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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>WILLIAM M. HALES FOUNDATION 23-97453</b>		A Employer identification number <b>36-3735095</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>312-630-6000</b>
408 GREEN BAY ROAD, P O BOX 63		
City or town, state or province, country, and ZIP or foreign postal code <b>KENILWORTH, IL 60043</b>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>6,205,445.</b> J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
	2 Check <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 <b>2,750,741.</b>				
	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.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc . . . . .				
	14 Other employee salaries and wages . . . . .		NONE	NONE	
	15 Pension plans, employee benefits . . . . .		NONE	NONE	
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) STMT 3 . . . . .	2,000.	1,000.	NONE	1,000.
	c Other professional fees (attach schedule) STMT 4 . . . . .	27,574.	27,574.		
	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. Add lines 13 through 23 . . . . .	31,336.	30,306.	NONE	1,030.
	25 Contributions, gifts, grants paid . . . . .	255,500.			255,500.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	286,836.	30,306.	NONE	256,530.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . . . . .	436,513.				
b Net investment income (if negative, enter -0-) . . . . .		700,427.			
c Adjusted net income (if negative, enter -0-) . . . . .					

<b>Part II 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
<b>Assets</b>	<b>1</b>	Cash - non-interest-bearing . . . . .				
	<b>2</b>	Savings and temporary cash investments . . . . .		136,990.	667,568.	667,568.
	<b>3</b>	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	<b>4</b>	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	<b>5</b>	Grants receivable . . . . .				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	<b>8</b>	Inventories for sale or use . . . . .				
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				
	<b>10 a</b>	Investments - U S and state government obligations (attach schedule) .				
	<b>b</b>	Investments - corporate stock (attach schedule) . <b>STMT 7</b>		3,723,665.	3,851,335.	4,872,341.
	<b>c</b>	Investments - corporate bonds (attach schedule) . <b>STMT 8</b>		611,143.	516,000.	550,887.
	<b>11</b>	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	<b>12</b>	Investments - mortgage loans . . . . .				
	<b>13</b>	Investments - other (attach schedule) . . . . . <b>STMT 9</b>		239,092.	112,500.	114,649.
	<b>14</b>	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
<b>15</b>	Other assets (describe ▶ )					
<b>16</b>	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		4,710,890.	5,147,403.	6,205,445.	
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .				
	<b>18</b>	Grants payable . . . . .				
	<b>19</b>	Deferred revenue . . . . .				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons .				
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b>	Other liabilities (describe ▶ <b>OUTSTANDING CHECK</b> )				
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				NONE	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b>	Unrestricted . . . . .				
	<b>25</b>	Temporarily restricted . . . . .				
	<b>26</b>	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/></b> <b>check here and complete lines 27 through 31.</b>					
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .		4,710,890.	5,147,403.	
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds . .				
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .		4,710,890.	5,147,403.		
<b>31</b>	<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**

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

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b> 2,750,741.		2,161,142.	589,599.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			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>2</b>	589,599.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in</p> <p>Part I, line 8</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					

**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 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		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 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14,009.
6 Credits/Payments:			
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 penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	11,331.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> THE NORTHERN TRUST COMPANY Telephone no. <input type="checkbox"/> (312) 630-6000			
	Located at <input type="checkbox"/> P.O. BOX 803878, CHICAGO, IL ZIP+4 <input type="checkbox"/> 60680			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>			X

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

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

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

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

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

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

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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/TREASURER 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

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

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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
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,781,095.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,781,095.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,781,095.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	86,716.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,694,379.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	256,530.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	256,530.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				270,710.
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	11,904.			
<b>b</b> From 2009 . . . . .	60,512.			
<b>c</b> From 2010 . . . . .	33,316.			
<b>d</b> From 2011 . . . . .	28,838.			
<b>e</b> From 2012 . . . . .	28,404.			
<b>f</b> Total of lines 3a through e . . . . .	162,974.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>256,530.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				256,530.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> 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.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	148,794.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	148,794.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	58,236.			
<b>b</b> Excess from 2010 . . . . .	33,316.			
<b>c</b> Excess from 2011 . . . . .	28,838.			
<b>d</b> Excess from 2012 . . . . .	28,404.			
<b>e</b> 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)

