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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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

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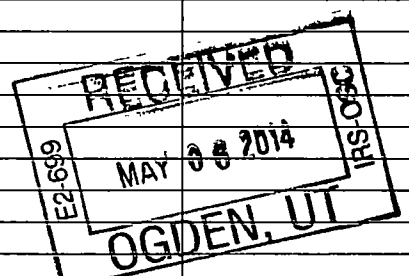
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation HOLZHEIMER FUND		A Employer identification number 36-6057163
Number and street (or P O box number if mail is not delivered to street address) 1145 LINCOLN AVENUE SOUTH		B Telephone number 847-433-1129
City or town, state or province, country, and ZIP or foreign postal code HIGHLAND PARK, IL 60035		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ 399,508. (Part I, column (d) must be on cash basis)		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 Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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				N/A	
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.	4.		STATEMENT 1
4 Dividends and interest from securities		11,362.	11,362.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		33,747.			
b Gross sales price for all assets on line 6a 220,061.					
7 Capital gain net income (from Part IV, line 2)			33,747.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		45,113.	45,113.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		124.	0.		124.
b Accounting fees STMT 4		6,485.	0.		6,485.
c Other professional fees STMT 5		6,276.	6,276.		0.
17 Interest					
18 Taxes STMT 6		247.	247.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		117.	0.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		13,249.	6,523.		6,634.
25 Contributions, gifts, grants paid		56,800.			56,800.
26 Total expenses and disbursements. Add lines 24 and 25		70,049.	6,523.		63,434.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-24,936.			
b Net investment income (if negative, enter -0-)			38,590.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 12 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,161.	6,727.	6,727.
	2 Savings and temporary cash investments	48,753.	22,612.	22,612.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	188,876.	156,470.	218,912.
	c Investments - corporate bonds STMT 9	100,547.	143,728.	144,466.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	9,477.	3,336.	6,694.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ PURCHASED INTEREST)	92.	97.	97.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	357,906.	332,970.	399,508.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	357,906.	332,970.	
30 Total net assets or fund balances	357,906.	332,970.		
31 Total liabilities and net assets/fund balances	357,906.	332,970.		

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	357,906.
2 Enter amount from Part I, line 27a	2	-24,936.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	332,970.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	332,970.

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			
b	SEE ATTACHED STATEMENT		
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			
b			
c			
d			
e			
	220,061.	186,731.	33,747.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			
			33,747.

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	33,747.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	58,626.	398,729.	.147032
2011	67,927.	428,370.	.158571
2010	65,158.	466,244.	.139751
2009	64,244.	503,504.	.127594
2008	71,055.	588,651.	.120708

2	Total of line 1, column (d)	2	.693656
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	.138731
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	408,037.
5	Multiply line 4 by line 3	5	56,607.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	386.
7	Add lines 5 and 6	7	56,993.
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	63,434.

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	386.
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	0.
3	Add lines 1 and 2	3	386.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	386.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,136.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,136.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	750.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 750. Refunded <input checked="" type="checkbox"/> 0.	11	0.

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

N/A

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ARTHUR HOLZHEIMER</u> Telephone no. ► <u>847-433-1129</u> Located at ► <u>1145 LINCOLN AVE SOUTH, HIGHLAND PARK, IL</u> ZIP+4 ► <u>60035</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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? **N/A** 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? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No **N/A**

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.

(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
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over \$50,000 **0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	360,564.
b	Average of monthly cash balances	1b	53,590.
c	Fair market value of all other assets	1c	97.
d	Total (add lines 1a, b, and c)	1d	414,251.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	414,251.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,214.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	408,037.
6	Minimum investment return. Enter 5% of line 5	6	20,402.

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	20,402.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	386.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	386.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,016.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	20,016.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,016.

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	63,434.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	63,434.
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	5	386.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	63,048.

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				20,016.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	41,814.			
b From 2009	39,069.			
c From 2010	42,064.			
d From 2011	46,978.			
e From 2012	39,480.			
f Total of lines 3a through e	209,405.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	63,434.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				20,016.
e Remaining amount distributed out of corpus	43,418.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	252,823.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	41,814.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	211,009.			
10 Analysis of line 9:				
a Excess from 2009	39,069.			
b Excess from 2010	42,064.			
c Excess from 2011	46,978.			
d Excess from 2012	39,480.			
e Excess from 2013	43,418.			

