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**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation**2013**

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

HARLEY-DAVIDSON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

3700 WEST JUNEAU AVENUE

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

MILWAUKEE, WI 53208

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) ▶ \$ 26,647,510

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

A Employer identification number

39-1769946

B Telephone number (see instructions)

414-343-4680

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

2014  
Revenue

Operating and Administrative Expenses

- 1 Contributions, gifts, grants, etc., received (attach schedule) 2,500,061
- 2 Check ☐ if the foundation is not required to attach Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities 757,853
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 684,389
- b Gross sales price for all assets on line 6a 9,860,578
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain 684,389
- 9 Income modifications
- 10a Gross sales less returns and allowances
- b Less: Cost of goods sold
- c Gross profit or (loss) (attach schedule) 0
- 11 Other income (attach schedule) 20,466
- 12 Total. Add lines 1 through 11 7,962,769

- 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)
- c Other professional fees (attach schedule) 107,039
- 17 Interest 107,039
- 18 Taxes (attach schedule) (see instructions) 84,009
- 19 Depreciation (attach schedule) and depletion 84,009
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule)
- 24 Total operating and administrative expenses. Add lines 13 through 23 191,048
- 25 Contributions, gifts, grants paid 3,182,388
- 26 Total expenses and disbursements. Add lines 24 and 25 3,373,436

- 27 Subtract line 26 from line 12:
- a Excess of revenue over expenses and disbursements 589,333
- b Net investment income (if negative, enter -0-) 1,271,660
- c Adjusted net income (if negative, enter -0-) 0

| <b>Part II Balance Sheets</b>      |                                                                                                                                                | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year    |                       |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                    |                                                                                                                                                |                                                                                                                    | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                      | 1- Cash—non-interest-bearing . . . . .                                                                                                         |                                                                                                                    | 932,201           | 616,092        | 616,092               |
|                                    | 2 Savings and temporary cash investments . . . . .                                                                                             |                                                                                                                    |                   |                |                       |
|                                    | 3 Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                             |                                                                                                                    |                   |                |                       |
|                                    | 4 Pledges receivable ▶<br>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) ▶<br>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) . . . . .                                                                                      |                                                                                                                    |                   |                |                       |
|                                    | c Investments—corporate bonds (attach schedule) . . . . .                                                                                      |                                                                                                                    |                   |                |                       |
|                                    | 11 Investments—land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                                   |                                                                                                                    |                   |                |                       |
|                                    | 12 Investments—mortgage loans . . . . .                                                                                                        |                                                                                                                    |                   |                |                       |
|                                    | 13 Investments—other (attach schedule) . . . . .                                                                                               |                                                                                                                    | 23,675,372        | 24,246,284     | 26,031,418            |
|                                    | 14 Land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                                               |                                                                                                                    |                   |                |                       |
| <b>Liabilities</b>                 | 15 Other assets (describe ▶ )                                                                                                                  |                                                                                                                    |                   |                |                       |
|                                    | 16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .                                |                                                                                                                    | 24,607,573        | 24,862,376     | 26,647,510            |
|                                    | 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) . . . . .                                                                               |                                                                                                                    |                   |                |                       |
| <b>Net Assets or Fund Balances</b> | 22 Other liabilities (describe ▶ )                                                                                                             |                                                                                                                    |                   |                |                       |
|                                    | 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                                |                                                                                                                    | 0                 | 0              |                       |
|                                    | <b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                    |                   |                |                       |
|                                    | 24 Unrestricted . . . . .                                                                                                                      |                                                                                                                    |                   |                |                       |
|                                    | 25 Temporarily restricted . . . . .                                                                                                            |                                                                                                                    |                   |                |                       |
|                                    | 26 Permanently restricted . . . . .                                                                                                            |                                                                                                                    |                   |                |                       |
|                                    | <b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/></b><br><b>and complete lines 27 through 31.</b>              |                                                                                                                    |                   |                |                       |
|                                    | 27 Capital stock, trust principal, or current funds . . . . .                                                                                  |                                                                                                                    | 24,607,573        | 24,862,376     |                       |
|                                    | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                                                                               |                                                                                                                    |                   |                |                       |
|                                    | 29 Retained earnings, accumulated income, endowment, or other funds                                                                            |                                                                                                                    |                   |                |                       |
|                                    | 30 <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                                       |                                                                                                                    | 24,607,573        | 24,862,376     |                       |
|                                    | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                          |                                                                                                                    | 24,607,573        | 24,862,376     |                       |

**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) . . . . . | <b>1</b> | 24,607,573 |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                       | <b>2</b> | 589,333    |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                                 | <b>3</b> |            |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                    | <b>4</b> | 25,196,906 |
| 5 Decreases not included in line 2 (itemize) ▶ <u>OTHER</u>                                                                                                          | <b>5</b> | 334,530    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | <b>6</b> | 24,862,376 |

**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<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo., day, yr.)                                                            | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|
| <b>1a</b> PLEASE SEE ATTACHED                                                                                                                                                                             |                                            | P                                               | VARIOUS                                                                                         | VARIOUS                          |
| <b>b</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| (e) Gross sales price                                                                                                                                                                                     | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                  |
| <b>a</b> 9,860,578                                                                                                                                                                                        |                                            | 9,176,189                                       | 684,389                                                                                         |                                  |
| <b>b</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                               |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |
| (i) FMV as of 12/31/69                                                                                                                                                                                    | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |                                  |
| <b>a</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>b</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                |                                            | <b>2</b>                                        | 684,389                                                                                         |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 |                                            | <b>3</b>                                        | 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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                           | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2012                                                                                                                                                                                                                           | 2,501,385                                | 22,429,507                                   | 0.1115                                                      |
| 2011                                                                                                                                                                                                                           | 2,498,923                                | 21,962,047                                   | 0.1138                                                      |
| 2010                                                                                                                                                                                                                           | 2,365,881                                | 21,599,726                                   | 0.1095                                                      |
| 2009                                                                                                                                                                                                                           | 2,297,217                                | 20,707,852                                   | 0.1109                                                      |
| 2008                                                                                                                                                                                                                           | 3,025,724                                | 22,875,305                                   | 0.1323                                                      |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                           |                                          | <b>2</b>                                     | 0.5780                                                      |
| <b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                         |                                          | <b>3</b>                                     | .1156                                                       |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5                                                                                                                                          |                                          | <b>4</b>                                     | 24,540,083                                                  |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                             |                                          | <b>5</b>                                     | 2,836,834                                                   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            |                                          | <b>6</b>                                     | 12,717                                                      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                     |                                          | <b>7</b>                                     | 2,849,551                                                   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions. |                                          | <b>8</b>                                     | 3,182,388                                                   |

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

|           |                                                                                                                                                                                                                                    |           |        |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |           |        |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                         | <b>1</b>  | 12,717 |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                                                                                            |           |        |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                                                                                           | <b>2</b>  |        |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                                  | <b>3</b>  | 12,717 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                                                                                         | <b>4</b>  |        |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                     | <b>5</b>  | 12,717 |
| <b>6</b>  | Credits/Payments.                                                                                                                                                                                                                  |           |        |
| <b>a</b>  | 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                                                                                  | <b>6a</b> | 54,002 |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                                                | <b>6b</b> |        |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                | <b>6c</b> |        |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                            | <b>6d</b> |        |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                | <b>7</b>  | 54,002 |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                           | <b>8</b>  |        |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                        | <b>9</b>  | 0      |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                            | <b>10</b> | 41,285 |
| <b>11</b> | Enter the amount of line 10 to be. <b>Credited to 2014 estimated tax</b> 41,285 <b>Refunded</b>                                                                                                                                    | <b>11</b> | 0      |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                             | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                              |     | X  |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br><i>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.</i> |     | X  |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                        |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0                                                                                                                                                                             |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0                                                                                                                                                                                                        |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                               |     | X  |
| <b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>                                                                                                                  |     | X  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                       |     | X  |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? N/A                                                                                                                                                                                                                                                                        |     |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                                         |     | X  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                 | X   |    |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>                                                                                                                                                                                                           | X   |    |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>WISCONSIN                                                                                                                                                                                                                                 |     |    |
| <b>b</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? <i>If "No," attach explanation</i>                                                                                                                                 | X   |    |
| <b>9</b> 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)? <i>If "Yes," complete Part XIV</i>                                                                                        |     | X  |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>                                                                                                                                                                                                         |     | X  |

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

|           |                                                                                                                                                                                          |           |   |   |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---|---|
| <b>11</b> | 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)  | <b>11</b> |   | X |
| <b>12</b> | 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) | <b>12</b> |   | X |
| <b>13</b> | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                      | <b>13</b> | X |   |

Website address ► www.harley-davidson.com/en\_US/Content/Pages/Company/Sustainability/Foundation/foundation.html

The books are in care of ► CYNTHIA A. ROOKS Telephone no. ► 414-343-4769

Located at ► 3700 WEST JUNEAU AVE., MILWAUKEE, WI ZIP+4 ► 53208

**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

**16** At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** Yes No X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                             |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                     |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                         |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                               |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                      |     |    |
| (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                            |     |    |
| <b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? N/A <input type="checkbox"/> <b>1b</b>                                                                                                                                                                                                                                            |     |    |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |
| <b>c</b> 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? <b>1c</b>                                                                                                                                                                                                                                                                                                             |     | X  |
| <b>2</b> 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)):                                                                                                                                                                                                                                                                                                                                |     |    |
| <b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► 20____, 20____, 20____, 20____                                                                                                                                                                                                                            |     |    |
| <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.) N/A <b>2b</b>                                                                                                                                                                           |     |    |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.<br>► 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                   |     |    |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                               |     |    |
| <b>b</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 <b>3b</b> |     |    |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>                                                                                                                                                                                                                                                                                                                                                                                    |     | X  |
| <b>b</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? <b>4b</b>                                                                                                                                                                                                                                                                   |     | X  |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**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?

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**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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| PLEASE SEE ATTACHED  |                                                           | 0                                         | 0                                                                     | 0                                     |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

**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 (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000                     | (b) Type of service            | (c) Compensation |
|---------------------------------------------------------------------------------|--------------------------------|------------------|
| BAIRD INVESTMENT MANAGEMENT SERVICES                                            | INVESTMENT MANAGEMENT SERVICES | 106,940          |
|                                                                                 |                                |                  |
|                                                                                 |                                |                  |
|                                                                                 |                                |                  |
|                                                                                 |                                |                  |
|                                                                                 |                                |                  |
| <b>Total number of others receiving over \$50,000 for professional services</b> |                                | <b>0</b>         |

**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 |
|------------------------------------------|----------|
| <b>1</b> NO DIRECT CHARITABLE ACTIVITIES |          |
| <b>2</b>                                 |          |
| <b>3</b>                                 |          |
| <b>4</b>                                 |          |

**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   |
|-----------------------------------------------------------|----------|
| <b>1</b> THE FOUNDATION HAS NO PROGRAM RELATED INVESTMENT |          |
| <b>2</b>                                                  | 0        |
| All other program-related investments See instructions    |          |
| <b>3</b>                                                  |          |
| <b>Total.</b> Add lines 1 through 3                       | <b>0</b> |

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

|          |                                                                                                             |           |            |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 24,913,790 |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> |            |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> |            |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 24,913,790 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).  | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |            |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 24,913,790 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | <b>4</b>  | 373,707    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 24,540,083 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 1,227,004  |

**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.)

|           |                                                                                                           |           |           |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 1,227,004 |
| <b>2a</b> | Tax on investment income for 2013 from Part VI, line 5                                                    | <b>2a</b> | 12,717    |
| <b>b</b>  | Income tax for 2013 (This does not include the tax from Part VI.)                                         | <b>2b</b> |           |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 12,717    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,214,287 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |           |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 1,214,287 |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |           |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,214,287 |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |           |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |           |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                          | <b>1a</b> | 3,182,388 |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                     | <b>1b</b> |           |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |           |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |           |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |           |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |           |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 3,182,388 |
| <b>5</b> | 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) | <b>5</b>  | 12,717    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 3,169,671 |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 1,214,287   |
| <b>2</b> Undistributed income, if any, as of the end of 2013:                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2012 only . . . . .                                                                                                                                               |               |                            | 0           |             |
| <b>b</b> Total for prior years 20____, 20____, 20____ . . . . .                                                                                                                             |               | 0                          |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2013:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2008 . . . . .                                                                                                                                                                | 1,892,409     |                            |             |             |
| <b>b</b> From 2009 . . . . .                                                                                                                                                                | 1,269,380     |                            |             |             |
| <b>c</b> From 2010 . . . . .                                                                                                                                                                | 1,302,083     |                            |             |             |
| <b>d</b> From 2011 . . . . .                                                                                                                                                                | 1,424,225     |                            |             |             |
| <b>e</b> From 2012 . . . . .                                                                                                                                                                | 1,380,501     |                            |             |             |
| <b>f</b> <b>Total</b> of lines 3a through e . . . . .                                                                                                                                       | 7,268,598     |                            |             |             |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 3,182,388                                                                                                            |               |                            |             |             |
| <b>a</b> Applied to 2012, but not more than line 2a . . . . .                                                                                                                               |               |                            | 0           |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .                                                                                      |               | 0                          |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .                                                                                              | 0             |                            |             |             |
| <b>d</b> Applied to 2013 distributable amount . . . . .                                                                                                                                     |               |                            |             | 1,214,287   |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | 1,968,101     |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)                                                  |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        | 9,236,699     |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | 0                          |             |             |
| <b>c</b> 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                          |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .                                                                                                           |               | 0                          |             |             |
| <b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .                                                                            |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .                                                              |               |                            |             | 0           |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | 0             |                            |             |             |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | 1,892,409     |                            |             |             |
| <b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .                                                                                       | 7,344,290     |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2009 . . . . .                                                                                                                                                         | 1,269,380     |                            |             |             |
| <b>b</b> Excess from 2010 . . . . .                                                                                                                                                         | 1,302,083     |                            |             |             |
| <b>c</b> Excess from 2011 . . . . .                                                                                                                                                         | 1,424,225     |                            |             |             |
| <b>d</b> Excess from 2012 . . . . .                                                                                                                                                         | 1,380,501     |                            |             |             |
| <b>e</b> Excess from 2013 . . . . .                                                                                                                                                         | 1,968,101     |                            |             |             |

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

**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 . . . . . N/A

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

|                                                                                                                                                                    | Tax year | Prior 3 years |          |          | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                                    | (a) 2013 | (b) 2012      | (c) 2011 | (d) 2010 |           |
| <b>2a</b> 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>b</b> 85% of line 2a . . . . .                                                                                                                                  | 0        | 0             | 0        | 0        | 0         |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             |          |               |          |          | 0         |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           |          |               |          |          | 0         |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   | 0        | 0             | 0        | 0        | 0         |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon.                                                                                                |          |               |          |          |           |
| <b>a</b> "Assets" alternative test—enter:                                                                                                                          |          |               |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                           |          |               |          |          | 0         |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |          |               |          |          | 0         |
| <b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                                |          |               |          |          | 0         |
| <b>c</b> "Support" alternative test—enter:                                                                                                                         |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |          |               |          |          | 0         |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |          |               |          |          | 0         |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                         |          |               |          |          | 0         |
| <b>(4)</b> 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).)

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.

MARY ANN MARTINY PHONE.414-343-4001, 3700 WEST JUNEAU AVENUE, MILWAUKEE, WI 53208

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

DONOR FORUM OF WISCONSIN COMMON APPLICATION FORM

- c** Any submission deadlines:

MARCH 7, 2014, JULY 11, 2014, OCTOBER 10, 2014, DECEMBER 12, 2014

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

MAJORITY OF FUNDING IS FOR PROJECT PROGRAM SUPPORT IN WISCONSIN, PENNSYLVANIA, MISSOURI, AND ARIZONA.

