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## 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](http://www.irs.gov/form990pf)

POSTMARK DATE

MAY 29 2014

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

HODES FAMILY FOUNDATION 23-75385

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 803878

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60680

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col. (c), line  
16) ► \$ 1,751,598.J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see instructions) )

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	753,550			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	21,439	21,323		STMT 1
5a Gross rents				
b Net rental income or (loss)	157,016			
6a Net gain or (loss) from sale of assets not on line 10				
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	IN 02 2014			
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		
Revenue				
13 Compensation of officers, directors, trustees, etc		NONE	NONE	
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	2,000	1,000	NONE	1,000
b Accounting fees (attach schedule)	STMT 3			
c Other professional fees (attach schedule)	23,589	23,589		
17 Interest	2,910			
18 Taxes (attach schedule) (see instructions)	STMT 5			
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	28,549	24,589	NONE	1,050
Add lines 13 through 23	172,059			172,059
25 Contributions, gifts, grants paid	200,608	24,589	NONE	173,109
26 Total expenses and disbursements Add lines 24 and 25				
27 Subtract line 26 from line 12:	731,420			
a Excess of revenue over expenses and disbursements		153,750		
b Net investment income (if negative, enter -0)				
c Adjusted net income (if negative, enter -0)				

NE  
23

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
	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 ►		NONE		
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)		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.
	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.	
	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, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	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) ► <b>FMV TO COST ASSET CONTRIBUTION ADJUSTMENT</b>	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.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,362,237.		1,204,032.	158,205.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			
<b>a</b>			158,205.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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
<b>2 Total of line 1, column (d)</b>			2 0.585595
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			3 0.117119
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			4 1,138,553.
<b>5 Multiply line 4 by line 3</b>			5 133,346.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 1,538.
<b>7 Add lines 5 and 6</b>			7 134,884.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			8 173,109.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(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	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0- . . .		5	1,538.
6	<b>Credits/Payments</b>			
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	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	98.
10	<b>Overpayment.</b> 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 <b>Credited to 2014 estimated tax</b> ►	NONE	Refunded	► 11

**Part VII-A Statements Regarding Activities**

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1c	Did the foundation file Form 1120-POL for this year? . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none"><li>• By language in the governing instrument, or</li><li>• 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? . . .</li></ul>	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>IL</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> . . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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

11		X
12		
13	X	
Website address ► N/A		
14	SCOTT HODES	Telephone no ►
Located at ► 1540 N. LAKE SHORE DRIVE, CHICAGO, IL ZIP+4 ► 60610		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> 15 and enter the amount of tax-exempt interest received or accrued during the year.	
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.

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 X No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes X No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes X No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes X 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 X 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 X No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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? <input type="checkbox"/>		
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)): <input type="checkbox"/>		
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 X 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.) <input type="checkbox"/>		
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 X 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) <input type="checkbox"/>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>		
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? <input type="checkbox"/>		

**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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	5b	
Organizations relying on a current notice regarding disaster assistance check here ►		<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	7b	

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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	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
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				<b>NONE</b>

**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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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	
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,138,553.
6	<b>Minimum investment return.</b> 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	<b>Distributable amount</b> 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	<b>Qualifying distributions</b> 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	<b>Adjusted qualifying distributions.</b> 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.

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**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				55,390.
2 Undistributed income, if any, as of the end of 2013:			NONE	
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 11 ,20 20 ,20 .		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: ► \$ 173,109.				
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.			

Form 990-PF (2013)

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)
2a	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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)(ii)				
(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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL	172,059.
<b>Total</b> . . . . .			► 3a	172,059.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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.

Sign  
Here

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**► Maria C. Beasley** | **10 May 2014** **► PRESIDENT**

Signature of officer or trustee Date Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <i>NATALIA JOYERE</i>	Preparer's signature <i>Natalia Joyere</i>	Date <i>05/01/14</i>	Check <input type="checkbox"/> if self-employed	PTIN <i>PO1306295</i>
	Firm's name ► THE NORTHERN TRUST COMPANY	Firm's EIN ► 36-1561860			
	Firm's address ► P.O. BOX 803878 CHICAGO, IL 60680	Phone no			

► 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](http://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.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

---

**Name of organization**

**Employer identification number**

HODES FAMILY FOUNDATION 23-75385

36-3296044

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5000.00 SHARES PERRIGO CO LTD	\$	11/14/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

## 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

-----

DEFERRED INCOME

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

TOTALS

23.

