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## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation  
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For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

WILLIAM M. HALES FOUNDATION 23-97453

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

Room/suite

408 GREEN BAY ROAD, P O BOX 63

A Employer identification number

36-3735095

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

B Telephone number (see instructions)

KENILWORTH, IL 60043

312-630-6000

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) ► \$ 6,205,445.J Accounting method:  Cash  Accrual Other (specify) \_\_\_\_\_

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

C If exemption application is  
pending, check here ► D 1. Foreign organizations, check here ►   
2. Foreign organizations meeting the  
85% test, check here and attach  
computation ► E If private foundation status was terminated  
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► Part I Analysis of Revenue and Expenses (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (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)				
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	141,629	141,134		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	589,599			
b Gross sales price for all assets on line 6a	2,750,741			
7 Capital gain net income (from Part IV, line 2)		589,599		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-7,879			STMT 2
12 Total Add lines 1 through 11	723,349	730,733		
REVENUE				
13 Compensation of officers, directors, trustees, etc		NONE	NONE	
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	2,000	1,000	NONE	1,000
b Accounting fees (attach schedule) STMT 3	27,574	27,574		
c Other professional fees (attach schedule) STMT 4				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	1,732	1,732		
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	30			30
24 Total operating and administrative expenses	31,336	30,306	NONE	1,030
Add lines 13 through 23	255,500			255,500
25 Contributions, gifts, grants paid	286,836	30,306	NONE	256,530
26 Total expenses and disbursements Add lines 24 and 25	436,513	700,427		
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

<b>Part II</b> <b>Balance Sheets</b>	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 . . . . .	136,990.	667,568.	667,568.
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) . . . . .	STMT 7.	3,723,665.	3,851,335.
c	Investments - corporate bonds (attach schedule) . . . . .	STMT 8.	611,143.	516,000.
11	Investments - land, buildings, and equipment basis ►			
	Less: accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans . . . . .			
13	Investments - other (attach schedule) . . . . .	STMT 9.	239,092.	112,500.
14	Land, buildings, and equipment basis ►			
	Less: accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►) . . . . .			
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1) . . . . .	4,710,890.	5,147,403.	6,205,445.
17	Accounts payable and accrued expenses . . . . .			
18	Grants payable . . . . .			
19	Deferred revenue . . . . .			
20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ►) OUTSTANDING CHECK			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE	
<b>Net Assets or Fund Balances</b>	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 . . . . .	4,710,890.	5,147,403.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	4,710,890.	5,147,403.	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,710,890.	5,147,403.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,710,890.	5,147,403.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	4,710,890.
2	Enter amount from Part I, line 27a . . . . .	2	436,513.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,147,403.
5	Decreases not included in line 2 (itemize) ►	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	5,147,403.

**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>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b> 2,750,741.		2,161,142.	589,599.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>			<b>(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>		
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>			
<b>a</b>			589,599.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	589,599.	
<b>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 . . . . .</b>			<b>3</b>		

**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	284,413.	5,212,651.	0.054562
2011	281,211.	5,247,019.	0.053594
2010	284,820.	5,066,283.	0.056219
2009	289,011.	4,623,252.	0.062512
2008	293,575.	5,682,571.	0.051662
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.278549
<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>			<b>3</b> 0.055710
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 5,694,379.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 317,234.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 7,004.
<b>7 Add lines 5 and 6</b>			<b>7</b> 324,238.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 256,530.
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 . . .	{	1	14,009.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
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	14,009.	
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	14,009.	
6	<b>Credits/Payments:</b>			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	2,678.	
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	2,678.	
8	Enter any <b>penalty</b> 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 <b>amount owed</b> . . .	9	11,331.	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .	10		
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ►	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	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
3	<i>If "Yes," attach a detailed description of the activities.</i>	X	
4a	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .	X	
4b		X	
5	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
6	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
8b	<i>If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.</i> . . .	X	
9	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	X	
10		X	

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

11		X
12		X
13	X	
Website address ► N/A		
14	THE NORTHERN TRUST COMPANY Located at ► P.O. BOX 803878, CHICAGO, IL	Telephone no. ► (312) 630-6000 ZIP+4 ► 60680
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	
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	Yes	No
During the year did the foundation (either directly or indirectly):		
(1)	<input type="checkbox"/> Yes	X No
(2)	<input type="checkbox"/> Yes	X No
(3)	<input type="checkbox"/> Yes	X No
(4)	<input type="checkbox"/> Yes	X No
(5)	<input type="checkbox"/> Yes	X No
(6)	<input type="checkbox"/> Yes	X No
b	1b	
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 ►		
c	1c	X
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? ►		
2		
Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a		
At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes X No If "Yes," list the years ►		
b	2b	X
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.) ►		
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	3b	
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.) ►		
4a	4a	X
b	4b	X
Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►		
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? ►		

**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)?				5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .		<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"/> Yes	<input checked="" type="checkbox"/> No	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? . . . . .				7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN W. HALES 120 W. MADISON STREET, SUITE 700-E, CHICAGO, IL 60602	SECRETARY/TREASU 1	-0-	-0-	-0-
CATHERINE L. HALES 120 W. MADISON STREET, SUITE 700-E, CHICAGO, IL 60602	PRESIDENT 1	-0-	-0-	-0-
ERIK W. HALES 120 W. MADISON STREET, SUITE 700-E, CHICAGO, IL 60602	DIRECTOR 1	-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>

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**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	5,781,095.
b Average of monthly cash balances	1b	NONE
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	5,781,095.
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	5,781,095.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	86,716.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,694,379.
6 Minimum investment return. Enter 5% of line 5	6	284,719.

**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	284,719.
2a Tax on investment income for 2013 from Part VI, line 5	2a	14,009.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	14,009.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	270,710.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	270,710.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	270,710.

**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	256,530.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	256,530.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	256,530.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				270,710.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only . . . . .			NONE	
b Total for prior years 20 11 ,20 ,20 .		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . .	11,904.			
b From 2009 . . . . .	60,512.			
c From 2010 . . . . .	33,316.			
d From 2011 . . . . .	28,838.			
e From 2012 . . . . .	28,404.			
f Total of lines 3a through e . . . . .	162,974.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 256,530.				
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 . . . . .			256,530.	
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	14,180.			14,180.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	148,794.			
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 . . . . .				
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) . . . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	148,794.			
10 Analysis of line 9:				
a Excess from 2009 . . . . .	58,236.			
b Excess from 2010 . . . . .	33,316.			
c Excess from 2011 . . . . .	28,838.			
d Excess from 2012 . . . . .	28,404.			
e Excess from 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	Prior 3 years				(e) Total
	Tax year	(a) 2013	(b) 2012	(c) 2011	(d) 2010
a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization. . . . .					
(4) Gross investment income . . . . .					