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

**c** Any submission deadlines:

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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>  SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL	255,500.
<b>Total</b>			▶ <b>3a</b>	255,500.
<b>b Approved for future payment</b>				
<b>Total</b>			▶ <b>3b</b>	



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

[illegible]

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

**b If "Yes," complete the following schedule**

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

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

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 -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-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.	NONE	1,000.
	=====	=====	=====	=====

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.
	=====	=====

WILLIAM M. HALES FOUNDATION 23-97453

36-3735095

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

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

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

36-3735095

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	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 -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	516,000.	550,887.
	-----	-----
TOTALS	516,000.	550,887.
	=====	=====

WILLIAM M. HALES FOUNDATION 23-97453

36-3735095

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

COST/  
FMV  
C OR F  
-----

ENDING  
BOOK VALUE  
-----  
ENDING  
FMV  
-----

DESCRIPTION  
-----

SEE ATTACHED SCHEDULE

C

TOTALS

112,500. 114,649.  
-----  
112,500. 114,649.  
=====

**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

Employer identification number

36-3735095

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

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<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 . . . . .			<b>4</b>	
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			<b>5</b>	
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .			<b>6</b>	( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ▶			<b>7</b>	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 . . . . .			<b>11</b>	
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			<b>12</b>	
<b>13</b> Capital gain distributions . . . . .			<b>13</b>	54,602.
<b>14</b> Gain from Form 4797, Part I . . . . .			<b>14</b>	
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .			<b>15</b>	( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ▶			<b>16</b>	566,297.

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

Schedule D (Form 1041) 2013



**Part III Summary of Parts I and II****Caution:** Read the instructions *before* completing this part.

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

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

**Part IV Capital Loss Limitation****20** Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 19, column (3) or b \$3,000 . . . . . **20** ( )

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

**Part V Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

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

Schedule D (Form 1041) 2013

**Sales and Other Dispositions of Capital Assets**

OMB No 1545-0074

**2013**Department of the Treasury  
Internal Revenue Service  
Name(s) shown on return► 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.

Attachment  
Sequence No **12A**

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

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 <b>Note</b> 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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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

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

Form **8949** (2013)

Department of the Treasury  
Internal Revenue Service  
Name(s) shown on return**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).

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

OMB No 1545-0074

**2013**Attachment  
Sequence No **12A**

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

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 <b>Note</b> 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 BFF	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 REALSTATE 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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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

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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).

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

WILLIAM M. HALES FOUNDATION 23-97453

Social security number or taxpayer identification number

36-3735095

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

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

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

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

1	(a) Description of property (Example: 100 sh XYZ Co )	(b) Date acquired (Mo , day , yr )	(c) Date sold or disposed (Mo , day , yr )	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	269. EATON CORP PLC COM US	12/03/2012	12/03/2013	19,127.00	13,727.00			5,400.00
	22. #REORG/NOBLE STOCK MER 2R1JA21 EFF 11-20-2013	10/17/2012	04/02/2013	820.00	837.00			-17.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				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.

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

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 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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**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the <b>Note</b> below and see <b>Column (e)</b> 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.	CHEVRONTXACO CORP	02/28/2011	04/02/2013	1,548.00	1,340.00			208.00
221.	CHEVRONTXACO 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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, <b>line 8b</b> (if <b>Box D</b> above is checked), <b>line 9</b> (if <b>Box E</b> above is checked), or <b>line 10</b> (if <b>Box F</b> 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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- ☒ **(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. E I DU PONT DE NEMOURS	03/15/2011	04/02/2013	834.00	949.00			-115.00
	628. E 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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 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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WILLIAM M. HALES FOUNDATION 23-97453

36-3735095

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

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

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

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the <b>Note</b> below and see <b>Column (e)</b> 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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, <b>line 8b</b> (if <b>Box D</b> above is checked), <b>line 9</b> (if <b>Box E</b> above is checked), or <b>line 10</b> (if <b>Box F</b> above is checked) ►								

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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 <b>Note</b> 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

**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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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 <b>Note</b> 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). <b>See the separate instructions.</b>		(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 REALSTATE 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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 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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						(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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 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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	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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 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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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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 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

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

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

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

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

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

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

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

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the <b>Note</b> 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	
	409. NOBLE CORP PLC COMMON	10/17/2012	12/03/2013	15,696.00	15,411.00			285.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				2,430,781.	1,919,086.			511,695.