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

N/A

- 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).)

ARTHUR HOLZHEIMER

- 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:
-
- 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)				
<p><i>a Paid during the year</i></p> <p>ADLER PLANETARIUM 1300 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605</p>	NONE	PUBLIC	CHARITABLE	2,500.
<p>AMERICAN CANCER SOCIETY 225 N MICHIGAN AVENUE SUITE 1210 CHICAGO, IL 60601</p>	NONE	PUBLIC	CHARITABLE	500.
<p>AMERICAN FRIENDS OF THE HARLEY FELLOWSHIP 1443 MOUND STREET MADISON, WI 53711-2221</p>	NONE	PUBLIC	CHARITABLE	5,000.
<p>AMERICAN HEART ASSOCIATION 208 S. LASALLE STREET, SUITE 1500 CHICAGO, IL 60604</p>	NONE	PUBLIC	CHARITABLE	500.
<p>ANIXTER CENTER 2001 N. CLYBOURN AVENUE, 3RD FLOOR CHICAGO, IL 60614</p>	NONE	PUBLIC	CHARITABLE	500.
<p>Total</p>	SEE CONTINUATION SHEET(S)			56,800.
<p><i>b Approved for future payment</i></p>				
<p>NONE</p>				
<p>Total</p>				0.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' in column (c).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [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. Content includes 'N/A' in column (a).

Sign Here 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. Signature of officer or trustee: [Signature] Date: 5/2/14 Title: President

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

Paid Preparer Use Only Print/Type preparer's name: RONALD A. LEWIS Preparer's signature: [Signature] Date: 04/30/14 Check [] if self-employed PTIN: P00723534 Firm's name: DEMARCO, KINNAMAN, LEWIS & CO. Firm's EIN: 36-4458862 Firm's address: 300 KNIGHTSBRIDGE PARKWAY, STE 350 LINCOLNSHIRE, IL 60069 Phone no.: (847) 415-1313

HOLZHEIMER FUND

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 SEE ATTACHED - SHORT TERM (COVERED)		VARIOUS	
b SEE ATTACHED - SHORT TERM (NONCOVERED)		VARIOUS	
c SEE ATTACHED - LONG TERM (COVERED)		VARIOUS	
d SEE ATTACHED - LONG TERM (NONCOVERED)		VARIOUS	
e PASS-THRU FROM KKR & CO			
f PASS-THRU FROM KKR & CO			
g CAPITAL SOUTHWEST			
h CAPITAL SOUTHWEST			
i DELL			
j			
k			
l			
m			
n			
o			

(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 61,945.		47,854.	14,091.
b 30,319.		29,485.	834.
c 43,716.		34,156.	9,560.
d 83,111.		75,236.	7,875.
e			21.
f			396.
g 550.			550.
h 407.			407.
i 13.			13.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			14,091.
b			834.
c			9,560.
d			7,875.
e			21.
f			396.
g			550.
h			407.
i			13.
j			
k			
l			
m			
n			
o			

