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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

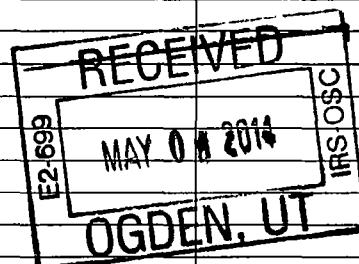
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**Open to Public Inspection**

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

Name of foundation THE SEELEY FOUNDATION (26-04333)		A Employer identification number 36-6049991
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 312-630-6000
City or town, state or province, country, and ZIP or foreign postal code P.O. BOX 803878 CHICAGO, IL 60680		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,853,526.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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)
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	283,353.	282,623.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	343,576.			
b	Gross sales price for all assets on line 6a 4,404,009.				
7	Capital gain net income (from Part IV, line 2)		343,576.		
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)	-11,913.			STMT 2
12	Total. Add lines 1 through 11	615,016.	626,199.		
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) STMT 3	1,000.	500.	NONE	500.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 4	48,851.	48,851.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	12,645.	6,933.		
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	792.			792.
24	Total operating and administrative expenses Add lines 13 through 23	63,288.	56,284.	NONE	1,292.
25	Contributions, gifts, grants paid	631,000.			631,000.
26	Total expenses and disbursements Add lines 24 and 25	694,288.	56,284.	NONE	632,292.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-79,272.			
b	Net investment income (if negative, enter -0-)		569,915.		
c	Adjusted net income (if negative, enter -0-)				


 ENVELOPE
 POSTMARK DATE APR 29 2014

Operating and Administrative Expenses

 14
 15

SCANNED MAY 12 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	612,995.	632,119.	632,119.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	8,556,918.	8,043,144.	9,487,461.
	c	Investments - corporate bonds (attach schedule)	3,362,997.	3,976,498.	3,917,950.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,012,396.	814,273.	815,996.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,545,306.	13,466,034.	14,853,526.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	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"/> X check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	13,545,306.	13,466,034.	
	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)	13,545,306.	13,466,034.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,545,306.	13,466,034.	

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	13,545,306.
2	Enter amount from Part I, line 27a	2	-79,272.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,466,034.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,466,034.

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 4,404,009.		4,060,433.	343,576.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			343,576.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	343,576.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	580,432.	13,314,684.	0.043593
2011	571,910.	13,372,411.	0.042768
2010	111,693.	2,298,771.	0.048588
2009	104,363.	2,086,812.	0.050011
2008	100,915.	2,258,716.	0.044678
2 Total of line 1, column (d)			2 0.229638
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 0.045928
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 13,989,657.
5 Multiply line 4 by line 3			5 642,517.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,699.
7 Add lines 5 and 6			7 648,216.
8 Enter qualifying distributions from Part XII, line 4			8 632,292.

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)			
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		1	11,398.
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	11,398.
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	11,398.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,991.	
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	8,991.	
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	2,407.	
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)?		X
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		
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?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by General Instruction T		
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

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 ► NORTHERN TRUST	Telephone no ► (312) 630-6000		
	Located at ► 50 SOUTH LA SALLE ST, CHICAGO, IL	ZIP+4 ► 60675		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	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 ►			X

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

6b

X

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
JUDITH M RENSHAW	CO-PRES TREAS	-0-	-0-	-0-
ALL - C/O NORTHERN TRUST, PO BOX 803878 CHICAGO, IL				
MILES P SEELEY	CO-PRES	-0-	-0-	-0-
ELLEN M. FALES	VP, SEC	-0-	-0-	-0-
DANA M. SEELEY	VP	-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.)

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	14,202,697.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	14,202,697.
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	14,202,697.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,040.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,989,657.
6	Minimum investment return. Enter 5% of line 5	6	699,483.

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	699,483.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,398.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,398.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	688,085.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	688,085.
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	688,085.

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	632,292.
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	632,292.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	632,292.

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				688,085.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			150,060.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	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>632,292.</u>				
a Applied to 2012, but not more than line 2a			150,060.	
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				482,232.
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				205,853.
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

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	
2a 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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 17				631,000.
Total			▶ 3a	631,000.
b Approved for future payment				
Total			▶ 3b	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS ETC	283,353.	282,623.
	-----	-----
TOTAL	283,353.	282,623.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME ETC.	-11,913.

