 575 STADIUM MALL DRIVE WEST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	2,000.00
YWCA OF GREATER LAFAYETTE 605 NORTH 6TH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	27,500.00
Total from continuation sheets				246,800.00

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
IVY TECH FOUNDATION 3101 SOUTH CREASY LANE LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	50,000.00
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB - DIVIDENDS	72,791.43	602.37	72,189.06	72,189.06	
MERRILL LYNCH #2307 - DIVIDENDS	18,779.99	0.00	18,779.99	18,779.99	
MERRILL LYNCH #2307 - INTEREST	544.62	0.00	544.62	544.62	
MERRILL LYNCH #2328 - DIVIDENDS	36,253.40	1,483.94	34,769.46	34,769.46	
MERRILL LYNCH #2328 - INTEREST	10.45	0.00	10.45	10.45	
MERRILL LYNCH #2366 - DIVIDENDS	31,960.87	1,350.75	30,610.12	30,610.12	
MERRILL LYNCH #2366 - INTEREST	5.90	0.00	5.90	5.90	
MERRILL LYNCH #2370 - DIVIDENDS	466.69	0.00	466.69	466.69	
MERRILL LYNCH #2370 - INTEREST	4.45	0.00	4.45	4.45	
MERRILL LYNCH #4079 - DIVIDENDS	98,736.30	453.63	98,282.67	98,282.67	
MERRILL LYNCH #4079 - INTEREST	79.60	0.00	79.60	79.60	
MERRILL LYNCH #4J05 - DIVIDENDS	2.89	0.00	2.89	2.89	
MERRILL LYNCH #4J05 - INTEREST	210.90	0.00	210.90	210.90	
TO PART I, LINE 4	259,847.49	3,890.69	255,956.80	255,956.80	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,205.00	8,543.50		3,661.50
TO FORM 990-PF, PG 1, LN 16B	12,205.00	8,543.50		3,661.50

FORM 990-PF — TAXES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD FROM DIVIDENDS	4,585.38	4,585.38		0.00
FEDERAL EXCISE TAX	11,623.74	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	16,209.12	4,585.38		0.00

FORM 990-PF — OTHER EXPENSES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	77,200.49	77,200.49		0.00
INSURANCE - BOND	750.00	750.00		0.00
PROFESSIONAL SUBSCRIPTIONS	725.00	725.00		0.00
MISCELLANSOUS EXPENSE	209.70	209.70		0.00
TO FORM 990-PF, PG 1, LN 23	78,885.19	78,885.19		0.00

FORM 990-PF — CORPORATE STOCK — STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONTPELIER	2,422.47	2,420.10
MORGAN STANLEY VIII	7,921.25	7,955.88
ALBERMARLE	22,772.94	23,581.08
ALTRIA GROUP	20,059.77	24,300.87
BLACKROCK INC	14,528.77	22,785.84
BRISTOL MYERS SQUIBB	19,994.04	32,527.80
CARNIVAL CORP	19,896.94	21,531.12
CHEVRON CORP	14,994.80	18,986.32
CINN FINANCIAL	15,055.08	22,833.32
CISCO SYSTEMS	11,837.95	15,207.54
COCA COLA	12,507.06	13,880.16
CONOCOPHILLIPS	15,690.23	20,417.85