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

| Recipient                                                       | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)                             |                                                                                                           |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i><br><br>PLEASE SEE ATTACHED |                                                                                                           |                                |                                  | 3,182,388 |
| <b>Total</b>                                                    |                                                                                                           |                                | <b>3a</b>                        | 3,182,388 |
| <b>b</b> <i>Approved for future payment</i><br><br>NONE         |                                                                                                           |                                |                                  | 0         |
| <b>Total</b>                                                    |                                                                                                           |                                | <b>3b</b>                        | 0         |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated             |                      | Unrelated business income |                       | Excluded by section 512, 513, or 514 |                                                                   |
|------------------------------------------------------------|----------------------|---------------------------|-----------------------|--------------------------------------|-------------------------------------------------------------------|
|                                                            | (a)<br>Business code | (b)<br>Amount             | (c)<br>Exclusion code | (d)<br>Amount                        | (e)<br>Related or exempt<br>function income<br>(See instructions) |
| 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       |                      |                           |                       |                                      |                                                                   |
| 4 Dividends and interest from securities                   |                      |                           | 14                    | 757,853                              |                                                                   |
| 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 |                      |                           | 14                    | 684,389                              |                                                                   |
| 9 Net income or (loss) from special events                 |                      |                           |                       |                                      |                                                                   |
| 10 Gross profit or (loss) from sales of inventory          |                      |                           |                       |                                      |                                                                   |
| 11 Other revenue: a INVESTMENT INCOME                      |                      |                           | 14                    | 466                                  |                                                                   |
| b RETURNED GRANTS                                          |                      |                           | 14                    | 20,000                               |                                                                   |
| c                                                          |                      |                           |                       |                                      |                                                                   |
| d                                                          |                      |                           |                       |                                      |                                                                   |
| e                                                          |                      |                           |                       |                                      |                                                                   |
| 12 Subtotal. Add columns (b), (d), and (e)                 |                      | 0                         |                       | 1,462,708                            | 0                                                                 |
| 13 Total. Add line 12, columns (b), (d), and (e)           |                      |                           |                       | 13                                   | 1,462,708                                                         |

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- |   |                                                                                                                                                                                                                                                                                                                                                                                              |       |     |    |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |       | Yes | No |
|   |                                                                                                                                                                                                                                                                                                                                                                                              |       |     |    |
| 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. |       |     |    |

[illegible]

- 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                      | N/A                      | 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.

Cynthia A. Books  
Signature of officer or trustee

5/9/14  
Date

ASSISTANT TREASURER  
Title

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

**Paid  
Preparer  
Use Only**

Pnnt/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

**2013**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**

HARLEY-DAVIDSON FOUNDATION, INC.

**Employer identification number**

39-1769946

**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

|                                                                 |                                                     |
|-----------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>HARLEY-DAVIDSON FOUNDATION, INC. | <b>Employer identification number</b><br>39-1769946 |
|-----------------------------------------------------------------|-----------------------------------------------------|

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                        |
|------------|---------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | HARLEY-DAVIDSON CREDIT CORP.<br><br>222 W. ADAMS STREET SUITE 2000<br><br>CHICAGO, IL 60606 | \$ 2,500,000               | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |                                                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |

|                                                                 |                                                     |
|-----------------------------------------------------------------|-----------------------------------------------------|
| Name of organization<br><b>HARLEY-DAVIDSON FOUNDATION, INC.</b> | Employer identification number<br><b>39-1769946</b> |
|-----------------------------------------------------------------|-----------------------------------------------------|

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| 1                         | N/A                                          |                                                |                      |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |                                              | \$                                             |                      |

Name of organization

HARLEY-DAVIDSON FOUNDATION, INC.

Employer identification number

39-1769946

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
|-----------------------------------------|-------------------------|------------------------------------------|-------------------------------------|
| -----                                   | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
| -----                                   | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
| -----                                   | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |
| (a) No.<br>from<br>Part I               | (b) Purpose of gift     | (c) Use of gift                          | (d) Description of how gift is held |
| -----                                   | -----<br>-----<br>----- | -----<br>-----<br>-----                  | -----<br>-----<br>-----             |
| <b>(e) Transfer of gift</b>             |                         |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |                                     |
| -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |                                     |

HARLEY-DAVIDSON FOUNDATION, INC.  
TAX YEAR ENDED 12/31/13  
FORM 990-PF  
PART I, LINE 1 : CONTRIBUTIONS, GIFTS, GRANTS

EIN : 39-1769946

|                                              | <u>Amount<br/>Received</u> |
|----------------------------------------------|----------------------------|
| Harley-Davidson Credit Corp.                 | 2,500,000                  |
| Other                                        | 61                         |
| Total Contributions Received, Part I, Line 1 | <u>\$ 2,500,061</u>        |

**HARLEY-DAVIDSON FOUNDATION, INC.**  
**TAX YEAR ENDED 12/31/13**  
**FORM 990-PF**  
**PART I, LINE 11 : OTHER INCOME**

EIN : 39-1769946

| <u>DESCRIPTION</u>       | <u>INCOME<br/>PER BOOKS</u> | <u>NET INVESTMENT<br/>INCOME</u> |
|--------------------------|-----------------------------|----------------------------------|
| Investment Income (Loss) | 466                         | 466                              |
| Returned Grants          | \$ 20,000                   | \$ 20,000                        |
| <b>TOTAL LINE 11</b>     | <u><u>\$ 20,466</u></u>     | <u><u>\$ 20,466</u></u>          |

HARLEY-DAVIDSON FOUNDATION, INC.

TAX YEAR ENDED 12/31/13

FORM 990-PF

PART I, LINE 16 ( C ) : OTHER PROFESSIONAL FEES

EIN : 39-1769946

| <u>DESCRIPTION</u>  | <u>EXPENSES</u><br><u>PER BOOKS</u> | <u>NET INVESTMENT</u><br><u>INCOME</u> |
|---------------------|-------------------------------------|----------------------------------------|
| Clery Gull Fees     | \$ 99                               | \$ 99                                  |
| Baird Trustee Fees  | \$ 106,940                          | \$ 106,940                             |
| TOTAL LINE 16 ( C ) | <u>\$ 107,039</u>                   | <u>\$ 107,039</u>                      |

**HARLEY-DAVIDSON FOUNDATION, INC.**  
**TAX YEAR ENDED 12/31/13**  
**FORM 990-PF**  
**PART I, LINE 18 : TAXES**

EIN : 39-1769946

| <u>DESCRIPTION</u>              | <u>EXPENSES<br/>PER BOOKS</u> | <u>NET INVESTMENT<br/>INCOME</u> |
|---------------------------------|-------------------------------|----------------------------------|
| Foreign Dividend Taxes Withheld | \$ 4,009                      | \$ 4,009                         |
| Federal Income Tax              | 80,000                        | 80,000                           |
| TOTAL LINE 18                   | <u>\$ 84,009</u>              | <u>\$ 84,009</u>                 |

HARLEY-DAVIDSON FOUNDATION, INC.  
TAX YEAR ENDED 12/31/13  
FORM 990-PF  
PART II, LINE 13 : INVESTMENTS - OTHER

EIN : 39-1769946

| <u>DESCRIPTION</u> | <u>BOOK VALUE</u> | <u>MARKET VALUE</u> |
|--------------------|-------------------|---------------------|
| Baird              | \$ 24,246,284     | \$ 26,031,418       |

HARLEY-DAVIDSON FOUNDATION, INC.  
TAX YEAR ENDED 12/31/13  
FORM 990-PF  
PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES

| Quantity | Description                        | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|------------------------------------|-------------|------------|----------------|------------|----------------|
| 20       | Affiliated Mgrs Grp Inc            | 5/24/2013   | 8/16/2013  | 3,507          | 3,235      | 272            |
| 15       | Affiliated Mgrs Grp Inc            | 5/24/2013   | 8/20/2013  | 2,618          | 2,426      | 192            |
| 20       | Affiliated Mgrs Grp Inc            | 5/24/2013   | 8/20/2013  | 3,539          | 3,235      | 304            |
| 20       | Affiliated Mgrs Grp Inc            | 5/24/2013   | 8/21/2013  | 3,504          | 3,235      | 269            |
| 35       | Affiliated Mgrs Grp Inc            | 5/24/2013   | 8/22/2013  | 6,157          | 5,661      | 496            |
| 100      | Broadridge Financial               | 5/24/2013   | 11/7/2013  | 3,852          | 2,737      | 1,115          |
| 60       | Broadridge Financial               | 5/24/2013   | 12/10/2013 | 2,284          | 1,642      | 642            |
| 25       | Centene Corp Del                   | 5/24/2013   | 7/10/2013  | 1,355          | 1,257      | 98             |
| 30       | Centene Corp Del                   | 5/24/2013   | 7/24/2013  | 1,770          | 1,508      | 262            |
| 10       | Centene Corp Del                   | 5/24/2013   | 10/11/2013 | 644            | 503        | 142            |
| 45       | Chicago Brdg& Iron NY Reg          | 5/24/2013   | 12/26/2013 | 3,671          | 2,812      | 860            |
| 40       | Columbia Sportswear Co             | 5/24/2013   | 7/9/2013   | 2,544          | 2,370      | 174            |
| 90       | Columbia Sportswear Co             | 5/24/2013   | 7/26/2013  | 5,813          | 5,333      | 480            |
| 100      | Columbia Sportswear Co             | 5/24/2013   | 8/15/2013  | 5,877          | 5,925      | (48)           |
| 20       | Flowserve Corp                     | 5/24/2013   | 12/26/2013 | 1,519          | 1,129      | 391            |
| 85       | Nordson Corp                       | 5/24/2013   | 8/15/2013  | 5,954          | 5,770      | 184            |
| 85       | Nordson Corp                       | 5/24/2013   | 10/29/2013 | 6,177          | 5,770      | 407            |
| 5        | Oge Energy Corp                    | 5/24/2013   | 7/9/2013   | 160            | 174        | (14)           |
| 30       | Oge Energy Corp                    | 5/24/2013   | 7/10/2013  | 1,034          | 1,042      | (8)            |
| 35       | Oge Energy Corp                    | 5/24/2013   | 11/6/2013  | 1,310          | 1,216      | 94             |
| 25       | Pentair Ltd                        | 5/24/2013   | 12/26/2013 | 1,909          | 1,438      | 471            |
| 45       | Safeway Inc New                    | 5/24/2013   | 7/18/2013  | 1,150          | 1,042      | 109            |
| 60       | Safeway Inc New                    | 5/24/2013   | 9/17/2013  | 1,815          | 1,389      | 426            |
| 120      | Safeway Inc New                    | 5/24/2013   | 9/24/2013  | 3,866          | 2,778      | 1,088          |
| 215      | Smithfield Foods Inc               | 5/24/2013   | 5/29/2013  | 7,200          | 5,581      | 1,619          |
| 190      | Smithfield Foods Inc               | 5/24/2013   | 5/31/2013  | 6,244          | 4,932      | 1,311          |
| 185      | Smithfield Foods Inc               | 5/24/2013   | 6/6/2013   | 6,060          | 4,803      | 1,258          |
| 35       | Thor Industries, Inc               | 5/24/2013   | 6/10/2013  | 1,639          | 1,442      | 197            |
| 30       | Thor Industries, Inc               | 5/24/2013   | 7/10/2013  | 1,511          | 1,236      | 275            |
| 50       | Trinity Industries, Inc            | 5/24/2013   | 9/10/2013  | 2,251          | 2,061      | 191            |
| 75       | Trinity Industries, Inc            | 5/24/2013   | 12/26/2013 | 4,155          | 3,091      | 1,064          |
| 69       | 880208400 TEMPLE GLB BD ADVS       | 11/1/2011   | 5/13/2013  | 941            | 926        | 15             |
| 35       | 56418H100 MANPOWERGROUP INC        | 9/10/2012   | 10/23/2013 | 2,714          | 1,418      | 1,296          |
| 449      | 436440101 HOLOGIC INC              | VARIOUS     | 11/26/2013 | 10,050         | 8,969      | 1,080          |
| 25       | 099724106 BORG WARNER INC          | 4/4/2012    | 10/23/2013 | 2,611          | 2,107      | 504            |
| 65       | 194014106 COLFAX CORP              | 4/4/2012    | 5/21/2013  | 3,230          | 2,198      | 1,033          |
| 160      | G4918T108 INVESCO LTD SHS          | 6/25/2012   | 5/22/2013  | 5,438          | 3,400      | 2,038          |
| 70       | 009363102 AIRGAS INC               | 4/4/2012    | 3/15/2013  | 7,183          | 6,268      | 915            |
| 410      | 125896100 CMS ENERGY CORP          | 4/4/2012    | 10/1/2013  | 10,802         | 9,135      | 1,668          |
| 70       | 958102105 WESTERN DIGITAL CORP     | VARIOUS     | 5/8/2013   | 4,135          | 2,045      | 2,090          |
| 380      | G4918T108 INVESCO LTD SHS          | 4/4/2012    | 5/22/2013  | 12,916         | 9,899      | 3,017          |
| 55       | 899896104 TUPPERWARE BRANDS CORP   | 4/4/2012    | 4/23/2013  | 4,560          | 3,441      | 1,119          |
| 180      | 249030107 DENTSPLY INTL INC NEW    | VARIOUS     | 10/1/2013  | 7,811          | 7,070      | 741            |
| 140      | 958102105 WESTERN DIGITAL CORP     | 6/25/2012   | 5/31/2013  | 8,923          | 4,050      | 4,873          |
| 45       | 073302101 BE AEROSPACE INC         | VARIOUS     | 4/26/2013  | 2,764          | 1,823      | 942            |
| 55       | 60871R209 MOLSON COORS BREWNG CL B | 6/25/2012   | 5/15/2013  | 2,800          | 2,159      | 641            |
| 170      | 001084102 AGCO CORP                | VARIOUS     | 7/9/2013   | 8,951          | 7,609      | 1,341          |
| 90       | 337738108 FISERV INC               | 4/4/2012    | 10/2/2013  | 9,118          | 6,242      | 2,877          |
| 35       | 073302101 BE AEROSPACE INC         | 11/4/2010   | 11/5/2013  | 2,900          | 1,307      | 1,593          |
| 40       | 832696405 SMUCKER JM COMPANY NEW   | 4/4/2012    | 4/25/2013  | 4,089          | 3,247      | 842            |
| 95       | 887389104 TIMKEN COMPANY           | 4/4/2012    | 6/28/2013  | 5,411          | 4,869      | 542            |
| 55       | 56418H100 MANPOWERGROUP INC        | 9/10/2012   | 7/15/2013  | 3,277          | 2,229      | 1,049          |
| 140      | 184496107 CLEAN HARBORS INC        | 7/30/2013   | 11/13/2013 | 7,763          | 7,897      | (134)          |
| 125      | 307000109 FAMILY DOLLAR STORES INC | 8/31/2012   | 5/8/2013   | 7,943          | 7,972      | (29)           |
| 65       | G81276100 SIGNET JEWELERS LTD      | 4/4/2012    | 9/23/2013  | 4,605          | 3,122      | 1,483          |
| 65       | G81276100 SIGNET JEWELERS LTD      | 4/4/2012    | 9/16/2013  | 4,519          | 3,122      | 1,397          |
| 225      | G0692U109 AXIS CAPITAL HLDGS LTD   | 4/4/2012    | 7/29/2013  | 10,198         | 7,571      | 2,627          |
| 110      | 521865204 LEAR CORP NEW            | 4/4/2012    | 8/23/2013  | 7,842          | 5,036      | 2,806          |
| 20       | 716768106 PETSMART INC             | 6/25/2012   | 9/16/2013  | 1,457          | 1,321      | 136            |
| 160      | 695156109 PACKAGING CORP OF AMER   | VARIOUS     | 10/9/2013  | 9,025          | 4,552      | 4,473          |
| 190      | G0692U109 AXIS CAPITAL HLDGS LTD   | VARIOUS     | 10/1/2013  | 8,319          | 6,286      | 2,033          |

