See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

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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
HENRY UIHLEIN II AND MILDRED A. UIHLEIN
FOUNDATION

A Employer identification number
39-1322495

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
HEAVEN HILL FARM, 302 BEAR CUB LANE

B Telephone number
(518) 523-3061

City or town, state or province, country, and ZIP or foreign postal code
LAKE PLACID, NY 12946

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 21,868,003.

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

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

	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).)	(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	235.	235.		STATEMENT 1
	4 Dividends and interest from securities	278,721.	278,721.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	174,354.			
	b Gross sales price for all assets on line 6a 8,115,482.				
	7 Capital gain net income (from Part IV, line 2)		174,354.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	236.	236.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	453,546.	453,546.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	199,000.	9,950.		189,050.
	14 Other employee salaries and wages	53,450.	0.		53,450.
	15 Pension plans, employee benefits	11,942.	0.		11,942.
	16a Legal fees STMT 4	900.	0.		900.
	b Accounting fees STMT 5	50,065.	0.		50,065.
	c Other professional fees STMT 6	64,374.	38,833.		25,541.
	17 Interest				
	18 Taxes STMT 7	91,562.	6,296.		67,432.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	16,149.	0.		16,149.
	22 Printing and publications				
	23 Other expenses STMT 8	94,238.	5.		94,233.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	581,680.	55,084.		508,762.
	25 Contributions, gifts, grants paid	372,660.			372,660.
	26 **Total expenses and disbursements.** Add lines 24 and 25	954,340.	55,084.		881,422.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<500,794.>			
	b **Net investment income** (if negative, enter -0-)		398,462.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,111,681.	610,913.	610,913.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations STMT 10	2,049,829.	1,844,159.	1,844,159.
	b	Investments - corporate stock STMT 11	2,036,760.	2,715,464.	2,715,464.
	c	Investments - corporate bonds STMT 12	1,255,587.	1,356,387.	1,356,387.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	10,038,831.	11,006,471.	11,006,471.
	14	Land, buildings, and equipment basis ▶ 4,334,609.			
		Less accumulated depreciation ▶	4,230,126.	4,334,609.	4,334,609.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	20,722,814.	21,868,003.	21,868,003.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	20,722,814.	21,868,003.	
	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**	20,722,814.	21,868,003.	
	31	**Total liabilities and net assets/fund balances**	20,722,814.	21,868,003.	

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	20,722,814.
2	Enter amount from Part I, line 27a	2	<500,794.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,645,983.
4	Add lines 1, 2, and 3	4	21,868,003.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,868,003.

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	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	7,890,344.		7,941,128.	<50,784.>
b	225,138.			225,138.
c				
d				
e				

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				<50,784.>
b				225,138.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 174,354.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,118,156.	15,193,407.	.073595
2011	895,252.	14,658,808.	.061073
2010	885,427.	14,100,428.	.062794
2009	732,343.	14,524,767.	.050420
2008	967,627.	15,772,404.	.061349

2	Total of line 1, column (d)	2	.309231
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	.061846
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,808,333.
5	Multiply line 4 by line 3	5	1,039,528.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,985.
7	Add lines 5 and 6	7	1,043,513.
8	Enter qualifying distributions from Part XII, line 4	8	985,905.

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	7,969.
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	7,969.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,969.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,000.		
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	15,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	78.
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	6,953.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6,953. **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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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) ▶ NY,WI			
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 ▶ NONE

14 The books are in care of ▶ DWAYNE JOHNSON & ASSOCIATES Telephone no ▶(262) 522-4136

Located at ▶W233 N2080 RIDGEVIEW PKWY, STE 301, WAUKESHA , WI ZIP+4 ▶53188

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 N/A

			Yes	No
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		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 ☒ 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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 D. LEEKLEY, JR. C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	CHAIRMAN 6.00	65,000.	0.	0.
JAMES MCKENNA C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	TRUSTEE 10.00	69,000.	0.	0.
ELEONORE WOTHERSPOON C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	TRUSTEE 6.00	65,000.	0.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE ATTACHMENT B AND ATTACHMENT C	267,187.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	16,254,094.
b	Average of monthly cash balances	1b	810,203.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,064,297.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,064,297.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,964.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,808,333.
6	**Minimum investment return.** Enter 5% of line 5	6	840,417.

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	840,417.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 7,969.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	7,969.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	832,448.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	832,448.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	832,448.

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	881,422.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	104,483.
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	985,905.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	985,905.

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					832,448.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013					
a From 2008	214,603.				
b From 2009	15,649.				
c From 2010	196,197.				
d From 2011	185,516.				
e From 2012	369,415.				
f Total of lines 3a through e		981,380.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 985,905.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					832,448.
e Remaining amount distributed out of corpus		153,457.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,134,837.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		214,603.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		920,234.			
10 Analysis of line 9					
a Excess from 2009	15,649.				
b Excess from 2010	196,197.				
c Excess from 2011	185,516.				
d Excess from 2012	369,415.				
e Excess from 2013	153,457.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ ☒ 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*				
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID, NY 12946	N/A	PC	NORTH ELBA CHRISTMAS FUND	10,000.
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID, NY 12946	N/A	PC	UIHLEIN IRONMAN SPORTS FUND	25,000.
ADIRONDACK COUNCIL PO BOX D-2 ELIZABETHTOWN, NY 12932	N/A	PC	CLARENCE PETTY INTERN	10,000.
ADIRONDACK NORTH COUNTRY ASSOCIATION, INC. 67 MAIN STREET, SUITE 201 SARANAC LAKE, NY 12983	N/A	PC	PALACE THEATER	10,000.
DEWEY MOUNTAIN FRIENDS (SARANAC LAKE ROTARY FOUNDATION) PO BOX 645 SARANAC LAKE, NY 12983	N/A	PC	MATCHING GRANT UP TO $25,000 ($1 FOR EVERY $2 RAISED)	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	372,660.
b *Approved for future payment*				
NORTHWOOD SCHOOL PO BOX 1070 LAKE PLACID, NY 12946	N/A	PC	NEW ACADEMIC BUILDING (5 YEAR GRANT, $50,000 PER YEAR)	250,000.
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PC	ANNUAL BBQ FUNDRAISER	10,000.
Total			▶ 3b	260,000.