TOTALS	-11,913.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION	1,000.	500.		500.
TOTALS	1,000.	500.	NONE	500.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT FEES	48,851.	48,851.
	-----	-----
TOTALS	48,851.	48,851.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXCISE	5,712.	
FOREIGN	6,933.	6,933.
	-----	-----
TOTALS	12,645.	6,933.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

DESCRIPTION

CHARITABLE
PURPOSES

ATTORNEY GENERAL
ADMINISTRATIVE

15.
777.

15.
777.

TOTALS

792.
=====

792.
=====

RECIPIENT NAME:

KANSAS CITY SYMPHONY

ADDRESS:

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 80,000.

RECIPIENT NAME:

NATURE CONSERVANCY
OF VIRGINAIA

ADDRESS:

CHARLOTTESVILLE, VA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 75,000.

RECIPIENT NAME:

LYRIC OPERA OF KANSAS CITY

ADDRESS:

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 80,000.

=====

RECIPIENT NAME:

KANSAS CITY BALLET

ADDRESS:

KANSAS CITY , MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:

COMMUNITY FOUNDATION OF

JACKSON HOLE

ADDRESS:

JACKSON HOLE, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:

GRAND TETON NATIONAL PARK

ADDRESS:

MOOSE, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

GEORGE MASON UNIVERISTY

ADDRESS:

FAIRFAX, VA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

OWEN COX DANCE GROUP

ADDRESS:

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:

WYOMING PUBLIC MEDIA

ADDRESS:

JACKSON, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

NARAL PRO-CHOICE EDUCATION PROJECT

ADDRESS:

NARAL,, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

WYLLIAMS/HENRY

CONTEMPORARY DANCE

ADDRESS:

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

SAN DEGUITO RIVER VALLEY

CONSRVANCY

ADDRESS:

DEL MAR, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

PLANNED PARENTHOOD
FEDERATION OF AMERICA

ADDRESS:

ST. LOUIS, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 16,000.

RECIPIENT NAME:

CORNELL LAB OF
ORNITHOLOGY

ADDRESS:

ITHACA, NY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF
SAN DIEGO COUNTY

ADDRESS:

SAN DIEGO, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

WETA PUBLIC TELEVISION
AND RADIO

ADDRESS:

ARLINGTON, VA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

SURFING HERITAGE
FOUNDATION

ADDRESS:

SAN CLEMENTE, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

TORREY PINES ASSOCIATION

ADDRESS:

LA JOLLA, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

TETON YOUTH AND FAMILY
SERVICES

ADDRESS:

JACKSON, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

TETON COUNTY
PATHWAYS

ADDRESS:

JACKSON, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 24,000.

RECIPIENT NAME:

USDA FOREST SERVICE

ADDRESS:

WASHINGTON, DC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,700.

=====

RECIPIENT NAME:

AMERICAN YOUTH BALLET
COMPANY

ADDRESS:

OVERLAND PARK, KS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

CHARLOTTE STREET
FOUNDATION

ADDRESS:

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

FRIENDS OF THE ENCINITAS
LIBRARY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

SAN ELIJO LAGOON
CONSERVANCY

ADDRESS:

ENCINTAS, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF
ROCKY MOUNTAINS

ADDRESS:

DENVER, CO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

KO ARTS

ADDRESS:

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

TEAM JACKSON HOLE

OLD PASS ROAD PROJECT

ADDRESS:

JACKSON HOLE, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BACH ARIA SOLOISTS

ADDRESS:

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

TETON FREEDOM RIDERS

ADDRESS:

JACKSON, WY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,300.

RECIPIENT NAME:
BIRCH AQUARIUM
ADDRESS:
SAN DIEGO, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID:

631,000.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

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

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

OMB No. 1545-0092

2013

Name of estate or trust

THE SEELEY FOUNDATION (26-04333)

Employer identification number

36-6049991

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

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	460,060.	440,004.		20,056.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 20,056.

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	3,644,383.	3,620,429.		23,954.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13 299,566.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 323,520.