## HARLEY-DAVIDSON FOUNDATION, INC.

TAX YEAR ENDED 12/31/13

FORM 990-PF

## PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES

| Quantity | Description                        | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|------------------------------------|-------------|------------|----------------|------------|----------------|
| 130      | 125896100 CMS ENERGY CORP          | 4/4/2012    | 4/25/2013  | 3,805          | 2,896      | 909            |
| 180      | 512807108 LAM RESEARCH CORPORATION | VARIOUS     | 10/15/2013 | 9,464          | 7,423      | 2,042          |
| 300      | 903914109 ULTRA PETROLEUM CORP     | 9/14/2012   | 7/5/2013   | 5,860          | 7,184      | (1,324)        |
| 215      | 37940X102 GLOBAL PAYMENTS INC      | 4/4/2012    | 7/29/2013  | 9,791          | 9,957      | (166)          |
| 5        | 073302101 BE AEROSPACE INC         | 11/4/2010   | 4/26/2013  | 307            | 187        | 120            |
| 180      | 60871R209 MOLSON COORS BREWNG CL B | 4/4/2012    | 4/30/2013  | 9,205          | 7,556      | 1,649          |
| 265      | 27579R104 EAST WEST BANCORP INC    | 4/4/2012    | 5/8/2013   | 6,540          | 6,127      | 414            |
| 55       | 50540R409 LABORATORY CORP OF AMER  | 6/26/2008   | 7/17/2013  | 5,410          | 3,876      | 1,534          |
| 60       | 716768106 PETSMART INC             | VARIOUS     | 9/23/2013  | 4,438          | 3,530      | 908            |
| 130      | 903914109 ULTRA PETROLEUM CORP     | 9/14/2012   | 5/21/2013  | 3,043          | 3,113      | (70)           |
| 110      | 958102105 WESTERN DIGITAL CORP     | VARIOUS     | 5/6/2013   | 6,419          | 3,487      | 2,932          |
| 20       | 899896104 TUPPERWARE BRANDS CORP   | 4/4/2012    | 2/19/2013  | 1,581          | 1,251      | 330            |
| 170      | 531172104 LIBERTY PROPERTY TRUST   | 4/4/2012    | 6/20/2013  | 6,122          | 6,057      | 65             |
| 90       | Y0486S104 AVAGO TECHNOLOGIES LTD   | 3/14/2013   | 10/23/2013 | 4,092          | 3,320      | 771            |
| 105      | 60871R209 MOLSON COORS BREWNG CL B | 4/4/2012    | 5/15/2013  | 5,346          | 4,408      | 938            |
| 10       | 50540R409 LABORATORY CORP OF AMER  | 6/25/2012   | 7/17/2013  | 984            | 883        | 101            |
| 140      | 127097103 CABOT OIL & GAS CORP     | 4/4/2012    | 7/24/2013  | 9,990          | 4,389      | 5,601          |
| 70       | 11133T103 BROADRIDGE FINANCIAL     | 6/11/2012   | 8/23/2013  | 2,169          | 1,471      | 698            |
| 215      | G05384105 ASPEN INSURANCE HLDG LTD | 4/4/2012    | 10/3/2013  | 7,764          | 6,056      | 1,707          |
| 105      | 20854P109 CONSOL ENERGY INC        | 4/4/2012    | 6/28/2013  | 2,825          | 3,577      | (753)          |
| 180      | 14170T101 CAREFUSION CORP          | 4/4/2012    | 5/22/2013  | 6,231          | 4,730      | 1,501          |
| 175      | 404132102 HCC INSURANCE HLDGS INC  | 4/4/2012    | 8/5/2013   | 7,822          | 5,486      | 2,336          |
| 140      | 958102105 WESTERN DIGITAL CORP     | VARIOUS     | 3/27/2013  | 6,916          | 5,757      | 1,159          |
| 55       | 20854P109 CONSOL ENERGY INC        | 2/13/2013   | 6/28/2013  | 1,480          | 1,817      | (338)          |
| 75       | H2906T109 GARMIN LTD               | 8/8/2012    | 9/23/2013  | 3,279          | 3,063      | 216            |
| 225      | 695156109 PACKAGING CORP OF AMER   | 4/4/2012    | 7/30/2013  | 11,945         | 6,635      | 5,310          |
| 195      | 436440101 HOLOGIC INC              | 4/4/2012    | 11/13/2013 | 3,973          | 4,292      | (319)          |
| 7        | 983919101 XILINX INC               | 11/1/2012   | 10/30/2013 | 315            | 210        | 105            |
| 5        | 754730109 RAYMOND JAMES FINANCIAL  | 4/5/2012    | 10/30/2013 | 230            | 179        | 51             |
| 7        | 126408103 CSX CORP                 | 4/5/2012    | 10/30/2013 | 183            | 157        | 26             |
| 3        | 45822P105 INTEGRYS ENERGY GRP INC  | 4/5/2012    | 10/30/2013 | 177            | 157        | 19             |
| 7        | 81211K100 SEALED AIR CORP NEW      | 11/26/2012  | 10/30/2013 | 214            | 120        | 94             |
| 5        | 052769106 AUTODESK INC             | 4/5/2012    | 10/30/2013 | 200            | 207        | (7)            |
| 1        | 810186106 SCOTTS MIRACLE-GRO CO    | 4/5/2012    | 10/30/2013 | 59             | 54         | 5              |
| 3        | 222816100 COVANCE INC              | 1/27/2011   | 10/30/2013 | 270            | 176        | 95             |
| 20       | 37940X102 GLOBAL PAYMENTS INC      | VARIOUS     | 12/11/2013 | 1,258          | 905        | 352            |
| 1        | 760759100 REPUBLIC SERVICES INC    | 4/5/2012    | 10/30/2013 | 33             | 31         | 3              |
| 321      | 460254105 INTL RECTIFIER CORP      | VARIOUS     | 7/5/2013   | 6,966          | 6,876      | 90             |
| 24       | 42330P107 HELIX ENERGY SOLTNS GRP  | 12/4/2012   | 10/11/2013 | 586            | 427        | 159            |
| 2        | 00507V109 ACTIVISION BLIZZARD INC  | 4/9/2012    | 10/30/2013 | 33             | 26         | 8              |
| 4        | 00846U101 AGILENT TECHNOLOGIES INC | 4/5/2012    | 10/30/2013 | 204            | 179        | 25             |
| 3        | 237194105 DARDEN RESTAURANTS INC   | 4/5/2012    | 10/30/2013 | 157            | 150        | 7              |
| 504      | 472319102 JEFFERIES GROUP INC NEW  | VARIOUS     | 2/1/2013   | 9,857          | 9,242      | 615            |
| 6        | 743315103 PROGRESSIVE CORP OH      | 4/5/2012    | 10/30/2013 | 157            | 139        | 18             |
| 4        | 002535300 AARONS INC \$0 50        | 9/6/2012    | 10/30/2013 | 114            | 123        | (9)            |
| 2        | 759351604 REINSURANCE GRP AMER NEW | 4/5/2012    | 10/30/2013 | 144            | 117        | 28             |
| 35       | 626755102 MURPHY USA INC           | VARIOUS     | 12/11/2013 | 1,503          | 1,049      | 454            |
| 8        | 278265103 EATON VANCE CORP         | 4/5/2012    | 10/30/2013 | 335            | 225        | 110            |
| 1        | 626755102 MURPHY USA INC           | 4/5/2012    | 10/30/2013 | 41             | 30         | 10             |
| 6        | 30219G108 EXPRESS SCRIPTS HLDG CO  | 12/2/2011   | 10/30/2013 | 373            | 279        | 94             |
| 5        | 461202103 INTUIT INC               | 4/5/2012    | 10/30/2013 | 357            | 298        | 59             |
| 6        | 45866F104 INTERCONTINENTALEXCHANGE | 4/5/2012    | 12/11/2013 | 1,309          | 820        | 489            |
| 280      | 682680103 ONEOK INC NEW            | VARIOUS     | 8/29/2013  | 14,547         | 11,346     | 3,202          |
| 21       | 493267108 KEYCORP NEW              | 4/5/2012    | 10/30/2013 | 262            | 175        | 87             |
| 1        | 920355104 VALSPAR CORP             | 4/9/2012    | 10/30/2013 | 70             | 50         | 19             |
| 270      | 415864107 HARSCO CORP              | VARIOUS     | 9/19/2013  | 7,080          | 6,121      | 958            |
| 9        | 872540109 TJX COMPANIES INC NEW    | 4/5/2012    | 10/30/2013 | 543            | 365        | 178            |
| 4        | 277432100 EASTMAN CHEMICAL COMPANY | 4/5/2012    | 10/30/2013 | 314            | 211        | 102            |
| 4        | 03662Q105 ANSYS INC                | 3/16/2011   | 10/30/2013 | 352            | 208        | 144            |
| 4        | 45865V100 INTERCONTINENTAL EXCH    | 4/5/2012    | 10/30/2013 | 764            | 547        | 217            |
| 2        | 585028106 MEDNAX INC               | 8/15/2012   | 10/30/2013 | 211            | 140        | 71             |
| 8        | 03027X100 AMERICAN TOWER CORP NEW  | 4/5/2012    | 10/30/2013 | 646            | 506        | 140            |

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PART IV, LINE 1(A) - CAPITAL GAINS AND LOSSES

| Quantity | Description                        | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|------------------------------------|-------------|------------|----------------|------------|----------------|
| 3        | 833034101 SNAP ON INC              | 4/5/2012    | 10/30/2013 | 304            | 180        | 124            |
| 8        | 189754104 COACH INC                | 1/10/2013   | 10/30/2013 | 406            | 460        | (54)           |
| 6        | 481165108 JOY GLOBAL INC           | 4/5/2012    | 10/30/2013 | 342            | 453        | (111)          |
| 7        | G6359F103 NABORS INDUSTRIES LTD    | 10/3/2013   | 10/30/2013 | 122            | 118        | 4              |
| 35       | 871607107 SYNOPSIS INC             | 1/11/2013   | 10/30/2013 | 1,270          | 1,108      | 162            |
| 1        | 369550108 GENERAL DYNAMICS CORP    | 4/5/2012    | 10/30/2013 | 87             | 72         | 15             |
| 4        | 00971T101 AKAMAI TECHNOLOGIES INC  | 4/5/2012    | 10/30/2013 | 182            | 145        | 37             |
| 4        | 37940X102 GLOBAL PAYMENTS INC      | 10/30/2013  | 12/11/2013 | 252            | 240        | 12             |
| 5        | 459902102 INTERNATIONAL GAME TECHN | 4/5/2012    | 10/30/2013 | 97             | 84         | 13             |
| 656      | 42330P107 HELIX ENERGY SOLTNS GRP  | VARIOUS     | 10/11/2013 | 16,011         | 11,605     | 4,406          |
| 5        | 903236107 URS CORP NEW             | 4/5/2012    | 10/30/2013 | 272            | 209        | 64             |
| 1        | 067383109 BARD CR INC              | 4/5/2012    | 10/30/2013 | 136            | 98         | 38             |
| 39       | 460254105 INTL RECTIFIER CORP      | 4/9/2012    | 7/8/2013   | 846            | 819        | 26             |
| 135      | 78463V107 SPDR GOLD TRUST GOLD ETF | 3/16/2012   | 1/4/2013   | 21,505         | 6,096      | 15,409         |
| 189      | 80589M102 SCANA CORP NEW           | 3/16/2012   | 5/22/2013  | 10,105         | 6,130      | 3,975          |
| 107      | 78463V107 SPDR GOLD TRUST GOLD ETF | 3/16/2012   | 6/20/2013  | 13,426         | 4,832      | 8,594          |
| 818      | 035710409 ANNALY CAP MGMT INC      | 11/1/2011   | 12/10/2013 | 8,360          | 12,428     | (4,068)        |
| 61       | 816851109 SEMPRA ENERGY            | 3/16/2012   | 7/10/2013  | 4,968          | 1,450      | 3,518          |
| 316      | 30161N101 EXELON CORP              | 11/21/2011  | 8/21/2013  | 9,461          | 10,924     | (1,463)        |
| 124      | 02503X105 AMERICAN CAP AGENCY CORP | 4/4/2012    | 6/3/2013   | 3,121          | 3,729      | (608)          |
| 331      | 035710409 ANNALY CAP MGMT INC      | 11/1/2011   | 9/24/2013  | 4,006          | 5,029      | (1,023)        |
| 184      | 80589M102 SCANA CORP NEW           | 3/16/2012   | 10/17/2013 | 8,410          | 5,967      | 2,443          |
| 44       | 02503X105 AMERICAN CAP AGENCY CORP | 7/2/2012    | 6/3/2013   | 1,107          | 1,476      | (368)          |
| 56       | 30161N101 EXELON CORP              | 11/21/2011  | 7/8/2013   | 1,694          | 1,936      | (242)          |
| 150      | 681919106 OMNICOM GROUP INC        | 3/16/2012   | 7/29/2013  | 9,836          | 6,192      | 3,644          |
| 167      | 98389B100 XCEL ENERGY INC          | 3/16/2012   | 1/22/2013  | 4,516          | 1,501      | 3,015          |
| 66       | 816851109 SEMPRA ENERGY            | 3/16/2012   | 11/21/2013 | 5,954          | 1,569      | 4,385          |
| 105      | 032654105 ANALOG DEVICES INC       | 3/16/2012   | 2/22/2013  | 4,782          | 2,659      | 2,123          |
| 3        | 38388F108 GRACE W R & COMPANY NEW  | 3/16/2012   | 12/16/2013 | 278            | 136        | 143            |
| 90       | 26441C204 DUKE ENERGY CORP NEW     | 3/14/2006   | 6/18/2013  | 6,128          | 2,795      | 3,334          |
| 320      | 423074103 HEINZ HJ COMPANY         | 3/16/2012   | 6/10/2013  | 23,200         | 13,544     | 9,656          |
| 82       | 035710409 ANNALY CAP MGMT INC      | 8/6/2012    | 9/24/2013  | 993            | 1,382      | (389)          |
| 598      | 65334H102 NEXEN INC                | 3/16/2012   | 3/1/2013   | 16,445         | 12,021     | 4,424          |
| 1428     | 443683107 HUDSON CITY BANCORP INC  | 3/16/2012   | 6/14/2013  | 11,807         | 17,172     | (5,365)        |
| 59       | 423074103 HEINZ HJ COMPANY         | 4/13/2012   | 6/10/2013  | 4,278          | 3,121      | 1,157          |
| 41       | 38388F108 GRACE W R & COMPANY NEW  | 4/19/2012   | 12/16/2013 | 3,805          | 2,292      | 1,512          |
| 0        | 525327102 LEIDOS HOLDINGS INC      | VARIOUS     | 10/3/2013  | 11             | 8          | 3              |
| 345      | 12686C109 CABLEVISION SYS NY GROUP | 11/1/2011   | 7/31/2013  | 6,456          | 5,137      | 1,319          |
| 0        | 808625107 SCIENCE APP INTL CORP    | VARIOUS     | 10/4/2013  | 10             | 8          | 2              |
| 6        | N22717107 CORE LABORATORIES NV     | 8/8/2011    | 8/28/2013  | 931            | 598        | 333            |
| 39       | 34988V106 FOSSIL GROUP INC         | 8/25/2011   | 8/7/2013   | 4,717          | 3,661      | 1,056          |
| 331      | 808513105 SCHWAB CHARLES CORP NEW  | 12/19/2012  | 5/15/2013  | 6,024          | 4,859      | 1,165          |
| 51       | 30219G108 EXPRESS SCRIPTS HLDG CO  | 3/2/2011    | 7/9/2013   | 3,269          | 2,901      | 368            |
| 70       | 192446102 COGNIZANT TECH SLTNS A   | 1/27/2011   | 4/25/2013  | 4,327          | 5,133      | (807)          |
| 5        | 38259P508 GOOGLE INC CL A          | 4/12/2005   | 3/4/2013   | 4,075          | 3,537      | 539            |
| 354      | 177376100 CITRIX SYSTEMS INC       | 1/27/2011   | 10/15/2013 | 20,586         | 23,067     | (2,481)        |
| 42       | 518439104 ESTEE LAUDER COMPANY INC | 1/28/2013   | 4/15/2013  | 2,822          | 2,657      | 166            |
| 155      | 64110D104 NETAPP INC               | VARIOUS     | 8/21/2013  | 6,461          | 8,518      | (2,057)        |
| 67       | 343412102 FLUOR CORP NEW           | 1/27/2011   | 5/29/2013  | 4,271          | 4,672      | (401)          |
| 69       | 177376100 CITRIX SYSTEMS INC       | 5/30/2013   | 10/15/2013 | 4,013          | 4,517      | (504)          |
| 66       | 808513105 SCHWAB CHARLES CORP NEW  | VARIOUS     | 6/4/2013   | 1,298          | 956        | 341            |
| 9        | 38259P508 GOOGLE INC CL A          | 4/12/2005   | 5/3/2013   | 7,572          | 6,366      | 1,205          |
| 109      | 192446102 COGNIZANT TECH SLTNS A   | 1/27/2011   | 5/16/2013  | 7,015          | 7,993      | (978)          |
| 39       | 03662Q105 ANSYS INC                | 1/27/2011   | 10/29/2013 | 3,430          | 2,057      | 1,373          |
| 36       | 30219G108 EXPRESS SCRIPTS HLDG CO  | 11/8/2012   | 4/22/2013  | 1,996          | 1,982      | 14             |
| 33       | 349882100 FOSSIL INC               | 11/8/2012   | 1/3/2013   | 3,120          | 2,702      | 418            |
| 68       | 032095101 AMPHENOL CORP CL A NEW   | 1/27/2011   | 5/3/2013   | 5,217          | 3,815      | 1,401          |
| 57       | 855244109 STARBUCKS CORP           | 11/1/2012   | 10/2/2013  | 4,392          | 2,651      | 1,742          |
| 49       | G1151C101 ACCENTURE PLC IRELD CL A | 2/15/2012   | 5/3/2013   | 3,916          | 2,548      | 1,367          |
| 127      | 189754104 COACH INC                | 3/15/2011   | 2/6/2013   | 6,212          | 6,631      | (419)          |
| 6        | 037833100 APPLE INC                | VARIOUS     | 12/5/2013  | 3,440          | 3,174      | 266            |
| 26       | N22717107 CORE LABORATORIES NV     | 10/9/2012   | 8/28/2013  | 4,034          | 2,662      | 1,372          |