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

## 1 Information Regarding Foundation Managers:

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

NO CONTRIBUTIONS RECEIVED DURING THIS TAX YEAR.

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:

### 6 Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  <b>SEE ATTACHED SCHEDULE</b>				
	<b>NONE</b>	<b>PUBLIC</b>	<b>GENERAL</b>	<b>255,500.</b>
<b>Total</b>			► 3a	<b>255,500.</b>
<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**

**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:	1a(1)	X
(1)	Cash . . . . .	1a(2)	X
(2)	Other assets . . . . .		
b	Other transactions:	1b(1)	X
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(2)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(3)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(4)	X
(4)	Reimbursement arrangements . . . . .	1b(5)	X
(5)	Loans or loan guarantees . . . . .	1b(6)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1c	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .		
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

D-11. 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**

 John W. Hales  
Secretary of State

Part

Sec/Treasurer

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 <b>NATALIA TCHERE</b>	Preparer's signature <i>Natalia Tchere</i>	Date <b>08/25/14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01306295</b>
	Firm's name ► <b>THE NORTHERN TRUST COMPANY</b>	Firm's EIN ► <b>36-1561860</b>			
	Firm's address ► <b>P.O. BOX 803878 CHICAGO, IL 60680</b>	Phone no			

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	141,629.	141,134.
TOTAL	141,629.	141,134.

## FORM 990PF, PART I - OTHER INCOME

=====

## DESCRIPTION

-----

DEFERRED INCOME

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

- 7,879.

TOTALS

- 7,879.

=====

## 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.	1,000.	NONE

WILLIAM M. HALES FOUNDATION 23-97453

36-3735095

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY	27,574.	27,574.
TOTALS	27,574.	27,574.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	1,732.	1,732.
TOTALS	1,732.	1,732.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL AG MISC	15. 15.	15.
TOTALS	----- 30.	30. =====

WILLIAM M. HALES FOUNDATION 23-97453  
FORM 990PF, PART II - CORPORATE STOCK

36-3735095

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
	3,851,335.	4,872,341.
TOTALS	3,851,335.	4,872,341.

WILLIAM M. HALES FOUNDATION 23-97453  
FORM 990PF, PART II - CORPORATE BONDS

36-3735095

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

	ENDING BOOK VALUE	ENDING FMV
	516,000.	550,887.
TOTALS	516,000.	550,887.

WILLIAM M. HALES FOUNDATION 23-97453

36-3735095

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	112,500.	114,649.
TOTALS		112,500.	114,649.

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STATEMENT 9

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.  
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.  
► Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2013**

Name of estate or trust

WILLIAM M. HALES FOUNDATION 23-97453

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

Employer identification number

36-3735095

**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)
<b>1a</b> 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				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	281,818.	258,938.	422.	23,302.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .			4	
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			5	
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .			6 ( )	
<b>7</b> 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	23,302.

**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)
<b>8a</b> 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				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	2,430,781.	1,919,086.		511,695.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .			11	
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			12	
<b>13</b> Capital gain distributions . . . . .			13	54,602.
<b>14</b> Gain from Form 4797, Part I . . . . .			14	
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .			15 ( )	
<b>16</b> 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	566,297.

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

Schedule D (Form 1041) 2013

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<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>17</b>	<b>Net short-term gain or (loss)</b>	<b>17</b>		<b>23,302.</b>
<b>18</b>	<b>Net long-term gain or (loss):</b>	<b>18a</b>		<b>566,297.</b>
	<b>a</b> Total for year	<b>18b</b>		<b>15.</b>
	<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>18c</b>		
	<b>c</b> 28% rate gain	<b>19</b>		<b>589,599.</b>
<b>19</b>	<b>Total net gain or (loss). Combine lines 17 and 18a.</b>			

**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	<b>Tax on all taxable income.</b> 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		

## 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

WILLIAM M. HALES FOUNDATION 23-97453

Social security number or taxpayer identification number

36-3735095

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	
224. AMERICAN TOWER CORP		09/23/2013	12/03/2013	17,413.00	16,482.00			931.00
6. C R BARD INC		03/15/2013	04/02/2013	604.00	610.00	W	6.00	
127. C R BARD INC		03/15/2013	12/03/2013	17,566.00	12,923.00			4,643.00
23. CVS CORP		04/27/2012	04/02/2013	1,271.00	1,035.00			236.00
48. CISCO SYS INC		03/14/2013	04/02/2013	1,016.00	1,038.00			-22.00
1154. CISCO SYS INC		09/18/2013	12/03/2013	24,337.00	26,357.00			-2,020.00
477. CITIGROUP INC COM NEW		10/23/2013	12/03/2013	24,751.00	23,941.00			810.00
272. E I DU PONT DE NEMOUR		12/12/2012	06/19/2013	14,626.00	12,128.00			2,498.00
21. E I DU PONT DE NEMOURS		12/12/2012	06/20/2013	1,108.00	936.00			172.00
15. EMERSON ELECTRIC CO		12/14/2012	04/02/2013	825.00	780.00			45.00
280. EMERSON ELECTRIC CO		12/14/2012	12/03/2013	18,639.00	14,541.00			4,098.00
444. EXELON CORP		04/24/2013	12/03/2013	12,117.00	16,484.00			-4,367.00
173. GILEAD SCIENCES INC		05/06/2013	12/03/2013	12,594.00	9,478.00			3,116.00
29. INTEL CORP COM		05/07/2012	04/02/2013	621.00	808.00			-187.00

**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.  
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Form 8949 (2013)

## Sales and Other Dispositions of Capital Assets

►Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).

