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

Name of foundation
VANDERPOEL CONSERVATION FOUNDATION R66266009

Number and street (or P O box number if mail is not delivered to street address) Room/suite
10 S DEARBORN IL1-0117

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60603

A Employer identification number
36-7193086

B Telephone number (see instructions)
866-888-5157

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

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

Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **904,983.**

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

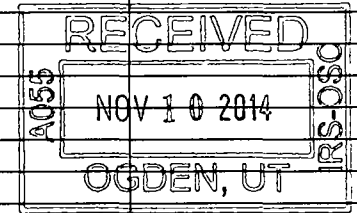
C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	30,574			
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	14,574	14,221		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	34,469			
b	Gross sales price for all assets on line 6a 316,850.				
7	Capital gain net income (from Part IV, line 2)		34,469		
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)	391	-1,324		STMT 1
12	Total. Add lines 1 through 11	80,008	47,366		
13	Compensation of officers, directors, trustees, etc	7,627	5,720		1,907
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	413	413		
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 3	15			15
24	Total operating and administrative expenses. Add lines 13 through 23	8,055	6,133	NONE	1,922
25	Contributions, gifts, grants paid	35,412			35,412
26	Total expenses and disbursements. Add lines 24 and 25	43,467	6,133	NONE	37,334
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	36,541			
b	Net investment income (if negative, enter -0-)		41,233		
c	Adjusted net income (if negative, enter -0-)				



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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	3,141.	903.	903.
	2	Savings and temporary cash investments	19,486.	56,923.	56,923.
	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)	512,189.	524,586.	663,676.
	c	Investments - corporate bonds (attach schedule)	86,116.	67,672.	67,264.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	111,894.	117,865.	116,217.
	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)	732,826.	767,949.	904,983.	
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"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	732,826.	767,949.	
	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)	732,826.	767,949.		
31	Total liabilities and net assets/fund balances (see instructions)	732,826.	767,949.		

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	732,826.
2	Enter amount from Part I, line 27a	2	36,541.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	769,367.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	1,418.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	767,949.

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 316,850.		282,381.	34,469.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) 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			34,469.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	34,469.	
{ 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	35,769.	743,026.	0.048140
2011	17,711.	729,328.	0.024284
2010	7,313.	665,857.	0.010983
2009	18,313.	565,488.	0.032384
2008	2,387.	618,457.	0.003860
2 Total of line 1, column (d)			0.119651
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			0.023930
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			837,398.
5 Multiply line 4 by line 3			20,039.
6 Enter 1% of net investment income (1% of Part I, line 27b)			412.
7 Add lines 5 and 6			20,451.
8 Enter qualifying distributions from Part XII, line 4			37,334.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	412.
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	412.
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	412.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	100.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	712.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	812.
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	400.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶ 400. Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of JPMorgan Chase Bank, NA Telephone no (866) 888-5157
Located at 10 S DEARBORN ST. FL 21, CHICAGO, IL ZIP+4 60603
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country

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

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

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

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

b If "Yes" did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S Dearborn St. Fl 21, Chicago, IL 60603	trustee 2	7,627.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 NONE	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	822,424.
b	Average of monthly cash balances	1b	27,726.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	850,150.
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	850,150.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,752.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	837,398.
6	Minimum investment return. Enter 5% of line 5	6	41,870.

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	41,870.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	412.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	412.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,458.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	41,458.
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	41,458.

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	37,334.
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	37,334.
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	412.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,922.

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				41,458.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			35,412.	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 37,334.				
a Applied to 2012, but not more than line 2a			35,412.	
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				1,922.
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				39,536.
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

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a, 2b, 2c, 2d, 2e, 3, 3a, 3a(1), 3a(2), 3b, 3c, 3c(1), 3c(2), 3c(3), 3c(4).

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).)