CORNING INC	19,750.21	21,865.14
CORRECTIONS CORP	19,471.23	16,836.75
DOMINION RES	15,155.53	18,566.03
DUKE ENERGY	9,985.49	10,765.56

FEDERATED INVESTORS	15,001.58	21,715.20
GENERAL DYNAMICS	17,295.96	24,651.90
HASBRO INC	18,110.72	28,275.14
HATTERAS FINANCIAL	14,387.05	8,268.04
INTEL CORP	20,295.75	20,867.83
IBM	12,417.77	11,816.91
JOHNSON & JOHNSON	7,477.27	10,807.62
KINDER MORGAN MGMT	20,147.51	23,454.60
LORILLARD INC	21,990.98	26,911.08
LOWES COMPANIES	11,074.55	21,356.05
MEADWESTVACO	11,325.72	15,178.23
MICROSOFT CORP	10,551.49	13,355.37
NEWMARKET CORP	13,645.74	21,051.45
PAYCHEX INC	12,385.30	19,077.07
PFIZER INC	20,296.20	27,230.07
PHILIP MORRIS INTL	10,066.94	10,368.47
REYNOLDS AMERICAN	10,008.07	12,197.56
VERIZON COMM	11,994.40	14,250.60
WELLS FARGO & CO	19,647.15	27,739.40
A N S Y S INC	15,058.78	15,521.60
ABBVIE INC	13,049.63	13,994.65
ACCENTURE	10,311.67	10,770.82
ACE LIMITED	12,533.62	13,148.31
ACI WORLDWIDE	17,434.89	17,940.00
ACUITY BRANDS	13,028.17	13,555.68
ACXIOM CORP	15,975.29	17,491.54
AFFILIATED MANAGERS	15,254.44	16,482.88
AKORN INCORP	19,737.28	20,533.08
ALLEGHENY TECH	11,304.57	11,829.16
AMTR FINANCIAL	7,997.84	8,139.81
APPLE INC	13,611.78	14,586.52
ARMSTRONG WORLD	10,655.27	11,867.66
ASPEN TECHNOLOGY	10,424.88	11,453.20
AT&T INC	14,929.11	14,767.20
ATHLON ENERGY INC	6,329.25	5,868.50
ATWOOD OCEANICS	8,076.96	7,688.16
B/E AEROSPACE	21,464.13	21,931.56
BANK NEW YORK	12,544.27	13,172.38
BEACON ROOFING	7,544.61	8,418.52
BELDEN INC	18,469.82	19,232.85
BLACKROCK INC	9,451.28	9,810.57
BLOOMIN BRANDS	13,815.58	12,965.40
CASEYS GENERAL STORE	11,754.57	11,029.25
CATERPILLAR INC	7,253.71	7,809.66
CHART INDS	6,829.36	7,268.64
CHEVRON CORP	13,252.79	13,740.10
CIENA CORP	17,431.68	18,473.96
CINEMARK HOLDINGS	12,054.14	11,898.81
COCA COLA	13,413.44	13,797.54
COMERICA INC	17,762.86	18,825.84
COVANCE INC	10,595.79	10,919.44
COVIDIEN	10,049.96	10,283.10
CULLEN FIRST BKRS	10,591.67	11,090.07
CVS CAREMARK	16,378.88	17,892.50

CYBERONICS INC	14,925.11	15,766.70
D R HORTON INC	10,425.10	12,008.16
DRIL QUIP	12,747.56	12,312.16
E TRADE	13,568.64	15,083.52
EATON CORP	10,066.31	10,580.68
FIDELITY NATL INFO	10,676.58	11,326.48
FIFTH & PACIFIC CO	20,283.29	21,422.76
FINISAR	11,430.66	12,366.64
FIRST C FIN	15,372.32	15,274.48
FIRST HORIZON	7,660.73	7,968.60
FMC CORP	11,994.69	12,224.52
GENWORTH FINANCIAL	13,192.02	14,008.06
GUESS INC	11,015.18	9,849.19
HEXCEL CORP	20,613.18	21,093.68