OMB No 1545-0074

2013

Attachment  
Sequence No 12A

Name(s) shown on return

WILLIAM M. HALES FOUNDATION 23-97453

Social security number or taxpayer identification number

36-3735095

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	
5. #REORG/INTERCONTINEN NA INTERCONTI 2R1HAZ1 EFF	06/07/2012	04/02/2013	807.00	641.00			166.00
. 25. MERCK & CO INC	03/14/2013	04/02/2013	1,120.00	1,109.00			11.00
506. MERCK & CO INC	03/14/2013	12/03/2013	25,031.00	22,322.00			2,709.00
18. METLIFE INC	02/22/2013	04/02/2013	688.00	642.00			46.00
479. METLIFE INC	09/23/2013	12/03/2013	24,558.00	21,190.00			3,368.00
532. MONDELEZ INTL INC COM	09/18/2013	12/03/2013	17,981.00	17,242.00			739.00
161. MONSANTO CO COM	06/19/2013	12/03/2013	17,954.00	17,055.00			899.00
270.88 MFB NORTHN FDS MULT GLOBAL REALESTATE FD	12/19/2012	12/19/2013	4,345.00	4,881.00			-536.00
218. PETSMART INC	11/19/2013	12/03/2013	15,856.00	16,272.00	W		416.00
62. PFIZER INC	12/04/2012	04/02/2013	1,809.00	1,563.00			246.00
300.02 PIMCO COMMODITY REA STRATEGY FUND	12/11/2013	12/20/2013	1,674.00	1,674.00			
16. ST JUDE MEDICAL INC	09/24/2012	04/02/2013	654.00	688.00			-34.00
17. STARBUCKS CORP	08/13/2012	04/02/2013	986.00	781.00			205.00
15. EATON CORP PLC COM USD	12/03/2012	04/02/2013	920.00	773.00			147.00

**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)

Department of the Treasury  
Internal Revenue Service

**Name(s) shown on return**

WILLIAM M. VALES, E.O.

WILLIAM M. HALES FOUNDATION 23-97453

**Social security number or taxpayer identification number**

36-3735095

**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

**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).

281,818. 258,938. 422. 23,302.

**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.**

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Form 8949 (2013)

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

WILLIAM M. HALBS FOUNDATION 23-97453

Social security number or taxpayer identification number

36-3735095

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

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

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

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

<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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	
19. AMERICAN EXPRESS CO		07/06/2011	04/02/2013	1,282.00	999.00			283.00
347. AMERICAN EXPRESS CO		07/06/2011	12/03/2013	29,241.00	16,692.00			12,549.00
11. AMERICAN WTR WKS CO IN		01/31/2012	04/02/2013	454.00	370.00			84.00
202. AMERICAN WTR WKS CO I		01/31/2012	12/03/2013	8,405.00	6,755.00			1,650.00
10. AMGEN INC		01/23/2012	04/02/2013	1,062.00	682.00			380.00
182. AMGEN INC		03/01/2012	12/03/2013	20,595.00	12,375.00			8,220.00
6. APPLE COMPUTER INC		05/25/2006	04/02/2013	2,582.00	382.00			2,200.00
99. APPLE COMPUTER INC		05/25/2006	12/03/2013	55,747.00	6,310.00			49,437.00
9. BHP LTD SPONSORED ADR		02/28/2011	04/02/2013	616.00	850.00			-234.00
219. BHP LTD SPONSORED ADR		02/28/2011	10/23/2013	15,623.00	20,692.00			-5,069.00
136. BHP LTD SPONSORED ADR		02/28/2011	10/24/2013	9,786.00	12,850.00			-3,064.00
84. BHP LTD SPONSORED ADR		02/28/2011	10/25/2013	6,031.00	7,937.00			-1,906.00
1564. BRISTOL MYERS SQUIBB		11/08/2011	03/14/2013	59,801.00	46,380.00			13,421.00
415. CVS CORP		04/27/2012	12/03/2013	27,629.00	18,684.00			8,945.00

**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)

WILLIAM M. HALES FOUNDATION 23-97453

Social security number or taxpayer identification number

36-3735095

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

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

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

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

<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was <b>not</b> reported to the IRS
<input checked="" type="checkbox"/>	(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. CHEVRONTEXACO CORP		02/28/2011	04/02/2013	1,548.00	1,340.00			208.00
221. CHEVRONTEXACO CORP		02/28/2011	12/03/2013	27,008.00	22,784.00			4,224.00
8. CITRIX SYS INC		02/28/2011	04/02/2013	571.00	556.00			15.00
135. CITRIX SYS INC		02/28/2011	12/03/2013	7,901.00	9,388.00			-1,487.00
31. COCA COLA CO		08/30/2011	04/02/2013	1,262.00	1,083.00			179.00
561. COCA COLA CO		08/30/2011	12/03/2013	22,563.00	19,570.00			2,993.00
12. COSTCO WHSL CORP NEW		02/28/2011	04/02/2013	1,289.00	894.00			395.00
207. COSTCO WHSL CORP NEW		02/28/2011	09/18/2013	24,347.00	15,429.00			8,918.00
137. COSTCO WHSL CORP NEW		02/28/2011	12/03/2013	16,949.00	10,211.00			6,738.00
2131.15 MFO DFA US SMALL C 6-10 SMALL CO PORTFOLIO		03/23/2012	12/20/2013	65,000.00	49,208.00			15,792.00
27. DANAHER CORP		02/28/2011	04/02/2013	1,670.00	1,363.00			307.00
483. DANAHER CORP		02/28/2011	12/03/2013	35,635.00	24,389.00			11,246.00
16. WALT DISNEY CO		06/29/2005	04/02/2013	917.00	402.00			515.00
285. WALT DISNEY CO		06/29/2005	12/03/2013	19,873.00	7,163.00			12,710.00

**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)

WILLIAM M. HALES FOUNDATION 23-97453

Social security number or taxpayer identification number

36-3735095

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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).

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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	
231. DOMINION RES INC VA N		11/23/2010	01/10/2013	12,045.00	9,833.00			2,212.00
339. DOMINION RES INC VA N		11/23/2010	01/11/2013	17,722.00	14,431.00			3,291.00
118. DOMINION RES INC VA N		11/23/2010	01/14/2013	6,190.00	5,023.00			1,167.00
181. DOMINION RES INC VA N		11/23/2010	01/15/2013	9,482.00	7,705.00			1,777.00
23. DOMINION RES INC VA NE		11/23/2010	01/16/2013	1,208.00	979.00			229.00
17. B I DU PONT DE NEMOURS		03/15/2011	04/02/2013	834.00	949.00			-115.00
628. B I DU PONT DE NEMOUR		03/15/2011	06/19/2013	33,769.00	34,386.00			-617.00
50. E M C CORP MASS COM		03/07/2011	04/02/2013	1,188.00	1,377.00			-189.00
933. E M C CORP MASS COM		03/07/2011	12/03/2013	21,944.00	25,433.00			-3,489.00
19. EXPRESS SCRIPTS HLDG C		01/25/2012	04/02/2013	1,111.00	987.00			124.00
418. EXPRESS SCRIPTS HLDG		06/21/2012	12/03/2013	27,843.00	22,393.00			5,450.00
19. EXXON MOBIL CORP		02/28/2011	04/02/2013	1,719.00	1,633.00			86.00
351. EXXON MOBIL CORP		07/18/2006	12/03/2013	33,079.00	22,600.00			10,479.00
7. FRANKLIN RESOURCES INC		07/07/2011	04/02/2013	1,056.00	958.00			98.00

**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
WILLIAM M. HALBS FOUNDATION 23-97453	36-3735095

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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).