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
	(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			14	235.	
4 Dividends and interest from securities			14	278,721.	
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			14	236.	
8 Gain or (loss) from sales of assets other than inventory			18	174,354.	
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.		453,546.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 453,546.

(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)

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
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee	Date	Title
	11/14/14	Chairman

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
THOMAS BLANEY				P00234022

Firm's name ▶ O'CONNOR DAVIES, LLP

Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE
NEW YORK, NY 10022

Phone no 212-286-2600

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	78.	78.	
BMO HARRIS BANK N.A.	157.	157.	
TOTAL TO PART I, LINE 3	235.	235.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	503,859.	225,138.	278,721.	278,721.	
TO PART I, LINE 4	503,859.	225,138.	278,721.	278,721.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SECURITY LITIGATION PROCEEDS	236.	236.	
TOTAL TO FORM 990-PF, PART I, LINE 11	236.	236.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LAW OFFICE OF JAMES M. BROOKS	900.	0.		900.
TO FM 990-PF, PG 1, LN 16A	900.	0.		900.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP - AUDIT AND TAX SERVICES	20,065.	0.		20,065.
UIHLEIN FINANCIAL, INC. - BOOKKEEPING	30,000.	0.		30,000.
TO FORM 990-PF, PG 1, LN 16B	50,065.	0.		50,065.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST - INVESTMENT MANAGEMENT FEES	38,833.	38,833.		0.
RESEARCH AND CONSULTING	25,541.	0.		25,541.
TO FORM 990-PF, PG 1, LN 16C	64,374.	38,833.		25,541.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	67,432.	0.		67,432.
EXCISE TAX	17,834.	0.		0.
FOREIGN TAX WITHHELD	6,296.	6,296.		0.
TO FORM 990-PF, PG 1, LN 18	91,562.	6,296.		67,432.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PREPARATION FEES	2,430.	0.		2,430.
FILING FEES	750.	0.		750.
BANK FEES	5.	5.		0.
MEMBERSHIP DUES	850.	0.		850.
UTILITIES	20,358.	0.		20,358.
POSTAGE	538.	0.		538.
REPAIRS AND MAINTENANCE	50,369.	0.		50,369.
INSURANCE EXPENSE	18,639.	0.		18,639.
REGISTRATION FEES	299.	0.		299.
TO FORM 990-PF, PG 1, LN 23	94,238.	5.		94,233.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	1,645,983.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,645,983.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT SECURITIES - SEE ATTACHMENT A, PAGE 1 OF 9	X		1,762,678.	1,762,678.
DOMESTIC MUNICIPAL BONDS - SEE ATTACHMENT A, PAGE 2 OF 9		X	81,481.	81,481.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,762,678.	1,762,678.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			81,481.	81,481.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,844,159.	1,844,159.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A, PAGE 8 OF 9	2,715,464.	2,715,464.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,715,464.	2,715,464.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A, PAGE 3 OF 9	1,356,387.	1,356,387.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,356,387.	1,356,387.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN GOVERNMENT BONDS - SEE ATTACHMENT A, PAGE 3 OF 9	FMV	103,289.	103,289.
EQUITY MUTUAL FUNDS - SEE ATTACHMENT A, PAGE 9 OF 9	FMV	10,903,182.	10,903,182.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,006,471.	11,006,471.

HENRY UIHLEIN II AND MILDRED A. UIHLEIN
FOUNDATION 39-1322495

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ESSEX COUNTY HISTORICAL SOCIETY PO BOX 428 ELIZABETHTOWN, NY 12932	N/A	PC	EDUCATIONAL PROGRAMS	10,000.
LAKE PLACID ASSOCIATION FOR MUSIC, DRAMA, AND ART, INC. 17 ALGONQUIN DRIVE LAKE PLACID, NY 12946	N/A	PC	ENDOWMENT FUND	10,000.
LAKE PLACID ASSOCIATION FOR MUSIC, DRAMA, AND ART, INC. 17 ALGONQUIN DRIVE LAKE PLACID, NY 12946	N/A	PC	ENDOWMENT FUND	10,000.
LAKE PLACID ASSOCIATION FOR MUSIC, DRAMA, AND ART, INC. 17 ALGONQUIN DRIVE LAKE PLACID, NY 12946	N/A	PC	FACILITY RENOVATIONS	8,500.
LAKE PLACID CENTRAL SCHOOL 34 SCHOOL STREET LAKE PLACID, NY 12946	N/A	PC	LAKE PLACID OUTING CLUB	2,500.
LAKE PLACID COMMUNITY BEAUTIFICATION ASSOCIATION 177 JOHN BROWN ROAD LAKE PLACID, NY 12946	N/A	PC	OPERATION	10,000.
LAKE PLACID NORTH ELBA HISTROICAL SOCIETY PO BOX 189 LAKE PLACID, NY 12946	N/A	PC	OPERATION	5,000.
LAKE PLACID PUBLIC LIBRARY 57 MAIN STREET LAKE PLACID, NY 12946	N/A	PC	OPERATION	5,000.
LAKE PLACID SINFONIETTA, INC. PO BOX 1303 LAKE PLACID, NY 12946	N/A	PC	OPERATION	5,000.
LAKE PLACID VOLUNTEER AMBULANCE SERVICES, INC. PO BOX 107 LAKE PLACID, NY 12946	N/A	PC	OPERATION	5,000.
Total from continuation sheets				292,660.

