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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

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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

, 2013, and ending

, 20

Name of foundation HODES FAMILY FOUNDATION 23-75385		A Employer identification number 36-3296044						
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 803878		B Telephone number (see instructions) -						
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60680		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"><tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr><tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr><tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr></table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,751,598. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

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)
1 Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B		753,550.			
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		21,439.	21,323.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		157,016.			
b Gross sales price for all assets on line 6a 1,361,048.					
7 Capital gain net income (from Part IV, line 2)			157,016.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		23.			STMT 2
12 Total. Add lines 1 through 11		932,028.	178,339.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule) STMT 4		23,589.	23,589.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		2,910.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 6		50.			50.
24 Total operating and administrative expenses. Add lines 13 through 23		28,549.	24,589.	NONE	1,050.
25 Contributions, gifts, grants paid		172,059.			172,059.
26 Total expenses and disbursements. Add lines 24 and 25		200,608.	24,589.	NONE	173,109.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		731,420.			
b Net investment income (if negative, enter -0-)			153,750.		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	33,212.	41,425.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	770,912.	1,508,336.	1,751,598.
	c	Investments - corporate bonds (attach schedule)	23,317.		
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	827,441.	1,549,761.	1,751,598.	
Liabilities	17	Accounts payable and accrued expenses	6,900.	6,800.	
	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)	6,900.	6,800.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	820,541.	1,542,961.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	820,541.	1,542,961.		
31	Total liabilities and net assets/fund balances (see instructions)	827,441.	1,549,761.		

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	820,541.
2	Enter amount from Part I, line 27a	2	731,420.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,551,961.
5	Decreases not included in line 2 (itemize) ▶ FMV TO COST ASSET CONTRIBUTION ADJUSTMENT	5	9,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,542,961.

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,362,237.		1,204,032.	158,205.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) 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			158,205.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	157,016.	
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	104,534.	927,414.	0.112716
2011	118,052.	939,346.	0.125675
2010	123,710.	917,261.	0.134869
2009	93,838.	843,027.	0.111311
2008	108,368.	1,072,698.	0.101024

2 Total of line 1, column (d)	2	0.585595
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	0.117119
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,138,553.
5 Multiply line 4 by line 3	5	133,346.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,538.
7 Add lines 5 and 6	7	134,884.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	173,109.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	1,538.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,538.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,538.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,440.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	98.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>SCOTT HODES</u> Telephone no ▶ _____			
Located at ▶ <u>1540 N. LAKE SHORE DRIVE, CHICAGO, IL</u> ZIP+4 ▶ <u>60610</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ _____				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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? ☐ **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
MARIA BECILY-HODES 1540 N. LAKE SHORE DRIVE, CHICAGO, IL 60610	PRESIDENT 25	-0-	-0-	-0-
SCOTT HODES 1540 N. LAKE SHORE DRIVE, CHICAGO, IL 60610	SEC/TREASURER 10	-0-	-0-	-0-
VALERY H. LODATO 4452 E. HORSESHOE ROAD, PHOENIX, AZ 85028	DIRECTOR 2	-0-	-0-	-0-
ANTHONY S. HODES 1	DIRECTOR 2	-0-	-0-	-0-

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

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

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

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

Form 990-PF (2013)

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	1,155,891.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,155,891.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,155,891.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,338.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,138,553.
6	Minimum investment return. Enter 5% of line 5	6	56,928.

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	56,928.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,538.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,538.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	55,390.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	55,390.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	55,390.

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	173,109.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	173,109.
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	1,538.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	171,571.

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				55,390.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	54,924.			
b From 2009	51,757.			
c From 2010	79,955.			
d From 2011	71,822.			
e From 2012	61,039.			
f Total of lines 3a through e	319,497.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>173,109.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				55,390.
e Remaining amount distributed out of corpus	117,719.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	437,216.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	54,924.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	382,292.			
10 Analysis of line 9:				
a Excess from 2009	51,757.			
b Excess from 2010	79,955.			
c Excess from 2011	71,822.			
d Excess from 2012	61,039.			
e Excess from 2013	117,719.			

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010		
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).)

SCOTT HODES

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL	172,059.
Total			3a	172,059.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
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	21,439.		
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	157,016.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b DEFERRED INCOME			14	23.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				178,478.		
13 Total. Add line 12, columns (b), (d), and (e)					178,478.	

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

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

[illegible]

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

- | | | |
|--|--------------|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | Yes | No |
| | | |
| | 1a(1) | X |
| | 1a(2) | X |
| | 1b(1) | X |
| | 1b(2) | X |
| | 1b(3) | X |
| | 1b(4) | X |
| | 1b(5) | X |
| | 1b(6) | X |
| | 1c | X |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

10 May 2014
Date

► PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

NATALIA TCHEPE

Preparer's signature

Natali's Jen

Date _____

05/01/14

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

PTIN

PO1306295

Firm's name ► THE NORTHERN TRUST COMPANY

Firm's address ► P.O. BOX 803878
CHICAGO, IL

60680

Phone no

Schedule of Contributors

OMB No 1545-0047

2013

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

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

Name of the organization

Employer identification number

HODES FAMILY FOUNDATION 23-75385

36-3296044

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

Name of organization

HODES FAMILY FOUNDATION 23-75385

Employer identification number

36-3296044

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCOTT HODES C/O NORTHERN TRUST CHICAGO, IL 60680	\$ 753,550.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

36-3296044

[illegible]

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	21,439.	21,323.
	-----	-----
TOTAL	21,439.	21,323.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	23.