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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	
318. FRANKLIN RESOURCES IN		07/07/2011	09/23/2013	16,223.00	13,456.00			2,767.00
309. FRANKLIN RESOURCES IN		11/23/2010	12/03/2013	16,902.00	11,650.00			5,252.00
54. GENERAL ELECTRIC CO		04/05/1990	04/02/2013	1,260.00	291.00			969.00
997. GENERAL ELECTRIC CO		04/05/1990	12/03/2013	26,360.00	5,376.00			20,984.00
2. GOOGLE INC CL A		01/13/2012	04/02/2013	1,629.00	1,250.00			379.00
27. GOOGLE INC CL A		01/13/2012	12/03/2013	28,474.00	16,869.00			11,605.00
26. HOME DEPOT INC		02/06/2012	04/02/2013	1,845.00	1,176.00			669.00
283. HOME DEPOT INC		02/06/2012	06/25/2013	21,033.00	12,799.00			8,234.00
379. HOME DEPOT INC		02/06/2012	12/03/2013	29,838.00	17,062.00			12,776.00
516. INTEL CORP COM		05/07/2012	12/03/2013	12,081.00	14,383.00			-2,302.00
92. INTERCONTINENTAL EXCHA COM		06/07/2012	12/03/2013	19,539.00	11,790.00			7,749.00
65. INTL BUSINESS MACHINES		02/28/2011	01/16/2013	12,487.00	10,512.00			1,975.00
4. INTL BUSINESS MACHINES		02/28/2011	04/02/2013	857.00	647.00			210.00
80. INTL BUSINESS MACHINES		02/28/2011	12/03/2013	14,099.00	12,938.00			1,161.00

**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
WILLIAM M. HALES FOUNDATION 23-97453	36-3735095

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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.

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(F) Long-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	
6700. ISHARES MSCI EMERGIN FUND	01/22/2010	12/19/2013	271,686.00	235,270.00			36,416.00
35. J P MORGAN CHASE & CO	03/13/2012	04/02/2013	1,689.00	1,461.00			228.00
615. J P MORGAN CHASE & CO	03/13/2012	12/03/2013	34,747.00	24,851.00			9,896.00
983. JOHNSON CONTROLS INC	02/28/2011	01/16/2013	30,992.00	39,875.00			-8,883.00
13. MCDONALDS CORP	09/22/2011	04/02/2013	1,302.00	1,116.00			186.00
229. MCDONALDS CORP	08/01/2012	12/03/2013	22,061.00	20,518.00			1,543.00
100000. MORGAN STANLEY GLO DUE 03-01-2013 BEO	03/29/2007	03/01/2013	100,000.00	99,669.00			331.00
12. NATIONAL-OILWELL INC	12/31/2008	04/02/2013	838.00	300.00			538.00
214. NATIONAL-OILWELL INC	12/31/2008	12/03/2013	17,633.00	5,348.00			12,285.00
11. NIKE INC CLASS B	02/28/2011	04/02/2013	649.00	489.00			160.00
207. NIKE INC CLASS B	02/28/2011	12/03/2013	16,336.00	9,194.00			7,142.00
6. NOBLE ENERGY INC COM	02/28/2011	04/02/2013	697.00	550.00			147.00
202. NOBLE ENERGY INC COM	02/28/2011	04/23/2013	22,259.00	18,533.00			3,726.00
98. NOBLE ENERGY INC COM	02/28/2011	04/24/2013	11,008.00	8,991.00			2,017.00

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

WILLIAM M. HALES FOUNDATION 23-97453

Social security number or taxpayer identification number

36-3735095

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 (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	
12. NORFOLK SOUTHN CORP CO		08/10/2011	04/02/2013	921.00	810.00			111.00
149. NORFOLK SOUTHN CORP C		08/10/2011	09/18/2013	11,456.00	10,058.00			1,398.00
173. NORFOLK SOUTHN CORP C		08/10/2011	12/03/2013	15,155.00	11,678.00			3,477.00
5817.13 MFB NORTHN FDS MUL GLOBAL REALESTATE FD		12/19/2011	12/19/2013	93,307.00	104,331.00			-11,024.00
16169.5 MFB NORTHN MULTIMG		06/22/2006	12/19/2013	216,510.00	161,695.00			54,815.00
11. NUCOR CORP		02/06/2012	04/02/2013	487.00	497.00			-10.00
198. NUCOR CORP		02/06/2012	12/03/2013	9,993.00	8,938.00			1,055.00
16. OMNICOM GRP INC COM		02/28/2011	04/02/2013	950.00	812.00			138.00
241. OMNICOM GRP INC COM		02/28/2011	11/14/2013	16,696.00	12,232.00			4,464.00
303. OMNICOM GRP INC COM		02/28/2011	11/15/2013	21,267.00	15,379.00			5,888.00
268. OMNICOM GRP INC COM		02/28/2011	11/18/2013	18,757.00	13,603.00			5,154.00
59. OMNICOM GRP INC COM		02/28/2011	11/19/2013	4,127.00	2,995.00			1,132.00
37. ORACLE CORPORATION		02/28/2011	04/02/2013	1,209.00	1,212.00			-3.00
465. ORACLE CORPORATION		02/28/2011	04/23/2013	15,192.00	15,226.00			-34.00

**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) ►

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Social security number or taxpayer identification number

WILLIAM M. HALES FOUNDATION 23-97453

36-3735095

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 (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

