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For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
THE MCWETHY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1802

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02901-1802

A Employer identification number
36-3912789

B Telephone number (see instructions)
888-866-3275

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **7,387,656.**

J Accounting method: Cash Accrual Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" 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	123,237.	123,237.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	790,941.			
	b Gross sales price for all assets on line 6a	4,947,728.			
	7 Capital gain net income (from Part IV, line 2)		790,941.		
	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)	848.				
12 Total Add lines 1 through 11	915,026.	914,178.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	51,950.	31,170.		20,780.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule) STMT 2	5,597.	5,597.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	14,577.	3,072.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	444.	254.		190.
	24 Total operating and administrative expenses Add lines 13 through 23	73,818.	40,093.	NONE	22,220.
	25 Contributions, gifts, grants paid	412,878.			412,878.
26 Total expenses and disbursements Add lines 24 and 25	486,696.	40,093.	NONE	435,098.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	428,330.				
b Net investment income (if negative, enter -0-)		874,085.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		NONE	
	2	Savings and temporary cash investments	274,367.	249,639.	249,639.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶		NONE	
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶		NONE	
	5	Grants receivable		NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use		NONE	
	9	Prepaid expenses and deferred charges		NONE	
	10 a	Investments - U S and state government obligations (attach schedule)		NONE	
	b	Investments - corporate stock (attach schedule) . STMT 5	4,911,576.	5,360,002.	7,138,017.
	c	Investments - corporate bonds (attach schedule)		NONE	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans		NONE	
	13	Investments - other (attach schedule)		NONE	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		NONE	
15	Other assets (describe ▶)		NONE		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,185,943.	5,609,641.	7,387,656.	
Liabilities	17	Accounts payable and accrued expenses		NONE	
	18	Grants payable		NONE	
	19	Deferred revenue		NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons		NONE	
	21	Mortgages and other notes payable (attach schedule)		NONE	
	22	Other liabilities (describe ▶)		NONE	
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	5,185,943.	5,609,641.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	5,185,943.	5,609,641.		
31	Total liabilities and net assets/fund balances (see instructions)	5,185,943.	5,609,641.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,185,943.
2	Enter amount from Part I, line 27a	2	428,330.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	963.
4	Add lines 1, 2, and 3	4	5,615,236.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	5,595.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,609,641.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,947,728.		4,156,787.	790,941.		
b					
c					
d					
e					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			790,941.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	790,941.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	300,538.	6,166,074.	0.048741
2011	273,021.	6,075,742.	0.044936
2010	248,817.	5,587,612.	0.044530
2009	306,865.	4,948,536.	0.062011
2008	347,604.	6,228,942.	0.055805
2 Total of line 1, column (d)			2 0.256023
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051205
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 6,818,292.
5 Multiply line 4 by line 3			5 349,131.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,741.
7 Add lines 5 and 6			7 357,872.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 435,098.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,741.
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	8,741.
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	8,741.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,928.
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	7,928.
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	813.
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 checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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 N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at PO BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Yes No
 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
 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

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
James B McWethy 8701 Washington St., Downers Grove, IL 60516	Director 1	-0-	-0-	-0-
Susan McWethy 8701 Washington St., Downers Grove, IL 60516	Director 1	-0-	-0-	-0-
Karen A Hagnell 20 S Clark Street, Suite 1620, Chicago, IL 60603	Asst Secretary 1	-0-	-0-	-0-
BANK OF AMERICA, N.A. 231 SOUTH LASALLE STREET, CHICAGO, IL 60604	AGENT FOR TRUSTE 1	51,950.	-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

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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,681,656.
b	Average of monthly cash balances	1b	240,468.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,922,124.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,922,124.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	103,832.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,818,292.
6	Minimum investment return. Enter 5% of line 5	6	340,915.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	340,915.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,741.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,741.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	332,174.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	332,174.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	332,174.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	435,098.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	435,098.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	8,741.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	426,357.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				332,174.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			277,664.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>435,098.</u>				
a Applied to 2012, but not more than line 2a . . .			277,664.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				157,434.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				174,740.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