HENRY UIHLEIN II AND MILDRED A. UIHLEIN
FOUNDATION 39-1322495

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAKE PLACID VOLUNTEER AMBULANCE SERVICES, INC. PO BOX 107 LAKE PLACID, NY 12946	N/A	PC	BUILDING FUND	10,000.
LAKE PLACID VOLUNTEER FIRE DEPARTMENT, INC. PO BOX 569 LAKE PLACID, NY 12946	N/A	PC	OPERATION	10,000.
NEW YORK EDUCATIONAL SKI FOUNDATION PO BOX 300 WILMINGTON, NY 12997	N/A	PC	OPERATION	5,000.
NEW YORK STATE ACADEMY OF FAMILY PHYSICIANS FOUNDATION 260 OSBORNE ROAD LOUDONVILLE, NY 12211	N/A	PC	GEORGE HART FUND	25,000.
NORTHWOOD SCHOOL PO BOX 1070 LAKE PLACID, NY 12946	N/A	PC	ENDOWMENT FUND	10,000.
SONGS AT MIRROR LAKE PO BOX 1450 LAKE PLACID, NY 12946	N/A	PC	OPERATION	5,000.
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PC	ANNUAL BBQ FUNDRAISER	10,000.
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PC	OPERATION	10,000.
TOWN OF NORTH ELBA - OLYMPIC TORCH 2608 MAIN STREET LAKE PLACID, NY 12946	N/A	PC	OPERATION	10,000.
TRI LAKES HUMANE SOCIETY 11 MILLS ROAD SARANAC LAKE, NY 12983	N/A	PC	OPERATION	5,000.
Total from continuation sheets				

HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION 39-1322495

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
U.S. LUGE ASSOCIATION 57 CHURCH STREET LAKE PLACID, NY 12946	N/A	PC	BUILDING EQUIPMENT AND TESTING PROGRAM	9,660.
U.S. LUGE ASSOCIATION 57 CHURCH STREET LAKE PLACID, NY 12946	N/A	PC	"OLYMPIC SPECIAL" ATHLETE PREPARATION	10,000.
VILLAGE OF LAKE PLACID, INC 2608 MAIN STREET LAKE PLACID, NY 12946	N/A	PC	PAUL WHITE MEMORIAL BAND SHELL	102,000.
Total from continuation sheets				

ACCOUNT HOLDINGS

	Shares/units	Market value per share/unit	Market value
US government bonds			
FED NATL MTG ASSOC 0.500 % Due 09/28/2015	70,000	$100.177	$70,123
US TREASURY NOTE 0 250 % Due 12/15/2015	965,000	99.777	962,848
FEDERAL HOME LOAN BANK 0.625 % Due 12/28/2016	165,000	99 581	164,308
FED NATL MTG ASSOC 1.250 % Due 01/30/2017	70,000	101.203	70,842
US TREASURY BONDS 7.250 % Due 08/15/2022	366,000	135.125	494,557
Total US government bonds			$1,762,678

	Shares/units	Market value per share/unit	Market value
Taxable municipal bonds			
NJ ECON DEV AUTH TAXABLE **SER FF REV** **Not callable** **3.169 % Due 09/01/2014 A1 /A+**	**80,000**	**$101.852**	**$81,481**
Corporate bonds			
BERKSHIRE HATHAWAY INC 3.200 % Due 02/11/2015 Aa2 /AA	125,000	$103.070	$128,837
PROCTER & GAMBLE CO 3 500 % Due 02/15/2015 Aa3 /AA-	125,000	103 309	129,136
JPMORGAN CHASE & CO FRN 3ML+112 50 1.370 % Due 09/22/2015 A3 /A	117,000	101 238	118,448
CELGENE CORP 2.450 % Due 10/15/2015 Baa2 /BBB+	85,000	102.729	87,319
COSTCO WHOLESALE CORP 0.650 % Due 12/07/2015 A1 /A+	70,000	100.184	70,128
ANHEUSER-BUSCH INBEV FIN 0.800 % Due 01/15/2016 A3 /A	120,000	99.931	119,917
MORGAN STANLEY 1 750 % Due 02/25/2016 Baa2 /A-	85,000	101.342	86,140
COCA-COLA CO 1.800 % Due 09/01/2016 Aa3 /AA-	75,000	102.402	76,801
CATERPILLAR FINANCIAL SE 1.000 % Due 11/25/2016 A2 /A	85,000	99 420	84,507
GENERAL ELEC CAP CORP 2.900 % Due 01/09/2017 A1 /AA+	50,000	104.397	52,198
BB&T CORPORATION 2.150 % Due 03/22/2017 A2 /A-	75,000	101.105	75,828
AMERICAN EXPRESS CREDIT 2.375 % Due 03/24/2017 A2 /A-	113,000	102.788	116,150

	Shares/units	Market value per share/unit	Market value
APPLE INC FRN 3ML + 25 0.492 % Due 05/03/2018 Aa1 /AA+	85,000	99.831	84,856
Total corporate bonds			$1,230,265

International bonds

SHELL INTERNATIONAL FIN 4 000 % Due 03/21/2014 Aa1 /AA	50,000	$100.794	$50,397
CA ONTARIO (PROVINCE OF) 2.700 % Due 06/16/2015 Aa2 /AA-	100,000	103 289	103,289
KFW 1.250 % Due 02/15/2017 Aaa /AAA	75,000	100.967	75,725
Total international bonds			$229,411

Less: CA Ontario (Province of) **$103,289**

Total Bonds: **$1,356,387**

Large Cap Core - U.S.