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	33,747.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIELD MUSEUM OF NATURAL HISTORY 1400 S. LAKE SHORE DRIVE CHICAGO, IL 60605-2496	NONE	PUBLIC	CHARITABLE	2,500.
HISTORY MIAMI - THE FITZGERALD & KANNER TRUST FOR HISTORIC MAPS 101 WEST FLAGLER STREET MIAMI, FL 33130	NONE	PUBLIC	CHARITABLE	100.
JEWISH UNITED FUND 30 S. WELLS STREET, SUITE 5100 CHICAGO, IL 60606	NONE	PUBLIC	CHARITABLE	1,000.
LEVENTHAL MAP CENTER - BOSTON PUBLIC LIBRARY 700 BOYLSTON STREET, ROOM 377 BOSTON, MA 02116	NONE	PUBLIC	CHARITABLE	100.
LIBRARY OF CONGRESS 101 INDEPENDENCE AVENUE S.E. WASHINGTON, DC 20540-1400	NONE	PUBLIC	CHARITABLE	2,500.
MENLO COLLEGE 1000 EL CAMINO REAL ATHERTON, CA 94027-4301	NONE	SCHOOL	CHARITABLE	1,000.
NATIONAL MS SOCIETY 525 WEST MONROE STREET CHICAGO, IL 60661	NONE	PUBLIC	CHARITABLE	500.
NEWBERRY LIBRARY 60 WEST WALTON STREET CHICAGO, IL 60610	NONE	EDUCATION	CHARITABLE	23,500.
PEOPLES COMM. CLINIC 2909 NORTH IH-35 AUSTIN, TX 78722	NONE	PUBLIC	CHARITABLE	1,000.
SHEDD AQUARIUM 1200 S. LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	EDUCATION	CHARITABLE	2,500.
Total from continuation sheets				47,800.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY OF THE NORTH SHORE 75 REMITTANCE DRIVE, SUITE 5828 CHICAGO, IL 60675	NONE	PUBLIC	CHARITABLE	500.
UNIVERSITY OF SAN FRANCISCO 2130 FULTON STREET SAN FRANCISCO, CA 64117-1080	NONE	EDUCATION	CHARITABLE	500.
UNIVERSITY OF STANFORD FUND P.O. BOX 20466 STANFORD, CA 94309	NONE	SCHOOL	CHARITABLE	1,000.
UNIVERSITY OF WISCONSIN FOUNDATION - WOODWARD FELLOWSHIP 470 SCIENCE HALL, 550 NORTH PARK STREET MADISON, WI 53706-1404	NONE	EDUCATION	CHARITABLE	10,000.
U.S. FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PUBLIC	CHARITABLE	100.
WTTW - CHANNEL 11 5400 N. SAINT LOUIS AVENUE CHICAGO, IL 60625-4698	NONE	PUBLIC	CHARITABLE	1,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET FUND INTEREST & DIVIDENDS	4.	4.	
TOTAL TO PART I, LINE 3	4.	4.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE - AMORTIZATION/ACCRETION	-2,893.	0.	-2,893.	-2,893.	
JPMORGAN CHASE - DIVIDENDS	6,969.	0.	6,969.	6,969.	
JPMORGAN CHASE - INTEREST	8,081.	0.	8,081.	8,081.	
JPMORGAN CHASE - PURCHASED INTEREST 2012	-92.	0.	-92.	-92.	
JPMORGAN CHASE - PURCHASED INTEREST 2013	-992.	0.	-992.	-992.	
KKR & CO LP	289.	0.	289.	289.	
TO PART I, LINE 4	11,362.	0.	11,362.	11,362.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SNR DENTON	124.	0.		124.
TO FM 990-PF, PG 1, LN 16A	124.	0.		124.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEMARCO KINNAMAN LEWIS & CO	6,485.	0.		6,485.
TO FORM 990-PF, PG 1, LN 16B	6,485.	0.		6,485.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	6,276.	6,276.		0.
TO FORM 990-PF, PG 1, LN 16C	6,276.	6,276.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	247.	247.		0.
TO FORM 990-PF, PG 1, LN 18	247.	247.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
FOREIGN DEPOSIT FEES	3.	0.		0.
KKR & CO	89.	0.		0.
TO FORM 990-PF, PG 1, LN 23	117.	0.		25.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
400 SHS SPEEDWAY MOTORSPORTS	0.	0.
100 SHS SPEEDWAY MOTORSPORTS	0.	0.
250 SHS SPEEDWAY MOTORSPORTS	3,790.	4,963.
600 SHS VIAD CORP	0.	0.
100 SHS VIAD CORP	0.	0.
575 SHS VIAD	12,484.	15,974.
125 SHS MICROSOFT CORP	3,224.	4,676.
100 SHS MICROSOFT CORP	1,729.	3,741.