TOTALS	23.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY	11,789.	11,789.
PROFESSIONAL FEES	11,800.	11,800.
	-----	-----
TOTALS	23,589.	23,589.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TAX EXCISE	1,470.
ESTIMATED TAX	1,440.

TOTALS	2,910.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER MISC	35.	35.
IL AG	15.	15.
TOTALS	----- 50. =====	----- 50. =====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust

HODES FAMILY FOUNDATION 23-75385

Employer identification number

36-3296044

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,004,927.	982,518.		22,409.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	22,409.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	356,112.	221,514.		134,598.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.			12	
13 Capital gain distributions.			13	9.
14 Gain from Form 4797, Part I.			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15	()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	134,607.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

DTE453 549H 04/28/2014 12:13:03

23-75385

30 -

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		22,409.
18	Net long-term gain or (loss):			
a	Total for year	18a		134,607.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		5.
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a ▶	19		157,016.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) or **b** \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero 22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 23			
24	Add lines 22 and 23 24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶ 25			
26	Subtract line 25 from line 24. If zero or less, enter -0- 26			
27	Subtract line 26 from line 21. If zero or less, enter -0- 27			
28	Enter the smaller of the amount on line 21 or \$2,450 28			
29	Enter the smaller of the amount on line 27 or line 28 29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ 30			
31	Enter the smaller of line 21 or line 26 31			
32	Subtract line 30 from line 26 32			
33	Enter the smaller of line 21 or \$11,950 33			
34	Add lines 27 and 30 34			
35	Subtract line 34 from line 33. If zero or less, enter -0- 35			
36	Enter the smaller of line 32 or line 35 36			
37	Multiply line 36 by 15% ▶ 37			
38	Enter the amount from line 31 38			
39	Add lines 30 and 36 39			
40	Subtract line 39 from line 38. If zero or less, enter -0- 40			
41	Multiply line 40 by 20% ▶ 41			
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42			
43	Add lines 37, 41, and 42 43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44			
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶ 45			

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
8.	AMERICAN EXPRESS CO	10/08/2012	07/12/2013	625.00	469.00			156.00
5.	AMERICAN EXPRESS CO	10/08/2012	08/14/2013	379.00	293.00			86.00
2	AMERICAN TOWER CORP	06/25/2013	07/12/2013	155.00	145.00			10.00
3.	AMERICAN TOWER CORP	06/25/2013	08/14/2013	209.00	217.00			-8.00
36.	AMERICAN WTR WKS CO IN	11/26/2012	05/23/2013	1,511.00	1,344.00			167.00
4.	AMERICAN WTR WKS CO INC	11/26/2012	07/12/2013	167.00	149.00			18.00
3.	AMERICAN WTR WKS CO INC	11/26/2012	08/14/2013	126.00	112.00			14.00
4.	AMGEN INC	05/23/2013	07/12/2013	414.00	424.00			-10.00
3.	AMGEN INC	05/23/2013	08/14/2013	320.00	318.00			2.00
3.	C R BARD INC	03/25/2013	07/12/2013	333.00	302.00			31.00
1.	C R BARD INC	03/25/2013	08/14/2013	115.00	101.00			14.00
99.	C R BARD INC	05/23/2013	10/08/2013	11,320.00	10,082.00			1,238.00
78	BHP LTD SPONSORED ADR	10/08/2012	05/23/2013	5,276.00	5,317.00			-41.00
4.	BHP LTD SPONSORED ADR	10/08/2012	07/12/2013	243.00	273.00			-30.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013Attachment
Sequence No **12A**Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions **not** reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
2.	BHP LTD SPONSORED ADR	10/08/2012	08/14/2013	136.00	136.00			
150.	BRISTOL MYERS SQUIBB	11/07/2012	03/25/2013	6,030.00	4,923.00			1,107.00
10.	CVS CORP	10/08/2012	07/12/2013	607.00	488.00			119.00
6.	CVS CORP	10/08/2012	08/14/2013	358.00	293.00			65.00
22.	CISCO SYS INC	05/23/2013	07/12/2013	567.00	518.00			49.00
15.	CISCO SYS INC	05/23/2013	08/14/2013	394.00	353.00			41.00
190	CITRIX SYS INC	10/08/2012	05/23/2013	12,080.00	13,304.00			-1,224.00
3.	CITRIX SYS INC	10/08/2012	07/12/2013	202.00	210.00			-8.00
3.	CITRIX SYS INC	10/08/2012	08/14/2013	221.00	210.00			11.00
100.	CITRIX SYS INC	03/25/2013	12/10/2013	5,884.00	7,007.00			-1,123.00
100.	CONOCOPHILLIPS	10/08/2012	05/23/2013	6,277.00	5,740.00			537.00
7.	COSTCO WHSL CORP NEW	10/08/2012	05/23/2013	790.00	709.00			81.00
5	COSTCO WHSL CORP NEW	10/08/2012	07/12/2013	579.00	507.00			72.00
3.	COSTCO WHSL CORP NEW	10/08/2012	08/14/2013	341.00	304.00			37.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)JSA
3X2615 2 000