NONE

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 [X] 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 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
a Paid during the year				
National Audubon Society 225 VARICK ST. FL 7 New York NY 10014	NONE	PUBLIC CHA	GENERAL	1,000.
Citizens for Conservation Inc 459 WEST HIGHWAY 22 Barrington IL 60010	NONE	PUBLIC CHA	GENERAL	23,912.
Ocean Conservancy Inc 1300 19TH STREET NW, 8TH FL Washington DC 20	NONE	PUBLIC CHA	GENERAL	500.
Friends of Nachusa Grasslands 8772 S LOWDEN DRIVE Franklin Grove IL 61031	NONE	PUBLIC CHA	GENERAL	3,000.
Chicago Academy of Sciences 2430 N CANNON DRIVE Chicago IL 60614	NONE	PUBLIC CHA	GENERAL	2,000.
Natural Land Institute 320 S 3RD STREET Rockford IL 61104	NONE	PUBLIC CHA	GENERAL	2,000.
Salt Creek Greenway Assoc. 10327 ELIZABETH STREET Westchester IL 60154	NONE	PUBLIC CHA	GENERAL	500.
Turtle Island Restoration P.O. BOX 370 Forest Knolls CA 94933	NONE	PUBLIC CHA	GENERAL	500.
Save The Redwoods League 114 SANSONE ST. STE 1200 San Francisco CA 94	NONE	PUBLIC CHA	GENERAL	1,000.
Sempervirens Fund 419 SOUTH SAN ANTONIO ROAD STE 211 Los Altos	NONE	PUBLIC CHA	GENERAL	1,000.
Total			▶ 3a	35,412.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue (DEFERRED REVENUE, NON DIV DISTRI, TAX REFUND), Subtotal, and Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

NOT APPLICABLE

Schedule of Contributors

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization VANDERPOEL CONSERVATION FOUNDATION R66266009	Employer identification number 36-7193086
--	--

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization VANDERPOEL CONSERVATION FOUNDATION R66266009	Employer identification number 36-7193086
--	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WAID VANDERPOEL CHARITABLE LEAD TR 10 S DEARBORN ST; MC: IL1-0117 CHICAGO, IL 60603	\$ 30,574.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX REFUND	321.	
POWERSHARES DB PARTNERSHIP K-1		-1,324.
DEFERRED REVENUE	70.	
TOTALS	391.	-1,324.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	361.	361.
FOREIGN TAXES ON NONQUALIFIED	52.	52.
TOTALS	413.	413.

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ATTORNEY GENERAL FEE

15.

15.

TOTALS

15.
=====

15.
=====



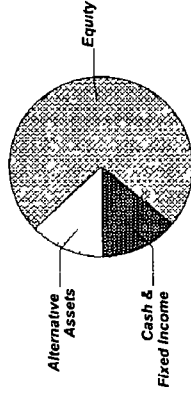
VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	647,244.14	663,676.14	16,432.00	8,453.76	73%
Alternative Assets	118,237.85	116,216.76	(2,021.09)	2,313.40	13%
Cash & Fixed Income	115,679.04	124,187.02	8,507.98	1,905.99	14%
Market Value	\$881,161.03	\$904,079.92	\$22,918.89	\$12,673.15	100%

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	196.54	903.04	706.50
Accruals	486.15	76.03	(410.12)
Market Value	\$682.69	\$979.07	\$296.38

PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	881,161.03	764,980.08
Additions	8,399.82	36,998.88
Withdrawals & Fees	(32,367.74)	(35,178.61)
Net Additions/Withdrawals	(\$23,967.92)	\$1,820.27
Income	2,481.57	2,488.92
Change in Investment Value	44,405.24	134,790.65
Ending Market Value	\$904,079.92	\$904,079.92
Accruals	--	--
Market Value with Accruals	--	--

INCOME

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	196.54	3,141.15
Additions	31,350.00	31,350.00
Withdrawals & Fees	(36,850.02)	(45,329.29)
Net Additions/Withdrawals	(\$5,500.02)	(\$13,979.29)
Income	6,206.52	11,741.18
Change in Investment Value	\$903.04	\$903.04
Accruals	76.03	76.03
Market Value with Accruals	\$979.07	\$979.07

J.P. Morgan



VANDERPOEL CONSERVATION FOUNDATION ACCT. R66266009
For the Period 10/1/13 to 12/31/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	8,685.48	14,221.91
Interest Income	2.61	8.19
Taxable Income	\$8,688.09	\$14,230.10

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	15,705.87	15,705.87
ST Realized Gain/Loss	(67.52)	1,582.83
LT Realized Gain/Loss	17,760.51	15,764.00
Realized Gain/Loss	\$33,398.86	\$33,052.70