(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	
513. ORACLE CORPORATION	02/28/2011	12/03/2013	17,957.00	16,798.00			1,159.00
1143. PFIZER INC	11/16/2012	12/03/2013	35,650.00	27,167.00			8,483.00
18368.32 PIMCO COMMODITY R STRATEGY FUND	12/12/2012	12/20/2013	102,495.00	129,879.00			-27,384.00
4. PRECISION CASTPARTS COR	10/24/2011	04/02/2013	744.00	688.00			56.00
76. PRECISION CASTPARTS CO	10/25/2011	12/03/2013	19,510.00	12,989.00			6,521.00
8. PROCTER & GAMBLE CO	09/12/2002	04/02/2013	632.00	363.00			269.00
147. PROCTER & GAMBLE CO	09/12/2002	12/03/2013	12,290.00	6,670.00			5,620.00
24. QUALCOMM INC	01/17/2012	04/02/2013	1,589.00	1,375.00			214.00
434. QUALCOMM INC	01/17/2012	12/03/2013	31,746.00	24,536.00			7,210.00
294. ST JUDE MEDICAL INC	09/24/2012	12/03/2013	17,572.00	12,647.00			4,925.00
93. ST JUDE MEDICAL INC	09/21/2012	12/11/2013	5,443.00	3,998.00			1,445.00
60. ST JUDE MEDICAL INC	09/21/2012	12/12/2013	3,478.00	2,577.00			901.00
10. SCHLUMBERGER LTD ISIN 6	04/11/2011	04/02/2013	750.00	908.00			-158.00
193. SCHLUMBERGER LTD ISIN 86	05/07/2012	12/03/2013	16,904.00	16,883.00			21.00

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WILLIAM M. HALES FOUNDATION 23-97453	36-3735095

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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	
6. SIMON PPTY GROUP INC NE		02/28/2011	04/02/2013	964.00	660.00			304.00
87. SIMON PPTY GROUP INC N		02/28/2011	09/23/2013	13,168.00	9,570.00			3,598.00
121. SIMON PPTY GROUP INC		02/28/2011	10/23/2013	19,188.00	13,310.00			5,878.00
95. SIMON PPTY GROUP INC N		02/28/2011	10/24/2013	15,101.00	10,450.00			4,651.00
26. SIMON PPTY GROUP INC N		02/28/2011	10/25/2013	4,135.00	2,860.00			1,275.00
705. SPECTRA ENERGY CORP C		02/28/2011	02/22/2013	20,745.00	18,785.00			1,960.00
470. SPECTRA ENERGY CORP C		02/28/2011	02/25/2013	13,808.00	12,523.00			1,285.00
108. SPECTRA ENERGY CORP C		02/28/2011	02/26/2013	3,119.00	2,878.00			241.00
310. STARBUCKS CORP		08/13/2012	12/03/2013	24,957.00	14,159.00			10,798.00
30. US BANCORP DEL NEW		07/02/2009	04/02/2013	1,021.00	526.00			495.00
538. US BANCORP DEL NEW		07/02/2009	12/03/2013	20,610.00	9,426.00			11,184.00
7. UNITED TECHNOLOGIES COR		03/07/2002	04/02/2013	653.00	260.00			393.00
133. UNITED TECHNOLOGIES C		03/07/2002	12/03/2013	14,562.00	4,939.00			9,623.00
16. UNITEDHEALTH GROUP INC		02/28/2011	04/02/2013	988.00	681.00			307.00

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331. UNITEDHEALTH GROUP IN		02/28/2011	09/18/2013	24,114.00	14,096.00			10,018.00
190. UNITEDHEALTH GROUP IN		11/16/2012	12/03/2013	14,026.00	9,841.00			4,185.00
211. UNITEDHEALTH GROUP IN		11/16/2012	12/11/2013	15,287.00	9,796.00			5,491.00
154. UNITEDHEALTH GROUP IN		02/28/2011	12/12/2013	10,994.00	6,558.00			4,436.00
8. V F CORP		04/28/2011	04/02/2013	1,345.00	860.00			485.00
64. V F CORP		04/28/2011	06/25/2013	12,023.00	6,881.00			5,142.00
133. V F CORP		06/27/2011	12/03/2013	31,109.00	14,094.00			17,015.00
12. VERIZON COMMUNICATIONS		09/28/2011	04/02/2013	592.00	446.00			146.00
232. VERIZON COMMUNICATION		09/28/2011	12/03/2013	11,442.00	8,613.00			2,829.00
42. WELLS FARGO & CO NEW		02/28/2011	04/02/2013	1,548.00	1,353.00			195.00
768. WELLS FARGO & CO NEW		02/28/2011	12/03/2013	33,492.00	24,749.00			8,743.00
235. COVIDIEN PLC USD0.20 (CONSLDTN)		10/15/2010	03/14/2013	15,424.00	9,604.00			5,820.00
7. COVIDIEN PLC USD0.20 (PO)		10/15/2010	04/02/2013	476.00	286.00			190.00
434. COVIDIEN PLC USD0.20 (CONSLDTN)		10/15/2010	05/06/2013	28,306.00	17,738.00			10,568.00

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2,430,781. 1,919,086.

511,695.

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## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Investment Mgr ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Equity Securities</i>							

#### Common stock

##### United States - USD

AMERICAN EXPRESS CO CUSIP 025816109								
670 000	90.73	0.00	60,789.10	29,121.55	31,667.55	0.00	31,667.55	
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
390 000	42.26	0.00	16,481.40	13,011.35	3,470.05	0.00	3,470.05	
AMGEN INC COM CUSIP 031162100								
351 000	114.16	0.00	40,070.16	23,613.60	16,456.56	0.00	16,456.56	
APPLE INC COM STK CUSIP 037833100								
188 000	561.11	0.00	105,488.68	23,578.96	81,909.72	0.00	81,909.72	
BAXTER INTL INC COM CUSIP 071813109								
538 000	69.55	0.00	37,417.90	36,085.79	1,332.11	0.00	1,332.11	
C R BARD CUSIP 067383109								
246 000	133.94	0.00	32,949.24	24,944.37	8,004.87	0.00	8,004.87	
CHEVRON CORP COM CUSIP 166764100								
CVX	426 000	124.91	0.00	53,211.66	43,919.12	9,292.54	0.00	9,292.54
CISCO SYSTEMS INC CUSIP 17275R102								
CSCO	2,206 000	22.45	0.00	49,524.70	46,603.74	2,920.96	0.00	2,920.96
CITIGROUP INC COM NEW COM NEW CUSIP 172867424								
914 000	52.11	0.00	47,628.54	45,813.49	1,815.05	0.00	1,815.05	

Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 21 Jan 14 B003

Account number Multiple Accounts

23-97453,23-98415

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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>								
CITRIX SYS INC COM	CUSIP 177376100							
260 000	63.25	0.00	16,445.00	18,079.86	-1,634.86	0.00	-1,634.86	
COCA COLA CO COM	CUSIP 191216100							
1,083 000	41.31	0.00	44,738.73	37,383.36	7,355.37	0.00	7,355.37	
COSTCO WHOLESALE CORP NEW COM	CUSIP 22160K105							
261 000	119.01	0.00	31,061.61	19,453.61	11,608.00	0.00	11,608.00	
CVS CAREMARK CORP COM STK	CUSIP 126650100							
CVS	802 000	71.57	0.00	57,399.14	35,802.95	21,596.19	0.00	21,596.19
DANAHER CORP COM	CUSIP 2356851102							
934 000	77.20	23.35	72,104.80	47,162.24	24,942.56	0.00	24,942.56	
EATON CORP PLC COM USD0.50	CUSIP G29183103							
519 000	76.12	0.00	39,506.28	26,808.94	12,697.34	0.00	12,697.34	
EMC CORP COM	CUSIP 268648102							
EMC	1,801 000	25.15	0.00	45,295.15	48,053.11	-2,757.96	0.00	-2,757.96
EMERSON ELECTRIC CO COM	CUSIP 291011104							
539 000	70.18	0.00	37,827.02	27,917.64	9,909.38	0.00	9,909.38	
EXELON CORP COM	CUSIP 30161N101							
857 000	27.39	0.00	23,473.23	31,483.70	-8,010.47	0.00	-8,010.47	

## Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Investment Mgr ID		Exchange rate/	Income/expense					
Shares/PAR value		local market price						
<i>Equity Securities</i>								
<b>Common stock</b>								
<b>United States - USD</b>								
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108								
801 000	70.24	0.00	56,252.24	44,451.48	11,810.76	0.00	11,810.76	
EXXON MOBIL CORP COM CUSIP 30231G102								
677 000	101.20	0.00	68,512.40	44,150.50	24,361.90	0.00	24,361.90	
FRKLN RES INC COM CUSIP 354613101								
591 000	57.73	70.92	34,118.43	22,281.45	11,836.98	0.00	11,836.98	
GENERAL ELECTRIC CO CUSIP 363604103								
GE	1,925 000	28.03	423.50	53,957.75	21,169.07	32,768.68	0.00	32,768.68
GILEAD SCIENCES INC CUSIP 375558103								
GILD	334 000	75.15	0.00	25,100.10	18,299.39	6,800.71	0.00	6,800.71
GOOGLE INC CL A CL A CUSIP 38259P508								
GOOG	54 000	1,120.71	0.00	60,518.34	33,087.27	27,431.07	0.00	27,431.07
HOME DEPOT INC COM CUSIP 437076102								
721 000	82.34	0.00	59,357.14	32,084.06	27,283.08	0.00	27,283.08	
INTEL CORP COM CUSIP 458140100								
INTC	995 000	25.96	0.00	25,830.20	27,514.99	-1,684.79	0.00	-1,684.79
INTERCONTINENTALEXCHANGE GRP GROUP INC COM CUSIP 45866F104								
	179 000	224.92	0.00	40,280.68	22,497.31	17,763.37	0.00	17,763.37

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## Reporting

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Account number Multiple Accounts

23-97453.23-96415

### ◆ 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>							
<b>Common stock</b>							
<b>United States - USD</b>							
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101 IBM	154 000	187.57	0.00	28,885.78	24,905.65	3,980.13	0.00
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM	1,187 000	58.48	0.00	69,415.76	47,658.05	21,757.71	0.00
MC DONALDS CORP COM CUSIP 580135101	443 000	97.03	0.00	42,984.29	37,889.11	5,095.18	0.00
MERCK & CO INC NEW COM CUSIP 56833Y105	976 000	50.05	429.44	48,848.80	42,055.18	6,793.62	0.00
METLIFE INC COM STK USDO 01 CUSIP 59156R108	917 000	53.92	0.00	49,444.64	32,461.33	16,983.31	0.00
MONDELEZ INTL INC COM CUSIP 609207105	1,017 000	35.30	142.38	35,900.10	32,960.26	2,939.84	0.00
MONSANTO CO NEW COM CUSIP 61166W101	310 000	116.55	0.00	36,130.50	32,791.82	3,338.68	0.00
NATIONAL OILWELL VARCO COM STK CUSIP 6337071101 NOV	413 000	79.53	0.00	32,845.89	10,320.42	22,525.47	0.00
NIKE INC CL B CUSIP 654106103	- 400 000	78.64	96.00	31,456.00	17,767.08	13,688.92	0.00
							13,688.92

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### ◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Investment Mgr ID		Exchange rate/	Income/expense					
Shares/PAR value		local market price						
<i>Equity Securities</i>								
<i>Common stock</i>								
<b>United States - USD</b>								
NOBLE CORP PLC COMMON STOCK		CUSIP 6G5431101						
789 000	37.47	0.00	29,563.83	28,489.61	1,074.22	0.00	1,074.22	
NORFOLK SOUTHN CORP COM		CUSIP 655844108						
330 000	92.83	0.00	30,633.90	22,276.54	8,357.36	0.00	8,357.36	
NUCOR CORP COM		CUSIP 670346105						
333 000	53.38	141.71	20,444.54	17,288.78	3,155.76	0.00	3,155.76	
ORACLE CORP COM		CUSIP 68389X105						
991 000	38.26	0.00	37,915.66	32,450.29	5,465.37	0.00	5,465.37	
PETSMART INC COM		CUSIP 71676B106						
PETM	418 000	72.75	0.00	30,409.50	31,250.16	-840.66	0.00	-840.66
PFIZER INC COM		CUSIP 717081103						
2,207 000	30.63	0.00	67,600.41	53,986.46	13,613.95	0.00	13,613.95	
PRECISION CASTPARTS CORP COM		CUSIP 740189105						
145 000	269.30	0.00	39,048.50	23,654.93	15,393.57	0.00	15,393.57	
PROCTER & GAMBLE COM NPV		CUSIP 742718109						
284 000	81.41	0.00	23,120.44	12,886.50	10,233.94	0.00	10,233.94	
QUALCOMM INC COM		CUSIP 74725103						
QCOM	839 000	74.25	0.00	62,295.75	43,601.77	19,693.98	0.00	18,693.98