75 SHS MICROSOFT CORP	1,864.	2,806.
150 SHS CAPITAL SOUTHWEST CORP	0.	0.
50 SHS CAPITAL SOUTHWEST CORP	0.	0.
575 SHS CAPITAL SOUTHWEST CORP	13,681.	20,050.
75 SHS JOS A BANK CLOTHIERS INC	3,013.	4,108.
300 SHS SYMANTEC CORP	5,075.	7,074.
50 SHS MC DONALDS CORP	2,759.	4,852.
200 SHS ALAMO GROUP	0.	0.
250 SHS VODAFONE GROUP	0.	0.
50 SHS MOTOROLA SOLUTIONS	652.	3,375.
150 SHS TIME WARNER INC	0.	0.
175 SHS HARRIS CORP DEL	0.	0.
150 RIGHTS SANOFI	353.	51.
125 SHS UNILEVER PLC	4,960.	5,150.
900 SHS AIMIA INC (FORMERLY GROUPE AEROPLAN)	11,884.	16,514.
375 SHS AMERICAN CAPITAL LTD	5,284.	5,865.
525 SHS AH BELO CORP	3,109.	3,922.
825 SHS STAPLES	0.	0.
275 SHS LEGG MASON INC	8,050.	11,957.
125 SHS CBS CORP	3,724.	7,968.
100 SHS FEDEX	9,969.	14,377.
145 SHS ADVANCED AUTO PARTS INC	9,966.	16,049.
25 SHS ADVANCED AUTO PARTS INC	2,004.	2,767.
15 SHS E L FINL LTD	5,314.	10,020.
100 SHS ENPRO INDUSTRIES INC	0.	0.
1075 SHS HEELYS INC	0.	0.
90 SHS HYSTER-YALE MATERIALS	0.	0.
75 SHS MSCI INC	1,943.	3,279.
100 SHS NATIONAL-OILWELL VARCO INC	6,902.	7,953.
205 SHS NACCO INDUSTRIAL	10,417.	12,749.
1150 SHS PRGX GLOBAL INC	7,017.	7,728.
120 SHS WESTWOOD HOLDINGS GROUP	5,004.	7,429.
750 NEWS CORP INC	12,299.	13,515.
TOTAL TO FORM 990-PF, PART II, LINE 10B	156,470.	218,912.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10000 SYMANTEC CORP 2.75% 9/15/15	9,917.	10,299.
10000 SPEEDWAY MOTORSPORTS 8.75% 6/1/16	0.	0.
5000 DISH DBS (ECHOSTAR) 7.75% 5/31/15	5,098.	5,418.
5000 GANNET CO INC 8.75% 11/15/04	5,190.	5,295.
10000 LIFE TECHNOLOGIES CORP	0.	0.
10000 BELO CORP 8% 11/15/16	10,593.	10,423.
6000 LABORATORY CORP OF AMER 5 5/8% 12/15/15	6,474.	6,526.
6000 FLIR SYSTEMS INC 3.3/4% 9/1/16	6,298.	6,267.
6000 WESTERN UNION 5.93% 10/1/16	6,616.	6,654.
6000 TIME WARNER CABLE INC 5.85% 5/1/17	6,561.	6,551.
7000 ADT CORP 2.250% 7/15/17	6,664.	6,843.
6000 DUN & BRADSTREET CORP 3.25% 12/1/17	6,065.	6,135.
6000 SHS NIELSEN FINANCE LLC 7 3/4% 10/15/18	6,550.	6,490.
6000 SPEEDWAY MOTORSPORTS INC 6.3/4% 2/1/19	6,335.	6,396.
6000 DELPHI CORP 5.875% 5/15/19	6,363.	6,321.
6000 HANESBRANDS INC 6 3/8% 12/15/20	6,635.	6,577.
10000 STAPLES 9 3/4% 1/15/14	10,030.	10,040.
6000 HEWLETT PACKARD CO 4 3/4% 6/2/14	6,221.	6,108.
5000 ECHOSTAR 7 1/8% 2/1/16	5,387.	5,518.
5000 NEW YORK TIMES CO 5.0% 3/15/15	5,022.	5,200.
10000 ROUSE CO 6.75% 11/9/15	0.	0.
10000 POLYPORE INTL 7 1/2% 11/15/17	10,641.	10,613.
10000 BROADRIDGE FINE SOLUTIONS 6 1/8%	11,068.	10,792.
TOTAL TO FORM 990-PF, PART II, LINE 10C	143,728.	144,466.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
275 UNITS KKR & CO LP DEL	COST	3,336.	6,694.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,336.	6,694.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARTHUR HOLZHEIMER 1145 LINCOLN AVENUE SOUTH HIGHLAND PARK, IL 60035	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JANET HOLZHEIMER 1145 LINCOLN AVENUE SOUTH HIGHLAND PARK, IL 60035	SECRETARY/DIRECTOR 0.00	0.	0.	0.
RONALD A. LEWIS 300 KNIGHTSBRIDGE PARKWAY SUITE 350 LINCOLNSHIRE, IL 60069	TREASURER 0.00	0.	0.	0.
SHERWIN ZUCKERMAN 155 NORTH WACKER DRIVE SUITE 1700 CHICAGO, IL 60606	VICE PRESIDENT 0.00	0.	0.	0.
LAURA BERIN 2052 N. RACINE AVENUE CHICAGO, IL 60614	DIRECTOR 0.00	0.	0.	0.
ELLEN HOLZHEIMER 1645 W. SCHOOL STREET, SUITE 415 CHICAGO, IL 60657	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