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013Attachment
Sequence No **12A**Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
7.	DANAHER CORP	11/26/2012	05/23/2013	437.00	368.00			69.00
11.	DANAHER CORP	11/26/2012	07/12/2013	746.00	579.00			167.00
7.	DANAHER CORP	11/26/2012	08/14/2013	467.00	368.00			99.00
6.	WALT DISNEY CO	09/11/2012	07/12/2013	401.00	310.00			91.00
4.	WALT DISNEY CO	09/11/2012	08/14/2013	256.00	207.00			49.00
200.	DOMINION RES INC VA N	11/26/2012	05/23/2013	11,826.00	10,104.00			1,722.00
200.	E I DU PONT DE NEMOUR	10/08/2012	03/25/2013	9,804.00	10,062.00			-258.00
249.	E I DU PONT DE NEMOUR	05/23/2013	06/19/2013	13,389.00	12,205.00			1,184.00
6.	E I DU PONT DE NEMOURS	05/23/2013	06/20/2013	317.00	332.00			-15.00
21.	E M C CORP MASS COM	11/26/2012	07/12/2013	521.00	519.00			2.00
14.	E M C CORP MASS COM	11/26/2012	08/14/2013	374.00	346.00			28.00
6.	EMERSON ELECTRIC CO	12/12/2012	07/12/2013	342.00	311.00			31.00
5.	EMERSON ELECTRIC CO	12/12/2012	08/14/2013	311.00	259.00			52.00
139.	EXELON CORP	04/24/2013	05/23/2013	4,839.00	5,169.00			-330.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)JSA
3X2615 2 000

Form **8949****Sales and Other Dispositions of Capital Assets**

OMB No 1545-0074

2013Attachment
Sequence No **12A**Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
10.	EXELON CORP	04/24/2013	07/12/2013	309.00	372.00			-63.00
7.	EXELON CORP	04/24/2013	08/14/2013	212.00	260.00			-48.00
15.	EXXON MOBIL CORP	05/23/2013	05/23/2013	1,381.00	1,381.00			
3.	FRANKLIN RESOURCES INC	10/08/2012	07/12/2013	429.00	388.00			41.00
5.	FRANKLIN RESOURCES INC	10/08/2012	08/14/2013	244.00	215.00			29.00
200.	GENERAL ELECTRIC CO	11/26/2012	05/15/2013	4,624.00	4,206.00			418.00
22.	GENERAL ELECTRIC CO	11/26/2012	07/12/2013	519.00	463.00			56.00
15.	GENERAL ELECTRIC CO	11/26/2012	08/14/2013	361.00	315.00			46.00
3.	GILEAD SCIENCES INC	05/23/2013	07/12/2013	171.00	167.00			4.00
3	GILEAD SCIENCES INC	05/23/2013	08/14/2013	174.00	167.00			7.00
81.	HOME DEPOT INC	12/12/2012	06/25/2013	6,020.00	4,663.00			1,357.00
7.	HOME DEPOT INC	12/12/2012	07/12/2013	562.00	440.00			122.00
6.	HOME DEPOT INC	12/12/2012	08/14/2013	465.00	377.00			88.00
89.	HOME DEPOT INC	12/12/2012	12/10/2013	7,040.00	5,598.00			1,442.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

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Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
12.	INTEL CORP COM	11/26/2012	07/12/2013	285.00	239.00			46.00
7.	INTEL CORP COM	11/26/2012	08/14/2013	158.00	139.00			19.00
2.	#REORG/INTERCONTINEN NA INTERCONTI 2RIHAZ1 EFF	07/20/2012	07/12/2013	360.00	266.00			94.00
11	MERCK & CO INC	03/25/2013	07/12/2013	532.00	480.00			52.00
8.	MERCK & CO INC	03/25/2013	08/14/2013	388.00	349.00			39.00
8.	METLIFE INC	05/23/2013	07/12/2013	391.00	340.00			51.00
5	METLIFE INC	05/23/2013	08/14/2013	244.00	212.00			32.00
2	MONSANTO CO COM	06/19/2013	07/12/2013	205.00	212.00			-7.00
3.	MONSANTO CO COM	06/19/2013	08/14/2013	292.00	318.00			-26.00
24.	MONSANTO CO COM	06/19/2013	12/10/2013	2,694.00	2,542.00			152.00
5	NATIONAL-OILWELL INC	11/07/2012	07/12/2013	363.00	356.00			7.00
3.	NATIONAL-OILWELL INC	11/07/2012	08/14/2013	220.00	214.00			6.00
5.	NORFOLK SOUTHN CORP COM	05/23/2013	07/12/2013	375.00	388.00			-13.00
4.	NORFOLK SOUTHN CORP COM	05/23/2013	08/14/2013	295.00	310.00			-15.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)JSA
3X2615 2 000

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
139	NUCOR CORP	10/08/2012	05/23/2013	6,338.00	5,445.00			893.00
4.	NUCOR CORP	10/08/2012	07/12/2013	179.00	157.00			22.00
3.	NUCOR CORP	10/08/2012	08/14/2013	143.00	118.00			25.00
6	OMNICOM GRP INC COM	09/11/2012	07/12/2013	397.00	322.00			75.00
5	OMNICOM GRP INC COM	09/11/2012	08/14/2013	311.00	268.00			43.00
191.	OMNICOM GRP INC COM	05/23/2013	12/10/2013	13,542.00	11,787.00			1,755.00
500.	ORACLE CORPORATION	11/26/2012	04/24/2013	16,270.00	15,480.00			790.00
11	ORACLE CORPORATION	05/23/2013	07/12/2013	347.00	378.00			-31.00
8.	ORACLE CORPORATION	05/23/2013	08/14/2013	268.00	275.00			-7.00
5000.	PERRIGO CO	11/14/2013	12/19/2013	761,075.00	762,550.00			-1,475.00
26	PFIZER INC	05/23/2013	07/12/2013	745.00	759.00			-14.00
17.	PFIZER INC	05/23/2013	08/14/2013	493.00	496.00			-3.00
186.	PFIZER INC	05/23/2013	12/10/2013	5,805.00	5,427.00			378.00
1.	PRECISION CASTPARTS COR	05/23/2013	07/12/2013	234.00	210.00			24.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).								