HONEYWELL INTL	10,503.91	10,781.66
ITC HOLDINGS	8,275.49	8,623.80
JPMORGAN CHASE & CO	15,096.30	15,848.08
KINDER MORGAN INC	11,861.03	11,952.00
KIRBY CORP	14,816.53	15,681.50
LKQ CORP	18,781.51	18,818.80
LOWES COMPANIES	11,441.02	11,099.20
MACYS INC	10,129.28	10,626.60
MCCORMICK	9,500.95	9,373.12
MICROSOFT CORP	13,774.77	13,804.29
MIDDLEBY CORP	16,185.40	18,458.75
MOTOROLA SOLUTIONS INC	11,143.08	11,475.00
MRC GLOBAL INC	9,375.03	9,968.34
MWI VETERINARY SUPPLY	12,411.23	12,407.52
NEXTERA ENERGY	10,318.13	9,931.92
NOVO NORDISK	10,410.00	11,085.60
NUANCE COMM	10,818.67	10,138.40
OASIS PETE INC	11,541.81	11,178.86
ONEOK INC	10,086.13	10,881.50
PACKAGING CORP	8,082.67	8,289.68
PFIZER INC	16,904.08	16,172.64
PHILIP MORROS INTL	15,031.58	14,289.32
PHILLIPS 66	9,941.61	11,338.11
POLARIS INDUSTRIES	20,392.66	22,428.56
POLYONE CORP	11,030.45	12,690.65
POOL CORPORATION	10,978.62	11,686.14
PROSPERITY BANCSHARES	15,575.40	15,467.16
QUALCOMM INC	14,689.92	15,147.00
SAPIENT CORP	7,673.98	8,002.96
SEADRILL	14,884.11	13,309.92
SOUTHERN COPPER	9,160.88	9,847.53
TEAM HEALTH HOLDINGS	20,269.24	20,133.10
TELEDYNE TECH INC	10,874.23	11,206.92
TEXAS CAP BANCSHARES	11,061.33	12,999.80
TIME WARNER CABLE	12,623.78	14,092.00
TRACTOR SUPPLY	9,750.60	10,318.14
TRIMBLE	15,482.04	16,551.90
TUPPERWARE BRANDS	7,633.08	7,940.52
UNION PACIFIC	15,465.68	16,296.00
UNITED NAT FOODS	12,613.18	13,645.59

UNITEDHEALTH GROUP	10,468.19	10,993.80
V F CORPORATION	13,299.04	14,712.24
WELLS FARGO & CO	15,317.56	15,980.80
WESCO INTERNATIONAL	12,688.04	13,478.36
WHIRLPOOL CORP	9,966.66	10,352.76
WOLVERINE WORLD WIDE	11,966.12	13,142.52
ZIONS BANCORP	11,229.77	11,594.52
A/A GROUP	22,014.34	21,592.74
AIR LIQUIDE	8,093.96	8,357.54
AJINOMOTO CO	8,046.15	8,007.83
AMCOR	7,286.40	6,512.57
ASML HOLDINGS	15,537.66	16,313.47
ASSA B	22,627.12	23,913.92
BANK OF CHINA	6,550.20	6,210.34
BARCLAYS ORD	10,604.81	11,827.77
BAYER AG	15,052.00	16,601.25
BAYERISCHE MOTOREN	11,347.81	11,899.42
BHP BILLITON	5,770.24	5,472.02
BNP PARABAS	11,400.16	12,099.42
CIE FINANCIERE	19,382.52	19,071.01
COCA COLA	7,485.79	6,963.40
DAIMLER	9,503.72	10,256.56
DANONE	9,569.53	9,155.98
DBS GROUP	16,564.90	16,387.51
DENSO CORP	6,354.40	6,864.56
DIAGEO	15,483.57	15,767.45
ENBRIDGE	3,736.65	3,800.16
ESSILOR	4,470.17	4,578.98
FANUC	17,587.50	19,230.77
FST QUANTUM	3,626.04	3,620.83
GEMALTO MONTROUGE	17,421.87	17,198.95
HITACHI	8,041.34	8,625.99
HSBC HOLDINGS	13,946.01	13,647.80