JAMES B MCWETHY

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

NONE

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

Check here 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:
 SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include:
 SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines
 SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 17</p>				412,878.
Total				3a 412,878.
<p>b <i>Approved for future payment</i></p>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Includes the text 'NOT APPLICABLE'.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Sign Here James B. Moser 4/13/14 Title

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

Paid Preparer Use Only Print/Type preparer's name Karen J Kiso Preparer's signature Date 04/06/2014 Check self-employed if PTIN P00146417 Firm's name BANK OF AMERICA, N.A. Firm's EIN 94-1687665 Firm's address P O BOX 1802 PROVIDENCE, RI 02901-1802 Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	5,597.	5,597.
TOTALS	5,597.	5,597.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,736.	1,736.
EXCISE TAX - PRIOR YEAR	3,577.	
EXCISE TAX ESTIMATES	7,928.	
FOREIGN TAXES ON QUALIFIED FOR	951.	951.
FOREIGN TAXES ON NONQUALIFIED	385.	385.
TOTALS	14,577.	3,072.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	190.		190.
OTHER INVESTMENT FEE	254.	254.	
TOTALS	444.	254.	190.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	4,911,576.	5,360,002.	7,138,017.
TOTALS	4,911,576.	5,360,002.	7,138,017.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
INCOME ADJ	956.
ROUNDING	7.

TOTAL	963.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
CARRYING VALUE ADJUSTMENT	2,837.
TYE SALES ADJ	1,301.
T/C ADJ	1,457.

TOTAL	5,595.
	=====

RECIPIENT NAME:

THE MCWETHY FOUNDATION

ADDRESS:

C/O BANK OF AMERICA, N.A., 231 S. LASALLE ST.
CHICAGO, IL 60697

RECIPIENT'S PHONE NUMBER: 312-828-2055

FORM, INFORMATION AND MATERIALS:

NO FORMAL APPLICATION REQUIRED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

=====

RECIPIENT NAME:
 CENTER FOR COMPETITIVE POLITICS
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 UNRESTRICTED GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
 LURIE CHILDREN'S HOSPITAL
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 UNRESTRICTED GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
 COMMEMORATIVE AIR FORCE
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 UNRESTRICTED GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
 MACKINAC CENTER
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 UNRESTRICTED GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

Alzheimer Association

ADDRESS:

225 N MICHIGAN AVE,
Chicago, IL 60601

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

American Heart Association
Association

ADDRESS:

208 SOUTH LASALLE ST.
Chicago, IL 60604

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Augustana College
Education Dept.

ADDRESS:

639 38TH ST.
Rock Island, IL 61201

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

CATO Institute

ADDRESS:

1000 MASSACHUSETTS AVE., NW
Washington, DC 20002

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Children's Brittle Bone

ADDRESS:

7701 95TH ST.
Pleasant Prarie, WI 53158

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

Cornell College

ADDRESS:

600 FIRST ST., SW
West Mount Vernon, IA 52314

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 182,878.

=====

RECIPIENT NAME:

Disabled American
Veterans

ADDRESS:

536 N. CLARK ST.
Chicago, IL 60610

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

DuPage Community
Foundation

ADDRESS:

P.O. BOX 467
Wheaton, IL 60189

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

DuPage Easter Seals

ADDRESS:

830 S. ADDISON ST.
Villa Park, IL 60181

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Heartland Institute
ADDRESS:
19 S LASALLE ST., SUITE 903
Chicago, IL 60603

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Make A Wish Foundation
ADDRESS:
640 N. LASALLE ST.
Chicago, IL 60610

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Media Research Center
ADDRESS:
325 S. PATRICK ST.
Alexandria, VA 22314

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

The Morton Arboretum

ADDRESS:

ROUTE 53

Lisle, IL 60532

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Suny-Cobleskill/Plant Science

ADDRESS:

STATE ROUTE 7

Cobleskill, NY 12043-1701

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

University of Chicago

ADDRESS:

5807 S. WOODLAWN,

Chicago, IL 60637

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 90,000.