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For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)JSA
3X2615 2 000

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013Attachment
Sequence No **12A**Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
2.	PRECISION CASTPARTS COR	05/23/2013	08/14/2013	439.00	420.00			19.00
10	QUALCOMM INC	12/12/2012	07/12/2013	618.00	636.00			-18.00
6.	QUALCOMM INC	12/12/2012	08/14/2013	402.00	381.00			21.00
6	ST JUDE MEDICAL INC	11/07/2012	07/12/2013	289.00	225.00			64.00
5.	ST JUDE MEDICAL INC	11/07/2012	08/14/2013	266.00	187.00			79.00
5	SCHLUMBERGER LTD ISIN #	11/07/2012	07/12/2013	383.00	351.00			32.00
3	SCHLUMBERGER LTD ISIN #	11/07/2012	08/14/2013	247.00	211.00			36.00
2	SIMON PPTY GROUP INC NE	10/08/2012	07/12/2013	326.00	304.00			22.00
2.	SIMON PPTY GROUP INC NE	10/08/2012	08/14/2013	305.00	304.00			1.00
16.	SIMON PPTY GROUP INC N	05/23/2013	12/10/2013	2,455.00	2,790.00			-335.00
7.	STARBUCKS CORP	09/11/2012	07/12/2013	486.00	355.00			131.00
5.	STARBUCKS CORP	09/11/2012	08/14/2013	359.00	254.00			105.00
12.	US BANCORP DEL NEW	10/08/2012	07/12/2013	451.00	418.00			33.00
9.	US BANCORP DEL NEW	10/08/2012	08/14/2013	333.00	313.00			20.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).								

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)JSA
3X2615 2 000

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013Attachment
Sequence No **12A**Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
7.	UNITEDHEALTH GROUP INC	11/07/2012	07/12/2013	475.00	381.00			94.00
5.	UNITEDHEALTH GROUP INC	11/07/2012	08/14/2013	362.00	272.00			90.00
312.	VERIZON COMMUNICATION	11/26/2012	05/23/2013	16,193.00	13,513.00			2,680.00
5.	VERIZON COMMUNICATIONS	11/26/2012	07/12/2013	252.00	217.00			35.00
4.	VERIZON COMMUNICATIONS	11/26/2012	08/14/2013	196.00	173.00			23.00
750.	WALGREEN CO	12/20/2012	06/06/2013	36,107.00	27,934.00			8,173.00
6.	EATON CORP PLC COM USD0	12/03/2012	07/12/2013	409.00	308.00			101.00
5.	EATON CORP PLC COM USD0	12/03/2012	08/14/2013	334.00	256.00			78.00
200.	#REORG/NOBLE STOCK ME CO 2R1JA21 EFF 11-20-20	11/07/2012	04/24/2013	7,496.00	7,264.00			232.00
9.	#REORG/NOBLE STOCK MERG 2R1JA21 EFF 11-20-2013	05/23/2013	07/12/2013	359.00	369.00			-10.00
6.	#REORG/NOBLE STOCK MERG 2R1JA21 EFF 11-20-2013	05/23/2013	08/14/2013	236.00	246.00			-10.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				1,004,927	982,518			22,409.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions

Form **8949** (2013)JSA
3X2615 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

HODES FAMILY FOUNDATION 23-75385

36-3296044

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions **not** reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	25000. AK STL CORP SR NT 7 05-15-2020	05/31/2012	12/03/2013	23,719.00	23,556.00			163.00
	69. AMERICAN EXPRESS CO	10/08/2012	12/10/2013	5,897.00	4,043.00			1,854.00
	21. APPLE COMPUTER INC	11/14/2011	05/23/2013	9,311.00	8,033.00			1,278.00
	2. APPLE COMPUTER INC	11/14/2011	07/12/2013	850.00	765.00			85.00
	2. APPLE COMPUTER INC	11/14/2011	08/14/2013	1,003.00	765.00			238.00
	10. APPLE COMPUTER INC	11/14/2011	12/10/2013	5,653.00	3,825.00			1,828.00
	116. BHP LTD SPONSORED ADR	10/08/2012	12/10/2013	7,736.00	7,908.00			-172.00
	1000. CIGNA CORP	12/28/1976	05/23/2013	67,929.00	209.00			67,720.00
	21. CHEVRONTXACO CORP	11/14/2011	05/23/2013	2,636.00	2,227.00			409.00
	4. CHEVRONTXACO CORP	11/14/2011	07/12/2013	494.00	424.00			70.00
	4. CHEVRONTXACO CORP	11/14/2011	08/14/2013	488.00	424.00			64.00
	51. CHEVRONTXACO CORP	11/14/2011	12/10/2013	6,273.00	5,408.00			865.00
	600. CINTAS CORP	03/21/2011	06/06/2013	26,897.00	16,265.00			10,632.00
	4 CITRIX SYS INC	10/08/2012	12/10/2013	235.00	280.00			-45.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