**HARLEY-DAVIDSON FOUNDATION, INC**  
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**PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES**

| Quantity | Description                        | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|------------------------------------|-------------|------------|----------------|------------|----------------|
| 18       | 222816100 COVANCE INC              | 1/27/2011   | 7/17/2013  | 1,417          | 1,054      | 363            |
| 18       | 23918K108 DAVITA HLTHCARE PARTNERS | 3/4/2013    | 4/22/2013  | 2,205          | 2,182      | 23             |
| 69       | 518439104 ESTEE LAUDER COMPANY INC | VARIOUS     | 5/3/2013   | 4,891          | 4,343      | 548            |
| 104      | 189754104 COACH INC                | 3/15/2011   | 2/15/2013  | 5,036          | 5,430      | (394)          |
| 56       | 855244109 STARBUCKS CORP           | VARIOUS     | 7/10/2013  | 3,798          | 2,749      | 1,048          |
| 152      | 189754104 COACH INC                | VARIOUS     | 2/1/2013   | 7,579          | 8,398      | (819)          |
| 110      | 222816100 COVANCE INC              | 1/27/2011   | 3/7/2013   | 7,384          | 6,443      | 941            |
| 8        | 57636Q104 MASTERCARD INC CLASS A   | 9/24/2012   | 9/3/2013   | 4,960          | 3,640      | 1,319          |
| 201      | 808513105 SCHWAB CHARLES CORP NEW  | 9/21/2012   | 6/27/2013  | 4,199          | 2,743      | 1,456          |
| 203      | 189754104 COACH INC                | 8/26/2011   | 2/27/2013  | 9,755          | 11,143     | (1,388)        |
| 12       | 037833100 APPLE INC                | VARIOUS     | 10/8/2013  | 5,790          | 7,360      | (1,570)        |
| 40       | 30249U101 FMC TECHNOLOGIES         | 4/24/2012   | 4/16/2013  | 1,989          | 1,906      | 82             |
| 15       | N22717107 CORE LABORATORIES NV     | 10/9/2012   | 4/16/2013  | 1,931          | 1,536      | 395            |
| 282      | 45168D104 IDEXX LABORATORIES INC   | 1/27/2011   | 12/17/2013 | 29,283         | 20,580     | 8,702          |
| 33       | 45168D104 IDEXX LABORATORIES INC   | 3/1/2013    | 12/17/2013 | 3,427          | 3,009      | 418            |
| 80       | 189754104 COACH INC                | VARIOUS     | 1/28/2013  | 4,111          | 4,500      | (390)          |
| 77       | 57636Q104 MASTERCARD INC CLASS A   | 1/27/2011   | 9/3/2013   | 47,737         | 18,339     | 29,397         |
| 76       | 192446102 COGNIZANT TECH SLTNS A   | VARIOUS     | 1/23/2013  | 5,887          | 4,582      | 1,305          |
| 44       | 855244109 STARBUCKS CORP           | 2/22/2013   | 5/20/2013  | 2,809          | 2,383      | 427            |
| 40       | 189754104 COACH INC                | 1/27/2011   | 2/1/2013   | 2,003          | 2,159      | (156)          |
| 53       | 582839106 MEAD JOHNSON NUTRTN CO   | VARIOUS     | 5/3/2013   | 4,263          | 3,906      | 358            |
| 5514     | 230001406 CULLEN HI DIV EQ I       | 7/16/2012   | 12/18/2013 | 90,429         | 75,817     | 14,612         |
| 2320     | 46625H365 JPM ALERIAN MLP ETN      | VARIOUS     | 12/24/2013 | 104,805        | 90,609     | 14,196         |
| 2015     | 19763P192 COLUMBIA DIV OPP Z       | 12/19/2013  | 12/24/2013 | 20,370         | 19,846     | 524            |
| 3087     | 027681824 AMR MUT F2               | 4/3/2012    | 12/18/2013 | 108,291        | 85,262     | 23,029         |
| 18990    | 19763P192 COLUMBIA DIV OPP Z       | VARIOUS     | 12/24/2013 | 191,988        | 163,220    | 28,768         |
| 11593    | 230001406 CULLEN HI DIV EQ I       | 7/16/2012   | 12/24/2013 | 192,206        | 159,399    | 32,807         |
| 539      | 230001406 CULLEN HI DIV EQ I       | VARIOUS     | 12/18/2013 | 8,841          | 8,350      | 492            |
| 7663     | 19763P192 COLUMBIA DIV OPP Z       | 4/3/2012    | 12/18/2013 | 76,629         | 66,438     | 10,192         |
| 5485     | 464287168 ISHS SEL DIV ETF         | 4/5/2012    | 12/18/2013 | 382,139        | 305,652    | 76,487         |
| 5353     | 027681824 AMR MUT F2               | VARIOUS     | 12/24/2013 | 184,685        | 147,138    | 37,547         |
| 385      | 46625H365 JPM ALERIAN MLP ETN      | 4/5/2012    | 12/18/2013 | 16,663         | 15,042     | 1,621          |
| 11       | G5785G107 MALLINCKRODT PUB LTD CO  | 8/17/2012   | 7/3/2013   | 448            | 440        | 8              |
| 255      | 37733W105 GLAXOSMITHKLINE PLC ADR  | 4/4/2012    | 8/5/2013   | 13,276         | 11,549     | 1,727          |
| 20       | 084670702 BERKSHIRE HATHAWAY B NEW | 4/4/2012    | 7/18/2013  | 2,361          | 1,625      | 736            |
| 75       | 88579Y101 3M COMPANY               | VARIOUS     | 9/5/2013   | 8,622          | 6,703      | 1,919          |
| 135      | 88579Y101 3M COMPANY               | 4/25/2013   | 9/5/2013   | 15,519         | 14,215     | 1,304          |
| 535      | 053015103 AUTOMATIC DATA PROC INC  | 4/4/2012    | 5/31/2013  | 37,363         | 29,720     | 7,643          |
| 55       | 681919106 OMNICON GROUP INC        | 2/14/2013   | 7/29/2013  | 3,572          | 3,148      | 424            |
| 420      | 064058100 BNY MELLON CORP          | 4/4/2012    | 5/8/2013   | 11,803         | 10,118     | 1,686          |
| 0        | G5785G107 MALLINCKRODT PUB LTD CO  | 4/4/2012    | 7/8/2013   | 14             | 13         | 1              |
| 315      | 494368103 KIMBERLY CLARK CORP      | 4/4/2012    | 5/1/2013   | 32,804         | 23,407     | 9,397          |
| 190      | 887317303 TIME WARNER NEW INC      | 4/4/2012    | 8/14/2013  | 11,860         | 7,024      | 4,836          |
| 205      | 03073E105 AMERISOURCEBERGEN CORP   | 4/4/2012    | 3/19/2013  | 10,256         | 7,899      | 2,357          |
| 41       | H84989104 TE CONNECTIVITY LTD      | 12/11/2009  | 11/4/2013  | 2,120          | 981        | 1,139          |
| 175      | 494368103 KIMBERLY CLARK CORP      | 4/4/2012    | 3/7/2013   | 16,474         | 13,004     | 3,470          |
| 334      | H84989104 TE CONNECTIVITY LTD      | VARIOUS     | 11/4/2013  | 17,267         | 11,568     | 5,699          |
| 78       | G5785G107 MALLINCKRODT PUB LTD CO  | 4/4/2012    | 7/3/2013   | 3,317          | 3,049      | 268            |
| 260      | 61166W101 MONSANTO COMPANY NEW     | 4/4/2012    | 4/8/2013   | 27,312         | 20,966     | 6,346          |
| 55       | 084670702 BERKSHIRE HATHAWAY B NEW | 8/16/2012   | 7/18/2013  | 6,492          | 4,690      | 1,802          |
| 555      | 871829107 SYSCO CORP               | 4/4/2012    | 3/28/2013  | 19,460         | 16,422     | 3,039          |
| 645      | G47791101 INGERSOLL RAND PLC       | 4/4/2012    | 6/10/2013  | 37,307         | 26,232     | 11,075         |
| 770      | 681919106 OMNICON GROUP INC        | 4/4/2012    | 7/29/2013  | 50,008         | 38,068     | 11,940         |
| 1030     | 871829107 SYSCO CORP               | 4/4/2012    | 12/10/2013 | 38,138         | 30,476     | 7,662          |
| 130      | H84989104 TE CONNECTIVITY LTD      | 4/4/2012    | 5/31/2013  | 5,854          | 4,628      | 1,226          |
| 0        | G5785G107 MALLINCKRODT PUB LTD CO  | 8/17/2012   | 7/8/2013   | 2              | 2          | 0              |
| 35330    | 89155H827 TOUCH SANDS CP SEL GRW Y | 4/3/2012    | 4/18/2013  | 469,539        | 460,000    | 9,539          |
| 3561     | 693390601 PIMCO SHRT TRM I         | 5/7/2013    | 8/1/2013   | 35,000         | 35,285     | (285)          |
| 73       | 057071409 BAIRD SHRT TRM BD I      | 10/11/2013  | 12/18/2013 | 712            | 710        | 2              |
| 3090     | 693390601 PIMCO SHRT TRM I         | 5/7/2013    | 9/19/2013  | 30,404         | 30,620     | (216)          |
| 46       | 693390601 PIMCO SHRT TRM I         | 10/11/2013  | 12/18/2013 | 451            | 450        | 1              |
| 9778     | 233203603 DFA 1 YR FXD INCM I      | 5/7/2013    | 9/19/2013  | 100,908        | 101,005    | (98)           |

**HARLEY-DAVIDSON FOUNDATION, INC**  
**TAX YEAR ENDED 12/31/13**  
**FORM 990-PF**  
**PART IV, LINE 1(A) CAPITAL GAINS AND LOSSES**