=====

RECIPIENT NAME:

The Smile Train

ADDRESS:

PO BOX 96231
Washington, DC 20090

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Foundation for Teaching

ADDRESS:

260 RUSSELL BLVD SUITE B
Davis, CA 95616

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

The Heritage Foundation

ADDRESS:

214 MASSACHUSETTS AVENUE
Washington, DC 20002-4999

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

Fund for American Studies

ADDRESS:

1706 NEW HAMPSHIRE AVE NW
Washington, DC 20009

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Illinois Policy Institute

ADDRESS:

190S. LASALLE ST STE 1630
Chicago, IL 60603

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Leukemia & Lymphoma Soci

ADDRESS:

6651 WASHINGTON BLVD STE 400
Chicago, IL 60661

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

Freedomworks

ADDRESS:

400 NORTH CAPITOL STREET

Washington, DC 20001

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID:

412,878.

=====

THE MCWETHY FOUNDATION
36-3912789
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	249638 640	249,638 64	249,638 64
00206R102	AT&T INC	622 000	18,398 45	21,869 52
002824100	ABBOTT LABS	606 000	6,105 48	23,227 98
00287Y109	ABBVIE INC	990 000	20,829 49	52,281 90
004498101	ACI WORLDWIDE INC	357 000	13,733 20	23,205 00
00508Y102	ACUITY BRANDS INC	156 000	11,495 05	17,053 92
005125109	ACXIOM CORP	592 000	11,887 21	21,892 16
008252108	AFFILIATED MANAGERS GROUP	94 000	8,954 49	20,386 72
009728106	AKORN INC	1082 000	15,697 09	26,638 84
01741R102	ALLEGHENY TECHNOLOGIES INC	418 000	14,126 90	14,893 34
018490102	ALLERGAN INC	600 000	53,337 00	66,648 00
018805101	ALLIANZ SE	677 000	8,956 99	12,160 27
02209S103	ALTRIA GROUP INC	597 000	9,790 20	22,918 83
023135106	AMAZON COM INC	371 000	104,282 80	147,951 09
025537101	AMERICAN ELEC PWR INC	287 000	8,883 72	13,414 38
025816109	AMERICAN EXPRESS CO	398.000	14,721 26	36,110 54
03027X100	AMERICAN TOWER CORP	1366.000	93,858 13	109,034 12
031162100	AMGEN INC	392.000	26,283 85	44,719 36
032359309	AMTRUST FINL SVCS INC	310 000	7,514 19	10,133 90
03662Q105	ANSYS INC	225.000	12,667 53	19,620.00
042068106	ARM HLDGS PLC	1493.000	62,390 37	81,713 38
04247X102	ARMSTRONG WORLD INDS INC	260.000	14,134 62	14,978 60
043400100	ASAHI KASEI CORP	698 000	7,628 14	10,944 64
045327103	ASPEN TECHNOLOGY INC	342 000	5,803 43	14,295 60
04685W103	ATHENAHEALTH INC	541 000	61,158 04	72,764 50
047477104	ATHLON ENERGY INC	238.000	6,493 62	7,199 50
050095108	ATWOOD OCEANICS INC	176 000	9,320 06	9,396 64
053015103	AUTOMATIC DATA PROCESSING INC	349 000	12,445 62	28,198 85
05382A104	AVIVA PLC	822 000	9,154 73	12,453 30
054536107	AXA SA	230 000	4,856 32	6,405 04
055262505	BASF SE	124 000	9,016 62	13,240 35
055434203	BG GROUP PLC	530 000	10,083 04	11,389 70
055622104	BP P L C	174 000	7,017 55	8,458 14
05565A202	BNP PARIBAS	395 000	12,904 20	15,416 85