HODES FAMILY FOUNDATION 23-75385

36-3296044

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions **not** reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
13.	COCA COLA CO	11/14/2011	07/12/2013	531.00	440.00			91.00
8.	COCA COLA CO	11/14/2011	08/14/2013	317.00	271.00			46.00
175.	DANAHER CORP	11/26/2012	12/10/2013	13,153.00	9,212.00			3,941.00
148.	EXPRESS SCRIPTS HLDG	04/17/2012	05/23/2013	9,322.00	8,651.00			671.00
8.	EXPRESS SCRIPTS HLDG CO	04/17/2012	07/12/2013	520.00	468.00			52.00
5.	EXPRESS SCRIPTS HLDG CO	04/17/2012	08/14/2013	328.00	292.00			36.00
27.	GOOGLE INC CL A	12/22/2008	05/23/2013	23,898.00	7,906.00			15,992.00
1	GOOGLE INC CL A	12/22/2008	07/12/2013	920.00	293.00			627.00
1.	#REORG/INTERCONTINEN NA INTERCONTI 2RIHAZI EFF	07/20/2012	08/14/2013	182.00	133.00			49.00
60.	INTL BUSINESS MACHINES	11/14/2011	05/23/2013	12,466.00	11,314.00			1,152.00
2.	INTL BUSINESS MACHINES	11/14/2011	07/12/2013	384.00	377.00			7.00
1.	INTL BUSINESS MACHINES	11/14/2011	08/14/2013	188.00	189.00			-1.00
14.	J P MORGAN CHASE & CO	04/17/2012	07/12/2013	767.00	614.00			153.00
9.	J P MORGAN CHASE & CO	04/17/2012	08/14/2013	487.00	395.00			92.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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HODES FAMILY FOUNDATION 23-75385

36-3296044

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
77.	J P MORGAN CHASE & CO	04/17/2012	12/10/2013	4,382.00	3,379.00			1,003.00
350.	JOHNSON CONTROLS INC	05/31/2011	05/23/2013	12,974.00	13,813.00			-839.00
89.	MCDONALDS CORP	11/14/2011	05/23/2013	9,014.00	8,394.00			620.00
5.	MCDONALDS CORP	11/14/2011	07/12/2013	507.00	472.00			35.00
3.	MCDONALDS CORP	11/14/2011	08/14/2013	288.00	283.00			5.00
232.	NIKE INC CLASS B	04/17/2012	05/23/2013	14,683.00	12,757.00			1,926.00
4.	NIKE INC CLASS B	04/17/2012	07/12/2013	254.00	220.00			34.00
3.	NIKE INC CLASS B	04/17/2012	08/14/2013	193.00	165.00			28.00
39	OMNICOM GRP INC COM	09/11/2012	12/10/2013	2,765.00	2,091.00			674.00
181.	PROCTER & GAMBLE CO	08/09/2011	05/23/2013	14,290.00	10,853.00			3,437.00
3.	PROCTER & GAMBLE CO	08/09/2011	07/12/2013	244.00	180.00			64.00
2.	PROCTER & GAMBLE CO	08/09/2011	08/14/2013	162.00	120.00			42.00
71.	SIMON PPTY GROUP INC N	10/08/2012	12/10/2013	10,894.00	10,802.00			92.00
800.	SPECTRA ENERGY CORP C	11/14/2011	05/23/2013	25,080.00	23,148.00			1,932.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Social security number or taxpayer identification number

HODES FAMILY FOUNDATION 23-75385

36-3296044

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (F) Long-term transactions **not** reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
100	UNITED TECHNOLOGIES C	10/28/2008	05/15/2013	9,561.00	4,650.00			4,911.00
92.	UNITED TECHNOLOGIES CO	12/12/2008	05/23/2013	8,801.00	4,433.00			4,368.00
3.	UNITED TECHNOLOGIES COR	12/12/2008	07/12/2013	299.00	145.00			154.00
2	UNITED TECHNOLOGIES COR	12/12/2008	08/14/2013	210.00	96.00			114.00
20.	V F CORP	11/14/2011	06/25/2013	3,758.00	2,714.00			1,044.00
2.	V F CORP	11/14/2011	07/12/2013	399.00	271.00			128.00
2.	V F CORP	11/14/2011	08/14/2013	392.00	271.00			121.00
17.	WELLS FARGO & CO NEW	05/25/2011	07/12/2013	723.00	471.00			252.00
11.	WELLS FARGO & CO NEW	05/25/2011	08/14/2013	475.00	305.00			170.00
100.	COVIDIEN PLC USD0.20 (CONSLDTN)	03/12/2009	03/25/2013	6,651.00	3,668.00			2,983.00
100.	COVIDIEN PLC USD0.20 (CONSLDTN)	03/12/2009	05/23/2013	6,529.00	3,126.00			3,403.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				356,112.	221,514.			134,598.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Reporting

31 DEC 13

Account number Multiple Accounts

23-75385,23-75098

Page 1 of 8

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equity Securities							
Common stock							
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
	200 000	90 73	0 00	18,146 00	13,855 08	4,290 92	0 00
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
	157 000	42 26	0 00	6,634 82	5,862 38	772 44	0 00
AMGEN INC COM CUSIP 031162100							
	141 000	114 16	0 00	16,096 56	14,936 13	1,160 43	0 00
APPLE INC COM STK CUSIP 037833100							
	65 000	561 11	0 00	36,472 15	24,865 10	11,607 05	0 00
CHEVRON CORP COM CUSIP 166764100							
CVX	120 000	124 91	0 00	14,989 20	12,723 60	2,265 60	0 00
CIGNA CORPORATION CUSIP 125509109							
	1,000 000	87 48	0 00	87,480 00	66,151 70	21,328 30	0 00
CISCO SYSTEMS INC CUSIP 17275R102							
CSCO	762 000	22 45	0 00	17,108 90	17,935 58	-828 68	0 00
COCA COLA CO COM CUSIP 191216100							
	435 000	41 31	0 00	17,969 85	15,182 13	2,787 72	0 00
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
	160 000	119 01	0 00	19,041 60	16,208 00	2,833 60	0 00