Consumer discretionary

DOLLAR GENERAL CORP *(DG)*	1,030	$60.320	$62,129
L BRANDS INC *(LB)*	700	61 850	43,295
MACY'S INC *(M)*	1,200	53 400	64,080
TARGET CORP *(TGT)*	755	63.270	47,768
VIACOM INC CL B NEW *(VIAB)*	410	87 340	35,809
Total consumer discretionary			$253,081

	Shares/units	Market value per share/unit	Market value
Consumer staples			
CVS/CAREMARK CORP *(CVS)*	725	$71.570	$51,888
LORILLARD INC COM *(LO)*	600	50.680	30,408
WALGREEN CO *(WAG)*	550	57 440	31,592
Total consumer staples			**$113,888**
Energy			
CONOCOPHILLIPS *(COP)*	575	$70.650	$40,623
MARATHON OIL CORP *(MRO)*	740	35.300	26,122
Total energy			**$66,745**
Financials			
ACE LIMITED	610	$103 530	$63,153
AMERICAN INTL GROUP INC *(AIG)*	770	51.050	39,308
CITIGROUP INC *(C)*	790	52.110	41,166
KEYCORP NEW *(KEY)*	1,550	13.420	20,801
MORGAN STANLEY GRP INC *(MS)*	700	31.360	21,952
Total financials			**$186,380**
Health care			
AETNA INC NEW *(AET)*	710	$68.590	$48,698
MYLAN INC *(MYL)*	1,700	43 400	73,780
PFIZER INC *(PFE)*	2,130	30.630	65,241
THERMO FISHER SCIENTIFIC *(TMO)*	550	111 350	61,242
ZIMMER HLDGS INC *(ZMH)*	890	93 190	82,939
Total health care			**$331,900**

	Shares/units	Market value per share/unit	Market value
Industrials			
CUMMINS INC *(CMI)*	150	$140.970	$21,145
ILLINOIS TOOL WORKS INC *(ITW)*	605	84 080	50,868
NIELSEN HOLDINGS BV	670	45.890	30,746
UNION PACIFIC CORP *(UNP)*	325	168.000	54,600
Total industrials			**$157,359**
Information technology			
ACCENTURE PLC CL A	410	$82.220	$33,710
APPLE INC *(AAPL)*	140	561.020	78,542
AVAGO TECHNOLOGIES	1,065	52 879	56,316
INTERNATIONAL BUS MACHINES *(IBM)*	305	187 570	57,208
QUALCOMM INC *(QCOM)*	920	74.250	68,310
Total information technology			**$294,086**
Telecom services			
CENTURYLINK INC *(CTL)*	**755**	**$31.850**	**$24,046**
Utilities			
AMERICAN WATER WORKS CO *(AWK)*	**1,650**	**$42.260**	**$69,729**
Total large cap core - u.s.			**$1,497,214**

Large Cap Core - Non U.S.

	Shares/units	Market value per share/unit	Market value
Consumer discretionary			
BRIDGESTONE CORP ADR	2,300	$18.933	$43,545
DAIHATSU MOTOR CO LTD ADR	760	33 909	25,770
NIKON CORP PLC UNSPON-ADR	1,720	19 114	32,876
SWATCH GROUP AG UNSPON ADR	850	33 142	28,170
VOLKSWAGEN AG ADR	845	56.261	47,540
Total consumer discretionary			**$177,901**
Consumer staples			
IMPERIAL TOBACCO LT ADR	730	$77.447	$56,536
J SAINSBURY SPN ADR NEW	2,500	24 181	60,452
SVENSKA CL AKTIBLGT ADR	1,650	30 829	50,867
Total consumer staples			**$167,855**
Energy			
ENI S P.A ADR	685	$48 490	$33,215
SINOPEC/CHINA PETE&CHM ADR	659	82 170	54,150
TOTAL SA ADR	1,035	61 270	63,414
Total energy			**$150,779**
Financials			
ALLIANZ AKTIENGES ADR	1,130	$17.962	$20,297
BNP PARIBAS SPON ADR	1,550	39 030	60,496
CHINA CONSTRUCTION ADR	3,260	15 090	49,193
MUNICH RE GROUP ADR	2,790	22.068	61,569

Financials - continued	Shares/units	Market value per share/unit	Market value
RSA INS GRP INC SPON ADR	6,700	7 569	50,712
SKANDINAVISKA ENSKILD ADR	1,700	13.170	22,389
WHARF HOLDINGS ADR	1,130	15 296	17,284
Total financials			**$281,940**
Health care			
SANOFI - ADR	**1,330**	**$53.630**	**$71,327**
Industrials			
ITOCHU CORP ADR	2,530	$24 718	$62,536
WEIR GROUP PLC ADR	2,800	17 656	49,436
Total industrials			**$111,972**
Materials			
SUMITOMO METAL MIN CO LTD	**3,350**	**$13.101**	**$43,888**
Telecom services			
CHINA TELECOM ADR	1,135	$50.570	$57,396
KDDI CORP ADR	3,000	15 389	46,167
TELE2 AB ADR	8,410	5.671	47,693
TIM PARTICIPACOES SA ADR	1,100	26 240	28,864
Total telecom services			**$180,120**

	Shares/units	Market value per share unit	Market value
Utilities			
TOKYO GAS LTD ADR	1,647	$19.714	$32,468
Total large cap core - non u.s.			$1,218,250
Total large cap core - U.S. (from page 5)			**$1,497,214**
Total Corporate Stock			**$2,715,464**

Large Cap Strategies

Large cap strategies funds			
OW LARGE CAP STRATEGIES FD BOOK COST 3,884,221	382,952 259	$12 470	$4,775,414
Total large cap strategies			$4,775,414

Global Small & Mid Cap

Global small & mid cap funds			
OW GLOBAL SML & MID CAP FD BOOK COST 2,095,495	177,272 375	$17 180	$3,045,539
Total global small & mid cap			$3,045,539

Global Opportunities

Global opportunities funds	Shares/units	Market value per share/unit	Market 'alue
OW GLOBAL OPPORTUNITIES FD BOOK COST 2,316,049	308,330 788	$7.900	$2,435,813
Total global opportunities			**$2,435,813**

Real Return / Commodities

Real return funds			
OW REAL RETURN FUND BOOK COST 835,283	77,694 346	$8 320	$646,416
Total real return / commodities			**$646,416**

Total Equity Mutual Funds	**$10,903,182**

FORM 990-PF, PAGE 7, Part IX-A, SUMMARYOF DIRECT CHARITABLE ACTIVITIES

Line 1 - Heaven Hill Farm: Free Venue for Local Charities

When Henry Uihlein left his farm of approximately 600 acres, which is located just outside of the Village of Lake Placid, New York, to the Henry Uihlein II and Mildred A. Uihlein Foundation (the "Foundation"), he did so with the admonition to prevent, if possible, the commercial or residential development of the property. The property is extremely beautiful, and the view of the Adirondack Mountains from the farmhouse, particularly in the Fall, is spectacular.

