Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE J W GARDNER II FOUNDATION

A Employer identification number: 37-1404507

Number and street (or P O box number if mail is not delivered to street address): 510 MAINE STREET PO BOX 140

Room/suite:

B Telephone number (see instructions): 217-277-2526

City or town: QUINCY State: IL ZIP code: 62306

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,821,899

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,518	3,518		
	4	Dividends and interest from securities	18,216	18,216		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	310,584			
	b	Gross sales price for all assets on line 6a 1,174,726				
	7	Capital gain net income (from Part IV, line 2)		310,584		
	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)				
	12	**Total.** Add lines 1 through 11	332,318	332,318	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,988		1,988	
	c	Other professional fees (attach schedule)	41,893	41,893		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,128	3,128		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10		10	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,019	45,021	1,998	0
	25	Contributions, gifts, grants paid	197,070			197,070
	26	**Total expenses and disbursements.** Add lines 24 and 25	244,089	45,021	1,998	197,070
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	88,229			
	b	**Net investment income** (if negative, enter -0-)		287,297		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
MAY 22 2014
OGDEN, UT

G14

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			
	2	Savings and temporary cash investments	313,737	805,551	805,551
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,132,958	2,725,715	4,016,348
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	3,446,695	3,531,266	4,821,899
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,446,695	3,531,266	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)	3,446,695	3,531,266	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,446,695	3,531,266	

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	3,446,695
2	Enter amount from Part I, line 27a	2	88,229
3	Other increases not included in line 2 (itemize) ▶ NON DIVIDEND DISTRIBUTIONS	3	112
4	Add lines 1, 2, and 3	4	3,535,036
5	Decreases not included in line 2 (itemize) ▶ FOREIGN TAX WITHHELD	5	3,770
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,531,266

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 Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

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	310,584
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-2,168

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	186,582	3,929,361	0 047484
2011	212,000	3,973,508	0 053353
2010	196,500	4,018,652	0 048897
2009	221,593	3,699,793	0 059893
2008	246,783	4,188,530	0 058919

2	**Total** of line 1, column (d)	2	0 268546
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 053709
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,417,404
5	Multiply line 4 by line 3	5	237,254
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,873
7	Add lines 5 and 6	7	240,127
8	Enter qualifying distributions from Part XII, line 4	8	197,070

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	5,746
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	5,746
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,746
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	60
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	5,806
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

				Yes	No
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 ▶ JOHN G STEVENSON, JR Telephone no ▶ (217) 224-0401				
	Located at ▶ 510 MAINE STREET QUINCY IL ZIP+4 ▶ 62301				
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 ▶ 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		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.

				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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ 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 ☒ 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 ☒ 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	N/A	
	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 ☐ No			
	If "Yes," list the years ▶ 20 11 , 20 ____ , 20 ____ , 20 ____				
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 ▶ 20 ____ , 20 ____ , 20 ____ , 20 ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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	N/A	
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)? **5b** 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? ☐ 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** X (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? **7b** X (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
JOHN G STEVENSON JR 510 MAINE STREET QUINCY, IL 62301	DIRECTOR 10 00	0		
ROBERT S BLACK 510 MAINE STREET QUINCY, IL 62301	DIRECTOR 10 00	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				

Total number of other employees paid over $50,000 ▶

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	3,925,030
b	Average of monthly cash balances	1b	559,644
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,484,674
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	
3	Subtract line 2 from line 1d	3	4,484,674
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	67,270
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,417,404
6	**Minimum investment return.** Enter 5% of line 5	6	220,870

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	220,870
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,746		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,746
3	Distributable amount before adjustments Subtract line 2c from line 1			3	215,124
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	215,124
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	215,124

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	197,070
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	
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	197,070
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	197,070

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				215,124
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			155,899	
b Total for prior years 20 09 , 20 10 , 20 11		474,166		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 197,070				
a Applied to 2012, but not more than line 2a			155,899	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				41,171
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		474,166		
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		474,166		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				173,953
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed		193,386	186,582	212,000	591,968
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c		193,386	186,582	212,000	591,968
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed		147,247	130,979	132,450	410,676
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

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

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

JOHN G STEVENSON JR 510 MAINE STREET QUINCY, IL 62301 217-277-2526

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

WRITTEN INCLUDING ANY SUPPORTING DOCUMENTATION

c Any submission deadlines

JUNE 30

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

GRANTS ARE LIMITED TO QUALIFIED ORGANIZATIONS SERVING QUINCY AND THE TRI STATE AREA

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*				
QUINCY SYMPHONY ORCHESTRA 428 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	1,500
YWCA OF QUINCY 1400 NORTH 30TH STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	5,000
UNITED WAY OF QUINCY 510 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	25,000
SALVATION ARMY 501 BROADWAY QUINCY, IL 62301			GENERAL OPERATING EXPENSE	20,000
HORIZONS SOCIAL SERVICE 510 MAINE QUINCY, IL 62301			GENERAL OPERATING EXPENSE	13,500
QUINCY UNIVERSITY 1800 OAK STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	12,070
GREAT RIVER RECOVERY RESOURCES 418 SOUTH 36TH STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	5,000
QUINCY FAMILY YMCA 3100 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	20,000
MISSISSIPPI VALLEY COUNCIL OF BOY SCOUTS 2336 OAK STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	10,000
MAKE A WISH FOUNDATION 535 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	10,000
CHEERFUL HOME ASSOCIATION 315 SOUTH 5TH STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	50,000
Total See Attached Statement			▶ **3a**	197,070
b *Approved for future payment*				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					3,518
4 Dividends and interest from securities					18,216
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					310,584
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	332,318