| Quantity | Description                         | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|-------------------------------------|-------------|------------|----------------|------------|----------------|
| 5081     | 693390601 PIMCO SHRT TRM I          | VARIOUS     | 9/26/2013  | 50,000         | 49,798     | 202            |
| 11281    | 233203603 DFA 1 YR FXD INCM I       | VARIOUS     | 12/18/2013 | 116,423        | 116,535    | (112)          |
| 11775    | 693390601 PIMCO SHRT TRM I          | 6/22/2012   | 12/18/2013 | 116,216        | 115,392    | 824            |
| 25219    | 233203603 DFA 1 YR FXD INCM I       | VARIOUS     | 5/23/2013  | 260,508        | 260,638    | (130)          |
| 3391     | 233203603 DFA 1 YR FXD INCM I       | 5/7/2013    | 8/1/2013   | 35,000         | 35,034     | (34)           |
| 1936     | 233203603 DFA 1 YR FXD INCM I       | 9/5/2012    | 3/19/2013  | 20,000         | 20,039     | (39)           |
| 2022     | 693390601 PIMCO SHRT TRM I          | 9/5/2012    | 3/19/2013  | 20,000         | 19,960     | 40             |
| 3149     | 057071409 BAIRD SHRT TRM BD I       | 5/7/2013    | 9/19/2013  | 30,543         | 30,764     | (220)          |
| 3612     | 057071409 BAIRD SHRT TRM BD I       | 5/7/2013    | 8/1/2013   | 35,000         | 35,289     | (289)          |
| 7058     | 057071409 BAIRD SHRT TRM BD I       | 9/5/2012    | 9/19/2013  | 68,458         | 68,740     | (282)          |
| 6890     | 693390601 PIMCO SHRT TRM I          | 9/5/2012    | 9/19/2013  | 67,794         | 68,000     | (207)          |
| 11917    | 057071409 BAIRD SHRT TRM BD I       | 6/22/2012   | 12/18/2013 | 116,071        | 115,476    | 596            |
| 4840     | 233203603 DFA 1 YR FXD INCM I       | 5/7/2013    | 9/26/2013  | 50,000         | 50,000     | -              |
| 5155     | 057071409 BAIRD SHRT TRM BD I       | VARIOUS     | 9/26/2013  | 50,000         | 49,951     | 49             |
| 27016    | 057071409 BAIRD SHRT TRM BD I       | 5/7/2013    | 5/23/2013  | 263,947        | 263,947    | -              |
| 26649    | 693390601 PIMCO SHRT TRM I          | 5/7/2013    | 5/23/2013  | 264,095        | 264,095    | (0)            |
| 2047     | 057071409 BAIRD SHRT TRM BD I       | 9/5/2012    | 3/19/2013  | 20,000         | 19,939     | 61             |
| 390      | 09057G602 BIO REF LABS NEW \$0 01   | 4/4/2012    | 5/22/2013  | 12,074         | 9,324      | 2,751          |
| 1600     | 422704106 HECLA MINING COMPANY      | 3/8/2013    | 5/22/2013  | 5,360          | 6,894      | (1,534)        |
| 960      | 74112D101 PRESTIGE BRANDS HOLDINGS  | 4/4/2012    | 5/22/2013  | 28,194         | 16,893     | 11,301         |
| 1560     | 422704106 HECLA MINING COMPANY      | 4/4/2012    | 5/22/2013  | 5,226          | 6,957      | (1,732)        |
| 300      | 638904102 NAVIGATORS GROUP INC      | 4/4/2012    | 5/22/2013  | 17,975         | 14,148     | 3,827          |
| 340      | 06846N104 BILL BARRETT CORP         | 4/4/2012    | 2/25/2013  | 5,934          | 8,408      | (2,474)        |
| 310      | G30397106 ENDURANCE SPECIALTY       | 4/4/2012    | 5/22/2013  | 14,839         | 12,403     | 2,436          |
| 630      | 87157D109 SYNAPTICS INC             | 4/4/2012    | 5/22/2013  | 26,563         | 22,126     | 4,437          |
| 390      | 16115Q308 CHART INDS INC PAR \$0 01 | 4/4/2012    | 5/22/2013  | 37,429         | 28,160     | 9,269          |
| 460      | 868157108 SUPERIOR ENERGY SVCS INC  | 4/4/2012    | 5/22/2013  | 13,267         | 12,332     | 936            |
| 200      | 73640Q105 PORTFOLIO RECOVERY ASSOC  | 4/4/2012    | 5/22/2013  | 29,754         | 14,040     | 15,713         |
| 400      | 410120109 HANCOCK HOLDING COMPANY   | 4/4/2012    | 5/22/2013  | 11,734         | 14,238     | (2,505)        |
| 360      | 19259P300 COINSTAR INC              | 4/4/2012    | 5/22/2013  | 21,063         | 22,689     | (1,626)        |
| 620      | 79546E104 SALLY BEAUTY HLDGS INC    | 4/4/2012    | 3/8/2013   | 18,323         | 15,789     | 2,534          |
| 750      | 45071R109 IXIA                      | 6/19/2012   | 5/22/2013  | 11,812         | 9,168      | 2,644          |
| 180      | 05945F103 BANCFIRST CORP            | 4/4/2012    | 5/22/2013  | 7,716          | 7,782      | (66)           |
| 304      | 589889104 MERIT MEDICAL SYS INC     | 4/4/2012    | 2/21/2013  | 4,177          | 3,687      | 490            |
| 290      | 09057G602 BIO REF LABS NEW \$0 01   | 4/4/2012    | 4/12/2013  | 7,016          | 6,933      | 83             |
| 530      | 866942105 SUN HYDRAULICS INC        | 4/4/2012    | 5/22/2013  | 17,412         | 13,353     | 4,058          |
| 590      | 553829102 MVC CAPITAL INC           | 4/4/2012    | 5/22/2013  | 7,646          | 7,700      | (54)           |
| 119      | 589889104 MERIT MEDICAL SYS INC     | 4/4/2012    | 2/22/2013  | 1,408          | 1,443      | (36)           |
| 680      | 891092108 TORO COMPANY              | 4/4/2012    | 5/22/2013  | 31,574         | 23,985     | 7,589          |
| 670      | 918194101 VCA ANTECH INC            | VARIOUS     | 5/22/2013  | 16,696         | 14,043     | 2,652          |
| 1350     | 87305R109 TTM TECHNOLOGIES INC      | 4/4/2012    | 5/22/2013  | 11,237         | 14,672     | (3,435)        |
| 247      | 589889104 MERIT MEDICAL SYS INC     | 4/4/2012    | 2/20/2013  | 3,397          | 2,996      | 401            |
| 280      | 806882106 SCHNITZER STEEL INDS A    | 4/4/2012    | 5/22/2013  | 7,511          | 10,765     | (3,254)        |
| 1300     | 129603106 CALGON CARBON CORP        | 4/4/2012    | 5/22/2013  | 23,588         | 19,665     | 3,924          |
| 470      | 911163103 UNITED NATURAL FOODS      | 4/4/2012    | 5/22/2013  | 25,732         | 21,691     | 4,041          |
| 470      | 050095108 ATWOOD OCEANICS INC       | 4/4/2012    | 5/22/2013  | 26,195         | 20,852     | 5,343          |
| 770      | 08160H101 BENCHMARK ELECTRONICS     | 4/4/2012    | 5/22/2013  | 15,146         | 12,456     | 2,690          |
| 250      | 465741106 ITRON INC                 | 4/4/2012    | 5/22/2013  | 10,867         | 11,037     | (170)          |
| 220      | 45867G101 INTERDIGITAL INC          | 4/4/2012    | 5/22/2013  | 10,395         | 7,505      | 2,890          |
| 280      | 699462107 PAREXEL INTL CORP         | 4/4/2012    | 5/22/2013  | 12,989         | 7,313      | 5,676          |
| 260      | 885175307 THORATEC CORP NEW         | 4/4/2012    | 5/22/2013  | 8,196          | 8,802      | (606)          |
| 280      | 556269108 MADDEN STEVEN LTD         | 9/10/2012   | 5/22/2013  | 13,487         | 12,595     | 892            |
| 450      | 511656100 LAKELAND FINL CORP        | 4/4/2012    | 5/22/2013  | 12,709         | 11,526     | 1,182          |
| 400      | 929297109 WMS INDUSTRIES INC        | 4/4/2012    | 5/22/2013  | 10,140         | 9,568      | 572            |
| 840      | 816850101 SEMTECH CORP              | 4/4/2012    | 5/22/2013  | 31,222         | 22,957     | 8,265          |
| 510      | 92335C106 VERA BRADLEY INC          | 2/26/2013   | 5/22/2013  | 12,596         | 13,233     | (637)          |
| 2110     | 413160102 HARMONIC INC              | 4/4/2012    | 5/22/2013  | 12,681         | 11,014     | 1,667          |
| 700      | 62855J104 MYRIAD GENETICS INC       | VARIOUS     | 5/22/2013  | 23,086         | 17,443     | 5,643          |
| 470      | 35952W103 FUEL SYSTEM SOLUTIONS     | 4/4/2012    | 5/22/2013  | 7,671          | 11,194     | (3,522)        |
| 480      | 45256B101 IMPAX LABORATORIES INC    | 6/29/2012   | 5/22/2013  | 8,876          | 9,510      | (634)          |
| 330      | 535555106 LINDSAY CORP              | 4/4/2012    | 5/22/2013  | 26,826         | 21,612     | 5,214          |
| 610      | 349853101 FORWARD AIR CORP          | 4/4/2012    | 5/22/2013  | 23,912         | 22,101     | 1,811          |

**HARLEY-DAVIDSON FOUNDATION, INC.**  
**TAX YEAR ENDED 12/31/13**  
**FORM 990-PF**  
**PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES**

| Quantity | Description                        | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|------------------------------------|-------------|------------|----------------|------------|----------------|
| 570      | 682128103 OMNIVISION TECH INC      | 4/4/2012    | 5/22/2013  | 8,236          | 11,318     | (3,082)        |
| 10       | 023586100 AMERCO                   | 4/5/2012    | 9/23/2013  | 1,874          | 1,013      | 861            |
| 20       | 023586100 AMERCO                   | 4/5/2012    | 5/17/2013  | 3,379          | 2,026      | 1,353          |
| 70       | 049164205 ATLAS AIR WORLDWIDE      | 4/5/2012    | 2/5/2013   | 3,122          | 3,399      | (277)          |
| 80       | 049164205 ATLAS AIR WORLDWIDE      | 4/5/2012    | 2/22/2013  | 3,796          | 3,884      | (88)           |
| 80       | 049164205 ATLAS AIR WORLDWIDE      | 4/5/2012    | 2/15/2013  | 3,746          | 3,884      | (138)          |
| 70       | 049164205 ATLAS AIR WORLDWIDE      | 4/5/2012    | 3/14/2013  | 3,082          | 3,399      | (317)          |
| 130      | 053611109 AVERY DENNISON CORP      | VARIOUS     | 5/23/2013  | 5,673          | 4,692      | 980            |
| 80       | 053611109 AVERY DENNISON CORP      | VARIOUS     | 5/30/2013  | 3,514          | 2,788      | 725            |
| 80       | 053611109 AVERY DENNISON CORP      | VARIOUS     | 7/23/2013  | 3,560          | 2,781      | 779            |
| 80       | 053611109 AVERY DENNISON CORP      | 12/12/2012  | 8/12/2013  | 3,654          | 2,731      | 924            |
| 100      | 053807103 AVNET INC                | 4/5/2012    | 5/23/2013  | 3,364          | 3,556      | (191)          |
| 100      | 053807103 AVNET INC                | 4/5/2012    | 5/8/2013   | 3,329          | 3,556      | (227)          |
| 100      | 053807103 AVNET INC                | 4/5/2012    | 4/29/2013  | 3,196          | 3,556      | (360)          |
| 110      | 053807103 AVNET INC                | 4/5/2012    | 5/15/2013  | 3,644          | 3,911      | (268)          |
| 130      | 053807103 AVNET INC                | 4/5/2012    | 4/16/2013  | 4,303          | 4,622      | (319)          |
| 90       | 084423102 BERKLEY W R CORP         | 4/5/2012    | 1/31/2013  | 3,675          | 3,291      | 384            |
| 100      | 084423102 BERKLEY W R CORP         | 4/5/2012    | 1/18/2013  | 4,002          | 3,657      | 345            |
| 160      | 084423102 BERKLEY W R CORP         | 4/5/2012    | 2/5/2013   | 6,593          | 5,851      | 742            |
| 70       | 127055101 CABOT CORP               | 4/5/2012    | 3/19/2013  | 2,438          | 2,944      | (506)          |
| 80       | 127055101 CABOT CORP               | 4/5/2012    | 3/22/2013  | 2,766          | 3,365      | (600)          |
| 50       | 127055101 CABOT CORP               | 4/5/2012    | 4/11/2013  | 1,742          | 2,103      | (361)          |
| 50       | 127055101 CABOT CORP               | 6/12/2012   | 4/11/2013  | 1,742          | 1,805      | (62)           |
| 100      | 127055101 CABOT CORP               | 4/5/2012    | 4/4/2013   | 3,346          | 4,206      | (860)          |
| 90       | 147528103 CASEYS GENL STORES INC   | 4/5/2012    | 10/4/2013  | 6,502          | 4,977      | 1,525          |
| 30       | 147528103 CASEYS GENL STORES INC   | 4/5/2012    | 4/16/2013  | 1,626          | 1,659      | (33)           |
| 25       | 22662X100 CRIMSON WINE GRP LTD     | 12/5/2012   | 5/20/2013  | 216            | 166        | 50             |
| 77       | 22662X100 CRIMSON WINE GRP LTD     | 4/5/2012    | 5/20/2013  | 666            | 553        | 113            |
| 90       | 254709108 DISCOVER FINL SVCS       | 4/5/2012    | 4/26/2013  | 3,958          | 2,981      | 977            |
| 40       | 254709108 DISCOVER FINL SVCS       | 4/5/2012    | 4/16/2013  | 1,704          | 1,325      | 380            |
| 80       | 254709108 DISCOVER FINL SVCS       | 4/5/2012    | 4/30/2013  | 3,496          | 2,650      | 846            |
| 65       | 26885G109 ERA GROUP INC            | 4/5/2012    | 2/15/2013  | 1,357          | 1,362      | (6)            |
| 75       | 26885G109 ERA GROUP INC            | VARIOUS     | 2/21/2013  | 1,549          | 1,560      | (11)           |
| 110      | 292562105 ENCORE WIRE CORP         | 4/5/2012    | 8/1/2013   | 4,603          | 3,172      | 1,431          |
| 100      | 344849104 FOOT LOCKER INC          | 4/5/2012    | 6/27/2013  | 3,425          | 3,175      | 250            |
| 90       | 344849104 FOOT LOCKER INC          | 4/5/2012    | 2/14/2013  | 2,994          | 2,857      | 137            |
| 70       | 46146P102 INVESTORS BANCORP INC    | 4/5/2012    | 7/18/2013  | 1,565          | 1,053      | 511            |
| 130      | 46146P102 INVESTORS BANCORP INC    | 4/5/2012    | 5/17/2013  | 2,606          | 1,956      | 650            |
| 50       | 483007704 KAISER ALUMINUM CORP     | 4/5/2012    | 7/22/2013  | 3,278          | 2,420      | 858            |
| 60       | 483007704 KAISER ALUMINUM CORP     | 4/5/2012    | 5/17/2013  | 3,849          | 2,904      | 945            |
| 90       | 483007704 KAISER ALUMINUM CORP     | 4/5/2012    | 1/7/2013   | 5,617          | 4,355      | 1,261          |
| 50       | 483007704 KAISER ALUMINUM CORP     | 4/5/2012    | 6/5/2013   | 3,112          | 2,420      | 693            |
| 60       | 483007704 KAISER ALUMINUM CORP     | 4/5/2012    | 7/1/2013   | 3,765          | 2,904      | 861            |
| 40       | 483007704 KAISER ALUMINUM CORP     | 4/5/2012    | 1/31/2013  | 2,474          | 1,936      | 538            |
| 50       | 483007704 KAISER ALUMINUM CORP     | 4/5/2012    | 4/5/2013   | 3,081          | 2,420      | 662            |
| 300      | 527288104 LEUCADIA NATIONAL CORP   | 4/5/2012    | 6/14/2013  | 8,352          | 7,314      | 1,038          |
| 160      | 527288104 LEUCADIA NATIONAL CORP   | 4/5/2012    | 10/25/2013 | 4,651          | 3,901      | 750            |
| 150      | 527288104 LEUCADIA NATIONAL CORP   | 4/5/2012    | 9/24/2013  | 4,050          | 3,657      | 393            |
| 110      | 587118100 MENS WEARHOUSE INC       | VARIOUS     | 2/28/2013  | 3,113          | 4,195      | (1,082)        |
| 220      | 587118100 MENS WEARHOUSE INC       | 4/5/2012    | 2/1/2013   | 6,393          | 8,538      | (2,144)        |
| 110      | 587118100 MENS WEARHOUSE INC       | 4/5/2012    | 2/25/2013  | 3,091          | 4,269      | (1,178)        |
| 730      | 608554200 MOLEX INC CL A           | VARIOUS     | 10/7/2013  | 27,900         | 16,768     | 11,132         |
| 550      | 64828T102 NEW RESIDENTIAL INVT     | 5/16/2013   | 7/23/2013  | 3,593          | 3,790      | (197)          |
| 570      | 64828T102 NEW RESIDENTIAL INVT     | 5/16/2013   | 8/2/2013   | 3,818          | 3,927      | (110)          |
| 610      | 65105M108 NEWCASTLE INVT CORP      | 1/31/2013   | 6/3/2013   | 3,034          | 6,466      | (3,432)        |
| 510      | 65105M108 NEWCASTLE INVT CORP      | VARIOUS     | 5/21/2013  | 2,866          | 5,540      | (2,674)        |
| 10       | 723787107 PIONEER NATL RES COMPANY | 4/5/2012    | 8/12/2013  | 1,737          | 1,107      | 629            |
| 50       | 723787107 PIONEER NATL RES COMPANY | 4/5/2012    | 6/26/2013  | 7,405          | 5,536      | 1,868          |
| 130      | 729132100 PLEXUS CORP              | 6/28/2012   | 3/27/2013  | 3,161          | 3,520      | (359)          |
| 150      | 729132100 PLEXUS CORP              | VARIOUS     | 3/5/2013   | 3,604          | 4,103      | (499)          |
| 180      | 729251108 PLUM CREEK TIMBER        | 4/5/2012    | 4/16/2013  | 9,232          | 7,454      | 1,778          |
| 70       | 729251108 PLUM CREEK TIMBER        | 4/5/2012    | 4/17/2013  | 3,543          | 2,899      | 645            |