IMPERIAL TOBACCO	4,740.00	4,646.76
INDITEX	12,069.35	12,545.95
KAWASAKI HEAVY	4,067.25	4,015.38
KEYENCE CORP	19,392.00	20,550.89
KONINKLIJKE	13,549.64	13,468.56
LOREAL	8,311.39	8,622.24
L.V.M.H.	6,549.84	6,212.35
LLOYDS BANK	10,910.98	11,668.76
MARKS & SPENCER	3,848.07	3,374.67
MARUBENI CORP	3,983.50	3,697.10
MURATA	12,395.60	13,507.25
NATIONAL GRID	10,600.78	10,989.11
NESTLE	19,397.12	19,310.62
NISSAN MOTORS	5,599.08	5,080.00
NOVARTIS	17,510.05	17,853.02
NOVO-NORDIAK	17,958.05	18,910.24
ORORA LTD	0.00	716.01
PENROD RICARD	16,769.19	16,089.21
PRUDENTIAL	4,317.94	4,638.48
RECKITT BENCKISER	3,935.00	3,969.20
ROCHE HOLDINGS	22,977.93	22,976.78

SAMPO	17,278.80	17,866.97
SAP	9,510.27	9,998.12
SEADRILL	17,053.51	15,059.59
SINGAPORE TELECOM	5,179.80	4,950.98
SMC CORP	11,014.05	11,850.06
SOFTBANK CORP	21,469.25	24,071.16
STANDARD CHARTERED	13,494.45	12,771.62
SUMITOMO MITSUI FIN	12,254.07	12,273.07
SUMITOMO MITSUI TRUST	6,769.07	7,010.30
SVENSKA	5,536.46	5,953.35
SWISSCOM	5,673.25	5,824.37
SYNGENTA	17,349.20	17,573.28
SYSMX CO	5,461.20	4,844.87
TREND MICRO	9,964.42	8,893.20
TULLOW OIL	3,413.58	3,341.97
UNILEVER	11,515.76	11,798.00
WYNN MACAU	10,678.05	12,443.63
ABBOTT LABS	32,991.35	33,308.77
AGRIUM INC	3,681.33	5,214.36
ALLIANCE DATA SYS	38,585.21	56,529.95
ALLSTATE CORP	15,645.93	31,742.28
AMAZON.COM	14,373.14	26,320.14
AMDOCS LINITED	12,958.47	16,372.28
AMERIPRISE FINANCIAL	14,530.12	35,320.35
AMETEK INC	7,798.51	12,008.76
AMERICAN ELEC POWER	23,573.59	27,015.72
AMPHENOL	14,780.56	22,205.82
ANHEUSER BUSCH	31,621.71	39,177.28
AON PLC	25,583.93	35,653.25
APPLE INC	42,944.44	94,812.38
ASML HOLDINGS	18,524.69	26,798.20
ASTRAZENECA	43,191.77	55,510.95
AT&T INC	22,058.47	26,651.28
ATHENAHEALTH INC	12,318.09	19,502.50
ATMEL CORP	9,913.91	12,966.48
AUST	6,363.93	11,338.05
AXIS CAPITAL	7,150.32	13,414.74
BAE SYS	9,580.69	12,594.70
BANCO BRANDESCO	15,589.16	12,630.24
BARCLAYS PLC	5,389.62	7,070.70
BARRICK GOLD	59,310.28	35,506.82
BAXTER INTERNATIONAL	8,429.57	8,485.10
BIOGEN	12,220.64	28,795.91
BOC HONG KONG	12,297.52	11,936.20
BOEING	18,666.81	36,852.30
BRISTOL MYERS SQUIBB	32,209.65	45,921.60
CH ROBINSON	11,973.50	11,903.40
CA INC	28,882.55	36,880.40
CADENCE DESIGN	8,821.50	9,070.94
CANADIAN PACIFIC	5,596.74	9,835.80
CAP GEMINI	4,331.23	7,790.10
CARLSBERG	9,767.74	12,574.90
CELGENE	15,845.23	27,710.75
CENTRICA	3,712.64	3,824.70

CHEVRON CORP	16,512.19	28,979.12
CHINA CONSTUCT	11,909.35	12,128.82
CHINA MOBILE	12,762.35	12,392.73