Capital Gain and Loss Schedule

HOLZHEIMER FUND CUSTODY 36-6057163
Account Number: W 02311-00-4

Short-Term Covered

* Code: W indicates Wash Sale
L indicates a Non-deductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BARNES & NOBLE INC	BKS 067774109		02/05/13	275.000	6,158.99	3,901.43		2,257.56
	067774109		05/28/13					
BARNES & NOBLE INC	BKS 067774109		Various	175.000	2,996.47	2,382.90		613.57
	067774109		07/11/13					
BARNES & NOBLE INC	BKS 067774109		Various	200.000	3,461.18	2,626.11		835.07
	067774109		07/30/13					
BARNES & NOBLE INC	BKS 067774109		Various	325.000	4,357.95	4,450.88		-92.93
	067774109		09/24/13					
BED BATH & BEYOND INC	BBBY 075896100		01/18/13	80.000	6,129.12	4,428.82		1,700.30
	075896100		08/09/13					
CBS CORP CLASS B W/I	CBS 124857202		10/15/12	100.000	4,999.70	3,343.69		1,656.01
	124857202		05/14/13					
CBS CORP CLASS B W/I	CBS 124857202		10/15/12	25.000	1,387.85	835.92		551.93
	124857202		10/02/13					
ENPRO INDUSTRIES INC	NPO 29355X107		10/03/12	100.000	4,618.98	3,729.62		889.36
	29355X107		02/20/13					
HEELYS INC	HLYS 42279M107		10/23/12	1,075.000	2,418.75	2,431.97		-13.22
	42279M107		01/25/13					
HYSTER-YALE MATERIALS HANDLING, INC.	HYW 449172105		Various	90.000	5,880.10	3,512.52		2,367.58
	449172105		07/01/13					
JOS A BANK CLOTHIERS INC	JOSB 480838101		Various	75.000	3,643.23	3,302.17		341.06
	480838101		10/14/13					
JOS A BANK CLOTHIERS INC	JOSB 480838101		Various	50.000	2,505.30	2,062.68		442.62
	480838101		11/20/13					



HOLZHEIMER FUND CUSTODY 36-6057163
 Account Number: W 02311-00-4

Capital Gain and Loss Schedule

Short-Term Covered

* Code W indicates Wash Sale
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 ** Ordinary Income O indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital transactions

Stock and
 other symbol
 Cusip

Date Acquired
 Date Sold

Code*

Units

Sales
 Price

Cost or
 Other Basis

Adjustments to
 gain or loss

Gain or Loss
 Ordinary Income**

Description	Stock and other symbol Cusip	Date Acquired Date Sold	Code*	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MOTOROLA SOLUTIONS INC	MSI 620076307	07/24/13 10/16/13		25,000	1,515.01	1,363.22		151.79 •
MSCI INCORPORATION	MSCI 55354G100	10/16/12 05/03/13		125,000	4,209.67	3,373.65		836.02 •
MSCI INCORPORATION	MSCI 55354G100	10/16/12 05/28/13		75,000	2,634.89	2,024.19		610.70 •
SYMANTEC CORP	SYMC 871503108	10/15/12 10/02/13		150,000	3,679.09	2,685.27		993.82 •
VODAFONE GROUP PLC SPONS ADR	VOD 92857W209	02/07/12 02/04/13		50,000	1,348.63	1,398.69		-50.06 •
Total Short-Term Covered					61,944.91	47,853.73		14,091.18