**HARLEY-DAVIDSON FOUNDATION, INC**  
**TAX YEAR ENDED 12/31/13**  
**FORM 990-PF**  
**PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES**

| Quantity | Description                        | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|------------------------------------|-------------|------------|----------------|------------|----------------|
| 50       | 75281A109 RANGE RESOURCES CORP     | 4/5/2012    | 2/5/2013   | 3,392          | 2,909      | 483            |
| 10       | 75281A109 RANGE RESOURCES CORP     | 4/5/2012    | 2/12/2013  | 709            | 582        | 128            |
| 60       | 754730109 RAYMOND JAMES FINANCIAL  | 4/5/2012    | 2/25/2013  | 2,662          | 2,152      | 510            |
| 70       | 78440X101 SL GREEN REALTY CORP     | 4/5/2012    | 2/1/2013   | 5,667          | 5,218      | 450            |
| 80       | 78440X101 SL GREEN REALTY CORP     | 4/5/2012    | 2/5/2013   | 6,508          | 5,963      | 545            |
| 200      | 848574109 SPIRIT AEROSYS HLDG CL A | 4/5/2012    | 1/3/2013   | 3,545          | 4,933      | (1,388)        |
| 190      | 848574109 SPIRIT AEROSYS HLDG CL A | 4/5/2012    | 1/9/2013   | 3,152          | 4,687      | (1,535)        |
| 70       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 11/21/2013 | 3,504          | 2,320      | 1,184          |
| 40       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 11/8/2013  | 2,089          | 1,326      | 763            |
| 50       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 6/6/2013   | 1,948          | 1,657      | 292            |
| 20       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 2/12/2013  | 823            | 663        | 160            |
| 80       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 2/1/2013   | 3,204          | 2,651      | 553            |
| 80       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 8/12/2013  | 3,273          | 2,651      | 622            |
| 90       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 11/4/2013  | 4,860          | 2,982      | 1,877          |
| 20       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 3/12/2013  | 884            | 663        | 221            |
| 90       | 896522109 TRINITY INDUSTRIES INC   | 5/2/2012    | 12/6/2013  | 4,495          | 2,641      | 1,854          |
| 80       | 896522109 TRINITY INDUSTRIES INC   | 4/5/2012    | 1/29/2013  | 3,130          | 2,651      | 478            |
| 60       | 896522109 TRINITY INDUSTRIES INC   | VARIOUS     | 11/26/2013 | 3,089          | 1,950      | 1,139          |
| 168      | 91338E101 UNIVERSAL AMERN CORP NEW | 4/5/2012    | 12/13/2013 | 1,207          | 1,673      | (466)          |
| 530      | 91338E101 UNIVERSAL AMERN CORP NEW | 4/5/2012    | 11/12/2013 | 3,689          | 5,278      | (1,590)        |
| 50       | 91879Q109 VAIL RESORTS INC         | 4/5/2012    | 4/16/2013  | 2,966          | 2,122      | 843            |
| 30       | 91879Q109 VAIL RESORTS INC         | 4/5/2012    | 4/5/2013   | 1,813          | 1,273      | 540            |
| 40       | 91879Q109 VAIL RESORTS INC         | 4/5/2012    | 5/22/2013  | 2,640          | 1,698      | 942            |
| 70       | 91879Q109 VAIL RESORTS INC         | 4/5/2012    | 6/27/2013  | 4,267          | 2,971      | 1,296          |
| 70       | 91879Q109 VAIL RESORTS INC         | 4/5/2012    | 3/13/2013  | 4,260          | 2,971      | 1,289          |
| 150000   | 0258MODA4 AMERN EXPR 2 75 091515   | 3/16/2012   | 9/5/2013   | 155,028        | 148,458    | 6,570          |
| 36563    | 76628T512 RDGWRTH TTL RET BD I     | 7/3/2012    | 12/16/2013 | 379,890        | 400,000    | (20,110)       |
| 62       | 057071409 BAIRD SHRT TRM BD I      | 12/28/2012  | 9/26/2013  | 604            | 607        | (3)            |
| 683      | 76628T512 RDGWRTH TTL RET BD I     | 12/20/2012  | 12/16/2013 | 7,097          | 7,404      | (307)          |
| 150000   | 46625HHP8 JPM SR NOTE 3 7 012015   | 3/16/2012   | 9/20/2013  | 155,501        | 151,607    | 3,893          |
| 75000    | 452152DH1 IL ST 4 7 030116         | 6/20/2012   | 10/10/2013 | 77,812         | 77,988     | (176)          |
| 844      | 256210105 DODGE & COX INCM         | VARIOUS     | 2/4/2013   | 11,712         | 11,603     | 109            |
| 23517    | 693390700 PIMCO TTL RET I          | 9/21/2010   | 2/4/2013   | 263,631        | 261,514    | 2,117          |
| 41280    | 057071409 BAIRD SHRT TRM BD I      | 7/3/2012    | 9/26/2013  | 400,413        | 400,000    | 413            |
| 100000   | 428236AT0 HEWLETT PACK6 125 030114 | 3/16/2012   | 9/5/2013   | 102,432        | 101,082    | 1,350          |
| 50000    | 452152DH1 IL ST 4 7 030116         | 6/20/2012   | 10/2/2013  | 51,894         | 52,012     | (119)          |
| 150000   | 17275RAC6 CISCO SYSTEMS 5 5 022216 | 3/16/2012   | 9/5/2013   | 165,992        | 159,889    | 6,103          |
| 1463     | 693390700 PIMCO TTL RET I          | VARIOUS     | 2/4/2013   | 16,400         | 16,602     | (202)          |
| 32967    | 256210105 DODGE & COX INCM         | 4/5/2012    | 2/4/2013   | 457,253        | 450,009    | 7,244          |
| 228      | 042068106 ARM HLDGS PLC SPONS ADR  | 4/5/2012    | 7/1/2013   | 8,337          | 6,498      | 1,839          |
| 307      | 502117203 L OREAL COMPANY ADR      | 4/5/2012    | 5/13/2013  | 10,659         | 7,322      | 3,337          |
| 290      | 502117203 L OREAL COMPANY ADR      | 4/5/2012    | 4/29/2013  | 10,103         | 6,917      | 3,186          |
| 260      | 19122T109 COCA-COLA ENTRPRS NEW    | 9/11/2012   | 4/29/2013  | 9,433          | 7,945      | 1,488          |
| 542      | 502117203 L OREAL COMPANY ADR      | 4/5/2012    | 2/22/2013  | 15,989         | 12,927     | 3,062          |
| 207      | 88032Q109 TENCENT HOLDINGS LTD     | 11/2/2012   | 11/4/2013  | 11,109         | 7,431      | 3,678          |
| 233      | 042068106 ARM HLDGS PLC SPONS ADR  | 4/5/2012    | 2/22/2013  | 9,885          | 6,640      | 3,245          |
| 84       | N22717107 CORE LABORATORIES NV     | 4/5/2012    | 7/1/2013   | 12,708         | 11,162     | 1,546          |
| 31       | 19122T109 COCA-COLA ENTRPRS NEW    | 4/5/2012    | 4/29/2013  | 1,125          | 885        | 240            |
| 998      | 73755L107 POTASH CORP SASK INC     | 4/5/2012    | 8/7/2013   | 29,640         | 44,918     | (15,278)       |
| 754      | 502117203 L OREAL COMPANY ADR      | 4/5/2012    | 9/3/2013   | 25,025         | 17,983     | 7,042          |
| 345      | 297284200 ESSILOR INTL S A ADR     | 4/5/2012    | 2/22/2013  | 17,129         | 14,931     | 2,198          |
| 2705     | G0457F107 ARCOS DORADOS HLDGS A    | VARIOUS     | 8/7/2013   | 35,801         | 50,164     | (14,364)       |
| 3280     | 81941W101 SHANDONG WEIGAO H ADR    | 8/7/2013    | 11/5/2013  | 11,685         | 12,562     | (877)          |
| 277      | 714290103 PERRIGO COMPANY          | 8/7/2013    | 12/19/2013 | 43,032         | 35,664     | 7,368          |
| 1        | G5785G107 MALLINCKRODT PUB LTD CO  | VARIOUS     | 7/8/2013   | 27             | 27         | (0)            |
| 60       | 670100205 NOVO NORDISK AS ADR      | 4/5/2012    | 3/1/2013   | 10,539         | 8,734      | 1,805          |
| 141      | 87184P109 SYMEX CORP ADR           | 8/7/2012    | 5/8/2013   | 4,518          | 3,208      | 1,310          |
| 237      | 93370R107 WANT WANT CHINA HLDG ADR | 11/6/2012   | 9/3/2013   | 17,238         | 17,526     | (288)          |
| 3449     | 81941W101 SHANDONG WEIGAO H ADR    | 9/28/2012   | 11/5/2013  | 12,288         | 18,093     | (5,805)        |
| 770      | 501187108 KUEHNE&NAGEL INTL AG ADR | 7/24/2012   | 7/1/2013   | 17,340         | 16,640     | 700            |
| 60       | N22717107 CORE LABORATORIES NV     | 4/5/2012    | 10/22/2013 | 11,424         | 7,973      | 3,451          |
| 316      | 670108109 NOVOZYMES A/S SPONS ADR  | 4/5/2012    | 7/1/2013   | 10,131         | 9,183      | 948            |

**HARLEY-DAVIDSON FOUNDATION, INC**  
**TAX YEAR ENDED 12/31/13**  
**FORM 990-PF**  
**PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES**

| Quantity | Description                        | Date Bought | Date Sold  | Total Proceeds | Total Cost | Gain or (Loss) |
|----------|------------------------------------|-------------|------------|----------------|------------|----------------|
| 518      | 297284200 ESSILOR INTL S A ADR     | 4/5/2012    | 1/14/2013  | 26,034         | 22,417     | 3,617          |
| 69       | G5785G107 MALLINCKRODT PUB LTD CO  | VARIOUS     | 8/7/2013   | 3,074          | 3,008      | 66             |
| 11949    | 72201M487 PIMCO UNCONSTR BD I      | VARIOUS     | 10/1/2013  | 134,063        | 133,046    | 1,017          |
| 3296     | 72201M487 PIMCO UNCONSTR BD I      | VARIOUS     | 7/31/2013  | 37,149         | 37,422     | (272)          |
| 11268    | 741478101 T ROWE CORP INCM         | VARIOUS     | 7/31/2013  | 109,077        | 110,977    | (1,900)        |
| 3229     | 741478101 T ROWE CORP INCM         | 5/7/2013    | 7/31/2013  | 31,256         | 33,000     | (1,744)        |
| 8957     | 72201M487 PIMCO UNCONSTR BD I      | VARIOUS     | 10/1/2013  | 100,493        | 100,590    | (97)           |
| 4486     | 72201M487 PIMCO UNCONSTR BD I      | VARIOUS     | 7/31/2013  | 50,561         | 52,000     | (1,439)        |
| 3441     | 466001864 IVY ASSET STRAT I        | 4/3/2012    | 2/25/2013  | 91,350         | 88,804     | 2,546          |
| 1875     | 884116401 THIRD AVE RL EST VL I    | VARIOUS     | 2/25/2013  | 47,972         | 45,690     | 2,282          |
| 2945     | 06738C778 BRCLY DJ UBS CMDTY ETN   | VARIOUS     | 2/25/2013  | 119,109        | 123,106    | (3,998)        |
| 14081    | 722005667 PIMCO CMDTY RL RET I     | VARIOUS     | 10/30/2013 | 80,682         | 92,317     | (11,634)       |
| 18458    | 722005667 PIMCO CMDTY RL RET I     | VARIOUS     | 10/30/2013 | 105,766        | 123,578    | (17,812)       |
| 414      | 884116401 THIRD AVE RL EST VL I    | 4/3/2012    | 10/30/2013 | 12,303         | 9,978      | 2,325          |
| 5779     | 922042601 VNGRD E/MKT STK IDX I    | VARIOUS     | 8/21/2013  | 139,055        | 159,658    | (20,603)       |
| 257      | 36239V207 GABELLI ABC ADVS         | 4/3/2012    | 10/30/2013 | 2,652          | 2,572      | 80             |
| 890      | 466001864 IVY ASSET STRAT I        | 4/3/2012    | 10/30/2013 | 27,471         | 22,961     | 4,510          |
| 206      | 988858106 ZALE CORP NEW            | 9/17/2012   | 9/26/2013  | 3,181          | 1,229      | 1,953          |
| 157      | 966387102 WHITING PETRO CORP NEW   | VARIOUS     | 12/9/2013  | 9,087          | 3,114      | 5,973          |
| 51       | 911363109 UNITED RENTALS INC       | 10/25/2010  | 5/3/2013   | 2,810          | 965        | 1,845          |
| 72       | 146229109 CARTERS INC              | 6/20/2008   | 1/29/2013  | 4,208          | 1,058      | 3,149          |
| 385      | 806882106 SCHNITZER STEEL INDS A   | 1/29/2013   | 9/4/2013   | 9,618          | 11,457     | (1,839)        |
| 1062     | 8676EP108 SUNOPTA INC              | 2/17/2011   | 3/28/2013  | 7,588          | 7,757      | (169)          |
| 64       | 93317W102 WALTER INVT MGMT CORP    | 8/8/2012    | 5/20/2013  | 2,587          | 1,577      | 1,011          |
| 1512     | 17163B102 CIBER INC                | 5/18/2011   | 12/13/2013 | 5,957          | 9,702      | (3,744)        |
| 161      | 369300108 GENL CABLE CORP          | 6/29/2012   | 10/25/2013 | 5,266          | 4,218      | 1,048          |
| 44       | 25754A201 DOMINOS PIZZA INC        | 3/16/2010   | 8/16/2013  | 2,703          | 621        | 2,083          |
| 36       | 866674104 SUN COMMUNITIES INC      | 7/19/2006   | 5/20/2013  | 2,012          | 992        | 1,020          |
| 168      | 911163103 UNITED NATURAL FOODS     | 7/11/2008   | 1/29/2013  | 8,913          | 3,058      | 5,855          |
| 185      | 50077C106 KRATON PERFORMANCE       | 2/13/2013   | 9/5/2013   | 3,403          | 5,040      | (1,637)        |
| 47       | 966387102 WHITING PETRO CORP NEW   | 3/2/2006    | 10/29/2013 | 3,255          | 950        | 2,305          |
| 379      | 002535300 AARONS INC \$0 50        | 12/22/2010  | 7/16/2013  | 10,940         | 7,576      | 3,364          |
| 361      | 929297109 WMS INDUSTRIES INC       | 3/30/2012   | 2/6/2013   | 8,772          | 8,611      | 161            |
| 418      | 589889104 MERIT MEDICAL SYS INC    | VARIOUS     | 5/17/2013  | 4,159          | 3,844      | 315            |
| 62       | 20451N101 COMPASS MINRLS INTL INC  | 8/1/2007    | 1/29/2013  | 4,446          | 2,025      | 2,421          |
| 104      | 405024100 HAEMONETICS CORP         | 12/21/2006  | 2/21/2013  | 4,271          | 4,707      | (436)          |
| 51       | 743606105 PROSPERITY BANCSHS INC   | 2/3/2011    | 5/20/2013  | 2,525          | 2,121      | 404            |
| 61       | 00508X203 ACTUANT CORP CL A NEW    | 3/31/2011   | 5/20/2013  | 2,081          | 1,775      | 306            |
| 164      | 957090103 WESTAMERICA BANCORP      | VARIOUS     | 3/25/2013  | 7,426          | 8,456      | (1,030)        |
| 47       | 559079207 MAGELLAN HLTH SVCS NEW   | 3/16/2010   | 8/16/2013  | 2,675          | 2,055      | 620            |
| 137      | 062540109 BANK OF HAWAII CORP      | 11/3/2009   | 3/21/2013  | 6,821          | 6,187      | 634            |
| 129      | 892356106 TRACTOR SUPPLY COMPANY   | 1/13/2012   | 4/17/2013  | 13,502         | 10,363     | 3,139          |
| 14       | 126804301 CABELAS INC              | 6/7/2012    | 5/2/2013   | 895            | 484        | 411            |
| 520      | 859319303 STERLING FINL CORP NEW   | VARIOUS     | 9/26/2013  | 14,628         | 11,197     | 3,431          |
| 159      | 59522J103 MID-AMERICA APT CMNTYS   | 8/6/2008    | 6/3/2013   | 10,472         | 7,700      | 2,771          |
| 60       | 25754A201 DOMINOS PIZZA INC        | 3/16/2010   | 5/17/2013  | 3,431          | 846        | 2,585          |
| 515      | 589889104 MERIT MEDICAL SYS INC    | 6/22/2007   | 3/15/2013  | 6,304          | 4,887      | 1,418          |
| 223      | 690070107 OUTERWALL INC            | 1/10/2012   | 8/8/2013   | 13,497         | 9,985      | 3,512          |
| 94       | 911163103 UNITED NATURAL FOODS     | 7/24/2008   | 5/7/2013   | 4,856          | 1,727      | 3,129          |
| 49       | 126804301 CABELAS INC              | 8/12/2011   | 5/2/2013   | 3,131          | 1,141      | 1,990          |
| 1166     | 458118106 INTEGRATED DEVICE TECH   | 2/18/2011   | 1/24/2013  | 8,873          | 9,876      | (1,003)        |
| 54       | 866674104 SUN COMMUNITIES INC      | VARIOUS     | 7/11/2013  | 2,820          | 1,471      | 1,349          |
| 256      | 53635B107 LIQUIDITY SERVICES INC   | 1/10/2013   | 12/13/2013 | 5,255          | 11,049     | (5,794)        |
| 169      | 32054K103 FIRST INDUSTRIAL RLTY TR | 4/12/2010   | 7/11/2013  | 2,750          | 1,444      | 1,306          |