CHINA PETE	10,069.92	10,846.44
CISCO SYSTEMS	20,970.80	28,441.24
CIT GROUP	25,071.53	26,169.26
CITIGROUP INC	32,232.98	33,141.96
COCA COLA	25,429.11	30,610.71
COMCAST CORP	27,383.96	31,802.59
COMPANHIA	11,321.26	19,459.44
CONOCOPHILLIPS	42,483.60	67,046.85
COPEL PARANA	13,796.24	10,183.50
COSTAR GROUP	3,342.68	7,383.20
CROWN CASTLE INTL	38,351.39	46,921.77
CVS CAREMARK	22,412.39	27,411.31
DANAHER CORP	26,049.42	35,898.00
DEUTSCHE BOERSE	3,966.53	6,682.50
DIAGEO	2,280.42	6,356.16
DOMINION RES	31,814.73	34,350.39
DRESSER RAND	15,691.52	18,067.89
E I DUPONT DE NEMOURS	29,262.74	36,708.05
EATON CORP	22,517.93	29,153.96
EBAY INC	11,897.09	12,399.50
EDWARDS LIFESCIENCES	18,911.86	14,335.68
ENSCO	29,928.14	32,535.42
EXPEDITORS INTL	11,733.73	13,540.50
FAMILY DOLLAR STORES	13,413.75	12,799.09
FEDEX CORP	19,896.11	30,335.47
FIFTH THIRD BANCORP	26,597.80	36,108.51
FLEXTRONICS INTL	5,166.58	5,920.74
FORD MOTOR CO	51,173.23	55,007.95
GARTNER INC	12,642.56	18,330.90
GENERAL ELECTRIC	23,068.46	32,963.28
GENERAL MOTORS	32,828.56	32,491.65
GOLDAN ACTIVEWEAR	9,699.95	11,301.72
GOLDEN AGRI	12,126.23	10,214.08
GOOGLE INC	51,031.00	86,294.67
HARRIS CORP	22,649.33	42,025.62
HITACHI	11,581.18	15,587.64
HOME DEPOT INC	34,496.26	36,147.26
HSBC HOLDINGS	10,390.29	12,073.47
IMPERIAL TOBACCO	11,690.76	12,755.92
INCYTE CORPORATION	4,272.71	11,543.64
INTEL CORP	57,101.87	65,692.13
IBM	30,735.87	27,760.36
INTERNATINAL PAPER	17,680.47	30,153.45
INTUIT CO	29,264.34	33,733.44
ISRAEL CHEMICAL	4,708.59	3,729.60
ISUZU MOTORS	11,801.19	11,971.20
JACK HENRY	5,153.92	8,230.19
JOHNSON & JOHNSON	51,904.43	68,967.27
JPMORGAN CHASE & CO	36,672.82	64,328.00
KDDI	3,245.16	6,160.56
KINDER MORGAN INC	39,096.63	38,304.00

KLA TENCOR	12,233.28	14,761.34
KOC HOLDING	4,128.37	4,266.27
KOMATSU	5,996.85	4,856.88
KRAFT FOODS	19,820.45	19,461.51
LAMAR ADVERTISING	5,705.43	9,091.50
LIFE TECHNOLOGIES	5,448.81	6,897.80
LOCKHEED MARTIN	20,013.56	35,678.40
LPL FINANCIAL	9,383.70	13,079.90
LUKOIL	6,592.34	6,753.84
MAGNA INTL	4,053.48	8,534.24
MANULIFE	11,462.47	15,606.43
MARATHON OIL	22,159.37	29,652.00
MARKS & SPENCER	6,328.75	7,539.68
MASIMO CORP	6,936.35	9,002.84
MEAD JOHNSON	4,262.36	4,941.84
MEDIVATION INC	5,245.89	5,935.26
MEDTRONIC INC	15,017.75	24,505.53
MERCK AND CO	24,398.62	31,531.50
METLIFE INC	55,876.94	67,238.24
MICHAEL KORS	11,893.95	15,750.86
MICROSOFT CORP	66,594.21	83,536.53
MITSUI CO	10,680.27	11,202.40