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

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## ◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		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>								
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								
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								
2,206 000		22 45	0 00	49,524 70	46,503 74	2,920 96	0 00	2,920 96
CITIGROUP INC COM NEW COM NEW CUSIP 172967424								
914 000		52 11	0 00	47,628 54	45,813 49	1,815 05	0 00	1,815 05

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## ◆ Asset Detail - Base Currency

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

### Equity Securities

#### Common stock

##### United States - USD

CITRIX SYS INC COM CUSIP 177376100								
260 000	63 25	0.00	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	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	0.00	31,061 61	19,453 61	11,608 00	0.00	11,608 00
CVS CAREMARK CORP COM STK CUSIP 126650100								
802 000	71 57	0.00	0.00	57,399 14	35,802 95	21,596 19	0.00	21,596 19
DANAHER CORP COM CUSIP 235851102								
934 000	77 20	23.35	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	0.00	39,506 28	26,808 94	12,697 34	0.00	12,697 34
EMC CORP COM CUSIP 268648102								
1,801 000	25 15	0.00	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	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	0.00	23,473 23	31,483 70	-8,010 47	0.00	-8,010 47

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## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Total
Equity Securities							
Common stock							
United States - USD							
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
	801 000	70 24	0 00	56,262 24	44,451 48	11,810 76	11,810 76
EXXON MOBIL CORP COM CUSIP 30231G102							
	677 000	101 20	0 00	68,512 40	44,150 50	24,361 90	24,361 90
FRKLN RES INC COM CUSIP 354613101							
	591 000	57 73	70 92	34,118 43	22,281 45	11,836 98	11,836 98
GENERAL ELECTRIC CO CUSIP 369604103							
GE	1,925 000	28 03	423 50	53,957 75	21,189 07	32,768 68	32,768 68
GILEAD SCIENCES INC CUSIP 375558103							
GILD	334 000	75 15	0 00	25,100 10	18,299 39	6,800 71	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	27,431 07
HOME DEPOT INC COM CUSIP 437076102							
	721 000	82 34	0 00	59,367 14	32,084 06	27,283 08	27,283 08
INTEL CORP COM CUSIP 458140100							
INTC	995 000	25 96	0 00	25,830 20	27,514 99	-1,684 79	-1,684 79
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45866F104							
	179 000	224 92	0 00	40,260 68	22,497 31	17,763 37	17,763 37

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## ◆ Asset Detail - Base Currency

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

### Equity Securities

#### Common stock

##### United States - USD

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	3,980 13
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	21,757 71
MC DONALDS CORP COM CUSIP 580135101								
	443 000	97 03	0.00	42,984 29	37,889 11	5,095 18	0.00	5,095 18
MERCK & CO INC NEW COM CUSIP 58933Y105								
	976 000	50 05	429 44	48,848 80	42,055 18	6,793 62	0.00	6,793 62
METLIFE INC COM STK USD0 01 CUSIP 59156R108								
	917 000	53 92	0.00	49,444 64	32,461 33	16,983 31	0.00	16,983 31
MONDELEZ INTL INC COM CUSIP 609207105								
	1,017 000	35 30	142 38	35,900 10	32,960 26	2,939 84	0.00	2,939 84
MONSANTO CO NEW COM CUSIP 61166W101								
	310 000	116 55	0.00	36,130 50	32,791 82	3,338 68	0.00	3,338 68
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
NOV	413 000	79 53	0.00	32,845 89	10,320 42	22,525 47	0.00	22,525 47
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	Investment Mgr 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>								
NOBLE CORP PLC COMMON STOCK CUSIP 665431101								
788 000		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								
383 000		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 716768106								
418 000		72 75	0 00	30,409 50	31,250 16	-840 66	0 00	-840 66
PRIZER 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 747225103								
839 000		74 25	0 00	62,295 75	43,601 77	18,693 98	0 00	18,693 98