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 11 Feb 14 B003

Account number Multiple Accounts

23-75385.23-75098

Page 2 of 8

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	Total
Shares/PAR value				Translation		

Equity Securities

Common stock

United States - USD

CVS CAREMARK CORP COM STK CUSIP 128850100
CVS

322 000	71 57	0 00	23,045 54	15,838 61	7,208 93	0 00	7,208 93
DANAHER CORP COM CUSIP 235851102							

200 000	77 20	5 00	15,440 00	4,912 00	0 00	4,912 00
EATON CORP PLC COM USD0 50 CUSIP G29183103						

208 000	76 12	0 00	15,832 96	11,894 81	3,938 15	0 00	3,938 15
EMC CORP COM CUSIP 268648102							
EMC							

723 000	25 15	0 00	18,183 45	17,615 74	567 71	0 00	567 71
EMERSON ELECTRIC CO COM CUSIP 291011104							

216 000	70 18	0 00	15,158 88	11,345 88	3,813 02	0 00	3,813 02
EXELON CORP COM CUSIP 30161N101							

EXPRESS SCRIPTS HLDG CO COM	CUSIP	30219G108	27 39	0.00	9,422.16	12,793.36	-3,371.20	0.00	-3,371.20
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264 000	70 24	0 00	18,543 36	14,973 30	3,570 06	0 00	3,570 06
EXXON MOBIL CORP COM CUSIP 30231G102							

272 000	101 20	0 00	27 526 40	-1 380 88	28 907 28	0 00	28 907 28
FRKLN RES INC COM CUSIP 354813101							

	322 000	5773	38 64	18 589 06	15 081 07	3 497 99	0 00	3 497 99
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Reporting

31 DEC 13

Account number Multiple Accounts

23-75385,23-75098

Page 3 of 8

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
GENERAL ELECTRIC CO	CUSIP 369804103							
GE	773 000	28 03	170 06	21,667 19	17,240 36	4,428 83	0 00	4,428 83
GILEAD SCIENCES INC CUSIP 375558103								
GILD	134 000	75 15	0 00	10,070 10	7,463 80	2,606 30	0 00	2,606 30
GOOGLE INC CL A CL A CUSIP 38259P508								
GOOG	22 000	1,120 71	0 00	24,655 62	9,171 35	15,484 27	0 00	15,484 27
HOME DEPOT INC COM CUSIP 437078102								
	200 000	82 34	0 00	16,468 00	14,311 01	2,156 99	0 00	2,156 99
INTEL CORP COM CUSIP 458140100								
INTC	400 000	25 96	0 00	10,384 00	8,038 99	2,345 01	0 00	2,345 01
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45868F104								
	72 000	224 92	0 00	16,194 24	9,563 76	6,630 48	0 00	6,630 48
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
IBM	62 000	187 57	0 00	11,629 34	11,691 09	-61 75	0 00	-61 75
JPMORGAN CHASE & CO COM CUSIP 46825H100								
JPM	400 000	58 48	0 00	23,392 00	18,504 85	4,887 15	0 00	4,887 15
MC DONALDS CORP COM CUSIP 580135101								
	178 000	97 03	0 00	17,271 34	16,788 96	482 38	0 00	482 38

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 11 Feb 14 B003

Reporting

31 DEC 13

Account number Multiple Accounts

23-75385,23-75098

Page 4 of 8

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equity Securities							
Common stock							
United States - USD							
MERCK & CO INC NEW COM CUSIP 58933Y105							
	392 000	50 05	172 48	19,619 60	17,883 36	1,736 24	0 00
METLIFE INC COM STK USD0 01 CUSIP 59156R108							
	277 000	53 92	0 00	14,935 84	11,766 96	3,168 88	0 00
MONSANTO CO NEW COM CUSIP 81168W101							
	100 000	118 55	0 00	11,855 00	10,580 04	1,074 96	0 00
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
NOV	166 000	79 53	0 00	13,201 98	11,626 22	1,575 76	0 00
NIKE INC CL B CUSIP 654108103							
	161 000	78 84	38 64	12,681 04	8,852 58	3,808 46	0 00
NOBLE CORP PLC COMMON STOCK CUSIP G65431101							
	317 000	37 47	0 00	11,877 99	12,984 63	-1,106 64	0 00
NORFOLK SOUTH N CORP COM CUSIP 655844108							
	172 000	92 83	0 00	15,966 76	13,345 48	2,621 28	0 00
NORTHERN TR CORP COM CUSIP 665659104							
	1,000 000	61 89	310 00	61,890 00	39,448 00	22,442 00	0 00
NUCOR CORP COM CUSIP 870346105							
	154 000	53 38	56 98	8,220 52	6,032 10	2,188 42	0 00

