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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

A Employer identification number
39-1988285

Number and street (or P O box number if mail is not delivered to street address) 701 DEMING WAY NO 100 | Room/suite

B Telephone number (see instructions)
(608) 827-6400

City or town, state or province, country, and ZIP or foreign postal code
MADISON, WI 53717

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 8,517,479

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

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

Part I	Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	210,194	210,194		
5a	Gross rents				
b	Net rental income or (loss) ____				
6a	Net gain or (loss) from sale of assets not on line 10	983,376			
b	Gross sales price for all assets on line 6a 9,852,874				
7	Capital gain net income (from Part IV, line 2) . . .		983,376		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	12,674	12,674	12,674	
12	**Total.** Add lines 1 through 11	1,206,244	1,206,244	12,674	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0	0	0	0
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule).	2,430	0	0	2,430
b	Accounting fees (attach schedule).	3,600	100	0	3,500
c	Other professional fees (attach schedule)	49,106	49,106	0	0
17	Interest				
18	Taxes (attach schedule) (see instructions)	18,574	18,574	0	0
19	Depreciation (attach schedule) and depletion . . .	445	0	0	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	207,919	206,611	0	1,308
24	**Total operating and administrative expenses.** Add lines 13 through 23	282,074	274,391	0	7,238
25	Contributions, gifts, grants paid	643,200			643,200
26	**Total expenses and disbursements.** Add lines 24 and 25	925,274	274,391	0	650,438
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	280,970			
b	**Net investment income** (if negative, enter -0-)		931,853		
c	**Adjusted net income** (if negative, enter -0-) . . .			12,674	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		10,000	10,000
	2	Savings and temporary cash investments	1,429,630	2,124,331	2,124,331
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,211,215	1,055,611	1,099,470
	b	Investments—corporate stock (attach schedule)	5,543,315	5,513,357	5,283,678
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,184,160	8,703,299	8,517,479
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0	378	
	23	**Total liabilities** (add lines 17 through 22)	0	378	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	10,569,206	10,569,206	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,385,046	-1,866,285	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	8,184,160	8,702,921	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,184,160	8,703,299	

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	8,184,160
2	Enter amount from Part I, line 27a	2	280,970
3	Other increases not included in line 2 (itemize) ▶	3	239,230
4	Add lines 1, 2, and 3	4	8,704,360
5	Decreases not included in line 2 (itemize) ▶	5	1,439
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,702,921

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	983,376
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	586,207

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	655,682	9,140,281	0 071735
2011	1,029,367	9,829,498	0 104722
2010	915,104	9,788,945	0 093483
2009	816,717	9,020,012	0 090545
2008	685,297	10,915,868	0 062780

2	**Total** of line 1, column (d).	2	0 423265
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 084653
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	8,840,010
5	Multiply line 4 by line 3.	5	748,333
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,319
7	Add lines 5 and 6.	7	757,652
8	Enter qualifying distributions from Part XII, line 4.	8	650,438

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	18,637
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	18,637
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	18,637
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,672		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	9,672
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	8,965
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ROBERT ANDERSON Telephone no ▶(608) 827-6400

Located at ▶701 DEMING WAY SUITE 100 MADISON WI ZIP+4 ▶53717

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 | |

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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
See Additional Data Table				

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
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,645,555
b	Average of monthly cash balances	1b	2,329,074
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,974,629
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,974,629
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134,619
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,840,010
6	**Minimum investment return.** Enter 5% of line 5	6	442,001

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	442,001
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 18,637		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	18,637
3	Distributable amount before adjustments Subtract line 2c from line 1	3	423,364
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	423,364
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	423,364

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	650,438
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	650,438
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	650,438

