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

2013

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013, or tax year beginning

, 2013, and ending

<p>Name of foundation Castlerock Foundation, Inc.</p> <p>Number and street (or P O box number if mail is not delivered to street address) W1586 CTH KK</p> <p>City or town, state or province, country, and ZIP or foreign postal code Alma WI 54610</p>		<p>G Check all that apply</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; vertical-align: top;"> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </td> <td style="width: 10%; vertical-align: top;"> <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </td> </tr> </table> <p>H Check type of organization</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; vertical-align: top;"> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust </td> <td style="width: 10%; vertical-align: top;"> <input type="checkbox"/> Other taxable private foundation </td> </tr> </table> <p>I Fair market value of all assets at end of year (from Part II, column (c), line 16)</p> <p>J Accounting method</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; vertical-align: top;"> <input type="checkbox"/> Other (specify) \$ 1,220,360. </td> <td style="width: 10%; vertical-align: top;"> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual </td> </tr> </table> <p>(Part I, column (d) must be on cash basis)</p>	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Other (specify) \$ 1,220,360.	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	<p>A Employer identification number 39-1942244</p> <p>B Telephone number (see the instructions) (715) 946-3830</p> <p>C If exemption application is pending, check here. <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here. <input type="checkbox"/></p> <p>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>																																																																																																																																																																																								
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	489.	524.	524.	
	2	13,630.	4,696.	4,696.	
	3	0.	0.	0.	
	4	0.	0.	0.	
	5	0.	0.	0.	
	6	0.	0.	0.	
	7	0.	0.	0.	
	8	0.	0.	0.	
	9	0.	0.	0.	
	10a	0.	0.	0.	
	b	669,779.	737,811.	1,215,140.	
	c	0.	0.	0.	
	11	0.	0.	0.	
	Less accumulated depreciation (attach schedule)	0.	0.	0.	
	12	0.	0.	0.	
	13	70,085.	0.	0.	
14	0.	0.	0.		
Less accumulated depreciation (attach schedule)	0.	0.	0.		
15	0.	0.	0.		
16	753,983.	743,031.	1,220,360.		
LIABILITIES	17	0.	0.		
	18	0.	0.		
	19	0.	0.		
	20	0.	0.		
	21	0.	0.		
	22	0.	0.		
	23	0	0.		
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24				
	25				
	26				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31	X			
	27	0.	0.		
	28	0.	0.		
	29	753,983	743,031.		
	30	753,983.	743,031.		
	31	753,983.	743,031.		

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	753,983.
2	Enter amount from Part I, line 27a	2	-10,950.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	743,033.
5	Decreases not included in line 2 (itemize) ▶ Rounding Discrepancy	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	743,031.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	1230 shrs Advent Claymore Conv Secs & Inc FD Com	P	11/19/03	12/12/13
b	692 shrs Mondelez Intl Inc Cl A	P	10/25/01	12/12/13
c	6000 shrs Putnam Master Inter Inc Trust Shares	P	03/15/01	12/12/13
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	22,618.		31,086.	-8,468.
b	23,573.		11,797.	11,776.
c	29,461.		39,162.	-9,701.
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				-8,468.
b				11,776.
c				-9,701.
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-6,393.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	28,029.	1,061,827.	0.026397
2011	39,346.	984,290.	0.039974
2010	36,215.	904,769.	0.040027
2009	42,929.	786,155.	0.054606
2008	60,837.	951,171.	0.063960

2 Total of line 1, column (d)	2	0.224964
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044993
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,180,635.
5 Multiply line 4 by line 3	5	53,120.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	426.
7 Add lines 5 and 6	7	53,546.
8 Enter qualifying distributions from Part XII, line 4	8	52,583.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1	1	852.
Date of ruling or determination letter <input type="checkbox"/> (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	852.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3 Add lines 1 and 2.	5	852.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	900.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	900.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	48.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	48.	Refunded
	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► Gary B. Schlosstein	Telephone no ► (715) 946-3830	
Located at ► W 1586 County Rd KK, Alma, WI ZIP + 4 ► 54610			
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	<input type="checkbox"/>
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 X No
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
1 a	During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			5 b
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).				
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6 b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If 'Yes' to 6b, file Form 8870				
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7 b
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gary Schlosstein W1586, CTH KK Alma WI 54610	President 3.00	0.	0.	0.
Najib Schlosstein 206 N Main Cochrane WI 54622	Vice Pres. 1.00	0.	0.	0.
Shelby Schlosstein W1586, CTH KK Alma WI 54610	Sec'y 2.00	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