13 **Total.** Add line 12, columns (b), (d), and (e) 13 332,318

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3,4,8	INVESTMENT INCOME PROVIDES FUNDING FOR CHARITABLE ACTIVITIES

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

			Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

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 — Date 5/15/14 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MELVIN D DILLMAN, C P A		5/15/2014		P00290632
Firm's name ▶ DILLMAN AND ASSOCIATES			Firm's EIN ▶	27-3138532
Firm's address ▶ 523 South 8th Street, QUINCY, IL 62301			Phone no	217-228-1208

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	280	Capital Gains/Losses	1,174,726	864,142	310,584
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	7 ACCENTURE PLC		MARKET		7/31/2012	P	6/28/2013	502	421					81
2	X	17 ARM HOLDINGS PLC		MARKET		7/31/2012	P	5/1/2013	730	442					288
3	X	1 ASML HOLDING NV		MARKET		12/14/2012	P	10/22/2013	94	64					30
4	X	24 ASSA BLOY AB		MARKET		7/31/2012	P	7/22/2013	534	363					171
5	X	140 BG GROUP PLC		MARKET		7/31/2012	P	1/3/2013	2,311	2,776					-465
6	X	9 BURBERRY GROUP PLC		MARKET		10/22/2012	P	9/13/2013	459	341					118
7	X	14 CARNIVAL CORP		MARKET		7/31/2012	P	2/13/2013	524	467					57
8	X	47 CHECK POINT SOFTWARE		MARKET		7/31/2012	P	4/30/2013	2,131	2,290					-159
9	X	9 CNOOC LTD		MARKET		7/31/2012	P	7/30/2013	1,629	1,812					-183
10	X	209 ELEKTA AB		MARKET		3/7/2013	P	11/7/2013	3,207	3,187					20
11	X	29 EMBRAER SA		MARKET		7/31/2012	P	4/16/2013	985	749					236
12	X	307 FLSMIDTH & CO		MARKET		7/31/2012	P	1/4/2013	1,783	1,845					-62
13	X	104 ITAU BINBANCO HLDG SA		MARKET		7/31/2012	P	7/8/2013	1,218	1,488					-270
14	X	121 KDDI CORP		MARKET		7/31/2012	P	1/23/2013	2,082	2,098					-16
15	X	45 KOMATSU LTD		MARKET		7/31/2012	P	4/4/2013	971	979					-8
16	X	11 LAS VEGAS SANDS CORP		MARKET		7/31/2012	P	1/31/2013	603	401					202
17	X	685 LI & FUNG LTD		MARKET		7/31/2012	P	1/15/2013	2,105	2,672					-567
18	X	8 MERCADOLIBRE INC		MARKET		7/31/2012	P	5/10/2013	897	536					361
19	X	87 MITSUBISHI UFJ FINANCIA		MARKET		7/31/2012	P	7/29/2013	534	424					110
20	X	75 POTASH CORP OF SASK		MARKET		7/31/2012	P	7/29/2013	2,533	3,333					-800
21	X	43 RECKITT BENCKISER PLC		MARKET		7/31/2012	P	7/17/2013	608	473					135
22	X	239 ROYAL BANK OF SCOTLA		MARKET		12/14/2012	P	6/28/2013	1,994	2,306					-312
23	X	14 SAP AG		MARKET		7/31/2012	P	7/9/2013	1,001	889					112
24	X	160 SBERBANK RUSSIA		MARKET		7/31/2012	P	3/27/2013	1,984	1,782					202
25	X	10 SCHLUMBERGER LTD		MARKET		7/31/2012	P	5/20/2013	772	714					58
26	X	11 SIEMENS AG		MARKET		7/31/2012	P	7/9/2013	1,141	934					207
27	X	36 SWATCH GROUP AG		MARKET		7/31/2012	P	3/7/2013	994	725					269
28	X	125 TAIWAN SEMICONDUCTO		MARKET		9/12/2012	P	6/12/2013	2,301	1,796					505
29	X	7 TATA MOTORS LTD		MARKET		4/2/2013	P	12/13/2013	213	172					41
30	X	33 TENCENT HOLDINGS LTD		MARKET		7/31/2012	P	6/12/2013	1,462	980					482
31	X	37 TEVA PHARMACEUTICALO		MARKET		7/31/2012	P	6/12/2013	1,432	1,511					-79
32	X	265 TULLOW OIL PLC		MARKET		12/14/2012	P	10/24/2013	2,003	2,467					-464
33	X	397 TURKIYE GARANTI BANK		MARKET		7/31/2012	P	4/3/2013	2,062	1,532					530
34	X	17 YANDEX NV		MARKET		7/31/2012	P	7/24/2013	518	332					186
35	X	1 ITAU UNIBANCO HOLDINGS		MARKET		5/24/2013	P	5/24/2013	14	0					14
36	X	7 ACCENTURE PLC		MARKET		7/31/2012	P	9/24/2013	526	421					105
37	X	20 ASML HOLDING NV		MARKET		10/12/2012	P	10/22/2013	1,914	539					1,375
38	X	47 ASSA ABLOY AB		MARKET		7/31/2012	P	9/26/2013	621	712					-91
39	X	3 BAIDU INC		MARKET		7/31/2012	P	10/30/2013	497	360					137
40	X	1 CANADIAN NATL RAILWAY		MARKET		7/31/2012	P	12/4/2013	56	44					12