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					423,364
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 20____, 20____, 20____			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.	366,753				
c From 2010.	433,737				
d From 2011.	541,208				
e From 2012.	208,340				
f **Total** of lines 3a through e.		1,550,038			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 650,438					
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.					423,364
e Remaining amount distributed out of corpus		227,074			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,777,112			
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) . . .		0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,777,112			
10 Analysis of line 9					
a Excess from 2009. . . .	366,753				
b Excess from 2010. . . .	433,737				
c Excess from 2011. . . .	541,208				
d Excess from 2012. . . .	208,340				
e Excess from 2013. . . .	227,074				

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. . . . . . . ▶

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				643,200
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	210,194	
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.			16	12,674	
8 Gain or (loss) from sales of assets other than inventory			18	983,376	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,206,244	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,206,244

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-07-25 | ******
Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JEAN M WILLARD CPA				P00044686

Firm's name ▶ REILLY PENNER & BENTON LLP — Firm's EIN ▶ 39-0747409

Firm's address ▶ 6411 MINERAL POINT RD STE A MADISON, WI 537054342 — Phone no (608) 442-3838

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ACCESS MID	P		2013-06-06
ALLIANCE R	P	2012-10-22	2013-01-15
ALLSCRIPTS	P	2012-02-21	2013-04-24
ALON USA P	P	2013-04-25	2013-06-20
ALPS ETF T	P	2010-11-08	2013-06-06
AMERICAN R	P		2013-10-28
ATLAS PIPE	P		2013-02-28
AVG TECHNO	P	2013-09-18	2013-09-23
BOARDWALK	P		2013-05-13
BORALEX IN	P	2006-10-31	2013-12-17
BP PRUDHOE	P	2013-01-09	2013-02-20
BROWN FORM	P	2012-11-28	2013-01-10
BUCKEYE PA	P		2013-02-14
BUCKLE INC	P	2012-11-21	2013-01-10
CALUMET SP	P		2013-03-05
CAMERON IN	P	2013-02-05	2013-06-20
CHICAGO BR	P	2013-05-21	2013-06-06
CHICAGO RI	P	2013-02-07	2013-05-01
CLEAN ENER	P	2012-03-07	2013-04-24
COMMUNITY	P	2013-10-03	2013-12-03
CRESTWOOD	P	2011-04-01	2013-08-13
CRESTWOOD	P	2013-06-24	2013-06-24
CVR REFNG	P		2013-05-01
DCP MIDSTR	P		2013-02-07
DIREXION S	P	2013-10-10	2013-10-11
EGAIN CORP	P	2013-09-24	2013-10-02
EL PASO PI	P		2013-02-07
ENBRIDGE E	P		2013-02-07
ENBRIDGE I	P	2005-02-23	2013-07-30
ENERGY TRA	P		2013-02-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ENLINK MID	P		2013-02-07
ENTERPRISE	P		2013-02-07
EQT CORP C	P	2013-09-09	2013-09-17
EQT MIDSTR	P	2013-09-18	2013-11-05
EVERCORE P	P	2013-09-24	2013-10-02
EXTERRAN P	P		2013-02-07
FEDL HOME	P		2013-11-20
FEDL NATL	P		2013-06-30
FORD MTR C	P		2013-02-04
FORD MTR C	P		2013-06-06