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 11 Feb 14 B003

Reporting

31 DEC 13

Account number Multiple Accounts

23-75385,23-75098

Page 5 of 8

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
ORACLE CORP COM CUSIP 68389X105	ORCL	38.26	0.00	15,227.48	13,668.60	1,560.88	0.00	1,560.88
PERRIGO COMPANY LIMITED COM EURO 001 CUSIP - G87822103								
5,000,000	CUSIP 717081103	153.46	0.00	767,300.00	761,025.00	6,275.00	0.00	6,275.00
PFIZER INC COM CUSIP 717081103								
700,000	CUSIP 740189105	30.63	0.00	21,441.00	20,428.00	1,015.00	0.00	1,015.00
PRECISION CASTPARTS CORP COM CUSIP 740189105								
58,000	CUSIP 742718109	289.30	0.00	15,619.40	12,175.36	3,444.04	0.00	3,444.04
PROCTER & GAMBLE COM NPV CUSIP 742718109								
114,000	CUSIP - 747525103	81.41	0.00	9,280.74	7,808.46	1,472.28	0.00	1,472.28
QUALCOMM INC COM CUSIP - 747525103								
337,000	CUSIP 806857108	74.25	0.00	25,022.25	21,493.78	3,528.47	0.00	3,528.47
SCHLUMBERGER LTD COM COM CUSIP 806857108								
149,000	CUSIP 760848103	90.11	46.56	13,426.39	10,753.83	2,672.56	0.00	2,672.56
ST JUDE MED INC COM CUSIP 760848103								
227,000	CUSIP 855244109	81.95	56.75	14,062.65	9,574.39	4,488.26	0.00	4,488.26
STARBUCKS CORP COM CUSIP 855244109								
240,000	CUSIP 742718109	78.39	0.00	18,813.60	14,128.98	4,686.62	0.00	4,686.62

Northern Trust

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Reporting

31 DEC 13

Account number Multiple Accounts

23-75385,23-75098

Page 6 of 8

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equity Securities							
Common stock							
United States - USD							
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
	103 000	113 80	0 00	11,721 40	4,983 16	6,758 24	6,758 24
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
UNH	234 000	75 30	0 00	17,620 20	13,784 17	3,836 03	3,836 03
US BANCORP CUSIP 802873304							
USB	417 000	40 40	95 91	16,848 80	14,577 56	2,269 24	2,269 24
V F CORP COM CUSIP 918204108							
	404 000	62 34	0 00	25,185 36	13,704 48	11,480 88	11,480 88
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
VZ	179 000	49 14	0 00	8,796 06	7,752 49	1,043 57	1,043 57
WALT DISNEY CO CUSIP 254687106							
	221 000	76 40	190 06	16,884 40	11,300 68	5,583 72	5,583 72
WELLS FARGO & CO NEW COM STK CUSIP 849748101							
WFC	585 000	45 40	0 00	27,013 00	20,515 91	6,497 09	6,497 09
Total USD			1,181 08	1,741,700 18	1,499,359 96	242,340 22	242,340 22
Total United States			1,181 08	1,741,700 18	1,499,359 96	242,340 22	242,340 22
Total Common Stock	20,267,000		1,181.08	1,741,700.18	1,499,359.96	242,340.22	242,340.22

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 11 Feb 14 B003

Reporting

31 DEC 13

Account number Multiple Accounts

23-75385,23-75098

Page 7 of 8

◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

124 000	79 82	0 00	0 00	9,897 68	8,975 82	921 86	0 00	921 86
Total USD				9,897 68	8,975 82	921 86	0 00	921 86
Total United States		0 00	0 00	9,897 68	8,975 82	921 86	0 00	921 86
Total Other Equity		0 00	0 00	9,897 68	8,975 82	921 86	0 00	921 86
Total Equity Securities		1,181.08		1,751,597.86	1,508,335.78	243,262.08	0 00	243,262.08

Cash and Short Term Investments

Short term

USD - United States dollar

1 00	0 61			41,424 75	41,424 75	0 00	0 00	0 00
Total short term - all currencies	0 61			41,424 75	41,424 75	0 00	0 00	0 00
Total short term - all countries	0 61			41,424 75	41,424 75	0 00	0 00	0 00
Total Short Term		0 61		41,424 75	41,424 75	0 00	0 00	0 00
Total Cash and Short Term Investments		0 61		41,424 75	41,424 75	0 00	0 00	0 00

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 11 Feb 14 B003

Reporting

31 DEC 13

Account number Multiple Accounts

23-75385,23-75098

Page 8 of 8

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/		Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value	local	market price				Market	Translation	
				1,181.69	1,793,022.61	1,549,760.53	243,262.08	0.00	243,262.08
Total									
	81,815,750								

Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance. The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report.

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Northern Trust

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Hodes Family Foundation
Contributions, Fifts, Grants paid in 2013

Name				Paid Amount
Halcyon Theatre	3334 West Wilson Avenue	Chicago	IL	60625
				<u>-100.00</u>
				<u>-100.00</u>
Illinois Holocaust Museum	9603 Woods Drive	Skokie	IL	60077
				<u>-5,000.00</u>
				<u>-5,000.00</u>
High Jump	59 West North Boulevard	Chicago	IL	60610
				<u>-250.00</u>
				<u>-250.00</u>
Gordon Tech College Prep	3633 North California Avenue	Chicago	IL	60618
				<u>-2,500.00</u>
				<u>-2,500.00</u>
National Museum of Mexican Art	1852 West 19th Street	Chicago	IL	60608
				<u>-5,000.00</u>
				<u>-5,000.00</u>
Merit School of Music	38 South Peroria Street	Chicago	IL	60607

Center on Halsted	3656 North Halsted Street	Chicago	IL	60613	<u>-10,000.00</u> -10,000.00
Phoenix Country Day School	3901 East Stanford Drive	Paradise Val	AZ	85253	<u>-1,000.00</u> -1,000.00
Museum of Contemporary Art	220 East Chicago Avenue	Chicago	IL	60611	<u>-1,500.00</u> -1,500.00
National Academy of Design	1083 5th Avenue	New York	NY	10128	<u>-1,500.00</u> -1,500.00
Field Museum	1400 South Lake Shore Drive	Chicago	IL	60605	<u>-2,000.00</u> -2,000.00
Northwestern University	1201 Davis Street	Evanston	IL	60208	<u>-200.00</u> -200.00
					<u>-1,000.00</u> -1,000.00