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
17 Net short-term gain or (loss)	17		20,056.
18 Net long-term gain or (loss):			
a Total for year	18a		323,520.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b		
c 28% rate gain	18c		20,322.
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		343,576.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

Name(s) shown on return

THE SEELEY FOUNDATION (26-04333)

Social security number or taxpayer identification number

36-6049991

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

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

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

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

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

(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
1421.07 MFB NORTN FDS MUL GLOBAL REALESTATE FD	12/19/2012	04/18/2013	27,967.00	25,608.00			2,359.00
24679.17 MFB NORTN MULTI- EQTY FD FD	07/22/2013	09/26/2013	262,093.00	250,000.00			12,093.00
7085.92 MFB NORTN FUNDS E EQTY EQTY INDEX FD	10/28/2013	12/17/2013	80,000.00	83,543.00			-3,543.00
1421.13 MFB NORTHERN FDS S	03/26/2013	08/08/2013	30,000.00	27,570.00			2,430.00
2761.16 MFB NORTHERN FDS S	04/18/2013	11/07/2013	60,000.00	53,283.00			6,717.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►			460,060.	440,004.			20,056.

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

THE SEELEY FOUNDATION (26-04333)

36-6049991

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

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						(f) Code(s) from instructions	(g) Amount of adjustment	
	103.32 MFB NORTHN FDS MULT GLOBAL REALESTATE FD	02/27/2012	04/18/2013	2,033.00	1,770.00			263.00
	6278.54 MFB NORTHN FDS MUL GLOBAL REALESTATE FD	02/27/2012	06/25/2013	110,000.00	107,551.00			2,449.00
	24135.92 MFB NORTHN FDS MU GLOBAL REALESTATE FD	02/27/2012	12/17/2013	434,447.00	413,448.00			20,999.00
	5589.72 MFB NORTHN FDS MUL EMERGING MKTS EQTY FD	01/27/2011	07/22/2013	100,000.00	126,495.00			-26,495.00
	3910.62 MFB NORTHN FDS MUL EMERGING MKTS EQTY FD	01/27/2011	08/08/2013	70,000.00	88,497.00			-18,497.00
	15831.14 MFB NORTHN FDS MU EMERGING MKTS EQTY FD	01/31/2011	09/26/2013	300,000.00	352,262.00			-52,262.00
	7625.83 MFB NORTHN FDS MUL EMERGING MKTS EQTY FD	01/31/2011	10/28/2013	150,000.00	168,912.00			-18,912.00
	1574.8 MFB NORTHN FDS MULT EMERGING MKTS EQTY FD	01/31/2011	11/07/2013	30,000.00	34,882.00			-4,882.00
	4246.29 MFB NORTHN FDS MUL EMERGING MKTS EQTY FD	01/31/2011	12/17/2013	80,000.00	89,072.00			-9,072.00
	21551.72 MFB NORTHERN FUND MANAGER LARGE CAP FD	01/27/2011	03/26/2013	200,000.00	199,353.00			647.00
	21857.92 MFB NORTHERN FUND MANAGER LARGE CAP FD	01/27/2011	04/18/2013	200,000.00	202,186.00			-2,186.00
	13157.9 MFB NORTHERN FUNDS MANAGER LARGE CAP FD	01/27/2011	06/25/2013	125,000.00	121,711.00			3,289.00
	9813.54 MFB NORTHERN FUNDS MANAGER LARGE CAP FD	01/31/2011	07/22/2013	100,000.00	90,435.00			9,565.00
	12985.61 MFB NORTHN MULTI- EQTY FD FD	01/27/2011	09/26/2013	137,907.00	131,025.00			6,882.00
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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THE SSEELEY FOUNDATION (26-04333)