-----

23.

=====

STATEMENT 2

## 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 PROFESSIONAL FEES	11,789. 11,800.	11,789. 11,800.
TOTALS	23,589.	23,589.

## FORM 990PF, PART I - TAXES

=====

## DESCRIPTION

-----

TAX EXCISE  
ESTIMATED TAXREVENUE  
AND  
EXPENSES  
PER BOOKS

-----

TOTALS

1,470.  
1,440.-----  
2,910.

=====

## FORM 990PF, PART I - OTHER EXPENSES

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

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► 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](http://www.irs.gov/form1041)

**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 <b>Box A</b> checked . . . . .				
2 Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
3 Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> 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 <b>Box D</b> checked . . . . .				
9 Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
10 Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> 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 1000

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

23-75385

30

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
17 Net short-term gain or (loss) . . . . .	17			22,409.
18 Net long-term gain or (loss):	18a			134,607.
a Total for year . . . . .	18b			5.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	18c			
c 28% rate gain . . . . .				
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:	20	( )
a The loss on line 19, column (3) or b \$3,000 . . . . .		

**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			

Form 8949

## Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury  
Internal Revenue Service►Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://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	
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
<b>2 Totals</b> 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 2 000

Form 8949 (2013)

Form 8949

## Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury  
Internal Revenue ServiceName(s) shown on return  
HODES FAMILY FOUNDATION 23-75385Social 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.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was <b>not</b> reported to the IRS
<input checked="" type="checkbox"/>	(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.  
JSA  
3X2615 2 000

Form 8949 (2013)

Form 8949

## Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

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

(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.  
JSA  
3X2615 2 000

Form 8949 (2013)

Form 8949

## Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury  
Internal Revenue Service

Name(s) shown on return

HODGES 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 2 000

Form 8949 (2013)

Form 8949

## Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury  
Internal Revenue Service

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

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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 2R1HAZ1 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.  
USA  
3X2615 2 000

Form 8949 (2013)

Form 8949

## Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury  
Internal Revenue ServiceName(s) shown on return  
HODES FAMILY FOUNDATION 23-75385Social 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.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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) ►

**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 2 000

Form 8949 (2013)

Form 8949

## Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

2013

Attachment Sequence No. 12A

Department of the Treasury  
Internal Revenue Service► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://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. 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.  
USA  
3X2615 2 000

Form 8949 (2013)



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 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	
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. CHEVRONTEXACO CORP		11/14/2011	05/23/2013	2,636.00	2,227.00			409.00
4. CHEVRONTEXACO CORP		11/14/2011	07/12/2013	494.00	424.00			70.00
4. CHEVRONTEXACO CORP		11/14/2011	08/14/2013	488.00	424.00			64.00
51. CHEVRONTEXACO 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)

HODES FAMILY FOUNDATION 23-75385

Social security number or taxpayer identification number

36-3296044

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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 2R1HAZ1 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.

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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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

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HODES FAMILY FOUNDATION 23-75385	36-3296044

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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