MIZUHO FINANCIAL	8,944.21	11,584.52
MOBILE TELESYS	2,893.46	3,028.20
MOLSON COORS	25,893.32	33,184.65
MONSANTO	21,532.50	32,284.35
MOTOROLA SOLUTIONS INC	6,084.03	8,572.50
MSC INDL	9,087.50	10,432.23
MSCI INC	14,936.89	18,537.28
NEWELL RUBBERMAID	27,049.56	34,581.47
NIELSEN	16,526.31	18,860.79
NITTO DENKO	7,950.38	8,468.01
NOBLE ENERGY	19,238.99	17,844.82
NORFOLK SOUTHERN	31,517.90	36,760.68
NORTHROP GRUMMAN	16,097.59	37,133.64
OREILLY AUTOMOTOVE	12,728.55	17,375.85
OMNICOM GROUP	7,613.02	10,858.02
ON SEMICONDUCTOR	7,536.40	9,550.16
ORANGE	6,773.99	6,780.15
ORACLE	16,931.50	17,561.34
PEPSICO	16,397.65	16,090.36
PFIZER INC	37,998.61	56,542.98
PHILIP MORRIS INTL	19,571.75	19,342.86
PNC FINANCIAL	24,855.38	33,281.82
POSCO	3,819.14	3,198.00
POTASH CORP	12,005.03	9,096.96
PPG INDUSTRIES	31,411.52	35,845.74
PRECISION CASTPARTS	33,323.98	60,053.90
T ROWE PRICE GROUP	6,878.51	9,298.47
PROCTER & GAMBLE	23,690.07	29,470.42
RANGE RESOURCES	26,861.66	37,180.71
RENAISSANCERE HOLDINGS	3,221.18	6,327.10
REYNOLDS AMERICAN	18,728.78	31,743.65
RIO TINTO	13,723.46	12,978.90

RITCHIE BROS	7,076.46	8,254.80
ROPER INDUSTRIES	5,931.71	16,780.28
ROYAL DUTCH SHELL	47,403.30	49,247.57
RYANAIR	7,373.74	11,075.48
SAGE GROUP	4,211.13	7,024.73
SANOFI	8,640.03	13,085.72
SASOL LTD	15,023.50	19,730.55
SBERBANK	5,483.96	6,071.31
HENRY SCHEIN	11,309.56	16,681.96
SEGA SAMMY	6,400.01	7,688.59
SENSATA TECH	15,797.44	19,733.93
SERCO GROUP	2,741.44	2,891.10
SHERMAN WILLIAMS	25,964.20	29,727.00
SIEMENS	8,910.20	15,374.61
SLM CORP	28,750.64	33,060.24
SOLERA HOLDINGS	15,127.53	24,695.24
STAPLES INC	26,451.96	35,450.59
STARBUCKS CORP	8,687.93	25,084.80
STATOIL	8,491.81	11,437.62
SVENSKA	2,603.32	7,071.52
TAIWAN MANUFACTURING	3,575.24	5,528.48
TATA MOTORS	5,261.79	6,283.20
TE CONNECTIVITY	13,062.22	20,115.15
TECHNE CORP	6,645.56	9,277.66
TELENOR	5,985.63	6,226.59
TERADATA CORP	6,102.75	6,823.50
TESCO	12,020.28	11,619.60
TEVA PHAMACEUTICALS	43,673.12	41,923.68
THERMO FISHER SCIENTIFIC	7,735.90	15,254.95
TORONTO DOMINION BANK	5,608.15	13,099.36
TOTAL SA	63,401.44	66,049.06
TRANSDIGM	4,571.99	6,279.78
TRAVELERS COS	17,582.65	30,783.60
TWENTY FIRST CENTURY FOX	15,243.72	17,655.34
UNILEVER	23,791.92	25,183.98
UNION PACIFIC	33,295.43	48,552.00
UNITED OVERSEAS	10,242.62	12,506.64
VALE	19,786.76	13,221.75
VARIAN MEDICAL	14,594.89	18,878.67
VERISK ANALYTICS	20,295.26	27,470.96
VERIZON COMM	41,256.91	48,992.58
VISTAPRINT	13,329.26	19,385.85