36-6049991

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						(f) Code(s) from instructions	(g) Amount of adjustment	
	36730.95 MFB NORTHN MULTI- EQTY FD FD	01/27/2011	10/28/2013	400,000.00	370,615.00			29,385.00
	28169.01 MFB NORTHN MULTI- EQTY FD FD	01/31/2011	11/07/2013	300,000.00	282,103.00			17,897.00
	4835.59 MFB NORTHN MULTIMG FD	06/27/2011	02/26/2013	50,000.00	51,354.00			-1,354.00
	12903.23 MFB NORTHN MULTIM FD	06/27/2011	03/26/2013	140,000.00	137,032.00			2,968.00
	9737.1 MFB NORTHN MULTIMGR FD	06/27/2011	04/18/2013	100,000.00	103,408.00			-3,408.00
	3533.57 MFB NORTHN MULTIMG FD	06/27/2011	05/17/2013	40,000.00	37,527.00			2,473.00
	2088.56 MFB NORTHN MULTIMG FD	06/27/2011	07/22/2013	25,000.00	22,181.00			2,819.00
	2461.03 MFB NORTHN MULTIMG FD	06/27/2011	08/08/2013	30,000.00	26,136.00			3,864.00
	3179.65 MFB NORTHN MULTIMG FD	11/08/2011	09/26/2013	40,000.00	33,145.00			6,855.00
	791.77 MFB NORTHN MULTIMGR FD	11/08/2011	11/07/2013	10,000.00	7,949.00			2,051.00
	3940.11 MFB NORTHN MULTIMG	01/27/2011	02/26/2013	50,000.00	47,084.00			2,916.00
	10494.75 MFB NORTHN MULTIM FD	01/27/2011	03/26/2013	140,000.00	125,412.00			14,588.00
	2336.45 MFB NORTHN MULTIMG	01/31/2011	04/18/2013	30,000.00	27,623.00			2,377.00
	1730.1 MFB NORTHN MULTIMGR	01/31/2011	07/22/2013	25,000.00	20,450.00			4,550.00
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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						(f) Code(s) from instructions	(g) Amount of adjustment	
	1365.19 MFB NORTHN MULTIMG	01/31/2011	08/08/2013	20,000.00	16,137.00			3,863.00
	1518. MFC SPDR GOLD TR GOL	01/31/2011	04/15/2013	204,996.00	184,674.00	C		20,322.00
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) ►				3,644,383.	3,620,429.			23,954.

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Foundation

31 DEC 13

Account number 2604333

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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	
Equities								
Funds - common stock								
Emerging Markets Region - USD								
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483								
	34,428 800	19 05	0 00	655,868 64	593,944 78	61,923 86	0 00	61,923 86
MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162582								
	32,700 610	11 28	0 00	366,862 88	366,457 03	2,405 85	0 00	2,405 85
Total USD			0 00	1,024,731 52	960,401 81	64,329 71	0 00	64,329 71
Total Emerging Markets Region								
			0 00	1,024,731 52	960,401 81	64,329 71	0 00	64,329 71
International Region - USD								
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209								
	111,934 710	12 34	0 00	1,381,274 32	1,360,000 00	21,274 32	0 00	21,274 32
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558								
	124,436 860	10 94	0 00	1,361,339 24	1,202,407 14	158,932 10	0 00	158,932 10
Total USD			0 00	2,742,613 56	2,562,407 14	180,206 42	0 00	180,206 42
Total International Region								
			0 00	2,742,613 56	2,562,407 14	180,206 42	0 00	180,206 42
United States - USD								
MFB NORTHN FDS MULTI MANAGER LARGE CAPFD CUSIP 665162517								
	119,515 720	9 87	0 00	1,179,620 15	1,011,516 83	168,103 32	0 00	168,103 32
MFB NORTHN FDS STK INDEX FD CUSIP 665162772								
	110,552 680	22 86	0 00	2,527,234 26	1,739,393 25	787,841 01	0 00	787,841 01

Northern Trust

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◆ Asset Detail - Base Currency

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

Equities

Funds - common stock

United States - USD

MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRUCTURE FUND CUSIP 665162384

38,648 210	12 07	0 00	466,483 89	392,401 24	74,082 65	0 00		74,082 65
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MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574

25,774 290	13 73	0 00	353,881 00	273,307 80	80,573 20	0 00		80,573 20
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MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162568

30,581 180	11 50	0 00	351,683 57	285,742 88	65,940 69	0 00		65,940 69
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Total USD		0 00	4,878,902 87	3,702,362 00	1,176,540 87	0 00		1,176,540 87
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Total United States		0 00	4,878,902 87	3,702,362 00	1,176,540 87	0 00		1,176,540 87
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Total Funds - Common Stock

628,573.060		0.00	8,646,247.95	7,225,170.95	1,421,077.00	0.00		1,421,077.00
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Funds - equities etf

Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407

24,518 000	34 31	17,044 42	841,212 58	817,973 01	23,239 57	0 00		23,239 57
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Total USD		17,044 42	841,212 58	817,973 01	23,239 57	0 00		23,239 57
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Total Global Region		17,044 42	841,212 58	817,973 01	23,239 57	0 00		23,239 57
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Total Funds - Equities ETF

24,518.000		17,044.42	841,212.58	817,973.01	23,239.57	0.00		23,239.57
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Total Equities

653,091.060		17,044.42	9,487,460.53	8,043,143.96	1,444,316.57	0.00		1,444,316.57
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Northern Trust