**◆ Asset Detail - Base Currency**

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							

**Common stock****United States - USD**

AMERICAN EXPRESS CO CUSIP 025816109

200 000	90.73	0.00	18,146.00	13,855.08	4,280.92	0.00	4,280.92
<b>AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103</b>							
157 000	42.26	0.00	6,634.82	5,862.38	772.44	0.00	772.44
<b>AMGEN INC COM CUSIP 031162100</b>							
141 000	114.16	0.00	16,096.58	14,936.13	1,160.43	0.00	1,160.43
<b>APPLE INC COM STK CUSIP 037833100</b>							
65 000	561.11	0.00	36,472.15	24,865.10	11,607.05	0.00	11,607.05
<b>CHEVRON CORP COM CUSIP 168764100</b>							
120 000	124.81	0.00	14,989.20	12,723.60	2,265.60	0.00	2,265.60
<b>CIGNA CORPORATION CUSIP 125509109</b>							
1,000 000	87.48	0.00	87,480.00	66,151.70	21,328.30	0.00	21,328.30
<b>CISCO SYSTEMS INC CUSIP 17275R102</b>							
CSCO	762 000	22.45	0.00	17,108.90	17,183.58	-828.68	-828.68
<b>COCA COLA CO COM CUSIP 191216100</b>							
435 000	41.31	0.00	17,969.85	15,182.13	2,787.72	0.00	2,787.72
<b>COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105</b>							
160 000	119.01	0.00	19,041.60	16,208.00	2,833.60	0.00	2,833.60

## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
CVS CAREMARK CORP COM STK CUSIP 1266501000							
CVS	322 000	71.57	0.00	23,046.54	15,838.81	7,208.93	0.00
DANAHER CORP COM CUSIP 235851102							7,208.93
	200 000	77.20	5.00	15,440.00	10,528.00	4,912.00	0.00
EATON CORP PLC COM USDO 50 CUSIP G28183103							4,912.00
	208 000	78.12	0.00	15,832.96	11,894.81	3,938.15	0.00
EMC CORP COM CUSIP 268848102							
EMC	723 000	25.15	0.00	18,183.45	17,815.74	567.71	0.00
EMERSON ELECTRIC CO COM CUSIP 291011104							
	216 000	70.18	0.00	15,158.88	11,345.88	3,813.02	0.00
EXELON CORP COM CUSIP 30161N101							
	344 000	27.39	0.00	9,422.16	12,793.36	-3,371.20	0.00
EXPRESS SCRIPTS HLDG CO COM CUSIP 302186108							
	284 000	70.24	0.00	18,543.36	14,873.30	3,570.06	0.00
EXXON MOBIL CORP COM CUSIP 30231G102							
	272 000	101.20	0.00	27,528.40	-1,380.88	28,907.28	0.00
FRKLN RES INC COM CUSIP 354613101							
	322 000	57.73	38.84	18,589.06	15,081.07	3,497.99	0.00
							3,497.99

Account number Multiple Accounts

23-75385-23-75098

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## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
GENERAL ELECTRIC CO CUSIP 389804103							
GE 773 000 28.03	170.06	21,867.19	17,240.36	4,426.83	0.00	4,426.83	
GILEAD SCIENCES INC CUSIP 375558103							
GILD 134 000 75.15	0.00	10,070.10	7,463.80	2,606.30	0.00	2,806.30	
GOOGLE INC CL A CLA CUSIP 38258P508							
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 25.98	0.00	10,384.00	8,038.99	2,345.01	0.00	2,345.01	
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45888F104							
72 000 224.92	0.00	16,194.24	9,563.76	6,630.48	0.00	6,630.48	
INTERNATIONAL BUSINESS MACHINES 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 468625H100							
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	

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Account number Multiple Accounts

23-75385-23-75098

## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expenses	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
MERCK & CO INC NEW COM CUSIP 589333Y105								
392 000	50.05	172.48	19,619.60	17,883.36	17,736.24		0.00	1,736.24
METLIFE INC COM STK USDO 01 CUSIP 59156R108								
277 000	53.92	0.00	14,935.84	11,766.98	3,168.88		0.00	3,168.88
MONSANTO CO NEW COM CUSIP 61168W101								
100 000	118.55	0.00	11,655.00	10,580.04	1,074.98		0.00	1,074.98
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
166 000	79.53	0.00	13,201.98	11,626.22	1,575.78		0.00	1,575.78
NIKE INC CL B CUSIP 654108103								
161 000	78.84	38.64	12,681.04	8,852.58	3,808.46		0.00	3,808.46
NOBLE CORP PLC COMMON STOCK CUSIP G85431101								
317 000	37.47	0.00	11,877.99	12,984.63	-1,106.64		0.00	-1,106.64
NORFOLK SOUTHERN CORP COM CUSIP 6555844108								
172 000	92.83	0.00	15,986.76	13,345.48	2,621.28		0.00	2,621.28
NORTHERN TR CORP COM CUSIP 665859104								
1,000 000	61.89	310.00	61,890.00	39,448.00	22,442.00		0.00	22,442.00
NUCOR CORP COM CUSIP 670346105								
154 000	53.38	56.98	8,220.52	6,032.10	2,188.42		0.00	2,188.42