None

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

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

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

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

None

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		0.
3		
4		

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

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

Amount

1	N/A	
2		0.

All other program-related investments See instructions

3

All other program-related investments See instructions
3 _____

Total. Add lines 1 through 3

None

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	1,179,954.
b	Average of monthly cash balances	1 b	18,660.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	1,198,614.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,198,614.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,180,635.
6	Minimum investment return. Enter 5% of line 5	6	59,032.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	59,032.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	852.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	852.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	58,180.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	58,180.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	58,180.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	52,583.
b	Program-related investments – total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	0.
b	Cash distribution test (attach the required schedule)	3 b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	52,583.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	52,583.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				58,180.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only		0.		
b Total for prior years 20 11 20 10 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008	14,061.			
b From 2009	4,343.			
c From 2010	0.			
d From 2011	0.			
e From 2012	0.			
f Total of lines 3a through e	18,404.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 52,583.			0.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				52,583.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	5,597.			5,597.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,807.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	8,464.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,343.			
10 Analysis of line 9				
a Excess from 2009	4,343.			
b Excess from 2010	0.			
c Excess from 2011	0.			
d Excess from 2012	0.			
e Excess from 2013	0.			

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)				
<i>a Paid during the year</i>				
Alma Fire Department				
Alma WI 54610		Munic.	Further Purposes of Organization	350.
Alma American Legion		501(c)3	Further Purposes of Organization	150.
Alma WI 54610		Public School	Further Purposes of Organization	100.
Alma Alma Area Schools		501(c)3	Further Purposes of Organization	200.
Alma WI 54610		501(c)3	Further Purposes of Organization	100.
Alma Historical Society				
Alma WI 54610		501(c)3	Further Purposes of Organization	100.
Alma Alma Rod & Gun Club		501(c)3	Further Purposes of Organization	200.
Alma WI 54610		501(c)3	Further Purposes of Organization	100.
American Polar Society				
Searsport ME 04974		501(c)3	Further Purpose of Organization	100.
Bluffview Montessori School				
Winona MN 55987		Public School	Further Purpose of Organization	500.
Boy Scouts of America		501(c)3	Further Purposes of Organization	150.
Gateway Council				
La Crosse WI 54601		501(c)3	Further Purposes of Organization	100.
Buffalo City - Cochrane				
Historical Society		501(c)3	Further Purposes of Organization	100.
Alma WI 54610				
See Line 3a statement				50,008.
Total				51,758.
<i>b Approved for future payment</i>				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

	Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount			
1 Program service revenue							
a							
b							
c							
d							
e							
f							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments				14		40.	
4 Dividends and interest from securities				14		43,376.	
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							-6,393.
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue							
a							
b							
c							
d							
e							
12 Subtotal Add columns (b), (d), and (e)						43,416.	-6,393.
13 Total Add line 12, columns (b), (d), and (e)						13	37,023.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

Sign
Here

3 B. S. D.

5/10/2014

Dat

President

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Yes | No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► <u>CASTLEROCK FOUNDATION, INC.</u>	Firm's EIN ►			
	Firm's address ► <u>W1586 COUNTY ROAD KK</u>	Phone no			
	ALMA	WI 54610-8404			

BAA

Form 990-PF (2013)