With the help of a consultant, after considerable deliberation, and having in mind the Quaker adage "Proceed as the way opens", the Foundation has determined that it can make a significant contribution to the community by making the farmhouse available to local not-for-profit organizations for meetings, fund-raisers, seminars, and the like.

In recent years, the Foundation has devoted considerable time and resources to refurbishing the farmhouse and the surrounding landscape (which had become quite shabby over the past two decades) with an eye to making the facility suitable for a wide range of gatherings by not-for-profit organizations at no charge. In 2013, renovations slowed a little from the 2013 pace: replacement of the electrical wiring in the first floor of the farmhouse continued, the roofing project was completed, and the exterior was painted and new gutters and shutters installed.

In 2013, without any form of advertising or solicitation (only word-of-mouth referrals), 113 events were held at Heaven Hill (Mr. Uihlein's name for his farm). Nearly 2,600 people attended these events and the facility was in use for 261 days (this number reflects preparation/set-up and knockdown/clean-up time for events) during the year. Usage was up over 30% from 2012 and the best over the eight years that records have been kept. (Please see schedules attached.)

Reported here are the operating expenses of the farm and primarily the farmhouse where these events are held.

$106,875

Line 2 - Heaven Hill Farm: Rent-Free Office Space for Adirondack Community Trust

The year 2013 saw the fourth full year of occupancy by the Adirondack Community Trust (ACT) of the separate building at Heaven Hill that the Grantor, Henry Uihlein, once used as his office when he operated a prize-winning Jersey dairy operation. It had been unused for over two decades (three small rooms and an unheated garage behind) and was in disrepair. In the Spring of 2009, leadership of the Adirondack Community Trust (a 501(c)(3) community trust currently with about $28 million in assets) asked if they could use the building rent-free to house their staff of three. At the time, they were located in rented office space in the Village of Lake Placid. The Foundation agreed to allow them to use the facility if they would refurbish the inside and the Foundation refurbished the outside. Those repairs were completed in 2009. It is estimated that ACT is saving about $20,000 annually in rent; the funds saved are used for grants in the Lake Placid area. In addition to its other funds, ACT administers the Uihlein-Ironman Sports Fund, a donor-advised fund totaling about three-quarters of a million dollars donated by the Foundation and Ironman USA. The Sports Fund makes grants to local athletes who specialize in winter sports and not-for-profit sports groups to support potential Olympic level athletes in their quest through grants for training, travel, and equipment This is in the tradition established by Henry Uihlein when he personally sponsored Charles Jewtraw, a Lake Placid speed skater, who went to the first Winter Olympics in Chamonix, France in 1924 and returned with a gold medal.

In 2013, the Foundation helped fund a renovation to the building that added usable space, but The Adirondack Foundation (ACT renamed itself in 2013 to avoid confusion with another entity) is in need of additional space. The year also saw the replacement of the septic system for the building. The Foundation also provides routine grounds-keeping maintenance and snow plowing.

$13,359

Line 3 - **<u>A Community Preserve - Henry's Woods - A Public Trail System</u>**

The Foundation also owns approximately 212 acres of undeveloped land adjacent to, but not directly adjoining, the Heaven Hill property. The Foundation reviewed a range of possible uses including outright sale, residential development, and leaving the property as is. It was determined in 2006 that the use to which it was currently being put on an informal basis by local residents - as a place to run, hike and bike (and ski and snowshoe in the winter) - should be confirmed and improved. This would not only preserve green space but would also protect adjacent property owned by Cornell University (donated to Cornell over thirty years ago by Henry Uihlein) which is used for maple sugar research by the Uihlein-Cornell Maple Sugar Research Field Station and would offer training opportunities to Olympic athletes at the adjacent Olympic Training Center. This community preserve has been named "Henry's Woods" to honor the Foundation's grantor. The main trail of 2 5 miles and the trailhead access, entrance kiosk, and signage on the access trail to Bear Cub Lane have been open since 2010. In 2010, funds were expended to prepare an additional 2.1 miles of trails that are more 'technical' (difficult) in nature. This project approximately doubled the total improved trail mileage at Henry's Woods and included three new trails: 1. The Plateau Trail (app. .9 of a mile) offers beautiful and never before seen views of the Wilmington Notch and the Sentinel Mountain range. 2. The Switchback trail is .25 of a mile and connects the main loop with the Plateau trail. 3. The Rocky Knob trail is one mile in length and leads to the highest point in Henry's Woods. It offers exceptional views of Lake Placid Village and the Great Range of the Adirondacks.

The year 2011 saw the preparation of professional maps and trailside signage. There was also some repair work required due to heavy Spring rains, and doggie waste stations were installed and provisioned.

In line with the Foundation's interest in sustainable use, several large, older maple trees that were felled for other reasons were recycled into nine new benches which were installed at various rest points and lookouts along the trails.

The winter of 2013 saw the continuation of a program in cooperation with the Thomas Shipman Youth Center wherein the Foundation purchased several bird feeders and seed and the youth from the Center undertook to install the feeders and refill them on a weekly schedule until the snow melted. It is hoped that this program will result in an educational program that promotes nature awareness and conservation among the Center's youth and others. The out-of-pocket expenditure for this project was not recorded separately did not amount to over two hundred dollars.