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
41	X	31 CARNIVAL CORP		MARKET		7/31/2012	P	12/19/2013	1,087	1,034					53
42	X	6 CNOOC LTD		MARKET		7/31/2012	P	8/27/2013	1,195	1,208					-13
43	X	6 DASSAULT SYSTEMS		MARKET		7/31/2012	P	10/15/2013	671	596					75
44	X	13 EMBRAET SA		MARKET		7/31/2012	P	10/30/2013	397	336					61
45	X	132 HANG LUNG PROPERTIES		MARKET		7/31/2012	P	9/9/2013	2,191	2,349					-158
46	X	189 HENNES & MAURITZ		MARKET		7/31/2012	P	10/14/2013	1,590	1,395					195
47	X	13 HSBC HOLDINGS		MARKET		7/31/2012	P	12/4/2013	705	542					163
48	X	66 IND z& COMM BANK OF UN		MARKET		7/31/2012	P	9/17/2013	895	758					137
49	X	16 ITAU UNIBANCO HOLDINGS		MARKET		7/31/2012	P	9/17/2013	222	229					-7
50	X	42 KINGFISHER PLC		MARKET		7/31/2012	P	9/16/2013	536	350					186
51	X	43 KOMATSU LTD		MARKET		7/31/2012	P	12/5/2013	853	935					-82
52	X	5 MERCADOLIBRE INC		MARKET		7/31/2012	P	9/25/2013	647	335					312
53	X	8 NOVARTIS AG		MARKET		7/31/2012	P	10/31/2013	622	470					152
54	X	16 SAP AG		MARKET		7/31/2012	P	10/15/2013	1,162	1,016					146
55	X	6 SCHLUMBERGER LTD		MARKET		7/31/2012	P	10/8/2013	530	428					102
56	X	4 SIEMENS AG		MARKET		9/27/2011	P	7/8/2013	411	379					32
57	X	10 SYGENTA AG		MARKET		7/31/2012	P	11/15/2013	790	684					106
58	X	39 TENCENT HOLDINGS LTD		MARKET		7/31/2012	P	8/13/2013	2,035	1,158					877
59	X	52 TEVA PHARMACEUTICAL		MARKET		7/31/2012	P	10/16/2013	2,079	2,124					-45
60	X	74 WALMART DE MEXICO		MARKET		7/31/2012	P	11/6/2013	1,802	2,096					-294
61	X	7 YUM BRANDS		MARKET		7/31/2012	P	11/22/2013	549	456					93
62	X	13 SIEMENS AG		MARKET		12/10/2010	P	6/24/2013	1,301	1,558					-257
63	X	8 TOYOTA MOTOR CORP		MARKET		12/10/2010	P	3/27/2013	867	618					249
64	X	66 VODAFONE GROUP PLC		MARKET		12/10/2010	P	2/1/2013	1,802	1,738					64
65	X	500 ROVI CORP		MARKET		5/29/2013	P	11/15/2013	8,602	12,496					-3,894
66	X	600 JACOBS ENGINEERING G		MARKET		6/27/2011	P	5/23/2013	22,929	24,615					-1,686
67	X	800 ROVI CORP		MARKET		11/17/2011	P	11/15/2013	13,763	22,281					-8,518
68	X	200 STRATASYS LTD		MARKET		9/21/2011	P	7/22/2013	18,290	14,602					3,688
69	X	1200 US BANCORP		MARKET		1/12/2011	P	5/23/2013	40,809	34,167					6,642
70	X	1000 ADOBE SYSTEMS INC		MARKET		11/12/2010	P	5/23/2013	45,633	29,475					16,158
71	X	800 AMETEK INC		MARKET		11/8/2007	P	5/23/2013	35,323	16,289					19,034
72	X	300 ANSYS INC		MARKET		2/10/2009	P	7/22/2013	23,709	7,728					15,981
73	X	1400 APOLLO EDUCATION GR		MARKET		6/4/2010	P	1/11/2013	26,590	68,854					-42,264
74	X	900 AUTOMATIC DATA PROCE		MARKET		11/27/2002	P	3/21/2013	57,503	35,469					22,034
75	X	200 BALCHEM CORP		MARKET		4/13/2010	P	7/22/2013	9,459	4,940					4,519
76	X	1200 C H ROBINSON WORLDV		MARKET		6/4/2009	P	6/24/2013	65,481	55,590					9,891
77	X	200 COVANCE INC		MARKET		11/6/2008	P	7/22/2013	15,948	12,662					3,286
78	X	300 DANAHER CORP		MARKET		6/15/2005	P	7/22/2013	20,508	8,160					12,348
79	X	300 ECOLAB INC		MARKET		12/12/2005	P	7/22/2013	28,145	10,480					17,665
80	X	40 GOOGLE INC		MARKET		11/19/2009	P	7/22/2013	36,177	22,843					13,334
81	X	200 ILLINOIS TOOL WORKS IN		MARKET		11/27/2002	P	7/22/2013	14,788	6,422					8,366
82	X	600 MICROSOFT CORP		MARKET		11/27/2002	P	7/22/2013	19,111	17,586					1,525
83	X	800 ORACLE CORP		MARKET		11/6/2008	P	5/23/2013	26,677	13,464					13,213
84	X	1000 PRIVATEBANCORP INC		MARKET		12/11/2007	P	7/22/2013	24,189	33,327					-9,138
85	X	500 QUALCOMM INC		MARKET		9/25/2009	P	8/9/2013	33,055	22,350					10,705
86	X	500 RESMED INC		MARKET		11/20/2007	P	5/23/2013	24,905	11,053					13,852