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## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							

#### Common stock

##### United States - USD

ORACLE CORP COM CUSIP 68388X105 ORCL	38.26	0.00	15,227.48	13,866.80	1,560.88	0.00	1,560.88
<b>PERRIGO COMPANY LIMITED COM EURO 001 CUSIP · G87822103</b>							
5,000.000	153.48	0.00	767,300.00	761,025.00	6,275.00	0.00	6,275.00
<b>PFIZER INC COM CUSIP 717081103</b>							
700.000	30.63	0.00	21,441.00	20,426.00	1,015.00	0.00	1,015.00
<b>PRECISION CASTPARTS CORP COM CUSIP 740199105</b>							
58.000	289.30	0.00	15,619.40	12,175.36	3,444.04	0.00	3,444.04
<b>PROCTER &amp; GAMBLE COM NPY CUSIP 742718109</b>							
114.000	81.41	0.00	9,280.74	7,808.46	1,472.28	0.00	1,472.28
<b>QUALCOMM INC COM CUSIP · 747525103</b>							
QCOM	337.000	74.25	0.00	25,022.25	21,493.78	3,528.47	0.00
<b>SCHLUMBERGER LTD COM COM CUSIP 808857108</b>							
SLB	149.000	80.11	46.58	13,426.39	10,753.83	2,672.56	0.00
<b>ST JUDE MED INC COM CUSIP 780849103</b>							
STJ	227.000	61.95	58.75	14,062.65	9,574.39	4,488.28	0.00
<b>STARBUCKS CORP COM CUSIP 855244108</b>							
	240.000	78.39	0.00	18,813.60	14,128.86	4,686.62	0.00
							4,686.62

Account number Multiple Accounts

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## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
103 000	113.80	0.00	11,721.40	4,983.16	6,758.24	0.00	6,758.24
UNITED HEALTH GROUP INC COM CUSIP 91324P102							
UNH	75.30	0.00	17,620.20	13,784.17	3,838.03	0.00	3,838.03
US BANCORP CUSIP 902973304							
USB	40.40	95.91	16,848.80	14,577.56	2,269.24	0.00	2,269.24
V F CORP COM CUSIP 916204108							
VF	82.34	0.00	25,185.36	13,704.48	11,480.88	0.00	11,480.88
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
VZ	49.14	0.00	8,798.06	7,752.49	1,043.57	0.00	1,043.57
WALT DISNEY CO CUSIP 254687106							
WDC	76.40	190.06	16,884.40	11,300.68	5,583.72	0.00	5,583.72
WELLS FARGO & CO NEW COM STK CUSIP 949748101							
WFC	45.40	0.00	27,013.00	20,515.91	6,497.09	0.00	6,497.09
Total USD	1,181.08	1,741,700.18	1,499,359.96	242,340.22	0.00		242,340.22
Total United States	1,181.08	1,741,700.18	1,499,359.96	242,340.22	0.00		242,340.22
<b>Total Common Stock</b>	<b>1,181.08</b>	<b>1,741,700.18</b>	<b>1,499,359.96</b>	<b>242,340.22</b>	<b>0.00</b>		<b>242,340.22</b>
Other equity							

Northern Trust

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

**Reporting**

31 DEC 13

**◆ Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
<b>Equity Securities</b>							

**Other equity****United States - USD**

AMERICAN TOWER CORP CUSIP 03027X100

124 000	.7882	0.00	9,897.68	8,975.82	921.86	0.00	921.86
Total USD		0.00	9,897.68	8,975.82	921.86	0.00	921.86
Total United States		0.00	9,897.68	8,975.82	921.86	0.00	921.86
<b>Total Other Equity</b>		<b>0.00</b>	<b>9,897.68</b>	<b>8,975.82</b>	<b>921.86</b>	<b>0.00</b>	<b>921.86</b>
<b>Total Equity Securities</b>		<b>1,181.08</b>	<b>1,751,597.86</b>	<b>1,508,335.78</b>	<b>243,262.08</b>	<b>0.00</b>	<b>243,262.08</b>