After discussions with representatives of the Adirondack Ski Council, approval was given for the clearing of brush on one of the steeper slopes in Henry's Wood to make way for a "Glade" – Telemark type ski run down a steep slope occupied by rock outcrops and trees. Depending on snowfall, the run might be available in the winter of 2013-2014. No funding was needed from the Foundation.

Using a hidden counter for baseline data, the Foundation estimates that the Henry's Woods trails have 60,000 visits a year.

$106,875

Line 4 - **Heaven Hill Farm: Maple Sugar Education Program**

About one hundred and fifty yards up the hill behind the Heaven Hill farmhouse is a log cabin building that archival pictures show was used by the Grantor and his wife (Henry and Mildred Uihlein) to boil maple sap from the farm's extensive stand of maple trees (called a "sugarbush"). Much of the sugarbush on the other side of Heaven Hill was deeded several decades ago to Cornell University for use by its College of Agriculture and Life Sciences to develop a Sugar Maple Research Station. (It should be noted that in 2012, the Foundation completed a six-year program to fund an endowment for the position of Director of the Research Station, thus insuring the viability of the Cornell maple research program well into the future.) Significant stands of sugar maple remain on the Heaven Hill property. In 2007 the Director of the Research Station suggested setting up a cooperative effort with local schools to develop a curriculum involving maple trees and maple sugar production utilizing the maple trees and the "sugar shack" at Heaven Hill Farm. In support of this effort, the Foundation installed water and electrical service and purchased a modern (but wood-fired) boiler to replace the ancient and dangerous boiler that had remained unused for several decades. The Winter/Spring of 2008 saw the collection of the first harvest of sap and the production of syrup. The Winter/Spring 2009 season saw a very successful program and also some preliminary discussions with other schools to expand the program. The Spring of 2010 harvest was poor due to bad weather but there was increased interest in both youth and adults. Later in 2010, the Foundation engaged the services of a local resident who does his own maple production to oversee and coordinate the project. Also during 2010, a new main sap line and 125 new taps were installed. The Spring of 2011 was a very good year with a total of 339 taps producing sap. The total syrup produced was 86 gallons, and about 200 members of the public, including 91 students from local schools visited the sugaring operation, including students from Northwood school who actually participated in the tapping and boiling process, students from St. Agnes School and Ausable forks Head Start program and board members from a school in Africa. Later in 2011, in order to attempt to satisfy the needs of the "now" generation, the Foundation purchased a 'reverse osmosis machine' to expedite the reduction of sap to syrup. It cuts the boiling time by two thirds: from eight hours to three.

The 2013 maple season was late due to cold weather but the sap run was good.

Three-hundred twenty-five taps produced 1,880 gallons of sap which boiled down to 47 gallons of syrup. The open house usually held during the Maple Producers Associations' Maple Weekend was not held due to extreme cold but 49 Northwood School students participated, helping with splitting wood for the boiler and bottling syrup. 37 students from Mountain Lake Academy held a science class in the sugar house and approximately 30 members of the Lake Placid Rotary Club held their monthly social in the sugar house. In addition, there were 21 individual or family visits to the sugar house during the "season".

$ 26,719

Line 5 - **Heaven Hill Farm: Beekeeping Demonstration/Experiment**

At the behest of the Senior Apiary Inspector of the NYS Department of Agriculture and Markets, in the Fall of 2010, the Foundation purchased a few hives, honey bees, and electric fence materials (to keep out the bears!), for the purpose of establishing an experimental beehive on the farm. The Inspector was unsure if the circumstances on the farm would support a flourishing bee colony. If a colony can be established, his hope is to develop it and use it to educate the public and to promote beekeeping in the Adirondacks. Sadly, the 2010/2011 winter was extremely long and cold and the colony failed to survive. The 2011/2012 winter was milder and the two hives did well in the summer of 2012. The winter of 2012/2013 was rough (even though the hives were relocated into the farm's "bull barn"). In the summer of 2013, the two hives were combined into one, but there was no production. The combined hives finished the 2013 summer in a weakened state and did not survive the long, lingering 2013/2014 winter.

$13,359

Line 6 – **New Initiatives**

Discussions with consultants led to the proposal for a walking trail in the meadows on the western side of the Heaven Hill Farm. The area was once cow pasture and an apple orchard. It provides stunning views of the mountains and is home to several species of birds and would offer a walking trail experience completely different from Henry's Woods. Planning is proceeding with an eye to permitting in 2014 and possible construction of an entrance and parking area in 2014 or 2015 with an educational kiosk to follow.

The Foundation also engaged the services of a professional surveyor to produce a complete survey of the property boundaries – the only survey extant are from the 1940s and earlier, and none encompass the entire parcel.

Note that the major repair/renovation projects noted in Lines 1 and 2 were capitalized and are not reflected in the figures shown here.

Charitable Events Held at Heaven Hill Farm

Annual Attendance: 2006 - 2013

Year	**Total Attendance**	**% change from prior year**	**Total Events**	**Use Days**
2006	603		11	
2007	768	27%	23	
2008	1,364	78%	37	
2009	1,317	-3%	44	
2010	1,855	41%	72	
2011	2,191	18%	99	
2012	1,778	-19%	84	
2013	2,586	45%	113	261
Cumulative Totals	12,462		483	

Henry II & Mildred A. Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year: 2013

	Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
1	January 8, 2013	ACT	ACT Meeting Adirondack Watershed/PSC	5	1
1	January 15, 2013	ACT	ACT/Adirondack Nonprofit Network (ANN)	35	3
1	January 17, 2013	ACT	Adirondack Business Creators	5	1
1	January 24, 2013	ACT	ACT Meeting	4	1
1	January 24, 2013	ABC Fund at ACT (Adirondack Business Creators)	Project Hgm (?) Discussion	2	1
1	February 12, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	3	1
1	February 13, 2013	Cornell University - Lake Placid Community Garden	Annual meeting	3	15
1	February 16, 2013	Adirondack Film Society	Board of Directors meeting	8	3
1	February 20, 2013	Mt Lakes Academy	Staff conference	20	3
1	February 21, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	3	1
1	February 22, 2013	ACT	ACT Board meeting	12	3
1	March 1, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	5	1
1	March 7, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	2	1
1	March 7, 2013	Creative Healing Connection	Benefit committee meeting	4	1
1	March 8, 2013	Adirondack Head Start, Essex Co	Regional Training for Head Start Leadership Staff	20	3
1	March 12, 2013	ACT	ACT, Crary, CFES meeting	8	1
1	March 15, 2013	Adirondack Community Housing Trust	Board meeting	10	3
1	March 18, 2013	Creative Healing Connection	Benefit committee meeting	4	1
1	March 20, 2013	Creative Healing Connection	Benefit committee meeting	5	1
1	March 21, 2013	Creative Healing Connection	Fundraising benefit with silent auction	75	3
1	March 26, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	2	1
1	March 28, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	2	1
	March/April, 2013	Northwood School	Maple syrup tapping & boiling educational program	49	n/a
	March/April, 2013	Mountain Lake Academy	Maple syrup tapping & boiling educational program and science class	37	n/a
1	March/April, 2013	Lake Placid Rotary Club	Tour of HHF Sugar House and syrup sampling at potluck supper	31	2
	March/April, 2013	Heaven Hill Farm Sugar House	Individual and open house visitors during maple tapping & boiling season	21	n/a
1	April 9, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	2	1
1	April 12, 2013	Adirondack Health	Meeting with LP and region community leaders re LPER	20	3
1	April 14, 2013	Cornell Coop Ext - Essex Co Master Gardener Program	Spring Garden Series, first program Let's Plant!	26	3
1	April 15, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	6	1
1	April 17, 2013	Lake Placid Garden Club	Regular meeting and tea	36	3
1	April 23, 2013	Cornell University	Breakfast and tour of sugar house for travel writers	18	3
1	April 23, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	2	1
1	April 26, 2013	ACT	ACT meeting	5	1
1	April 28, 2013	Cornell Coop Ext - Essex Co Master Gardener Program	Educational program The Climate-Friendly Gardener	11	3
1	April 30, 2013	ABC Fund at ACT (Adirondack Business Creators)	Meeting	4	1
1	May 1, 2013	Adirondack Council	Reception to introduce new director to donors and members	25	3
1	May 2, 2013	The Adirondack Nature Conservancy~Adirondack Partnersh	Recreation Planning Meeting	16	3
1	May 5, 2013	Reason2Smile	Board meeting	8	3
1	May 6, 2013	NCREDC	Tourism committee meeting	10	3
1	May 6, 2013	ACT	ACT meeting	6	1
1	May 7, 2013	ACT	ACT meeting	6	1
1	May 8, 2013	Essex County Community Services Board	Annual retreat	20	3

Henry II & Mildred A. Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year: 2013

	Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
1	May 11, 2013	Cornell Cooperative Extension 4-H	Wild Edibles - Plant ID session	20	3
1	May 15, 2013	Literacy Volunteers of Essex & Franklin Counties	Board meeting	7	1
1	May 15, 2013	ACT	ACT lunch meeting	3	1
1	May 16, 2013	Ausable Valley Garden Club	Meeting with speaker and lunch	28	3
1	May 18, 2013	Literacy Volunteers of Essex & Franklin Counties	*2nd Annual Craft Beer Tasting fund raiser*	55	3
1	May 19, 2013	Cornell Coop Ext Essex Co Master Gardener Program	"Fresh is Best" gardening presentation	12	2
1	May 22, 2013	NY Head Start Training & Technical Assistance	Leadership training for Regional Head Start Managers	11	3
1	May 24, 2013	ACT	ACT Board meeting	18	3
1	May 28, 2013	LPEC Office of Sustainable Tourism	2013 Board of Directors retreat	18	2
1	May 29, 2013	LPEC Office of Sustainable Tourism	2013 Board of Directors retreat	18	2
1	May 29, 2013	ACT	Northern Forest Atlas meeting	5	1
1	May 30, 2013	SUNY Environmental Sciences & Forestry College	"Friend-Raiser" for SUNY ESF's Roosevelt *Wildlife Station*	40	3
1	June 14, 2013	Northern Lights School	End of Year school picnic	50	3
1	June 20, 2013	John Brown Lives!	North Country Human Trafficking Task Force meeting	40	3
1	June 21, 2013	North Country Behavioral Health Network	Annual meeting	28	3
1	June 22, 2013	Cornell Cooperative Extension 4-H	Wild Edibles	15	3
1	June 23, 2013	Cornell Cooperative Extension - Essex Co	Mtg of all agricultural educators from Clinton, Essex, Franklin, Jefferson, Le	25	3
1	June 26, 2013	Mountain Lakes Services	Agency/Family meeting re impending changes in services	12	3
1	June 28, 2013	Natural History Museum of the Adks "Wild Center"	Educational seminar	50	3
1	June 28, 2013	ACT	Tech in Schools coalition (Wild Center, ACT, Adk Action)	10	1
1	June 28, 2013	ABC Fund at ACT (Adirondack Business Creators)	ABC meeting	8	1
1	July 7, 2013	John Brown Lives!	Conversation after Timbuctoo archaeological site visit w/Dr Hadley Kruccek	6	1
1	July 11, 2013	Planned Parenthood	Gala honoring Dorothy Federman	185	3
1	July 12, 2013	Adirondack Health Foundation	Board retreat	15	3
1	July 15, 2013	North Country Public Radio	Regional news aggregation site	15	3
1	July 22, 2013	ACT	ACT and Ironman Foundation meeting	8	1
1	July 25, 2013	ACT	ACT / Northern Forest Center meeting	7	1
1	July 25, 2013	ACT	ACT / ABC meeting	36	3
1	July 26, 2013	Adirondack Rails Trails Association (ARTA)	*Celebration and Rally for ARTA Members*	175	3
1	July 27, 2013	Cornell Cooperative Extension - Franklin Co	Truly Wild	12	1
1	June 28, 2013	Wild Center	Educational seminar	50	3
1	July 30, 2013	Lake Placid Sinfonietta	Reception for Sinfonietta members and supporters	80	3
1	August 3, 2013	The Nature Conservancy	Annual meeting and reception	100	3
1	August 8, 2013	ANCA	Board and staff retreat	17	2
1	August 9, 2013	ANCA	Board and staff retreat	18	2
1	Aug 12-16, 2013	ACT	ACT *annual audit*	10	5
1	August 15, 2013	Trudeau Institute	Prospective donor cultivation event	30	3
1	August 21, 2013	Adirondack Community Housing Trust	Annual board meeting	7	3
1	August 22, 2013	American Red Cross, North Country Chapter	FY14 Planning retreat for board of directors and advisory council	24	3
1	August 23, 2013	ACT	ACT Board and Advisory Council meeting	40	3
1	August 24, 2013	Reason2Smile	Board meeting	8	3
1	September 2-5, 2013	ACT	ACT Auditors	8	4
1	September 4, 2013	Northwood School	*Alumni Office retreat*	5	1