+ Now Covered - ST





Capital Gain and Loss Schedule

HOLZHEIMER FUND CUSTODY 36-6057163
 Account Number: W 02311-00-4

Short-Term Non Covered

* Code: W indicates Wash Sale
 L indicates a Nondeductible Loss other than a Wash Sale
 ** Ordinary Income: O indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CAREFUSION CORP 5 1/8% AUG 01 2014 DTD 02/01/2010	14170TAF8		05/22/13 11/20/13	6,000.000	6,167.88	6,369.78 6,176.65		-135.90 < 8.77 >
DIRECTV HOLDINGS FING 4 3/4% OCT 01 2014 DTD 04/01/2010	25459HAL9		04/03/13 07/23/13	10,000.000	10,453.20	10,575.60 10,458.14		-122.40 < 4.94 >
KKR & CO L P DEL COM UNITS	KKR 48248M102		05/10/12 03/12/13	175.000	3,360.79	2,295.60 2,446.05		1,065.19 8'94 74
ROUSE COMPANY 6 3/4% NOV 09 2015 DTD 11/09/2010	779278AA8		05/23/12 05/01/13	10,000.000	10,337.50	10,550.00 10,384.44		-212.50 < 46.94 >

Total Short-Term Non Covered

30,319.37 ~~29,724.96~~ ~~594.39~~
 29,485.28 834.09



HOLZHEIMER FUND CUSTODY 36-6057163
 Account Number: W 02311-00-4

Capital Gain and Loss Schedule

Long-Term Covered

* Code W indicates Wash Sale
 L indicates a Nondeductible Loss other than a Wash Sale
 ** Ordinary Income O indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
AH BELO CORP	AHC		07/14/11	400.000	2,991.03	2,881.28		109.75
CL A	001282102		07/31/13					
AH BELO CORP	AHC		07/14/11	275.000	2,068.62	1,980.88		87.74
CL A	001282102		11/07/13					
CBS CORP	CBS		02/24/12	50.000	2,775.71	1,489.43		1,286.28
CLASS B W/I	124857202		10/02/13					
HARRIS CORP DEL	HRS		Various	50.000	2,411.69	2,373.71		37.98
	413875105		06/21/13					
HARRIS CORP DEL	HRS		02/28/11	25.000	1,450.00	1,164.11		285.89
	413875105		09/19/13					
HARRIS CORP DEL	HRS		02/28/11	25.000	1,487.68	1,164.11		323.57
	413875105		10/01/13					
HARRIS CORP DEL	HRS		Various	75.000	4,831.04	3,148.88		1,682.16
	413875105		11/15/13					
MOTOROLA SOLUTIONS INC	MSI		01/14/11	28.571	1,686.29	1,081.23		605.06
	620076307		02/01/13					
MSCI INCORPORATION	MSCI		Various	75.000	3,172.28	1,970.15		1,202.13
	55354G100		12/19/13					
STAPLES INC	SPLS		07/25/11	225.000	2,933.98	3,563.93		-629.95
	855030102		04/30/13					
STAPLES INC	SPLS		07/25/11	150.000	2,463.54	2,375.95		87.59
	855030102		08/19/13					
STAPLES INC	SPLS		07/25/11	200.000	2,918.29	3,167.94		-249.65
	855030102		09/27/13					



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Capital Gain and Loss Schedule

HOLZHEIMER FUND CUSTODY 36-6057163
Account Number: W 02311-00-4

Long-Term Covered

* Code: W indicates Wash Sale
L indicates a Nondefuctable Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
STAPLES INC	SPLS 855030102		Various 11/20/13	140.000	2,130.72	2,082.07		48.65
STAPLES INC	SPLS 855030102		Various 12/04/13	110.000	1,697.16	1,334.25		362.91
TIME WARNER INC NEW	TWX 887317303		09/22/11 04/09/13	50.000	2,935.95	1,459.39		1,476.56
TIME WARNER INC NEW	TWX 887317303		09/22/11 05/28/13	25.000	1,508.63	729.69		778.94
TIME WARNER INC NEW	TWX 887317303		09/22/11 06/21/13	75.000	4,253.00	2,189.08		2,063.92
Total Long-Term Covered					43,715.61	34,156.08		9,559.53