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
87	X	1200 ROVI CORP		MARKET		9/17/2010	P	11/15/2013	20,644	51,023					-30,379
88	X	500 STARBUCKS CORP		MARKET		4/8/2009	P	7/22/2013	34,443	11,813					22,630
89	X	1100 SCHLUMBERGER LTD		MARKET		6/4/2010	P	1/10/2013	83,355	28,096					55,259
90	X	200 STERICYCLE INC		MARKET		2/11/2005	P	7/22/2013	23,814	4,637					19,177
91	X	800 STRYKER CORP		MARKET		4/19/2007	P	5/23/2013	54,579	52,449					2,130
92	X	1400 TARGET CORP		MARKET		3/24/2005	P	7/22/2013	90,682	27,288					63,394
93	X	600 WALGREEN CO		MARKET		11/27/2002	P	5/23/2013	30,393	17,382					13,011
94	X	500 WATERS CORP		MARKET		6/9/2008	P	9/18/2013	56,628	22,451					34,177
95	X	WELLS FARGO CAP NOTE		MARKET		11/21/2011	P	3/15/2013	25,000	25,870					-870
96	X	21 TRANSOCEAN LTD		MARKET		9/23/2013	P	10/28/2013	1,021	946					75
97	X	65 AGRIUM INC		MARKET		12/31/2008	P	3/28/2013	6,389	2,178					4,211
98	X	13 AXA		MARKET		10/18/2007	P	9/23/2013	304	565					-261
99	X	18 BASF		MARKET		10/18/2007	P	9/23/2013	1,752	1,232					520
100	X	1 BHP BULLITON LTD		MARKET		10/18/2007	P	9/23/2013	68	84					-16
101	X	40 BUNGE LTD		MARKET		12/30/2008	P	3/28/2013	2,945	1,980					965
102	X	4 CANAIAN NATL RR		MARKET		10/18/2007	P	9/23/2013	404	213					191
103	X	43 CANADIAN PACIFIC RAILW		MARKET		6/24/2008	P	9/23/2013	5,371	2,967					2,404
104	X	18 CORE LABS INC		MARKET		10/18/2007	P	9/23/2013	2,996	1,219					1,777
105	X	DIAGEO PLC		MARKET		10/18/2007	P	9/23/2013	1,051	735					316
106	X	20 FIBRA CELULOSE SA		MARKET		11/27/2009	P	3/28/2013	234	303					-69
107	X	90 FOSTER WHEELER AG		MARKET		12/30/2008	P	3/28/2013	2,046	2,113					-67
108	X	250 NABORS IND LTD		MARKET		10/18/2007	P	9/23/2013	3,681	7,434					-3,753
109	X	55 NESTLE SA		MARKET		10/18/2007	P	9/23/2013	3,822	2,439					1,383
110	X	22 NOVARTIS AG		MARKET		10/18/2007	P	9/23/2013	1,679	1,174					505
111	X	3 PARTNERRE LTD		MARKET		10/18/2007	P	9/23/2013	273	239					34
112	X	9 RIO TINTO PLC		MARKET		10/18/2007	P	9/23/2013	447	789					-342
113	X	38 SUNCOR ENERGY INC		MARKET		10/18/2007	P	9/23/2013	1,358	1,998					-640
114	X	55 SYGENTA AG		MARKET		12/31/2008	P	3/28/2013	4,616	2,121					2,495
115	X	6 TECK RESOURCES LTD		MARKET		10/18/2007	P	9/23/2013	16	286					-270
116	X	92 TRANSOCEAN LTD		MARKET		10/18/2007	P	10/28/2013	4,471	11,546					-7,075
117	X	20 TRICAN WELL SERVICE LT		MARKET		10/18/2007	P	3/28/2013	288	434					-146
118	X	55 UBS AG		MARKET		10/18/2007	P	9/23/2013	1,142	2,928					-1,786
119	X	45 WEATHERFORD INTL LTD		MARKET		10/18/2007	P	9/23/2013	683	1,464					-781
120	X	3 BROOKFIELD PPTY LP		MARKET		4/15/2013	P	4/17/2013	63	63					0
121	X	24 BAIDU INC		MARKET		10/23/2012	P	9/13/2013	3,364	2,747					617
122	X	1 WYNN MACAU LTD		MARKET		11/8/2012	P	3/27/2013	27	29					-2
123	X	1 CIELO SA		MARKET		5/9/2013	P	5/9/2013	6	0					6
124	X	4 AMERICA MOVIL SAB DE CV		MARKET		3/3/2011	P	7/23/2013	85	114					-29
125	X	1 CHINA MOBILE LTD		MARKET		2/6/2012	P	3/27/2013	53	50					3
126	X	2 KB FINANCIAL GROUP INC		MARKET		8/2/2011	P	3/27/2013	66	76					-10
127	X	17 LUKOIL OIL CO		MARKET		8/12/2011	P	1/4/2013	1,136	944					192
128	X	3 PTT EXPLORATION		MARKET		7/5/2011	P	3/27/2013	30	35					-5
129	X	1 YPF SOCIEDAD ANONIMA		MARKET		3/17/2011	P	3/27/2013	15	46					-31
130	X	7 AKBANK TURK		MARKET		12/10/2010	P	3/27/2013	72	79					-7
131	X	211 AMERICA MOVIA SAB		MARKET		12/10/2010	P	4/18/2013	4,349	5,959					-1,610
132	X	3 BANCO DO BRASIL SA		MARKET		12/10/2010	P	3/27/2013	40	54					-14