University of Michigan	3003 South State Street	Ann Arbor	MI	48109	<u>-250.00</u> <u>-250.00</u>
Heartland Alliance	208 South LaSalle Street	Chicago	IL	60604	<u>-300.00</u> <u>-300.00</u>
Chicago Pulic Library Foundation	20 North Michigan Avenue	Chicago	IL	60602	<u>-1,500.00</u> <u>-1,500.00</u>
Chicago Youth Centers	218 South Wabash Avenue	Chicago	IL	60604	<u>-1,500.00</u> <u>-1,500.00</u>
Hubbard Street Dance	1147 West Jackson Boulevard	Chicago	IL	60607	<u>-1,000.00</u> <u>-1,000.00</u>
Lubeznik Center for the Arts	101 West 2nd Street	Michigan Cit	IN	46360	<u>-700.00</u> <u>-700.00</u>
Albany Theatre Project	PO Box 257995	Chicago	IL	60625	<u>-350.00</u>

-350.00

Mujeres Latinas en Acción

2124 West 21st Place

Chicago

IL

60608

-725.00

-725.00

Latino Policy Forum

180 North Michigan Avenue

Chicago

IL

60601

-300.00

-300.00

Kam Isaiah Israel Congregation

1100 East Hyde Park Boulevard

Chicago

IL

60615

-5,000.00

-5,000.00

American Heart Association

208 S LaSalle St

Chicago

IL

60,604.00

-250.00

-250.00

Gordon Tech College Prep

3633 North California Avenue

Chicago

IL

60618

-250.00

-250.00

Goodman Theatre

170 North Dearborn Avenue

Chicago

IL

60601

-1,800.00

-1,800.00

Goodman Theatre

170 North Dearborn Avenue

Chicago

IL

60601

Friends of Caritas Cubana	81 Washington Avenue	Cambridge	MA	2140	<u>-7,100.00</u> -7,100.00
Chicago Foundation for Women	One East Wacker Drive	Chicago	IL	60601	<u>-1,000.00</u> -1,000.00
Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601	<u>-3,334.00</u> -3,334.00
Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601	<u>-1,000.00</u> -1,000.00
Lawyers for the Creative Arts	213 West Institute Place	Chicago	IL	60610	<u>-2,050.00</u> -2,050.00
Harris Theatre for Music and Dance	205 East Randolph Drive	Chicago	IL	60601	<u>-2,500.00</u> -2,500.00
					<u>-2,500.00</u> -2,500.00

Better Government Association	223 West Jackson Boulevard	Chicago	IL	60606	<u>-5,000.00</u> -5,000.00
Hyde Park Art Center	5020 South Cornell Avenue	Chicago	IL	60615	
					<u>-1,000.00</u> -1,000.00
Rush NeuroBehavioral Center	205 West Wacker Drive	Chicago	IL	60606	
					<u>-500.00</u> -500.00
American Friends of the Tel Aviv Mus	36 West 44th Street	New York	NY	10036	
					<u>-5,000.00</u> -5,000.00
University of Michigan	3003 South State Street	Ann Arbor	MI	48109	
					<u>-2,500.00</u> -2,500.00
Intuit Center for Intuitive and Outsider Art	756 North Milwaukee Avenue	Chicago	IL	60642	
					<u>-1,000.00</u> -1,000.00
Puerto Rican Arts Alliance	3000 North Elbridge	Chicago	IL	60618	

Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601	<u>-1,700.00</u> -1,700.00
Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601	<u>-800.00</u> -800.00
Steppenwolf Theatre	1650 North Halsted Street	Chicago	IL	60614	<u>-2,600.00</u> -2,600.00
National Museum of Mexican Art	1852 West 19th Street	Chicago	IL	60608	<u>-500.00</u> -500.00
Lawyers for the Creative Arts	213 West Institute Place	Chicago	IL	60610	<u>-5,000.00</u> -5,000.00
Better Government Association	223 West Jackson Boulevard	Chicago	IL	60606	<u>-1,500.00</u> -1,500.00
					<u>-2,000.00</u> -2,000.00

Jewish United Fund of Metropolitan C 30 South Wells Street	Chicago	IL	60606	<u>-2,000.00</u> -2,000.00
The Chicago Bar Foundation	Chicago	IL	60604	<u>-2,500.00</u> -2,500.00
The University of Chicago	Chicago	IL	60637	<u>-1,000.00</u> -1,000.00
Chicago Youth Centers	Chicago	IL	60604	<u>-1,500.00</u> -1,500.00
Chicago Humanities Festival	Chicago	IL	60654	<u>-2,500.00</u> -2,500.00
Heartland Alliance	Chicago	IL	60604	<u>-500.00</u> -500.00
ChiArts	Chicago	IL	60616	

Michael Teolis Singers	2518 West Coyle Avenue	Chicago	IL	60645	<div>-1,000.00</div> <div>-1,000.00</div>
Northwestern Memorial Foundation	251 East Huron Street	Chicago	IL	60611	<div>-500.00</div> <div>-500.00</div>
The Chicago Community Trust	225 North Michigan Avenue	Chicago	IL	60601	<div>-40,000.00</div> <div>-40,000.00</div>
Better Government Association	223 West Jackson Boulevard	Chicago	IL	60606	<div>-25,000.00</div> <div>-25,000.00</div>
					<div>-3,000.00</div> <div>-3,000.00</div>
					<div>\$</div> <div>(172,059.00)</div>