THE MCWETHY FOUNDATION

36-3912789

Balance Sheet

12/31/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
06738E204	BARCLAYS PLC	613 000	9,612 58	11,113 69
072730302	BAYER A G	77 000	6,028 44	10,817 04
073302101	BE AEROSPACE INC	323 000	12,298 01	28,110 69
073685109	BEACON ROOFING SUPPLY INC	264 000	7,383 32	10,633 92
077454106	BELDEN INC	347 000	10,460 26	24,446 15
088606108	BHP BILLITON LTD	157 000	10,766 08	10,707 40
09061G101	BIOMARIN PHARMACEUTICAL INC	943 000	59,260 01	66,340 05
09247X101	BLACKROCK INC	82 000	12,862 54	25,950 54
094235108	BLOOMIN BRANDS INC	677 000	16,315 73	16,254 77
097023105	BOEING CO	345 000	23,562 02	47,089 05
110122108	BRISTOL MYERS SQUIBB CO	938 000	28,180 96	49,854 70
12572Q105	CME GROUP INC	279 000	13,668 43	21,890 34
125896100	CMS ENERGY CORP	367 000	7,906 98	9,824 59
126132109	CNOOC LTD	42 000	7,746 72	7,881 72
147528103	CASEYS GEN STORES INC	196 000	11,424 46	13,769 00
151020104	CELGENE CORP	460 000	61,622 46	77,725 28
15639K300	CENTRICA PLC	404 000	9,096 36	9,306 14
156782104	CERNER CORP	1960 000	94,069 66	109,250 40
16115Q308	CHART INDUSTRIES INC	91 000	9,304 50	8,703 24
166764100	CHEVRON CORP	379 000	28,719 99	47,340 89
171232101	CHUBB CORP	275 000	18,465 97	26,573 25
171779309	CIENA CORP	960 000	12,973 19	22,972 80
17243V102	CINEMARK HLDGS INC	447 000	10,519 85	14,898.51
17275R102	CISCO SYS INC	1285 000	28,225 50	28,822 55
197199813	COLUMBIA ACORN INTERNATIONAL	4222 394	164,386 81	197,101 35
19765Y886	COLUMBIA BOND FUND	25398 816	215,075 93	220,461 72
20030N101	COMCAST CORP	347 000	16,847 20	18,031 85
200340107	COMERICA INC	497 000	14,130 27	23,627 38
20441A102	COMPANHIA DE SANEAMENTO	368 000	4,579 98	4,173 12
20825C104	CONOCOPHILLIPS	345 000	23,665 52	24,374 25
22160K105	COSTCO WHSL CORP NEW	510 000	57,302 94	60,700 20
222816100	COVANCE INC	153 000	11,439 00	13,473 18
225401108	CREDIT SUISSE GROUP	255 000	7,005 06	7,915 20
23251P102	CYBERONICS INC	310 000	15,476 33	20,280 82