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## ◆ Asset Detail - Base Currency

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

### Equity Securities

#### Common stock

##### United States - USD

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
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	46,955 61	27,074 02	19,881 59	0 00	19,881 59
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
	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
V F 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								
	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	47,418 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	739,966 45

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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
Investment Mgr ID							
Shares/PAR value							

### Equity Securities

<b>Common stock</b>							
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>
37,632,000							

### Equity funds

#### Emerging Markets Region - USD

MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162582

33,875,340	11.28	0.00	382,113.83	375,000.00	7,113.83	0.00	7,113.83
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MFO OPPENHEIMER 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
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Total USD		0.00	765,587.90	750,000.00	15,587.90	0.00	15,587.90
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Total Emerging Markets Region

		0.00	765,587.90	750,000.00	15,587.90	0.00	15,587.90
--	--	------	------------	------------	-----------	------	-----------

#### Global Region - USD

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
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Total USD		4,657.70	229,877.00	227,826.80	2,050.20	0.00	2,050.20
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Total Global Region

		4,657.70	229,877.00	227,826.80	2,050.20	0.00	2,050.20
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#### International Region - USD

MFC FLEXSHARES TR INTL QUALITY DIVIDEND INDEX FD CUSIP 33939L837

21,200,000	27.235	3,274.76	577,382.00	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	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

### Equity Securities

#### Equity funds

Total USD 3,274.76 1,455,698.97 1,278,532.04 177,166.93 0.00 177,166.93

Total International Region

3,274.76 1,455,698.97 1,278,532.04 177,166.93 0.00 177,166.93

#### United States - USD

MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRUCTURE 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 78467Y107

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

#### Total Equity Funds

169,022.540 7,932.46 3,078,012.70 2,800,154.16 277,858.54 0.00 277,858.54

#### Other equity

#### United States - USD

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

#### Total Other Equity

428.000 0.00 34,162.96 30,981.78 3,181.18 0.00 3,181.18

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								
Total Equity Securities			10,262.63	6,435,873.01	4,414,866.84	1,021,006.17	0.00	1,021,006.17
207,082.640								

## 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
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Total United States

			2,718 32	550,887 48	515,999 95	34,887 53	0 00	34,887 53
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### Total Corporate/Government

331,301.920			2,718.32	660,887.48	616,999.96	34,887.63	0.00	34,887.63
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### Total Fixed Income Securities

331,301.920			2,718.32	660,887.48	616,999.96	34,887.63	0.00	34,887.63
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## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Real Estate								
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
Total Real Estate Funds								
	12,640.450		0.00	114,648.88	112,500.00	2,148.88	0.00	2,148.88
Total Real Estate								
	12,640.450		0.00	114,648.88	112,500.00	2,148.88	0.00	2,148.88

## 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
Total short term - all currencies			7.16		667,568.43		667,568.43	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
Total Short Term			7.16		667,568.43		667,568.43	0.00	0.00	0.00
667,568.430										
Total Cash and Short Term Investments			7.16		667,568.43		667,568.43	0.00	0.00	0.00
667,568.430										

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Account number Multiple Accounts

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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
Investment Mgr ID							
Shares/PAR value							

## 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
Total pending trade purchases - all currencies		0.00	-563,532.04	-563,532.04	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
Total Pending trade purchases	0.000	0.00	-563,532.04	-563,532.04	0.00	0.00	0.00
Total Adjustments To Cash	0.000	0.00	-563,532.04	-563,532.04	0.00	0.00	0.00
Total	1,218,593.340	12,978.11	6,205,445.76	5,147,403.18	1,058,042.58	0.00	1,058,042.58

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

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Northern Trust

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

**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>255,500.00</b>