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
SCHLUMBERGER LTD COM COM CUSIP 806857108							
SLB 372,000	90.11	176.56	33,520.92	17,996.33	15,524.59	0.00	15,524.59

### Equity Securities

#### Common stock

##### United States - USD

ST JUDE MED INC COM CUSIP 790849103							
STJ 413,000	61.95	103.25	25,585.35	17,646.71	7,938.64	0.00	7,938.64
STARBUCKS CORP COM CUSIP 855244109							
599,000	78.39	0.00	46,985.61	27,074.02	19,881.59	0.00	19,881.59
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
USB 257,000	113.80	0.00	29,246.60	9,542.83	19,703.77	0.00	19,703.77
US BANCORP CUSIP 902973304							
USB 1,040,000	40.40	239.20	42,016.00	18,220.38	23,795.62	0.00	23,795.62
VFC CORP COM CUSIP 918204108							
1,008,000	62.34	0.00	62,838.72	26,368.24	36,470.48	0.00	36,470.48
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
VZ 446,000	49.14	0.00	21,916.44	16,527.73	5,388.71	0.00	5,388.71
WALT DISNEY CO CUSIP 254687106							
WFC 551,000	76.40	473.86	42,096.40	13,848.99	28,247.41	0.00	28,247.41
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
WFC 1,481,000	45.40	0.00	67,237.40	47,416.83	19,818.57	0.00	19,818.57
Total USD	2,320.17	2,323,697.35	1,583,730.90	739,966.45	0.00	0.00	739,966.45

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## Reporting

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### ◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Investment Mgr ID	Exchange rate/ local market price	Income/expense						
Shares/PAR value								
<i>Equity Securities</i>								
Common stock								
Total United States	2,320.17	2,323,697.35	1,583,730.90	739,966.45	0.00		739,966.45	
<b>Total Common Stock</b>	<b>2,320.17</b>	<b>2,323,697.35</b>	<b>1,583,730.90</b>	<b>739,966.45</b>	<b>0.00</b>		<b>739,966.45</b>	
<i>Equity funds</i>								
<b>Emerging Markets Region - USD</b>								
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162562								
33,875.340	11.28	0.00	382,113.83	375,000.00	7,113.83	0.00	7,113.83	
MFO OPENHEIMER DEVELOPING MKTS FDS CL Y CUSIP 683974505								
10,209.640	37.56	0.00	383,474.07	375,000.00	8,474.07	0.00	8,474.07	
Total USD		0.00	765,587.90	750,000.00	15,587.90	0.00	15,587.90	
Total Emerging Markets Region		0.00	765,587.90	750,000.00	15,587.90	0.00	15,587.90	
<b>Global Region - USD</b>								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407								
6,700.000	34.31	4,657.70	229,877.00	227,826.80	2,050.20	0.00	2,050.20	
Total USD	<b>4,657.70</b>	<b>229,877.00</b>	<b>227,826.80</b>	<b>2,050.20</b>	<b>0.00</b>		<b>2,050.20</b>	
Total Global Region	<b>4,657.70</b>	<b>229,877.00</b>	<b>227,826.80</b>	<b>2,050.20</b>	<b>0.00</b>		<b>2,050.20</b>	
<b>International Region - USD</b>								
MFC FLEXSHARES TR INTL QUALITY DIVIDEND INDEX FD CUSIP 33939L837								
21,200.000	27.235	3,274.76	57,382.00	563,532.04	13,849.96	0.00	13,849.96	
MFO NEUBERGER BERMAN EQUITY FDS INTL INSTITUTIONAL FD CUSIP 641224811								
78,142.080	11.24	0.00	878,316.97	715,000.00	163,316.97	0.00	163,316.97	

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### ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<i>Equity Securities</i>									
<i>Equity funds</i>									
Total USD									
3,274.76									
Total International Region									
3,274.76									
<b>United States - USD</b>									
MFB NORTHERN MULTI MANAGER GLOBAL LISTED INFRASTRUCTURE FUND CUSIP 665162384									
9,655.100	12.07	0.00		116,537.05	103,422.85		13,114.20	0.00	13,114.20
MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843									
DFA_C	8,190.380	31.00	0.00	253,901.78	190,584.72		63,317.06	0.00	63,317.06
SPDR S&P MIDCAP 400 ETF TRUST CUSIP 784677107									
	1,050.000	244.20	0.00	256,410.00	249,787.75		6,622.25	0.00	6,622.25
Total USD		0.00		626,848.83	543,795.32		83,053.51	0.00	83,053.51
Total United States		0.00		626,848.83	543,795.32		83,053.51	0.00	83,053.51
<b>Total Equity Funds</b>	<b>169,022.540</b>	<b>7,932.46</b>	<b>3,078,012.70</b>	<b>2,800,164.16</b>	<b>277,868.64</b>	<b>0.00</b>	<b>277,868.64</b>	<b>0.00</b>	<b>277,868.64</b>
<i>Other equity</i>									
<b>United States - USD</b>									
AMERICAN TOWER CORP CUSIP 03027X100									
	428.000	79.82	0.00	34,162.96	30,981.78		3,181.18	0.00	3,181.18
Total USD		0.00		34,162.96	30,981.78		3,181.18	0.00	3,181.18
Total United States		0.00		34,162.96	30,981.78		3,181.18	0.00	3,181.18
<b>Total Other Equity</b>	<b>428.000</b>	<b>0.00</b>	<b>34,162.96</b>	<b>30,981.78</b>	<b>3,181.18</b>	<b>0.00</b>	<b>3,181.18</b>	<b>0.00</b>	<b>3,181.18</b>

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Total Equity Securities</b>								
<b>10,262.63</b>		<b>6,435,873.01</b>		<b>4,414,866.84</b>		<b>1,021,006.17</b>		<b>1,021,006.17</b>