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
133	X	2 BANCO MACRO SA		MARKET		12/10/2010	P	3/27/2013	30	110					-80
134	X	6 CHINA CONSTRUCTION BAN		MARKET		12/10/2010	P	3/27/2013	98	108					-10
135	X	110 CIELO SA		MARKET		12/10/2010	P	1/8/2013	3,146	1,815					1,331
136	X	53 GRUPO TELEVISA SA		MARKET		12/10/2010	P	2/25/2013	1,404	1,285					119
137	X	10 KIMBERLY CLARK DE		MARKET		12/10/2010	P	3/27/2013	167	101					66
138	X	4 MOBILE TELESYSTEMS		MARKET		12/10/2010	P	3/27/2013	83	80					3
139	X	3 NEDBANK GROUP LTD		MARKET		12/10/2010	P	3/27/2013	63	57					6
140	X	1 ORASCOM CONSTRUCTION		MARKET		12/29/2010	P	3/27/2013	33	49					-16
141	X	3 ORIFLAME COSMETICS SA		MARKET		12/10/2010	P	3/27/2013	51	77					-26
142	X	39 PERUSAHAAN PERSEROA		MARKET		12/10/2010	P	3/27/2013	1,856	1,389					467
143	X	25 PHILIPPINE LONG DISTANC		MARKET		12/10/2010	P	3/27/2013	1,776	1,389					387
144	X	5 PPC LTD		MARKET		12/10/2010	P	3/27/2013	34	48					-14
145	X	36 PT BANK MANDIRI		MARKET		12/28/2010	P	3/27/2013	368	261					107
146	X	15 PT SEMEN INDONESIA		MARKET		12/10/2010	P	2/1/2013	494	321					173
147	X	3 PT UNITED TRACTORS		MARKET		12/10/2010	P	3/27/2013	111	161					-50
148	X	2 SHINHAN FINANCIAL GROU		MARKET		12/10/2010	P	3/27/2013	71	84					-13
149	X	1 SHOPRITE HOLDINGS LTD		MARKET		12/10/2010	P	3/27/2013	39	30					9
150	X	2 STANDARE BANK GROUP L		MARKET		12/10/2010	P	3/27/2013	26	30					-4
151	X	72 TAIWAN SEMICONDUCTOR		MARKET		12/10/2010	P	1/3/2013	1,299	866					433
152	X	1 TIGER BRANDS LTD		MARKET		12/10/2010	P	3/27/2013	31	28					3
153	X	120 TURKCELL ILETISIM		MARKET		12/10/2010	P	5/1/2013	1,846	2,016					-170
154	X	74 VALE SA		MARKET		12/10/2010	P	3/27/2013	1,014	2,181					-1,167
155	X	2 WEICHAI POWER CO LTD		MARKET		12/29/2010	P	3/27/2013	27	42					-15

Part I, Line 16a (990-PF) - Legal Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		0	0	0	0
1	SCHMIEDESKAMP, ROBERTSON, NEU				

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,988	0	1,988	0
1	DILLMAN & ASSOIATES	975		975	
2	SHARON TWEEDELL	1,013		1,013	

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		41,893	41,893	0	0
1	WELLS FARGO SECURITIES	41,893	41,893		

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,128	3,128	0	0
1	INCOME TAX	3,128	3,128		

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10	0	10	0
1	STATE FILING FEES	10		10	

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

			Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
		Federal	0	0	0	0	
		State/Local	0	0	0	0	

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1	U S AGENCY BONDS						

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			3,132,958	2,725,715	3,833,712	4,016,348
1	SCHEDULE ATTACHED		3,132,958	2,725,715	3,833,712	4,016,348

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			0	0	0
1	MUTUAL FUND	AT COST			

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	280
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,174,446	0	0	864,142	310,304	0	0	0	310,304
1	7 ACCENTURE PLC		P	7/31/2012	6/28/2013	502			421	81	0	0	0	81
2	17 ARM HOLDINGS PLC		P	7/31/2012	5/1/2013	730			442	288	0	0	0	288
3	1 ASML HOLDING NV		P	12/14/2012	10/22/2013	94			64	30	0	0	0	30
4	24 ASSA BLOY AB		P	7/31/2012	7/22/2013	534			363	171	0	0	0	171
5	140 BG GROUP PLC		P	7/31/2012	1/3/2013	2,311			2,776	-465	0	0	0	-465
6	9 BURBERRY GROUP PLC		P	10/22/2012	9/13/2013	459			341	118	0	0	0	118
7	14 CARNIVAL CORP		P	7/31/2012	2/13/2013	524			467	57	0	0	0	57
8	47 CHECK POINT SOFTWARE		P	7/31/2012	4/30/2013	2,131			2,290	-159	0	0	0	-159
9	9 CNOOC LTD		P	7/31/2012	7/30/2013	1,629			1,812	-183	0	0	0	-183
10	209 ELEKTA AB		P	3/7/2013	11/7/2013	3,207			3,187	20	0	0	0	20
11	29 EMBRAER SA		P	7/31/2012	4/16/2013	985			749	236	0	0	0	236
12	307 FLSMIDTH & CO		P	7/31/2012	1/4/2013	1,783			1,845	-62	0	0	0	-62
13	104 ITAU BINBANCO HLDG SA		P	7/31/2012	7/8/2013	1,218			1,488	-270	0	0	0	-270
14	121 KDDI CORP		P	7/31/2012	1/23/2013	2,082			2,098	-16	0	0	0	-16
15	45 KOMATSU LTD		P	7/31/2012	4/4/2013	971			979	-8	0	0	0	-8
16	11 LAS VEGAS SANDS CORP		P	7/31/2012	1/31/2013	603			401	202	0	0	0	202
17	685 LI & FUNG LTD		P	7/31/2012	1/15/2013	2,105			2,672	-567	0	0	0	-567
18	8 MERCADOLIBRE INC		P	7/31/2012	5/10/2013	897			536	361	0	0	0	361
19	87 MITSUBISHI UFJ FINANCIAL		P	7/31/2012	7/29/2013	534			424	110	0	0	0	110
20	75 POTASH CORP OF SASK		P	7/31/2012	7/29/2013	2,533			3,333	-800	0	0	0	-800
21	43 RECKITT BENCKISER PLC		P	7/31/2012	7/17/2013	608			473	135	0	0	0	135
22	239 ROYAL BANK OF SCOTLAND		P	12/14/2012	6/28/2013	1,994			2,306	-312	0	0	0	-312
23	14 SAP AG		P	7/31/2012	7/9/2013	1,001			889	112	0	0	0	112
24	160 SBERBANK RUSSIA		P	7/31/2012	3/27/2013	1,984			1,782	202	0	0	0	202
25	10 SCHLUMBERGER LTD		P	7/31/2012	5/20/2013	772			714	58	0	0	0	58
26	11 SIEMENS AG		P	7/31/2012	7/9/2013	1,141			934	207	0	0	0	207
27	36 SWATCH GROUP AG		P	7/31/2012	3/7/2013	994			725	269	0	0	0	269
28	125 TAIWAN SEMICONDUCTOR		P	9/12/2012	6/12/2013	2,301			1,796	505	0	0	0	505
29	7 TATA MOTORS LTD		P	4/2/2013	12/13/2013	213			172	41	0	0	0	41
30	33 TENCENT HOLDINGS LTD		P	7/31/2012	6/12/2013	1,462			980	482	0	0	0	482
31	37 TEVA PHARMACEUTICALO LTD		P	7/31/2012	6/12/2013	1,432			1,511	-79	0	0	0	-79
32	265 TULLOW OIL PLC		P	12/14/2012	10/24/2013	2,003			2,467	-464	0	0	0	-464
33	397 TURKIYE GARANTI BANKASI		P	7/31/2012	4/3/2013	2,062			1,532	530	0	0	0	530
34	17 YANDEX NV		P	7/31/2012	7/24/2013	518			332	186	0	0	0	186
35	1 ITAU UNIBANCO HOLDINGS SA		P	5/24/2013	5/24/2013	14			0	14	0	0	0	14
36	7 ACCENTURE PLC		P	7/31/2012	9/24/2013	526			421	105	0	0	0	105
37	20 ASML HOLDING NV		P	10/12/2012	10/22/2013	1,914			539	1,375	0	0	0	1,375
38	47 ASSA ABLOY AB		P	7/31/2012	9/26/2013	621			712	-91	0	0	0	-91
39	3 BAIDU INC		P	7/31/2012	10/30/2013	497			360	137	0	0	0	137
40	1 CANADIAN NATL RAILWAY		P	7/31/2012	12/4/2013	56			44	12	0	0	0	12
41	31 CARNIVAL CORP		P	7/31/2012	12/19/2013	1,087			1,034	53	0	0	0	53
42	6 CNOOC LTD		P	7/31/2012	8/27/2013	1,195			1,208	-13	0	0	0	-13
43	6 DASSAULT SYSTEMS		P	7/31/2012	10/15/2013	671			596	75	0	0	0	75
44	13 EMBRAET SA		P	7/31/2012	10/30/2013	397			336	61	0	0	0	61