**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	0.00
<b>Total short term - all currencies</b>	<b>0.61</b>	<b>41,424.75</b>	<b>41,424.75</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total short term - all countries</b>	<b>0.61</b>	<b>41,424.75</b>	<b>41,424.75</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Short Term</b>	<b>0.61</b>	<b>41,424.75</b>	<b>41,424.75</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Cash and Short Term Investments</b>	<b>0.61</b>	<b>41,424.75</b>	<b>41,424.75</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID	Accrued	Accrued	Market Value	Cost	Market	Unrealized gain/loss	Total
Investment Mgr ID	Exchange rate/	Income/expenses					
Shares/PAR value	local market price						
<b>Total</b>	<b>1,181.69</b>	<b>1,781,022.61</b>	<b>1,549,780.53</b>	<b>243,262.08</b>	<b>0.00</b>	<b>243,262.08</b>	

Account number Multiple Accounts

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**Northern Trust**

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Hodes Family Foundation  
Contributions, Gifts, Grants paid in 2013

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

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

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

Mujeres Latinas en Acción	2124 West 21st Place	Chicago	IL	60608		-350.00
					<u>-725.00</u>	<u>-725.00</u>
Latino Policy Forum	180 North Michigan Avenue	Chicago	IL	60601		
					<u>-300.00</u>	<u>-300.00</u>
Kam Isaiah Israel Congregation	1100 East Hyde Park Boulevard	Chicago	IL	60615		
					<u>-5,000.00</u>	<u>-5,000.00</u>
American Heart Association	208 S LaSalle St	Chicago	IL	60604.00		
					<u>-250.00</u>	<u>-250.00</u>
Gordon Tech College Prep	3633 North California Avenue	Chicago	IL	60618		
					<u>-250.00</u>	<u>-250.00</u>
Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601		
					<u>-1,800.00</u>	<u>-1,800.00</u>
Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601		
					<u>-1,800.00</u>	<u>-1,800.00</u>

Friends of Caritas Cubana	81 Washington Avenue	Cambridge	MA	2140	
Chicago Foundation for Women	One East Wacker Drive	Chicago	IL	60601	
Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601	
Goodman Theatre	170 North Dearborn Avenue	Chicago	IL	60601	
Lawyers for the Creative Arts	213 West Institute Place	Chicago	IL	60610	
Harris Theatre for Music and Dance	205 East Randolph Drive	Chicago	IL	60601	

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

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

Jewish United Fund of Metropolitan C 30 South Wells Street	Chicago	IL	60606	<u>-2,000.00</u>
The Chicago Bar Foundation 321 South Plymouth Court	Chicago	IL	60604	<u>-2,500.00</u> <u>-2,500.00</u>
The University of Chicago 1427 East 60th Street	Chicago	IL	60637	<u>-1,000.00</u> <u>-1,000.00</u>
Chicago Youth Centers 218 South Wabash Avenue	Chicago	IL	60604	<u>-1,500.00</u>
Chicago Humanities Festival 500 North Dearborn Street	Chicago	IL	60654	<u>-2,500.00</u> <u>-2,500.00</u>
Heartland Alliance 208 South LaSalle Street	Chicago	IL	60604	<u>-500.00</u> <u>-500.00</u>
ChiArts 521 East 35th Street	Chicago	IL	60616	

-1,000.00  
-1,000.00

Michael Teolis Singers  
2518 West Coyle Avenue  
Chicago  
IL  
-500.00  
-500.00

Northwestern Memorial Foundation  
251 East Huron Street  
Chicago  
IL  
-40,000.00  
-40,000.00

The Chicago Community Trust  
225 North Michigan Avenue  
Chicago  
IL  
-25,000.00  
-25,000.00

Better Government Association  
223 West Jackson Boulevard  
Chicago  
IL  
-3,000.00  
-3,000.00

\$ (172,059.00)