Total Realized Gains (Losses) ST LT

9,860,578 9,176,189 684,389

**HARLEY-DAVIDSON FOUNDATION, INC.**

EIN : 39-1769946

**TAX YEAR ENDED 12/31/13**

**FORM 990-PF**

**PART VIII, LINE 1: LIST OF DIRECTORS AND OFFICERS**

**Directors**

John P. Baker  
Joanne M. Bischmann  
Tonit M. Calaway  
Matthew S. Levatich  
John A. Olin

**Officers**

|                       |                                            |
|-----------------------|--------------------------------------------|
| Tonit M. Calaway      | President                                  |
| John A. Olin          | Vice President and Chief Financial Officer |
| J. Darrell Thomas     | Vice President and Treasurer               |
| Mary Anne Martiny     | Secretary                                  |
| Edward M. Krishok     | Assistant Secretary                        |
| Stephen W. Boettinger | Assistant Secretary                        |
| Cynthia A. Rooks      | Assistant Treasurer                        |

Address for all directors and officers :

3700 West Juneau Avenue, Milwaukee, WI 53208

All officers and directors did not receive any compensation, contributions to employee benefit plans or deferred compensation, and they did not have an expense account or other allowances.

**HARLEY-DAVIDSON FOUNDATION, INC.**
**TAX YEAR ENDED 12/31/13**
**FORM 990-PF**
**PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID**

| Recipient Name                                                        | Recipient Relationship | Recipient Status | Purpose of Grant | Amount    |
|-----------------------------------------------------------------------|------------------------|------------------|------------------|-----------|
| Aging and Disability Resource Center of Waukesha County               | N/A                    | Public           | Program Support  | \$ 190    |
| Alverno College                                                       | N/A                    | Public           | Program Support  | \$ 10,000 |
| Alverno College                                                       | N/A                    | Public           | Program Support  | \$ 450    |
| American Financial Services Association Education Foundation          | N/A                    | Public           | Program Support  | \$ 30,000 |
| American Heart Association Inc                                        | N/A                    | Public           | Program Support  | \$ 5,000  |
| American Legion Post 71                                               | N/A                    | Public           | Program Support  | \$ 885    |
| Angel in the Sky Foundation                                           | N/A                    | Public           | Program Support  | \$ 190    |
| Archbishop Curley High School                                         | N/A                    | Public           | Program Support  | \$ 75     |
| Arrowhead High School                                                 | N/A                    | Public           | Program Support  | \$ 250    |
| Arrowhead High School                                                 | N/A                    | Public           | Program Support  | \$ 250    |
| Arts @ Large, Inc                                                     | N/A                    | Public           | Program Support  | \$ 18,500 |
| Aurora VNA Zilber Hospice                                             | N/A                    | Public           | Program Support  | \$ 895    |
| Bates College                                                         | N/A                    | Public           | Program Support  | \$ 50     |
| Betty Brinn Children's Museum                                         | N/A                    | Public           | Program Support  | \$ 37,500 |
| Big Brothers Big Sisters of Metropolitan Milwaukee, Inc               | N/A                    | Public           | Program Support  | \$ 30,000 |
| Board of Park Commissioners of the Cleveland Metropolitan Park Distri | N/A                    | Public           | Program Support  | \$ 5,000  |
| Boy Scouts of America - Potawatomi Area Council                       | N/A                    | Public           | Program Support  | \$ 735    |
| Boys & Girls Club                                                     | N/A                    | Public           | Program Support  | \$ 35,000 |
| Boys & Girls Club of Greater Milwaukee                                | N/A                    | Public           | Program Support  | \$ 30,000 |
| Boys & Girls Club of The Colorado River Inc                           | N/A                    | Public           | Program Support  | \$ 2,000  |
| Bradley University                                                    | N/A                    | Public           | Program Support  | \$ 250    |
| Bridging the Gap, Inc                                                 | N/A                    | Public           | Program Support  | \$ 5,000  |
| Byron High School                                                     | N/A                    | Public           | Program Support  | \$ 375    |
| Cardinal Stritch University                                           | N/A                    | Public           | Program Support  | \$ 50     |
| Carroll College                                                       | N/A                    | Public           | Program Support  | \$ 1,350  |
| Cedarburg Education Foundation                                        | N/A                    | Public           | Program Support  | \$ 1,500  |
| Center for Veterans Issues                                            | N/A                    | Public           | Program Support  | \$ 50,000 |
| Channels                                                              | N/A                    | Public           | Program Support  | \$ 5,000  |
| Chesapeake Bay Foundation                                             | N/A                    | Public           | Program Support  | \$ 5,000  |
| Chicago Cares, Inc                                                    | N/A                    | Public           | Program Support  | \$ 25,000 |
| Chicago Parks Foundation                                              | N/A                    | Public           | Program Support  | \$ 25,000 |
| Children's Advocacy Center of Collin County                           | N/A                    | Public           | Program Support  | \$ 10,000 |
| Children's Home of York                                               | N/A                    | Public           | Program Support  | \$ 7,500  |
| Children's Hospital and Health System Foundation                      | N/A                    | Public           | Program Support  | \$ 325    |
| Children's Hospital and Health System Foundation                      | N/A                    | Public           | Program Support  | \$ 400    |
| Children's Outing Association                                         | N/A                    | Public           | Program Support  | \$ 10,000 |
| Choate Rosemary Hall Foundation , Inc                                 | N/A                    | Public           | Program Support  | \$ 100    |
| City Year, Inc                                                        | N/A                    | Public           | Program Support  | \$ 10,000 |
| Clarkson University                                                   | N/A                    | Public           | Program Support  | \$ 200    |
| Cloud Nine Charities Inc                                              | N/A                    | Public           | Program Support  | \$ 10,000 |
| Columbia College of Nursing                                           | N/A                    | Public           | Program Support  | \$ 50,000 |
| CommonGround Ministry/Elena's House                                   | N/A                    | Public           | Program Support  | \$ 6,500  |
| Community Outpatient Health Service                                   | N/A                    | Public           | Program Support  | \$ 2,000  |
| Conservancy For Cuyahoga Valley National Park                         | N/A                    | Public           | Program Support  | \$ 5,000  |
| Cornerstone Mission Project, Inc                                      | N/A                    | Public           | Program Support  | \$ 2,000  |
| Dallas Area Rape Crisis Center                                        | N/A                    | Public           | Program Support  | \$ 20,000 |
| Danceworks Inc                                                        | N/A                    | Public           | Program Support  | \$ 5,000  |

**HARLEY-DAVIDSON FOUNDATION, INC.**
**TAX YEAR ENDED 12/31/13**
**FORM 990-PF**
**PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID**

| Recipient Name                                      | Recipient Relationship | Recipient Status | Purpose of Grant | Amount     |
|-----------------------------------------------------|------------------------|------------------|------------------|------------|
| Delaware Valley Golden Retriever Rescue Inc         | N/A                    | Public           | Program Support  | \$ 165     |
| DeSales University                                  | N/A                    | Public           | Program Support  | \$ 75      |
| Disabled American Veterans Charitable Service Trust | N/A                    | Public           | Program Support  | \$ 250,000 |
| Divine Savior Holy Angels High School               | N/A                    | Public           | Program Support  | \$ 2,050   |
| Donors Forum of Wisconsin, Inc                      | N/A                    | Public           | Program Support  | \$ 10,000  |
| DreamWrights Youth & Family Theatre                 | N/A                    | Public           | Program Support  | \$ 2,500   |
| Elm Grove Lutheran School                           | N/A                    | Public           | Program Support  | \$ 5,000   |
| Elmbrook Education Foundation                       | N/A                    | Public           | Program Support  | \$ 100     |
| Express Yourself Milwaukee                          | N/A                    | Public           | Program Support  | \$ 5,000   |
| First Stage Milwaukee                               | N/A                    | Public           | Program Support  | \$ 10,000  |
| For Cat's Sake                                      | N/A                    | Public           | Program Support  | \$ 105     |
| Furry Friends Network                               | N/A                    | Public           | Program Support  | \$ 195     |
| Garden City Community College Endowment Association | N/A                    | Public           | Program Support  | \$ 250     |
| Give2Asia                                           | N/A                    | Public           | Program Support  | \$ 30,000  |
| Grace Evangelical Lutheran School                   | N/A                    | Public           | Program Support  | \$ 5,000   |
| Greater Milwaukee Committee                         | N/A                    | Public           | Program Support  | \$ 25,000  |
| Green Works in Kansas City                          | N/A                    | Public           | Program Support  | \$ 5,000   |
| Greendale Chapter of the Barbershop Harmony Society | N/A                    | Public           | Program Support  | \$ 1,000   |
| Habitat for Humanity of South Collin County         | N/A                    | Public           | Program Support  | \$ 35,000  |
| Happily Ever After Animal Sanctuary Inc             | N/A                    | Public           | Program Support  | \$ 113     |
| Harvesters - The Community Food Network             | N/A                    | Public           | Program Support  | \$ 7,500   |
| HAVEN Family Resource Center                        | N/A                    | Public           | Program Support  | \$ 1,000   |
| Haven, Inc                                          | N/A                    | Public           | Program Support  | \$ 1,500   |
| Hawken School                                       | N/A                    | Public           | Program Support  | \$ 300     |
| Healthy Community Pharmacy                          | N/A                    | Public           | Program Support  | \$ 10,000  |
| Heartland Habitat for Humanity                      | N/A                    | Public           | Program Support  | \$ 320     |
| Holy Family Parish School                           | N/A                    | Public           | Program Support  | \$ 500     |
| Hope College                                        | N/A                    | Public           | Program Support  | \$ 5,000   |
| Hudson Montessori School                            | N/A                    | Public           | Program Support  | \$ 300     |
| Hunger Task Force of Milwaukee, Inc                 | N/A                    | Public           | Program Support  | \$ 825,000 |
| Immacolata Manor                                    | N/A                    | Public           | Program Support  | \$ 5,000   |
| Indiana University Foundation                       | N/A                    | Public           | Program Support  | \$ 450     |
| INROADS, Inc                                        | N/A                    | Public           | Program Support  | \$ 10,000  |
| Interfaith Older Adult Programs, Inc                | N/A                    | Public           | Program Support  | \$ 10,000  |
| Junior Achievement of Wisconsin, Inc                | N/A                    | Public           | Program Support  | \$ 15,000  |
| Junior League Milwaukee                             | N/A                    | Public           | Program Support  | \$ 30      |
| Kansas City Community Gardens Inc                   | N/A                    | Public           | Program Support  | \$ 5,000   |
| Kansas City Hope Lodge                              | N/A                    | Public           | Program Support  | \$ 5,000   |
| Kansas City University                              | N/A                    | Public           | Program Support  | \$ 1,300   |
| Kansas City Young Audiences, Inc                    | N/A                    | Public           | Program Support  | \$ 5,000   |
| Kansas State University                             | N/A                    | Public           | Program Support  | \$ 100     |
| King Advisory, Inc                                  | N/A                    | Public           | Program Support  | \$ 2,500   |
| King Baudouin Foundation United States              | N/A                    | Public           | Program Support  | \$ 30,000  |
| Kingman Academy of Learning                         | N/A                    | Public           | Program Support  | \$ 3,000   |
| Kingman Aid to Abused People                        | N/A                    | Public           | Program Support  | \$ 2,000   |
| King's Academy                                      | N/A                    | Public           | Program Support  | \$ 5,000   |
| Kwahamot Water Ski Club Inc                         | N/A                    | Public           | Program Support  | \$ 2,000   |
| Lake Country Academy Foundation                     | N/A                    | Public           | Program Support  | \$ 500     |