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
45	132 HANG LUNG PROPERTIES		P	7/31/2012	9/9/2013	2,191			2,349	-158	0	0	0	-158
46	189 HENNES & MAURITZ		P	7/31/2012	10/14/2013	1,590			1,395	195	0	0	0	195
47	13 HSBC HOLDINGS		P	7/31/2012	12/4/2013	705			542	163	0	0	0	163
48	66 IND z& COMM BANK OF UNS		P	7/31/2012	9/17/2013	895			758	137	0	0	0	137
49	16 ITAU UNIBANCO HOLDINGS		P	7/31/2012	9/17/2013	222			229	-7	0	0	0	-7
50	42 KINGFISHER PLC		P	7/31/2012	9/16/2013	536			350	186	0	0	0	186
51	43 KOMATSU LTD		P	7/31/2012	12/5/2013	853			935	-82	0	0	0	-82
52	5 MERCADOLIBRE INC		P	7/31/2012	9/25/2013	647			335	312	0	0	0	312
53	8 NOVARTIS AG		P	7/31/2012	10/31/2013	622			470	152	0	0	0	152
54	16 SAP AG		P	7/31/2012	10/15/2013	1,162			1,016	146	0	0	0	146
55	6 SCHLUMBERGER LTD		P	7/31/2012	10/8/2013	530			428	102	0	0	0	102
56	4 SIEMENS AG		P	9/27/2011	7/8/2013	411			379	32	0	0	0	32
57	10 SYGENTA AG		P	7/31/2012	11/15/2013	790			684	106	0	0	0	106
58	39 TENCENT HOLDINGS LTD		P	7/31/2012	8/13/2013	2,035			1,158	877	0	0	0	877
59	52 TEVA PHARMACEUTICAL		P	7/31/2012	10/16/2013	2,079			2,124	-45	0	0	0	-45
60	74 WALMART DE MEXICO		P	7/31/2012	11/6/2013	1,802			2,096	-294	0	0	0	-294
61	7 YUM BRANDS		P	7/31/2012	11/22/2013	549			456	93	0	0	0	93
62	13 SIEMENS AG		P	12/10/2010	6/24/2013	1,301			1,558	-257	0	0	0	-257
63	8 TOYOTA MOTOR CORP		P	12/10/2010	3/27/2013	867			618	249	0	0	0	249
64	66 VODAFONE GROUP PLC		P	12/10/2010	2/1/2013	1,802			1,738	64	0	0	0	64
65	500 ROVI CORP		P	5/29/2013	11/15/2013	8,602			12,496	-3,894	0	0	0	-3,894
66	600 JACOBS ENGINEERING GROUP		P	6/27/2011	5/23/2013	22,929			24,615	-1,686	0	0	0	-1,686
67	800 ROVI CORP		P	11/17/2011	11/15/2013	13,763			22,281	-8,518	0	0	0	-8,518
68	200 STRATASYS LTD		P	9/21/2011	7/22/2013	18,290			14,602	3,688	0	0	0	3,688
69	1200 US BANCORP		P	1/12/2011	5/23/2013	40,809			34,167	6,642	0	0	0	6,642
70	1000 ADOBE SYSTEMS INC		P	11/12/2010	5/23/2013	45,633			29,475	16,158	0	0	0	16,158
71	800 AMETEK INC		P	11/8/2007	5/23/2013	35,323			16,289	19,034	0	0	0	19,034
72	300 ANSYS INC		P	2/10/2009	7/22/2013	23,709			7,728	15,981	0	0	0	15,981
73	1400 APOLLO EDUCATION GROUP		P	6/4/2010	1/11/2013	26,590			68,854	-42,264	0	0	0	-42,264
74	900 AUTOMATIC DATA PROCESSING		P	11/27/2002	3/21/2013	57,503			35,469	22,034	0	0	0	22,034
75	200 BALCHEM CORP		P	4/13/2010	7/22/2013	9,459			4,940	4,519	0	0	0	4,519
76	1200 C H ROBINSON WORLDWIDE		P	6/4/2009	6/24/2013	65,481			55,590	9,891	0	0	0	9,891
77	200 COVANCE INC		P	11/6/2008	7/22/2013	15,948			12,662	3,286	0	0	0	3,286
78	300 DANAHER CORP		P	6/15/2005	7/22/2013	20,508			8,160	12,348	0	0	0	12,348
79	300 ECOLAB INC		P	12/12/2005	7/22/2013	28,145			10,480	17,665	0	0	0	17,665
80	40 GOOGLE INC		P	11/19/2009	7/22/2013	36,177			22,843	13,334	0	0	0	13,334
81	200 ILLINOIS TOOL WORKS INC		P	11/27/2002	7/22/2013	14,788			6,422	8,366	0	0	0	8,366
82	600 MICROSOFT CORP		P	11/27/2002	7/22/2013	19,111			17,586	1,525	0	0	0	1,525
83	800 ORACLE CORP		P	11/6/2008	5/23/2013	26,677			13,464	13,213	0	0	0	13,213
84	1000 PRIVATEBANCORP INC		P	12/11/2007	7/22/2013	24,189			33,327	-9,138	0	0	0	-9,138
85	500 QUALCOMM INC		P	9/25/2009	8/9/2013	33,055			22,350	10,705	0	0	0	10,705
86	500 RESMED INC		P	11/20/2007	5/23/2013	24,905			11,053	13,852	0	0	0	13,852
87	1200 ROVI CORP		P	9/17/2010	11/15/2013	20,644			51,023	-30,379	0	0	0	-30,379
88	500 STARBUCKS CORP		P	4/8/2009	7/22/2013	34,443			11,813	22,630	0	0	0	22,630
89	1100 SCHLUMBERGER LTD		P	6/4/2010	1/10/2013	83,355			28,096	55,259	0	0	0	55,259
90	200 STERICYCLE INC		P	2/11/2005	7/22/2013	23,814			4,637	19,177	0	0	0	19,177
91	800 STRYKER CORP		P	4/19/2007	5/23/2013	54,579			52,449	2,130	0	0	0	2,130
92	1400 TARGET CORP		P	3/24/2005	7/22/2013	90,682			27,288	63,394	0	0	0	63,394