	To-Date Value
Unrealized Gain/Loss	\$137,033.53

Cost Summary	Cost
Equity	524,586.28
Cash & Fixed Income	124,594.79
Total	\$649,181.07

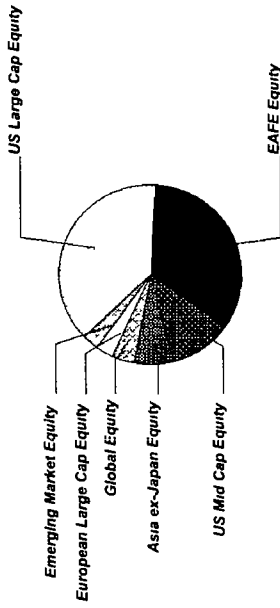


VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	290,360 58	256,284 15	(34,076 43)	28%
US Mid Cap Equity	77,474 48	69,554 83	(7,919 65)	8%
EAFE Equity	180,835 52	226,786 49	45,950 97	25%
European Large Cap Equity	8,883 50	18,698 40	9,814 90	2%
Asia ex-Japan Equity	47,054 60	47,269 58	214 98	5%
Emerging Market Equity	16,157 06	16,795 70	638.64	2%
Global Equity	26,478 40	28,286 99	1,808 59	3%
Total Value	\$647,244.14	\$663,676.14	\$16,432.00	73%

Asset Categories



Equity as a percentage of your portfolio - 73 %

Market Value/Cost	Current Period Value
Market Value	663,676 14
Tax Cost	524,586 28
Unrealized Gain/Loss	139,089 86
Estimated Annual Income	8,453 76
Yield	1 27%

Equity Detail

J.P.Morgan



VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
EDGEWOOD GROWTH FUND-INS 0075W0-75-9 EGFI X	18 74	1,101 286	20,638 10	12,863 02	7,775 08		
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	20 86	939 287	19,593 53	13,187 59	6,405 94	166 25	0.85%
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	46 69	835 617	39,014 96	28,220 18	10,794 78	183 00	0.47%
JPM GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	13 85	1,141 987	15,816.52	8,142.37	7,674.15		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27 74	897 131	24,886.41	16,067 62	8,818 79	103 17	0.41%
MANNING & NAPIER EQUITY SERI 563821-60-2 EXEY X	19 68	1,849 930	36,406 62	35,504 13	902 49	14.79	0.04%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NIMUL X	15 35	1,937 838	29,745 81	21,331 00	8,414 81	209 28	0.70%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184 69	380 000	70,182 20	47,019.55	23,162 65	1,273 38	1.81%
Total US Large Cap Equity			\$256,284.15	\$182,335.46	\$73,948.69	\$1,949.87	0.76%
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	44 67	745 112	33,284.15	24,537 85	8,746 30	45 45	0.14%

J.P. Morgan



VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133.81	147,000	19,670.07	10,484.08	9,185.99	254.01	1.29%
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGM1 X	13.13	1,264,327	16,600.61	10,734.13	5,866.48	151.71	0.91%
Total US Mid Cap Equity			\$69,554.83	\$45,756.06	\$23,798.77	\$451.17	0.65%
EAFE Equity							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43.04	1,187,194	51,096.83	41,799.44	9,297.39	825.09	1.61%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	1,098,000	73,670.31	70,141.92	3,528.39	1,869.89	2.54%
JPM INTL VALUE FD - INSTL FUND 1375 4812A0-57-3 JNUS X	15.35	1,852,154	28,430.56	24,422.59	4,007.97	588.98	2.07%
MFS INTL VALUE-I 55273E-82-2 MINI X	35.18	1,049,116	36,907.90	28,202.00	8,705.90	693.46	1.88%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26.32	1,393,651	36,680.89	34,242.00	2,438.89	607.63	1.66%
Total EAFE Equity			\$226,786.49	\$198,807.95	\$27,978.54	\$4,585.05	2.02%



VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	318,000	18,698.40	16,784.71	1,913.69	518.02	2.77%
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13.51	1,809,524	24,446.67	21,367.00	3,079.67	316.66	1.30%
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.01	1,425,541	22,822.91	21,112.26	1,710.65	213.83	0.94%
Total Asia ex-Japan Equity			\$47,269.58	\$42,479.26	\$4,790.32	\$530.49	1.13%
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.27	574,897	9,353.57	7,846.84	1,506.73	88.53	0.95%
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	350,383	7,442.13	6,398.00	1,044.13	37.14	0.50%
Total Emerging Market Equity			\$16,795.70	\$14,244.84	\$2,550.86	\$125.67	0.75%



VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17 83	1,586 483	28,286.99	24,178 00	4,108 99	293 49	1 04%

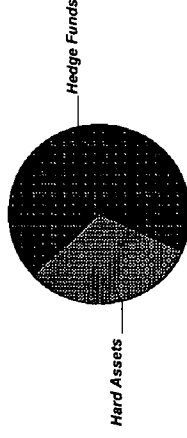


VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	86,280.51	80,433.57	(5,846.94)	9%
Hard Assets	31,957.34	35,783.19	3,825.85	4%
Total Value	\$118,237.85	\$116,216.76	(\$2,021.09)	13%

Asset Categories



Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 13 %

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I	11.20	815.123	9,129.38	8,933.74
277923-63-7 EIFA X				
EATON VANCE GLOBAL MACRO-I	9.42	1,518.204	14,301.48	15,712.58
277923-72-8 EIGM X				

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VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
 For the Period 10/1/13 to 12/31/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR	10.50	1,166,095	12,244.00	12,244.00
EQNX CB STGY I				
29446A-81-9 EBSI X				
GATEWAY FUND-Y	28.99	576,923	16,725.00	15,975.00
367829-88-4 GTEY X				
INV BALANCED-RISK ALLOC-Y	11.89	1,158,185	13,770.82	14,292.00
00141V-69-7 ABRY X				
PIMCO UNCONSTRAINED BOND-P	11.09	1,286,104	14,262.89	15,086.00
72201M-45-3 PUCP X				
Total Hedge Funds			\$80,433.57	\$82,243.32

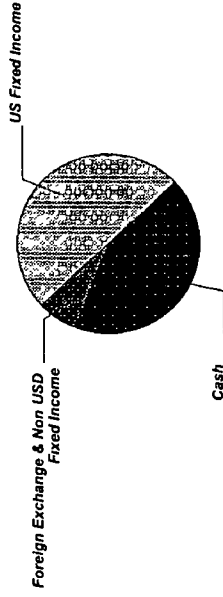
	Price	Quantity	Estimated Value	Cost	Est. Annual Income	Accrued Income
Hard Assets						
INV BALANCE RISK COMM STR-Y	8.88	4,029,638	35,783.19	35,622.00	918.75	
BLRSK CMD FD Y						
00888Y-50-8 BRCY X						



VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	37,287 49	56,923 16	19,635 67	6%
US Fixed Income	70,920 39	59,940 54	(10,979 85)	7%
Foreign Exchange & Non-USD Fixed Income	7,471 16	7,323 32	(147 84)	1%
Total Value	\$115,679.04	\$124,187.02	\$8,507.98	14%



Market Value/Cost	Current Period Value
Market Value	124,187 02
Tax Cost	124,594 79
Unrealized Gain/Loss	(407 77)
Estimated Annual Income	1,905 99
Accrued Interest	76 03
Yield	1 53%

Cash & Fixed Income as a percentage of your portfolio - 14 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	124,187 02	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	56,923 16	45%
International Bonds	7,323 32	5%
Mutual Funds	59,940 54	50%
Total Value	\$124,187.02	100%



VANDERPOEL CONSERVATION FOUNDATION ACCT R66266009
For the Period 10/1/13 to 12/31/13

Note ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	56,923.16	56,923.16	56,923.16		17.07	0.03% ¹
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10.78	1,473.06	15,879.53	16,381.00	(501.47)	820.49	5.17%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	1,654.96	19,677.51	19,157.31	520.20	511.38 44.68	2.60%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	2,239.07	24,383.50	24,487.93	(104.43)	232.86 31.35	0.96%
Total US Fixed Income			\$59,940.54	\$60,026.24	(\$85.70)	\$1,564.73 \$76.03	2.61%
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-1 261980-49-4	13.87	528.00	7,323.32	7,645.39	(322.07)	324.19	4.43%

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