VOLKSWAGEN	9,432.91	13,319.84
WALMART STORES INC	42,369.92	52,722.30
WATERS CORP	5,683.09	7,500.00
WELLS FARGO & CO	44,603.28	69,325.80
WHOLD FOODS MARKETS	14,197.63	18,852.58
WOLVERINE WORLD WIDE	5,310.83	8,625.84
WORLD FUEL SERVICES	7,586.30	8,977.28
XEROX CORP	36,265.76	39,357.78
XILINX INC	9,070.04	12,260.64
YAMANA GOLD	13,535.43	10,447.44
YOUKU TUDOU INC	2,162.49	2,302.80
ZURICH INSURANCE	12,492.88	18,756.31
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,969,653.22	7,218,638.33

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK HIGH YIELD	FMV	1,251.49	1,240.87
BLACKROCK GLOBAL LONG	FMV	103,612.67	104,955.79
BLACKROCK STRATEGIC	FMV	208,529.90	209,366.84
BLACKROCK MULTI ASSET	FMV	102,941.48	105,648.01
BLACKROCK LOW DURATION	FMV	124,561.85	124,373.42
DOUBLELINE TOTAL RETURN	FMV	106,914.52	101,343.32
JPMORGAN STRATEGIC	FMV	102,941.48	103,114.93
MFS RESEARCH BOND	FMV	53,744.38	51,664.25
OPPENHEIMER SENIOR	FMV	103,114.62	103,743.37
PRINCIPAL PREFERRED	FMV	52,572.26	49,117.51
TEMPLETON GLOBAL	FMV	84,135.19	83,307.84
EMERGING GLOBAL	FMV	40,245.97	39,432.96
HEALTH CARE SELECT	FMV	199,376.88	204,019.20
ISHARES MSCI CDA	FMV	41,066.53	40,444.92
ISHARES MSCI SWITERLAND	FMV	57,389.40	58,491.27
ISHARES MSCI SWEDEN	FMV	20,017.86	21,068.04
ISHARES MSCI UNITED	FMV	98,014.77	100,453.68
ISHARES NASDAQ BIOTECH	FMV	128,975.00	139,414.84
ISHARES MSCI PACIFIC	FMV	42,809.99	40,608.37
ISHARES IBOXX	FMV	39,117.93	39,052.30
ISHARES 20+ YEAR	FMV	6,513.70	6,315.32
ISHARES TIPS	FMV	13,029.24	12,748.40
ISHARES 3-7 YEAR	FMV	13,031.77	12,843.21
ISHARES MSB ETF	FMV	61,926.20	60,964.31
ISHARES MSCI EMU	FMV	204,069.71	211,286.28
ISHARES INC CORE	FMV	119,806.72	117,103.31
MARKET VECTORS EMERGING	FMV	13,033.99	12,740.55
POWERSHARES GLOBAL	FMV	13,027.94	12,906.00
POWERSHARES PREFERRED	FMV	3,262.33	3,212.16
SECTOR SPDR	FMV	111,352.92	114,874.30
SPDR BARCLAYS T BOND	FMV	9,795.79	9,700.32
SPDR BARCLAYS HIGH	FMV	39,053.55	39,140.40
VANGUARD STAPLES	FMV	75,265.48	73,973.76
VANGUARD DISCRETIONARY	FMV	243,959.81	251,122.14
VANGUARD MATERIALS	FMV	56,393.82	57,613.50
VANGUARD INFORMATION	FMV	471,676.70	494,350.34
VAUGUARD TELECOMM	FMV	57,002.02	55,801.22
VANGUARD ENERGY	FMV	241,975.68	242,745.60
VANGUARD INDUSTRIAL	FMV	281,761.15	291,987.57
VANGUARD INTERMEDIATE	FMV	22,755.87	22,140.70
VANGUARD SHORT BOND	FMV	91,190.64	90,480.76
WISDOMTREE TRUST	FMV	111,543.45	114,084.96
TOTAL TO FORM 990-PF, PART II, LINE 13		3,972,762.65	4,028,996.84