Name	Employer Identification Number		
Castlerock Foundation, Inc.	39-1942244		
Asset Information:			
Description of Property . . .	1,230 shares AVK (Advent Claymore)		
Date Acquired .	11/19/03	How Acquired . . .	Purchased
Date Sold .	12/12/13	Name of Buyer . . .	
Sales Price .	22,618.	Cost or other basis (do not reduce by depreciation) . . .	31,086.
Sales Expense .		Valuation Method . . .	Cost
Total Gain (Loss) .	-8,468.	Accumulation Depreciation . . .	
Description of Property . . .	692 shrs Mondelez Intl Inc Cl A		
Date Acquired .	10/25/01	How Acquired . . .	Purchased
Date Sold .	12/12/13	Name of Buyer . . .	
Sales Price .	23,573.	Cost or other basis (do not reduce by depreciation) . . .	11,797.
Sales Expense .		Valuation Method . . .	Cost
Total Gain (Loss) .	11,776.	Accumulation Depreciation . . .	
Description of Property . . .	6000 shrs Putnam Master Inter Inc Trust Shares		
Date Acquired .	03/15/01	How Acquired . . .	Purchased
Date Sold .	12/12/13	Name of Buyer . . .	
Sales Price .	29,461.	Cost or other basis (do not reduce by depreciation) . . .	39,162.
Sales Expense .		Valuation Method . . .	Cost
Total Gain (Loss) .	-9,701.	Accumulation Depreciation . . .	
Description of Property . . .			
Date Acquired .		How Acquired . . .	
Date Sold .		Name of Buyer . . .	
Sales Price .		Cost or other basis (do not reduce by depreciation) . . .	
Sales Expense .		Valuation Method . . .	
Total Gain (Loss) .		Accumulation Depreciation . . .	
Description of Property . . .			
Date Acquired .		How Acquired . . .	
Date Sold .		Name of Buyer . . .	
Sales Price .		Cost or other basis (do not reduce by depreciation) . . .	
Sales Expense .		Valuation Method . . .	
Total Gain (Loss) .		Accumulation Depreciation . . .	
Description of Property . . .			
Date Acquired .		How Acquired . . .	
Date Sold .		Name of Buyer . . .	
Sales Price .		Cost or other basis (do not reduce by depreciation) . . .	
Sales Expense .		Valuation Method . . .	
Total Gain (Loss) .		Accumulation Depreciation . . .	
Description of Property . . .			
Date Acquired .		How Acquired . . .	
Date Sold .		Name of Buyer . . .	
Sales Price .		Cost or other basis (do not reduce by depreciation) . . .	
Sales Expense .		Valuation Method . . .	
Total Gain (Loss) .		Accumulation Depreciation . . .	
Description of Property . . .			
Date Acquired .		How Acquired . . .	
Date Sold .		Name of Buyer . . .	
Sales Price .		Cost or other basis (do not reduce by depreciation) . . .	
Sales Expense .		Valuation Method . . .	
Total Gain (Loss) .		Accumulation Depreciation . . .	
Description of Property . . .			
Date Acquired .		How Acquired . . .	
Date Sold .		Name of Buyer . . .	
Sales Price .		Cost or other basis (do not reduce by depreciation) . . .	
Sales Expense .		Valuation Method . . .	
Total Gain (Loss) .		Accumulation Depreciation . . .	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
WI Annual Report Filing Fee	10.	10.		10.
Office Supplies	15.	15.		15.
Total	<u>25.</u>	<u>25.</u>		<u>25.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i>				
<u>Buffalo County Historical Society</u>		501(c)3	<u>Further Purposes</u> of Organization	Person or Business <input checked="" type="checkbox"/> 29,150.
<u>Alma WI 54610</u>				
<u>Cochrane Fountain City Schools</u>		Public Schools	<u>Further Purposes</u> of Organization	Person or Business <input checked="" type="checkbox"/> 100.
<u>Fountain City WI 54629</u>				
<u>Criminal Justice Coordinating Committee</u>		501(c)3	<u>Further Purpose</u> of Organization	Person or Business <input checked="" type="checkbox"/> 100.
<u>Alma WI 54610</u>				
<u>Fountain City Historical Society</u>		501(c)3	<u>Further Purpose</u> of Organization	Person or Business <input checked="" type="checkbox"/> 3,700.
<u>Fountain City WI 54629</u>				
<u>Friends of the Alma Public Library</u>		501(c)3	<u>Further Purpose</u> of Organization	Person or Business <input checked="" type="checkbox"/> 100.
<u>Alma WI 54610</u>				
<u>Friends of Buffalo County 4-H</u>		501(c)3	<u>Further Purposes</u> of Organization	Person or Business <input checked="" type="checkbox"/> 600.
<u>Alma WI 54610</u>				
<u>Garden of Eden Preservation Society</u>		501(c)3	<u>Further Purposes</u> of Organization	Person or Business <input checked="" type="checkbox"/> 100.
<u>Galesville WI 54630</u>				
<u>Living Light Church</u>		Relig. Inst.	<u>Further Purpose</u> of Organization	Person or Business <input checked="" type="checkbox"/> 100.
<u>Winona MN 55987</u>				
<u>Lyster Lutheran Church</u>		501(c)3	<u>Further Purposes</u> of Organization	Person or Business <input checked="" type="checkbox"/> 7,840.
<u>Nelson WI 54756</u>				
<u>Madison Area Technical College</u>		501(c)3	<u>Scholarship Fund</u>	Person or Business <input checked="" type="checkbox"/> 3,068.
<u>Madison WI 53704</u>				
<u>Masonic Scholarship Fund</u>		501(c)3	<u>Further Purpose</u> of Organization	Person or Business <input checked="" type="checkbox"/> 200.
<u>Mondovi WI 54755</u>				