HOLZHEIMER FUND CUSTODY 36-6057163
 Account Number: W 02311-00-4

Capital Gain and Loss Schedule

Long-Term Non Covered

* Code W indicates Wash Sale
 L indicates a Non-deductible Loss other than a Wash Sale
 ** Ordinary Income O indicates Ordinary Income gain or loss
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Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ALAMO GROUP INC	ALG	011311107	Various 01/11/13	55.000	1,887.74	959.58		928.16
ALAMO GROUP INC	ALG	011311107	12/28/09 01/14/13	20.000	695.33	320.21		375.12
ALAMO GROUP INC	ALG	011311107	12/28/09 10/14/13	125.000	5,814.90	2,001.32		3,813.58
CAPITAL SOUTHWEST CORP	CSWC	140501107	09/22/09 10/02/13	225.000	7,305.62	5,170.99		2,134.63
KKR & CO L P DEL COM UNITS	KKR	48248M102	09/28/11 03/12/13	50.000	960.22	532.04 704.59		427.18 255.63
KKR & CO L P DEL COM UNITS	KKR	48248M102	09/28/11 05/28/13	125.000	2,588.83	1,332.00 1,518.60		1,256.23 1,070.23
KKR & CO L P DEL COM UNITS	KKR	48248M102	09/28/11 10/25/13	100.000	2,322.51	1,066.08 1,256.43		1,256.43 1,116.43
LIFE TECHNOLOGIES CORP SR NOTES 3 3/8% MAR 01 2013 DTD 02/19/2010	53217VAA7		06/06/11 03/01/13	10,000.000	10,000.00	10,200.80 10,000.00		330.80 0
MOTOROLA SOLUTIONS INC	MSI	620076307	01/29/10 02/01/13	71.429	4,215.80	1,774.43		2,441.37
MOTOROLA SOLUTIONS INC	MSI	620076307	Various 02/27/13	50.000	3,108.30	1,099.86		2,008.44
MOTOROLA SOLUTIONS INC	MSI	620076307	11/10/08 10/16/13	25.000	1,515.00	455.11		1,059.89
MOTOROLA SOLUTIONS INC	MSI	620076307	Various 12/19/13	25.000	1,652.46	342.59		1,309.87



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Capital Gain and Loss Schedule

HOLZHEIMER FUND CUSTODY - 36-605 7163
 Account Number: W 02311-00-4

Long-Term Non Covered

* Code: W indicates Wash Sale
 L indicates a Non-deductible Loss other than a Wash Sale
 ** Ordinary Income O indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital Transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SPEEDWAY MOTORSPORTS INC 8 3/4% JUN 01 2016 DTD 05/19/2009	847788AN6		03/11/11 06/03/13	10,000.000	10,437.50	10,975.00 10,566.95		-537.50 { 129 45 }
SPEEDWAY MOTORSPORTS INC	TRK 847788106		03/13/06 03/27/13	100.000	1,736.96	3,627.26		-1,890.30
SPEEDWAY MOTORSPORTS INC	TRK 847788106		03/13/06 05/15/13	300.000	5,420.88	10,881.78		-5,460.90
SPEEDWAY MOTORSPORTS INC	TRK 847788106		Various 06/24/13	125.000	2,204.01	2,201.57		2.44
SPEEDWAY MOTORSPORTS INC	TRK 847788106		Various 08/06/13	150.000	2,746.02	2,404.57		341.45
VIAD CORP	WI 92552R406		Various 01/08/13	225.000	6,141.37	7,894.48		-1,753.11
VIAD CORP	WI 92552R406		05/02/06 12/20/13	128.000	3,556.65	4,047.99		-491.34
VIAD CORP	WI 92552R406		05/02/06 12/31/13	122.000	3,377.22	3,858.24		-481.02
VODAFONE GROUP PLC SPONS ADR	VOD 92857W209		Various 02/04/13	125.000	3,371.56	2,700.77		670.79
VODAFONE GROUP PLC SPONS ADR	VOD 92857W209		05/07/10 01/30/13	75.000	2,051.92	1,498.97		552.95
Total Long-Term Non Covered				83,110.80	75,477.24			-7,633.56 78,748.6