**HARLEY-DAVIDSON FOUNDATION, INC.**
**TAX YEAR ENDED 12/31/13**
**FORM 990-PF**
**PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID**

| Recipient Name                                      | Recipient Relationship | Recipient Status | Purpose of Grant | Amount    |
|-----------------------------------------------------|------------------------|------------------|------------------|-----------|
| Leg Up Farm Inc                                     | N/A                    | Public           | Program Support  | \$ 15,000 |
| Literacy Council of Greater Waukesha, Inc           | N/A                    | Public           | Program Support  | \$ 3,850  |
| Literacy Kansas City                                | N/A                    | Public           | Program Support  | \$ 10,000 |
| Local Initiatives Support Corporation               | N/A                    | Public           | Program Support  | \$ 4,500  |
| Local Initiatives Support Corporation               | N/A                    | Public           | Program Support  | \$ 10,000 |
| Loving Shepard Lutheran School                      | N/A                    | Public           | Program Support  | \$ 4,000  |
| Make A Wish Foundation                              | N/A                    | Public           | Program Support  | \$ 116    |
| Make-A-Wish Foundation - York                       | N/A                    | Public           | Program Support  | \$ 3,900  |
| MargaretAnns Place Inc                              | N/A                    | Public           | Program Support  | \$ 153    |
| Marquette University                                | N/A                    | Public           | Program Support  | \$ 1,850  |
| Marquette University                                | N/A                    | Public           | Program Support  | \$ 34,000 |
| Marquette University                                | N/A                    | Public           | Program Support  | \$ 1,030  |
| Marquette University                                | N/A                    | Public           | Program Support  | \$ 553    |
| Marquette University High School                    | N/A                    | Public           | Program Support  | \$ 250    |
| Marquette University High School                    | N/A                    | Public           | Program Support  | \$ 350    |
| Marquette University High School                    | N/A                    | Public           | Program Support  | \$ 500    |
| Martin Library Association                          | N/A                    | Public           | Program Support  | \$ 8,500  |
| Massachusetts Institute of Technology               | N/A                    | Public           | Program Support  | \$ 1,200  |
| Medical College of Wisconsin                        | N/A                    | Public           | Program Support  | \$ 150    |
| Menomonee Valley Partners, Inc                      | N/A                    | Public           | Program Support  | \$ 5,000  |
| Miles of Smiles, Inc.                               | N/A                    | Public           | Program Support  | \$ 5,000  |
| Milwaukee Area Technical College Foundation Inc     | N/A                    | Public           | Program Support  | \$ 20,000 |
| Milwaukee Area Workforce Funding Alliance           | N/A                    | Public           | Program Support  | \$ 10,000 |
| Milwaukee Community Service Corps                   | N/A                    | Public           | Program Support  | \$ 5,000  |
| Milwaukee Development Corporation                   | N/A                    | Public           | Program Support  | \$ 30,000 |
| Milwaukee Montessori School                         | N/A                    | Public           | Program Support  | \$ 6,950  |
| Milwaukee Montessori School                         | N/A                    | Public           | Program Support  | \$ 850    |
| Milwaukee Opera Theatre                             | N/A                    | Public           | Program Support  | \$ 540    |
| Milwaukee Publice Museum, Inc                       | N/A                    | Public           | Program Support  | \$ 10,000 |
| Milwaukee Repertory Theater                         | N/A                    | Public           | Program Support  | \$ 10,000 |
| Milwaukee School of Engineering                     | N/A                    | Public           | Program Support  | \$ 78,000 |
| Milwaukee School of Engineering                     | N/A                    | Public           | Program Support  | \$ 300    |
| Milwaukee School of Engineering                     | N/A                    | Public           | Program Support  | \$ 5,000  |
| Milwaukee School of Engineering                     | N/A                    | Public           | Program Support  | \$ 600    |
| Mount Mary College                                  | N/A                    | Public           | Program Support  | \$ 2,000  |
| Mount Mary College                                  | N/A                    | Public           | Program Support  | \$ 2,500  |
| National Minority Supplier Development Council, Inc | N/A                    | Public           | Program Support  | \$ 5,000  |
| New Threads of Hope                                 | N/A                    | Public           | Program Support  | \$ 10,000 |
| Next Door Foundation                                | N/A                    | Public           | Program Support  | \$ 25,000 |
| Northeastern University                             | N/A                    | Public           | Program Support  | \$ 1,000  |
| Northwoods Alliance for Temporary Housing, Inc      | N/A                    | Public           | Program Support  | \$ 2,000  |
| Pearls for Teen Girls, Inc                          | N/A                    | Public           | Program Support  | \$ 25,000 |
| Performing Arts for Children                        | N/A                    | Public           | Program Support  | \$ 4,000  |
| Pius XI High School                                 | N/A                    | Public           | Program Support  | \$ 50     |
| Pius XI High School                                 | N/A                    | Public           | Program Support  | \$ 1,000  |
| Por La Gente Association                            | N/A                    | Public           | Program Support  | \$ 295    |
| Princeton Universty                                 | N/A                    | Public           | Program Support  | \$ 100    |
| Purdue Foundation                                   | N/A                    | Public           | Program Support  | \$ 100    |

**HARLEY-DAVIDSON FOUNDATION, INC.**
**TAX YEAR ENDED 12/31/13**
**FORM 990-PF**
**PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID**

| Recipient Name                                         | Recipient Relationship | Recipient Status | Purpose of Grant | Amount     |
|--------------------------------------------------------|------------------------|------------------|------------------|------------|
| Purdue Foundation                                      | N/A                    | Public           | Program Support  | \$ 100     |
| Purdue Foundation Dick and Sandy Dauch Alumni Center   | N/A                    | Public           | Program Support  | \$ 25      |
| Red Lion Area Educational Foundation                   | N/A                    | Public           | Program Support  | \$ 50      |
| Regents of the University of Michigan                  | N/A                    | Public           | Program Support  | \$ 100     |
| Rensselaer Polytechnic Institute                       | N/A                    | Public           | Program Support  | \$ 1,000   |
| Ripon College                                          | N/A                    | Public           | Program Support  | \$ 100     |
| Ripon College                                          | N/A                    | Public           | Program Support  | \$ 1,600   |
| Ronald McDonald House Charities of Kansas City Inc     | N/A                    | Public           | Program Support  | \$ 10,000  |
| Rose Brooks Center, Inc                                | N/A                    | Public           | Program Support  | \$ 5,000   |
| Rose-Hulman Institute of Technology                    | N/A                    | Public           | Program Support  | \$ 250     |
| Saint Ignatius High School                             | N/A                    | Public           | Program Support  | \$ 500     |
| Salvation Army                                         | N/A                    | Public           | Program Support  | \$ 20,000  |
| Salvation Army                                         | N/A                    | Public           | Program Support  | \$ 475     |
| Samaritan Health Center                                | N/A                    | Public           | Program Support  | \$ 315     |
| Scholarship Management Services                        | N/A                    | Public           | Program Support  | \$ 71,260  |
| Second Chance Partners for Education, Inc              | N/A                    | Public           | Program Support  | \$ 39,000  |
| Servants Inc                                           | N/A                    | Public           | Program Support  | \$ 10,000  |
| Sheboygan Jaycees Foundation Inc                       | N/A                    | Public           | Program Support  | \$ 1,000   |
| Sickle Cell Disease Association of America             | N/A                    | Public           | Program Support  | \$ 2,500   |
| Sojourner Family Peace Center, Inc                     | N/A                    | Public           | Program Support  | \$ 15,000  |
| Sojourner Family Peace Center, Inc                     | N/A                    | Public           | Program Support  | \$ 905     |
| South Dakota State University Foundation               | N/A                    | Public           | Program Support  | \$ 200     |
| Southern Illinois University - Edwardsville Foundation | N/A                    | Public           | Program Support  | \$ 25      |
| Southern Illinois University-Edwardsville Foundation   | N/A                    | Public           | Program Support  | \$ 25      |
| St Marcus School                                       | N/A                    | Public           | Program Support  | \$ 500     |
| St Anthony on the Lake                                 | N/A                    | Public           | Program Support  | \$ 1,000   |
| St Charles Preparatory School                          | N/A                    | Public           | Program Support  | \$ 100     |
| St Joan Antida                                         | N/A                    | Public           | Program Support  | \$ 30      |
| St John's Lutheran School                              | N/A                    | Public           | Program Support  | \$ 405     |
| St John's Lutheran School                              | N/A                    | Public           | Program Support  | \$ 1,485   |
| St John's Lutheran School                              | N/A                    | Public           | Program Support  | \$ 1,350   |
| St Joseph Hospital                                     | N/A                    | Public           | Program Support  | \$ 10,000  |
| St Joseph School                                       | N/A                    | Public           | Program Support  | \$ 300     |
| St Marcus School                                       | N/A                    | Public           | Program Support  | \$ 100     |
| St. Martin of Tours Parish School                      | N/A                    | Public           | Program Support  | \$ 1,500   |
| St Monica School                                       | N/A                    | Public           | Program Support  | \$ 500     |
| St Paul Catholic School                                | N/A                    | Public           | Program Support  | \$ 3,000   |
| St Paul's Lutheran School                              | N/A                    | Public           | Program Support  | \$ 700     |
| St. Paul's Lutheran School                             | N/A                    | Public           | Program Support  | \$ 600     |
| St. Paul's Lutheran School                             | N/A                    | Public           | Program Support  | \$ 500     |
| St. Robert School                                      | N/A                    | Public           | Program Support  | \$ 475     |
| St. Robert School                                      | N/A                    | Public           | Program Support  | \$ 50      |
| Susan P Byrnes Health Education Center                 | N/A                    | Public           | Program Support  | \$ 15,000  |
| Tamarack Waldorf School                                | N/A                    | Public           | Program Support  | \$ 1,500   |
| Teach for America - Milwaukee                          | N/A                    | Public           | Program Support  | \$ 10,000  |
| Tennessee Technological University Foundation          | N/A                    | Public           | Program Support  | \$ 250     |
| The Nature Conservancy                                 | N/A                    | Public           | Program Support  | \$ 135,000 |
| The Pennsylvania State University                      | N/A                    | Public           | Program Support  | \$ 1,100   |

**HARLEY-DAVIDSON FOUNDATION, INC.**  
**TAX YEAR ENDED 12/31/13**  
**FORM 990-PF**  
**PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID**

| Recipient Name                                                 | Recipient Relationship | Recipient Status | Purpose of Grant | Amount     |
|----------------------------------------------------------------|------------------------|------------------|------------------|------------|
| The Resource Foundation                                        | N/A                    | Public           | Program Support  | \$ 30,000  |
| The Salvation Army                                             | N/A                    | Public           | Program Support  | \$ 5,000   |
| Tosa Community Food Pantry                                     | N/A                    | Public           | Program Support  | \$ 6,500   |
| Touched by a Paw                                               | N/A                    | Public           | Program Support  | \$ 705     |
| Trustees of Boston University Development and Alumni Relations | N/A                    | Public           | Program Support  | \$ 1,650   |
| UEC MVP Project, Inc                                           | N/A                    | Public           | Program Support  | \$ 30,000  |
| United Cerebral Palsy of Southeastern Wisconsin, Inc           | N/A                    | Public           | Program Support  | \$ 20,000  |
| United Performing Arts Fund                                    | N/A                    | Public           | Program Support  | \$ 65,000  |
| United Way of Greater Milwaukee                                | N/A                    | Public           | Program Support  | \$ 299,404 |
| University of Illinois Foundation                              | N/A                    | Public           | Program Support  | \$ 250     |
| University of Kentucky                                         | N/A                    | Public           | Program Support  | \$ 100     |
| University of Missouri - Columbia                              | N/A                    | Public           | Program Support  | \$ 250     |
| University of North Carolina at Chapel Hill                    | N/A                    | Public           | Program Support  | \$ 300     |
| University of North Carolina at Chapel Hill                    | N/A                    | Public           | Program Support  | \$ 300     |
| University of Notre Dame                                       | N/A                    | Public           | Program Support  | \$ 200     |
| University of South Florida Foundation                         | N/A                    | Public           | Program Support  | \$ 480     |
| University of Wisconsin Madison Foundation                     | N/A                    | Public           | Program Support  | \$ 965     |
| University of Wisconsin Madison Foundation                     | N/A                    | Public           | Program Support  | \$ 825     |
| University of Wisconsin Madison Foundation                     | N/A                    | Public           | Program Support  | \$ 250     |
| University of Wisconsin Milwaukee Foundation, Inc              | N/A                    | Public           | Program Support  | \$ 510     |
| University of Wisconsin Milwaukee Foundation, Inc              | N/A                    | Public           | Program Support  | \$ 210     |
| University of Wisconsin Parkside Benevolent Foundation, Inc    | N/A                    | Public           | Program Support  | \$ 250     |
| University of Wisconsin Sheboygan Foundation                   | N/A                    | Public           | Program Support  | \$ 50      |
| University of Wisconsin Sheboygan Foundation                   | N/A                    | Public           | Program Support  | \$ 50      |
| University of Wisconsin-Whitewater Foundation, Inc             | N/A                    | Public           | Program Support  | \$ 4,150   |
| University School of Milwaukee                                 | N/A                    | Public           | Program Support  | \$ 5,000   |
| University School of Milwaukee                                 | N/A                    | Public           | Program Support  | \$ 250     |
| University School of Milwaukee                                 | N/A                    | Public           | Program Support  | \$ 150     |
| University Wisconsin - Whitewater Foundation, Inc              | N/A                    | Public           | Program Support  | \$ 1,400   |
| Univesity of Evansville                                        | N/A                    | Public           | Program Support  | \$ 50      |
| Urban Ecology Center                                           | N/A                    | Public           | Program Support  | \$ 30,000  |
| UW - Eau Claire Foundation, Inc                                | N/A                    | Public           | Program Support  | \$ 150     |
| UW-Milwaukee Foundation                                        | N/A                    | Public           | Program Support  | \$ 12,000  |
| UW-Whitewater Foundation, Inc                                  | N/A                    | Public           | Program Support  | \$ 1,050   |
| Valley View Elementary Pto                                     | N/A                    | Public           | Program Support  | \$ 5,000   |
| Walker's Point Center for the Arts, Ltd                        | N/A                    | Public           | Program Support  | \$ 5,000   |
| Washington & Lee University                                    | N/A                    | Public           | Program Support  | \$ 100     |
| Washington & Lee University                                    | N/A                    | Public           | Program Support  | \$ 100     |
| Waukesha STEM Academy                                          | N/A                    | Public           | Program Support  | \$ 50      |
| Wauwatosa School District                                      | N/A                    | Public           | Program Support  | \$ 4,000   |
| West Virginia Wesleyan College                                 | N/A                    | Public           | Program Support  | \$ 50      |
| Whitman College                                                | N/A                    | Public           | Program Support  | \$ 125     |
| Wichita State of University Foundation                         | N/A                    | Public           | Program Support  | \$ 50      |
| Wings over Waukesha, Inc                                       | N/A                    | Public           | Program Support  | \$ 280     |
| Wisconsin Breast Cancer Coalition, Inc                         | N/A                    | Public           | Program Support  | \$ 1,000   |
| Wisconsin Conservatory of Music, Inc                           | N/A                    | Public           | Program Support  | \$ 7,500   |
| Wisconsin Lutheran High School                                 | N/A                    | Public           | Program Support  | \$ 1,100   |
| Wisconsin Lutheran High School                                 | N/A                    | Public           | Program Support  | \$ 2,000   |

**HARLEY-DAVIDSON FOUNDATION, INC.****TAX YEAR ENDED 12/31/13****FORM 990-PF****PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID**

| Recipient Name                                             | Recipient Relationship | Recipient Status | Purpose of Grant | Amount              |
|------------------------------------------------------------|------------------------|------------------|------------------|---------------------|
| Wisconsin Regional Training Partnership                    | N/A                    | Public           | Program Support  | \$ 25,000           |
| YMCA of Metropolitan Milwaukee                             | N/A                    | Public           | Program Support  | \$ 3,000            |
| YMCA of Metropolitan Milwaukee                             | N/A                    | Public           | Program Support  | \$ 35,000           |
| York Catholic High School                                  | N/A                    | Public           | Program Support  | \$ 75               |
| York County Black Golfers Association                      | N/A                    | Public           | Program Support  | \$ 675              |
| York County Food Bank                                      | N/A                    | Public           | Program Support  | \$ 5,000            |
| York County Literacy Council                               | N/A                    | Public           | Program Support  | \$ 15,000           |
| York Habitat for Humanity                                  | N/A                    | Public           | Program Support  | \$ 10,000           |
| York Symphony Orchestra                                    | N/A                    | Public           | Program Support  | \$ 5,000            |
| Young Mens Christian Association Of Metropolitan Milwaukee | N/A                    | Public           | Program Support  | \$ 5,400            |
| TOTAL, PART XV LINE 3A                                     |                        |                  |                  | <u>\$ 3,182,388</u> |