Henry II & Mildred A. Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year: 2013

	Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
1	September 4, 2013	ACT	ACT / NCREDC meeting	6	1
1	September 6, 2013	ACT	North Country Regional Economic Development Council (NCREDC) lunch	6	1
1	September 12, 2013	ACT	ACT lunch	4	1
1	September 13, 2013	North Country Chamber of Commerce (NCREDC)	NCREDC Writing Team meeting	13	1
1	September 14, 2013	Tri-Lakes Humane Society Saranac Lake	Fall Pawtay Fund-raiser for TLHS	75	3
1	September 16, 2013	ACT and Uihlein-Ironman Sports Fund of Lake Placid	UISFLP Advisory Council meeting to review applications	6	1
1	September 16, 2013	Outdoor Writers of America Association	Shooting event for media	150	3
1	September 26, 2013	Lake Placid - North Elba Historical Society	Mini-retreat for board members	17	3
1	September 26, 2013	ACT	Mountain Lakes Academy meeting	4	1
1	September 27, 2013	ACT	Common Ground Alliance Core Team meeting	14	3
1	September 29, 2013	ACT and Uihlein-Ironman Sports Fund of Lake Placid	Annual awards ceremony	30	3
1	September 30, 2013	Future Generations School	Presentations on Saranac Lake Community Store vs Walmart	17	3
1	September 30, 2013	ACT	ACT Advisory Council and Board thank-you lunch for Charlie	8	1
1	October 5, 2013	Reason2Smile	Family Fun Day with hike at Henry's Woods and Barbecue	25	3
1	October 9, 2013	Mountain Lakes Services	Family Forum and Managers' Meeting	24	3
1	October 10, 2013	ACT	ACT donor meetings	5	1
1	October 11, 2013	ACT	ACT board meeting and donor meetings	35	3
1	October 16, 2013	Connecting Youth to Community (CYC)	CYC Annual Meeting	20	3
1	October 17, 2013	North Country Behavioral Health Network	Franklin Essex Housing Coalition Meeting	18	3
1	October 19, 2013	John Brown Lives!	Board meeting	6	1
1	October 22, 2013	Lake Placid - North Elba Historical Society	Board meeting	18	3
1	October 30, 2013	ACT	ACT Auditor meeting	6	1
1	November 8, 2013	ACAP, Inc Head Start / Early Head Start	Head Start Training	15	3
1	November 14, 2013	Crary Education Fund	School counselor lunch for scholarship award process	12	3
1	November 20, 2013	Mountain Lakes Services	Staff meetings and family forum	23	3
1	November 22, 2013	Adirondack Foundation (formerly ACT)	AF and SL (Saranac Lake) Homeless Shelter meeting	5	2
1	December 7, 2013	John Brown Lives!	Board meeting	8	1
1	December 14, 2013	Trudeau Institute	Prospective donor cultivation event	65	3
1	December 17, 2013	Mountain Lakes Services	Agency/Family meeting re impending changes in services	18	3
1	Dec 19 & 30, 2013	Lake Placid Land Conservancy	Interviews to fill Executive Director position	8	2
113	Total Events Held		Total Use Days		261
			Total Attendance	2586	

Heaven Hill Charitable Events 2013 xls
Compiled by Eleonore Wotherspoon
Last updated August 4, 2014

Key to acronyms:

ACT	Adirondack Community Trust
ANCA	Adirondack North Country Association
ESF	State University of New York (SUNY) Environmental Science and Forestry
LPEC	Lake Placid Essex County

Henry II & Mildred A. Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year: 2013

Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
NYSERDA	New York State Energy Research & Development Agency			
AWISH	A World Institute for Sustainable Humanity			
NCREDC	North Country Regional Economic Development Council			

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868***

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs.gov/efile and click on e-file for Charities & Nonprofits

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION	Employer identification number (EIN) or 39-1322495
	Number, street, and room or suite no. If a P.O. box, see instructions. HEAVEN HILL FARM, 302 BEAR CUB LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LAKE PLACID, NY 12946	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DWAYNE JOHNSON & ASSOCIATES W233 N2080 RIDGEVIEW PKWY, STE 301 - WAUKESHA , WI 53188

Telephone No. ▶ (262) 522-4136 Fax No. ▶ (262) 544-4866

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ____________ , and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 15,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 15,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

Employer identification number (EIN) or
39-1322495

Number, street, and room or suite no. If a P.O. box, see instructions.
HEAVEN HILL FARM, 302 BEAR CUB LANE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
LAKE PLACID, NY 12946

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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Telephone No. ▶ (262) 522-4136 Fax No. ▶ (262) 544-4866

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______________, and ending ______________.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 15,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 15,000.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/6/14