### Fixed Income Securities

#### Corporate/government

##### United States - USD

CAMPBELL SOUP CO 3.05% DUE 07-15-2017 CUSIP 134429AV1								
100,000.000	104.3087	1,406.38	104,308.70	100,760.00		3,548.70	0.00	3,548.70
Issue Date 06 Jul 10	Rate 3.05%	Yield to Maturity 1.788%	Maturity Date 15 Jul 17					
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699								
31,301.920	7.49	0.00	234,451.38	210,316.95		24,134.43	0.00	24,134.43
Issue Date 25 Aug 08								
PHILIP MORRIS INTL 4.5% DUE 03-26-2020 CUSIP 718172AH2								
100,000.000	108.1331	1,187.50	108,133.10	102,445.00		5,688.10	0.00	5,688.10
Issue Date 26 Mar 10	Rate 4.50%	Yield to Maturity 3.057%	Maturity Date 26 Mar 20					
TOYOTA MTR CR CORP MEDIUM TERM NTS 3.2 DUE 06-17-2015 CUSIP 89233P4B9								
100,000.000	103.9943	124.44	103,994.30	102,478.00		1,516.30	0.00	1,516.30
Issue Date 17 Jun 10	Rate 3.20%	Yield to Maturity 0.454%	Maturity Date 17 Jun 15					
Total USD	2,718.32	550,887.48	515,999.95		34,887.53	0.00		34,887.53
Total United States	2,718.32	550,887.48	515,999.95		34,887.53	0.00		34,887.53
Total Corporate/Government	2,718.32	550,887.48	515,999.95		34,887.53	0.00		34,887.53
Total Fixed Income Securities	2,718.32	550,887.48	515,999.95		34,887.53	0.00		34,887.53
331,301.920								

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## Reporting

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Real Estate</i>							

#### Real estate funds

##### United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541

12,640.450	9.07	0.00	114,648.88	112,500.00	2,148.88	0.00	2,148.88
Total USD		0.00	114,648.88	112,500.00	2,148.88	0.00	2,148.88
Total United States		0.00	114,648.88	112,500.00	2,148.88	0.00	2,148.88
<b>Total Real Estate Funds</b>		<b>0.00</b>	<b>114,648.88</b>	<b>112,500.00</b>	<b>2,148.88</b>	<b>0.00</b>	<b>2,148.88</b>
<b>Total Real Estate</b>		<b>0.00</b>	<b>114,648.88</b>	<b>112,500.00</b>	<b>2,148.88</b>	<b>0.00</b>	<b>2,148.88</b>
<b>12,640.450</b>							

### *Cash and Short Term Investments*

#### Short term

USD - United States dollar

1.00	7.16	667,568.43	667,568.43	0.00	0.00	0.00	0.00
Total short term - all currencies	7.16	667,568.43	667,568.43	0.00	0.00	0.00	0.00
Total short term - all countries	7.16	667,568.43	667,568.43	0.00	0.00	0.00	0.00
<b>Total Short Term</b>	<b>7.16</b>	<b>667,568.43</b>	<b>667,568.43</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>667,568.430</b>							
<b>Total Cash and Short Term Investments</b>	<b>7.16</b>	<b>667,568.43</b>	<b>667,568.43</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>667,568.430</b>							

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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### Adjustments To Cash

#### Pending trade purchases

USD - United States dollar

1.00	0.00	-563,532.04	-563,532.04	0.00	0.00	0.00	0.00
Total pending trade purchases - all currencies	0.00	-563,532.04	-563,532.04	0.00	0.00	0.00	0.00
Total pending trade purchases - all countries	0.00	-563,532.04	-563,532.04	0.00	0.00	0.00	0.00
<b>Total Pending trade purchases</b>	<b>0.00</b>	<b>-563,532.04</b>	<b>-563,532.04</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Adjustments To Cash</b>	<b>0.000</b>	<b>0.00</b>	<b>-563,532.04</b>	<b>-563,532.04</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>12,878.11</b>	<b>6,205,446.76</b>	<b>6,147,403.18</b>	<b>1,058,042.68</b>	<b>0.00</b>	<b>1,058,042.68</b>	
<b>1,218,583.340</b>							

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

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**WILLIAM M HALES FOUNDATION  
2013 CHARITABLE CONTRIBUTIONS**

<u>Charity</u>	<u>Address</u>	<u>Date</u>	<u>Amount</u>
American Red Cross	2200 W HARRISON ST., CHICAGO, IL 60612	6/20/2013	500.00
Art Institute of Chicago	111 S MICHIGAN AVE., CHICAGO, IL 60603	6/20/2013	1,500.00
Beloit College	700 COLLEGE ST, BELOIT, WI 53511	4/8/2013	18,000.00
Chicago Horticultural Society	1000 LAKE COOK ROAD, GLENCOE, IL 60022	6/20/2013	1,000.00
Clearwater Camp Foundation	7490 E CLEARWATER ROAD, MINOCQUA, WI 54548	6/20/2013	40,000.00
Community Renewal Society	111 W JACKSON BLVD #820, CHICAGO, IL 60604	6/20/2013	1,000.00
Fifth Epochal Fellowship	P O BOX 6631, BROOMFIELD, CO 80021	4/8/2013	50,000.00
Fifth Epochal Fellowship	P O BOX 6631, BROOMFIELD, CO 80021	11/21/2013	35,000.00
Good News Partners	1600 W JONGUIL TERRACE, CHICAGO, IL 60626	4/8/2013	1,000.00
Hadley School for the Blind	700 ELM ST., WINNETKA, IL 60093	6/20/2013	500.00
Josselyn Center	405 CENTRAL AVE., NORTHFIELD, IL 60093	4/8/2013	2,000.00
LINKS	1559 N MILWAUKEE AVE., CHICAGO, IL 60622	4/8/2013	12,000.00
Newberry Library	60 W WALTON ST., CHICAGO, IL 60610	6/20/2013	500.00
North Shore Senior Center	NORTHFIELD, IL 60093	6/20/2013	1,000.00
Oglala Lakota College	3 MILE CREEK RD, KYLE, SD 57752	4/8/2013	5,000.00
Union League Boys and Girls Club	1214 N WASHTENAW AVE., CHICAGO, IL 60622	4/8/2013	2,000.00
Union League Boys and Girls Club	1214 N WASHTENAW AVE., CHICAGO, IL 60622	6/20/2013	4,000.00
Winnetka Congregational Church	725 PINE ST., WINNETKA, IL 60093	4/8/2013	4,500.00
WTTW-Channel 11	5400 N SAINT LOUIS AVE., CHICAGO, IL 60625	6/20/2013	1,000.00
Urantia Foundation	533 DIVERSEY PARKWAY, CHICAGO, IL 60614	4/8/2013	25,000.00
Urantia Foundation	533 DIVERSEY PARKWAY, CHICAGO, IL 60614	11/21/2013	50,000.00
<b>TOTAL FOR 2013</b>			<b><u>255,500.00</u></b>