THE MCWETHY FOUNDATION

36-3912789

Balance Sheet

12/31/2013



Cusip	Asset	Units	Basis	Market Value
23304Y100	DBS GROUP HLDGS LTD	161 000	8,449 19	8,722 01
23331A109	D R HORTON INC	671.000	17,395 61	14,976 72
251561304	DEUTSCHE LUFTHANSA A G	227 000	4,024 75	4,823 30
25746U109	DOMINION RES INC VA NEW	159 000	8,060 39	10,285 71
260003108	DOVER CORP	240 000	8,078 75	23,169 60
262037104	DRIL-QUIP INC	525 000	53,884 11	57,713 25
263534109	DU PONT E I DE NEMOURS & CO	468 000	21,747 59	30,405 96
26441C204	DUKE ENERGY CORP	135 000	8,771 32	9,316 35
268648102	EMC CORP	1003 000	25,472 39	25,225 45
269246401	E TRADE FINL CORP	966 000	11,648 51	18,972 24
291011104	EMERSON ELEC CO	237 000	11,548 23	16,632 66
29444U502	EQUINIX INC	442 000	74,278 63	78,432 90
29759W101	DELHAIZE GROUP	140 000	8,579 41	8,318 80
30231G102	EXXON MOBIL CORP	630 000	42,213 75	63,756 00
302491303	F M C CORP	201 000	9,764 05	15,167 46
311900104	FASTENAL CO	1252 000	55,496 90	59,482 52
316645100	FIFTH & PAC COS INC	843 000	10,963 38	27,035 01
316773100	FIFTH THIRD BANCORP	823 000	14,707 17	17,307 69
31787A507	FINISAR CORP	643 000	14,932 96	15,380 56
31942D107	FIRST CASH FINANCIAL SERVICES	303 000	13,760 96	18,737 52
320517105	FIRST HORIZON NATL CORP	861 000	8,745 40	10,030 65
37247D106	GENWORTH FINL INC	1142 000	11,991 57	17,735.26
38259P508	GOOGLE INC	129 000	99,406 01	144,571 59
401617105	GUESS INC	406 000	11,439 78	12,614 42
404280406	HSBC HLDGS PLC	219 000	10,570 78	12,073 47
410693105	HANNOVER RUECKVERSICHERUNG	192 000	5,604 18	8,251 78
428291108	HEXCEL CORP NEW	598 000	14,396 69	26,724 62
433578507	HITACHI LIMITED	147 000	9,129 96	11,132 90
437076102	HOME DEPOT INC	763 000	15,286 71	62,825 42
438128308	HONDA MTR LTD	267 000	10,433 51	11,040 45
438516106	HONEYWELL INTL INC	397 000	17,903 71	36,273 89
456837103	ING GROEP N V	1086 000	10,001 54	15,214 86
458140100	INTEL CORP	1301 000	23,050 80	33,767 46
459200101	INTERNATIONAL BUSINESS MACHS	226 000	19,310 90	42,390 82

THE MCWETHY FOUNDATION
 36-3912789
 Balance Sheet
 12/31/2013



Cusip	Asset	Units	Basis	Market Value
464287234	ISHARES MSCI EMERGING MARKETS	9559 000	349,487 28	399,518 41
46625H100	J P MORGAN CHASE & CO	774.000	32,981 14	45,263 52
478160104	JOHNSON & JOHNSON	617 000	41,319 82	56,511 03
482480100	KLA-TENCOR CORP	319.000	18,014 16	20,562.74
48667L106	KDDI CORP	401.000	4,665 09	6,170 99
494368103	KIMBERLY CLARK CORP	292 000	20,747 49	30,502 32
497266106	KIRBY CORP	201 000	10,149 27	19,949 25
500467402	KONINKLIJKE AHOLD NV	691 000	10,077 98	12,425 56
50127R103	KURARAY CO LTD	175.000	7,650 01	6,258 70
501889208	LKQ CORP	720.000	12,455 46	23,688 00
53578A108	LINKEDIN CORP	311 000	72,130 01	67,434 13
54338V101	LONZA GROUP AG	1334.000	8,325.37	12,690 34
55345K103	MRC GLOBAL INC	388.000	11,878 14	12,516 88
55402X105	MWI VETERINARY SUPPLY INC	95.000	9,172.49	16,146 77
55616P104	MACYS INC	467 000	20,833.26	24,937 80
571748102	MARSH & MCLENNAN COS INC	503 000	17,289 31	24,325 08
580135101	MCDONALDS CORP	340 000	21,700 19	32,990 20
582839106	MEAD JOHNSON NUTRITION CO	690 000	53,407 25	57,794 40
58403D102	MEDA AB	774 000	9,072 26	9,899 46
58933Y105	MERCK & CO INC	867 000	31,706 54	43,393 35
59156R108	METLIFE INC	210 000	10,505 57	11,323 20
59410T106	MICHELIN COMPAGNIE GENERALE	531 000	10,226 62	11,304 46
594918104	MICROSOFT CORP	1534 000	42,209 03	57,386 94
596278101	MIDDLEBY CORP	95 000	9,915 32	22,773 78
606769305	MITSUBISHI CORP	222 000	9,041 58	8,520 58
606822104	MITSUBISHI UFJ FINL GROUP INC	1826 000	10,522 19	12,197 68
632525408	NATIONAL AUSTRALIA BK LTD	409 000	11,064 45	12,744 85
637071101	NATIONAL OILWELL VARCO INC	477 000	33,827 65	37,935 81
65339F101	NEXTERA ENERGY INC	181 000	9,484 74	15,497 22
654744408	NISSAN MOTORS	573 000	12,103 30	9,638 43
66987V109	NOVARTIS A G	109 000	6,645 56	8,761.42
67020Y100	NUANCE COMMUNICATIONS INC	841.000	16,093 00	12,783 20
674215108	OASIS PETE INC NEW	287 000	6,801 76	13,480 39
674599105	OCCIDENTAL PETE CORP DEL	132 000	5,779 79	12,553 20