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Minnesota Marine Arts Museum Winona MN 55987		501(c)3	Further Purpose of Organization	Person or Business X 100.
National Eagle Center Wabasha MN 55981		501(c)3	Further Purpose of Organization	Person or Business X 100.
National Right to Work Foundation Springfield VA 22160		501(c)3	Further Purpose of Organization	Person or Business X 300.
Northcentral Technical College Wausau WI 54401		Univ.	Further Purpose of Organization	Person or Business X 300.
Riverfront, Inc. La Crosse WI 54601		501(c)3	Further Purpose of Organization	Person or Business X 200.
Scenic Valley Swimming Pool Assoc. Cochrane WI 54622		501(c)3	Further Purpose of Organization	Person or Business X 100.
St. Elizabeth's Foundation Wabasha MN 55981		501(c)3	Further Purpose of Organization	Person or Business X 1,600.
St. Johns Lutheran Church Alma WI 54610		501(c)3	Further Purpose of Organization	Person or Business X 400.
St. Paul and St. Luke Church Alma WI 54610		Relig Org.	Further Purpose of Organization	Person or Business X 200.
University of Wisconsin Stout Menomonie WI 54751		Public Univ.	Further Purpose of Organization	Person or Business X 500.
University of Nebraska at Kearney Kearney NE 68849		Univ.	Further Purpose of Organization	Person or Business X 500.
Western Buffalo County Ambulance Service Alma WI 54610		501(c)3	Further Purpose of Organization	Person or Business X 100.
Wings Over Alma Alma WI 54610		501(c)3	Further Purpose of Organization	Person or Business X 300.
Wisconsin Right to Life Milwaukee WI 53226		501(c)3	Further Purpose of Organization	Person or Business X 250.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				

Total

50,008.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	Book Value	End of Year Fair Market Value
Allete	10,870.	16,859.
Alliant Energy	27,930.	51,600
Altria Group	35,518.	76,780.
AT&T	32,424.	35,160.
BP PLC Spons ADR	131,616.	121,525.
Credit Suisse	9,338.	12,695.
General Electric	41,045.	28,030.
Kraft Foods Group, Inc.	3,929.	12,399.
Pepsico Inc	203,940.	497,640.
Philip Morris	26,045.	87,130.
Southern Company	50,780.	82,220.
Susser Petroleum	14,692.	14,895.
TAL Intl Group	14,215.	15,771.
Univest Corp	29,956.	31,020.
Verizon Communications	15,128.	19,656.
Xcel Energy	90,385.	111,760.
Total	737,811.	<u>1,215,140.</u>

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
Alliance Bank	10.
Alma Area Community Development Foundation	4,500.
Buffalo Little League	100.
Total	<u>4,610</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(a)

Description	Amount
Alliance Bank Checking	489.
Total	<u>489.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Alliance Bank Flex Account	11,169.
Fintegra Money Market	2,461.
Total	<u>13,630.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(b)

Description	Amount
Alliance Bank Checking	524.
Total	<u>524.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2 (b)

Description	Amount
Alliance Bank Flex Account	2,524.
Fintegra Money Market	2,172.
Total	<u>4,696.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
Alliance Bank	40.
Total	<u>40.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Advent Claymore	1,386.
Allete	642.
Alliant Energy	1,880.
Altria Group	3,600.
AT&T	900.
BP PLC	5,475.
Credit Suisse Group	23.
General Electric	760.
Kraft Foods Group	466.
Mondelez Intl	367.
Pepsico Inc	13,260
Philip Morris Intl	3,490.
Putnam Master Inter Income	1,872.
Southern Co	4,025.
Verizon Comm.	830.
Xcel Energy Inc	4,400.
Total	<u>43,376.</u>