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
93	600 WALGREEN CO		P	11/27/2002	5/23/2013	30,393			17,382	13,011	0	0	0	13,011
94	500 WATERS CORP		P	6/9/2008	9/18/2013	56,628			22,451	34,177	0	0	0	34,177
95	WELLS FARGO CAP NOTE		P	11/21/2011	3/15/2013	25,000			25,870	-870	0	0	0	-870
96	21 TRANSOCEAN LTD		P	9/23/2013	10/28/2013	1,021			946	75	0	0	0	75
97	65 AGRIUM INC		P	12/31/2008	3/28/2013	6,389			2,178	4,211	0	0	0	4,211
98	13 AXA		P	10/18/2007	9/23/2013	304			565	-261	0	0	0	-261
99	18 BASF		P	10/18/2007	9/23/2013	1,752			1,232	520	0	0	0	520
100	1 BHP BULLITON LTD		P	10/18/2007	9/23/2013	68			84	-16	0	0	0	-16
101	40 BUNGE LTD		P	12/30/2008	3/28/2013	2,945			1,980	965	0	0	0	965
102	4 CANAIAN NATL RR		P	10/18/2007	9/23/2013	404			213	191	0	0	0	191
103	43 CANADIAN PACIFIC RAILWAY		P	6/24/2008	9/23/2013	5,371			2,967	2,404	0	0	0	2,404
104	18 CORE LABS INC		P	10/18/2007	9/23/2013	2,996			1,219	1,777	0	0	0	1,777
105	DIAGEO PLC		P	10/18/2007	9/23/2013	1,051			735	316	0	0	0	316
106	20 FIBRA CELULOSE SA		P	11/27/2009	3/28/2013	234			303	-69	0	0	0	-69
107	90 FOSTER WHEELER AG		P	12/30/2008	3/28/2013	2,046			2,113	-67	0	0	0	-67
108	250 NABORS IND LTD		P	10/18/2007	9/23/2013	3,681			7,434	-3,753	0	0	0	-3,753
109	55 NESTLE SA		P	10/18/2007	9/23/2013	3,822			2,439	1,383	0	0	0	1,383
110	22 NOVARTIS AG		P	10/18/2007	9/23/2013	1,679			1,174	505	0	0	0	505
111	3 PARTNERRE LTD		P	10/18/2007	9/23/2013	273			239	34	0	0	0	34
112	9 RIO TINTO PLC		P	10/18/2007	9/23/2013	447			789	-342	0	0	0	-342
113	38 SUNCOR ENERGY INC		P	10/18/2007	9/23/2013	1,358			1,998	-640	0	0	0	-640
114	55 SYGENTA AG		P	12/31/2008	3/28/2013	4,616			2,121	2,495	0	0	0	2,495
115	6 TECK RESOURCES LTD		P	10/18/2007	9/23/2013	16			286	-270	0	0	0	-270
116	92 TRANSOCEAN LTD		P	10/18/2007	10/28/2013	4,471			11,546	-7,075	0	0	0	-7,075
117	20 TRICAN WELL SERVICE LTD		P	10/18/2007	3/28/2013	288			434	-146	0	0	0	-146
118	55 UBS AG		P	10/18/2007	9/23/2013	1,142			2,928	-1,786	0	0	0	-1,786
119	45 WEATHERFORD INTL LTD		P	10/18/2007	9/23/2013	683			1,464	-781	0	0	0	-781
120	3 BROOKFIELD PPTY LP		P	4/15/2013	4/17/2013	63			63	0	0	0	0	0
121	24 BAIDU INC		P	10/23/2012	9/13/2013	3,364			2,747	617	0	0	0	617
122	1 WYNN MACAU LTD		P	11/8/2012	3/27/2013	27			29	-2	0	0	0	-2
123	1 CIELO SA		P	5/9/2013	5/9/2013	6			0	6	0	0	0	6
124	4 AMERICA MOVIL SAB DE CV		P	3/3/2011	7/23/2013	85			114	-29	0	0	0	-29
125	1 CHINA MOBILE LTD		P	2/6/2012	3/27/2013	53			50	3	0	0	0	3
126	2 KB FINANCIAL GROUP INC		P	8/2/2011	3/27/2013	66			76	-10	0	0	0	-10
127	17 LUKOIL OIL CO		P	8/12/2011	1/4/2013	1,136			944	192	0	0	0	192
128	3 PTT EXPLORATION		P	7/5/2011	3/27/2013	30			35	-5	0	0	0	-5
129	1 YPF SOCIEDAD ANONIMA		P	3/17/2011	3/27/2013	15			46	-31	0	0	0	-31
130	7 AKBANK TURK		P	12/10/2010	3/27/2013	72			79	-7	0	0	0	-7
131	211 AMERICA MOVIA SAB		P	12/10/2010	4/18/2013	4,349			5,959	-1,610	0	0	0	-1,610
132	3 BANCO DO BRASIL SA		P	12/10/2010	3/27/2013	40			54	-14	0	0	0	-14
133	2 BANCO MACRO SA		P	12/10/2010	3/27/2013	30			110	-80	0	0	0	-80
134	6 CHINA CONSTRUCTION BANK		P	12/10/2010	3/27/2013	98			108	-10	0	0	0	-10
135	110 CIELO SA		P	12/10/2010	1/8/2013	3,146			1,815	1,331	0	0	0	1,331
136	53 GRUPO TELEVISA SA		P	12/10/2010	2/25/2013	1,404			1,285	119	0	0	0	119
137	10 KIMBERLY CLARK DE		P	12/10/2010	3/27/2013	167			101	66	0	0	0	66
138	4 MOBILE TELESYSTEMS		P	12/10/2010	3/27/2013	83			80	3	0	0	0	3
139	3 NEDBANK GROUP LTD		P	12/10/2010	3/27/2013	63			57	6	0	0	0	6
140	1 ORASCOM CONSTRUCTION		P	12/29/2010	3/27/2013	33			49	-16	0	0	0	-16