THE MCWETHY FOUNDATION
36-3912789
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
675232102	OCEANEERING INTL INC	715.000	56,792 73	56,399 20
693475105	PNC FINL SVCS GROUP INC	352.000	23,086.49	27,308 16
693483109	POSCO	116 000	8,975 81	9,048 00
69366X100	PT BANK RAKYAT	279 000	4,499 13	3,324 28
701094104	PARKER HANNIFIN CORP	131 000	5,471 09	16,851 84
71654V408	PETROLEO BRASILEIRO SA PETROBR	529 000	12,229 18	7,289 62
717081103	PFIZER INC	1872 000	28,050 50	57,339 36
718172109	PHILIP MORRIS INTL INC	721 000	12,574 05	62,820 73
718546104	PHILLIPS 66	239 000	14,774 41	18,434 07
731068102	POLARIS INDS INC	190 000	13,798 03	27,671 60
73179P106	POLYONE CORP	451 000	12,155 22	15,942 85
73278L105	POOL CORP	253 000	13,412 36	14,709 42
74005P104	PRAXAIR INC	607 000	71,348 00	78,928 21
740189105	PRECISION CASTPARTS CORP	406 000	64,408 97	109,335 80
74144T108	PRICE T ROWE GROUP INC	218 000	5,308 16	18,261 86
741503403	PRICELINE COM INC	81 000	43,629 15	94,154 40
742718109	PROCTER & GAMBLE CO	465 000	30,285 99	37,855 65
743606105	PROSPERITY BANCSHARES INC	311 000	12,484 50	19,714 29
74435K204	PRUDENTIAL PLC	249 000	6,407 44	11,205 00
74460D109	PUBLIC STORAGE INC	81 000	9,182 60	12,192 12
747525103	QUALCOMM INC	1463 000	97,794 97	108,627 75
749685103	RPM INTL INC	492 000	10,927 90	20,422 92
755111507	RAYTHEON CO	371 000	16,036 78	33,649 70
758204200	REED ELSEVIER NV	316 000	9,219 16	13,483 72
767204100	RIO TINTO PLC	175 000	8,376 01	9,875 25
771195104	ROCHE HLDG LTD	206 000	9,881 65	14,430 51
780259107	ROYAL DUTCH SHELL PLC	166 000	9,864 40	12,468 26
780259206	ROYAL DUTCH SHELL PLC	357 000	22,931 25	25,443 39
79466L302	SALESFORCE COM INC	2387 000	104,473 03	131,738 53
803062108	SAPIENT CORP	573 000	9,538 40	9,947 28
806857108	SCHLUMBERGER LTD	1288 000	99,299 96	116,061 68
808513105	SCHWAB CHARLES CORP NEW	2076 000	44,608 05	53,976 00
816851109	SEMPRA ENERGY	144 000	8,065 57	12,925 44
824348106	SHERWIN WILLIAMS CO	194 000	16,294 82	35,599 00