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Foundation

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Account number 2604333

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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	
Fixed Income								
Funds - corporate bond								
United States - USD								
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533								
124,229 480	10 42	0 00	1,294,471 18	1,305,608 56	-11,137 38	0 00		-11,137 38
Issue Date 25 Aug 08								
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442								
52,158 050	10 54	0 00	549,745 84	548,301 76	1,444 08	0 00		1,444 08
MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD CUSIP 72201F516								
42,484 000	9 33	1,677 06	396,375 72	444,471 73	-48,096 01	0 00		-48,096 01
Issue Date 29 Aug 08								
Total USD		1,677 06	2,240,592 74	2,298,382 05	-57,789 31	0 00		-57,789 31
Total United States		1,677 06	2,240,592 74	2,298,382 05	-57,789 31	0 00		-57,789 31
Total Funds - Corporate Bond								
218,871.530		1,677.06	2,240,592.74	2,298,382.05	-57,789.31	0.00		-57,789.31
Funds - fixed income etf								
United States - USD								
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L508								
16,501 000	24 92	0 00	411,204 92	415,615 20	-4,410 28	0 00		-4,410 28
Issue Date 07 Dec 12								
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646								
12,006 000	105 46	1,020 63	1,266,152 76	1,282,501 41	3,651 35	0 00		3,651 35
Issue Date 05 Dec 08								

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◆ Asset Detail - Base Currency

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

Fixed Income

Funds - fixed income etf

Total USD			1,020.63	1,677,357.68	1,678,116.61	-758.93	0.00	-758.93
Total United States			1,020.63	1,677,357.68	1,678,116.61	-758.93	0.00	-758.93
Total Funds - Fixed Income ETF			1,020.63	1,677,357.68	1,678,116.61	-758.93	0.00	-758.93
28,507.000								
Total Fixed Income			2,697.69	3,917,950.42	3,976,498.66	-58,548.24	0.00	-58,548.24
247,378.530								

Real Estate

Funds - real estate

United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541

48,888.890	9.07	0.00		443,422.23	440,000.00	3,422.23	0.00	3,422.23
Total USD			0.00	443,422.23	440,000.00	3,422.23	0.00	3,422.23
Total United States			0.00	443,422.23	440,000.00	3,422.23	0.00	3,422.23
Total Funds - Real Estate			0.00	443,422.23	440,000.00	3,422.23	0.00	3,422.23
48,888.890								
Total Real Estate			0.00	443,422.23	440,000.00	3,422.23	0.00	3,422.23
48,888.890								

Hedge Fund

Hedge fund replication strategy

Northern Trust

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Account number 2604333

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◆ Asset Detail - Base Currency

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

Hedge Fund

Hedge fund replication strategy

United States - USD

MFO GOLDMAN SACHS TR ABSOLUTE RETURN TRACKER FD CL I CUSIP : 38145N220

39,975,680	9.32	0.00	372,573.33	374,273.48	-1,700.15	0.00		-1,700.15
Total USD		0.00	372,573.33	374,273.48	-1,700.15	0.00		-1,700.15
Total United States		0.00	372,573.33	374,273.48	-1,700.15	0.00		-1,700.15
Total Hedge Fund Replication Strategy		0.00	372,573.33	374,273.48	-1,700.15	0.00		-1,700.15
39,975,680		0.00	372,573.33	374,273.48	-1,700.15	0.00		-1,700.15
Total Hedge Fund		0.00	372,573.33	374,273.48	-1,700.15	0.00		-1,700.15

Cash and Cash Equivalents

Funds - short term investment

USD - NORTHN INSTL FDS DIVERSIFIED ASSETS		PORTFOLIO						
		1.00	3.48	632,118.86	632,118.86	0.00	0.00	0.00
Total funds - short term investment - all currencies			3.48	632,118.86	632,118.86	0.00	0.00	0.00
Total funds - short term investment - all countries			3.48	632,118.86	632,118.86	0.00	0.00	0.00
Total Funds - Short Term Investment								
	632,118.860		3.48	632,118.86	632,118.86	0.00	0.00	0.00
Total Cash and Cash Equivalents								
	632,118.860		3.48	632,118.86	632,118.86	0.00	0.00	0.00

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Investment Mgr ID	Shares/PAR value							
Total			19,745.59	14,853,525.37	13,486,034.98	1,387,490.41	0.00	1,387,490.41
1,621,453.020								

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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