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
141	3 ORIFLAME COSMETICS SA		P	12/10/2010	3/27/2013	51			77	-26	0	0	0	-26
142	39 PERUSAHAAN PERSEROAN		P	12/10/2010	3/27/2013	1,856			1,389	467	0	0	0	467
143	25 PHILIPPINE LONG DISTANCE		P	12/10/2010	3/27/2013	1,776			1,389	387	0	0	0	387
144	5 PPC LTD		P	12/10/2010	3/27/2013	34			48	-14	0	0	0	-14
145	36 PT BANK MANDIRI		P	12/28/2010	3/27/2013	368			261	107	0	0	0	107
146	15 PT SEMEN INDONESIA		P	12/10/2010	2/1/2013	494			321	173	0	0	0	173
147	3 PT UNITED TRACTORS		P	12/10/2010	3/27/2013	111			161	-50	0	0	0	-50
148	2 SHINHAN FINANCIAL GROUP		P	12/10/2010	3/27/2013	71			84	-13	0	0	0	-13
149	1 SHOPRITE HOLDINGS LTD		P	12/10/2010	3/27/2013	39			30	9	0	0	0	9
150	2 STANDARE BANK GROUP LTD		P	12/10/2010	3/27/2013	26			30	-4	0	0	0	-4
151	72 TAIWAN SEMICONDUCTOR		P	12/10/2010	1/3/2013	1,299			866	433	0	0	0	433
152	1 TIGER BRANDS LTD		P	12/10/2010	3/27/2013	31			28	3	0	0	0	3
153	120 TURKCELL ILETISIM		P	12/10/2010	5/1/2013	1,846			2,016	-170	0	0	0	-170
154	74 VALE SA		P	12/10/2010	3/27/2013	1,014			2,181	-1,167	0	0	0	-1,167
155	2 WEICHAI POWER CO LTD		P	12/29/2010	3/27/2013	27			42	-15	0	0	0	-15

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JOHN G STEVENSON JR		510 MAINE STREET	QUINCY	IL	62301		DIRECTOR	10 00	0	0	0
2	ROBERT S BLACK		510 MAINE STREET	QUINCY	IL	62301		DIRECTOR	10 00	0	0	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	BIG BROTHERS BIG SISTERS OF ADAMS COUNTY
Street	1005 NORTH 12TH STREET
City	QUINCY
State	IL
Zip Code	62301
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	GENERAL OPERATING EXPENSE
Amount	5,000

Name	BLESSING FOUNDATION
Street	1005 BROADWAY
City	QUINCY
State	IL
Zip Code	62301
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	GENERAL OPERATING EXPENSE
Amount	10,000

Name	QUINCY ART CENTER
Street	1590 MAINE STREET
City	QUINCY
State	IL
Zip Code	62301
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	GENERAL OPERATING EXPENSE
Amount	10,000

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	