THE MCWETHY FOUNDATION

36-3912789

Balance Sheet

12/31/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
826197501	SIEMENS A G	113 000	12,690 50	15,651 63
828336107	SILVER WHEATON CORP	1743 000	47,020 04	35,191 17
828806109	SIMON PPTY GROUP INC NEW	89 000	13,983 33	13,542 24
83175M205	SMITH & NEPHEW PLC	175 000	9,287 72	12,554.50
83364L109	SOCIETE GENERALE FRANCE	1782 000	13,157 73	20,733.57
848637104	SPLUNK INC	949 000	47,431 40	65,167 83
855244109	STARBUCKS CORP	1356 000	69,920 08	106,296.84
86562M209	SUMITOMO MITSUI FINL GROUP INC	522 000	4,909 76	5,475.78
872540109	TJX COS INC NEW	312 000	9,316 55	19,883 76
874039100	TAIWAN SEMICONDUCTOR MFG LTD	609 000	9,897 47	10,620 96
87817A107	TEAM HEALTH HOLDINGS INC	559 000	12,780 81	25,462 45
879360105	TELEDYNE TECHNOLOGIES INC	155 000	13,596 46	14,238 30
87944W105	TELENOR ASA	158 000	10,537 40	11,297 47
880277108	TENAGA NASIONAL BERHAD	1044.000	10,393 80	14,508 47
88224Q107	TEXAS CAP BANCSHARES INC	264 000	10,421 70	16,420 80
882508104	TEXAS INSTRS INC	557 000	17,849 80	24,457 87
886547108	TIFFANY & CO NEW	836 000	67,219 64	77,564 08
887317303	TIME WARNER INC	546 000	18,569 39	38,067 12
892356106	TRACTOR SUPPLY CO	164 000	7,047 86	12,723 12
896239100	TRIMBLE NAVIGATION LTD	594 000	13,458 65	20,611 80
902973304	US BANCORP DEL	877.000	28,061 06	35,430 80
911163103	UNITED NAT FOODS INC	224.000	12,462 13	16,887 36
911312106	UNITED PARCEL SVC INC	283 000	24,374 38	29,737 64
913017109	UNITED TECHNOLOGIES CORP	109 000	4,330 02	12,404 20
915436109	UPM KYMMENE CORP	728 000	8,001 33	12,318 49
918204108	V F CORP	208 000	8,787 36	12,966 72
92343V104	VERIZON COMMUNICATIONS INC	1362 000	47,341 32	66,928 68
92345Y106	VERISK ANALYTICS INC	1133 000	69,793 37	74,460 76
92826C839	VISA INC	506 000	57,673 59	112,676 08
928563402	VMWARE INC	687 000	57,580 29	61,630 77
92857W209	VODAFONE GROUP PLC	675 000	24,894 54	26,534 25
928662303	VOLKSWAGEN AG	192 000	6,859 49	10,418 50
931142103	WAL-MART STORES INC	219 000	12,717 26	17,233 11
94106L109	WASTE MGMT INC DEL	291 000	8,986 64	13,057 17

THE MCWETHY FOUNDATION
36-3912789
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
949746101	WELLS FARGO & CO	1101 000	35,913 45	49,985 40
95082P105	WESCO INTL INC	189 000	10,325 54	17,212 23
95709T100	WESTAR ENERGY INC	400 000	11,699 32	12,868 00
966837106	WHOLE FOODS MKT INC	477 000	26,723 59	27,584 91
976657106	WISCONSIN ENERGY CORP	229 000	7,827 52	9,466 86
978097103	WOLVERINE WORLD WIDE INC	482 000	11,584 70	16,368 72
984851204	YARA INTL ASA	118 000	5,162 75	5,076 48
989701107	ZIONS BANCORPORATION	483 000	12,532 69	14,470 68
989825104	ZURICH INS GROUP LTD	207.000	5,161 15	6,016 66
G1151C101	ACCENTURE PLC	392 000	20,325 48	32,230 24
H0023R105	ACE LTD	1242 000	108,559 71	128,584 26
N53745100	LYONDELLBASELL INDUSTRIES NV	221 000	14,002 30	17,741 88
		Totals:	5,609,640 59	7,387,655 27