FUEL SYS S	P	2012-03-22	2013-04-24
GENERAC HL	P	2013-09-09	2013-09-17
GENERAL EL	P	2013-02-13	2013-06-20
GENERAL MO	P		2013-12-03
GENESIS EN	P		2013-05-01
GOVT NATL	P		2013-01-15
HALLIBURTO	P	2013-02-05	2013-02-20
HCA HLDGS	P	2013-10-03	2013-12-03
HEALTH MGM	P	2013-01-25	2013-02-13
HEINZ H J	P	2009-07-16	2013-06-10
HERTZ GLOB	P	2013-01-28	2013-03-25
HOLLY ENER	P		2013-05-30
JOY GLOBAL	P		2013-01-18
KINDER MOR	P		2013-11-10
KINDER MOR	P		2013-11-11
KNIGHT TRA	P	2012-11-28	2013-01-10
LEAPFROG E	P	2013-01-15	2013-05-23
LINN ENERG	P		2013-09-12
LIQUIDITY	P		2013-09-12
LITHIA MOT	P		2013-10-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
MAGELLAN M	P		2013-02-07
MANITOWOC	P		2013-06-12
MARKWEST E	P		2013-02-07
MARTIN MID	P		2013-11-05
MCCORMICK	P	2013-01-29	2013-05-31
MOSAIC CO	P	2013-08-01	2013-09-17
MYLAN INC	P	2013-09-16	2013-09-23
NATURAL RE	P		2013-01-16
NAVISTAR I	P	2012-04-11	2013-01-23
NIKE INC C	P		2013-01-28
NORTHERN T	P	2013-01-25	2013-02-25
NUSTAR ENE	P		2013-06-06
OCWEN FINL	P	2013-09-24	2013-10-02
ONEOK PART	P		2013-02-07
PBF ENERGY	P		2013-03-05
PENSKE AUT	P	2013-09-09	2013-09-23
PHILLIPS 6	P	2013-09-09	2013-09-23
PLAINS ALL	P	2012-10-15	2013-05-30
PLUM CREEK	P		2013-01-28
PORTFOLIO	P		2013-10-02
POTASH COR	P	2013-08-01	2013-09-17
PROSHARES	P	2013-10-10	2013-10-11
PROTO LABS	P	2012-12-19	2013-01-23
PULTEGROUP	P	2013-09-09	2013-09-19
PVR PARTNE	P		2013-01-10
QR ENERGY	P		2013-06-06
QUALITY SY	P	2012-08-08	2013-03-22
REGENCY EN	P		2013-06-06
RENTECH NI	P	2013-02-22	2013-03-04
RYDER SYST	P	2013-05-21	2013-06-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SANCHEZ EN	P	2013-09-16	2013-09-24
SANDRIDGE	P	2011-04-20	2013-04-16
STARWOOD H	P	2013-08-01	2013-10-24
STATOIL AS	P	2012-08-07	2013-01-10
T C PIPELI	P	2013-01-24	2013-02-20
T ROWE PRI	P	2013-02-05	2013-02-20
TELEPHONE	P	2012-04-11	2013-01-07
TENET HEAL	P	2013-01-25	2013-03-22
TESORO LOG	P		2013-05-01
TOLL BROS	P	2013-09-09	2013-09-19
U S SILICA	P		2013-01-10
UBS AG JER	P		2013-01-23
UNITEDHEAL	P	2013-02-05	2013-04-15
UNIVERSAL	P	2013-10-03	2013-10-21
USA COMPRE	P		2013-02-20
VALERO ENE	P	2013-02-19	2013-06-12
VANGUARD G	P		2013-06-20
VERIZON CO	P		2013-02-25
WESTERN GA	P	2011-03-30	2013-09-04
WESTPORT I	P		2013-06-20
WEYERHAEUS	P	2012-02-23	2013-06-20
WILLIAMS P	P	2013-09-18	2013-10-02
ZIONS CAP	P	2007-03-22	2013-05-03
PARTNERSHIP ST GAINS & LOSSES	P		2013-12-31
PARTNERSHIP LT GAINS & LOSSES	P		2013-12-31
AJE 27/51	P	2012-01-01	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
127,861		112,507	15,354
63,359		53,570	9,789
26,058		40,386	-14,328
24,510		23,577	933
33,989		30,506	3,483
84,441		88,601	-4,160
69,452		49,968	19,484
25,416		25,500	-84
153,941		109,622	44,319
10,191			10,191
79,798		77,986	1,812
62,826		69,412	-6,586
571,818		514,732	57,086
43,946		50,410	-6,464
226,597		218,835	7,762
61,690		66,329	-4,639
60,254		64,160	-3,906
24,009		21,390	2,619
24,996		40,425	-15,429
40,894		44,177	-3,283
4,211		6,436	-2,225
		2	-2
109,076		109,087	-11
88,998		88,582	416
71,858		70,393	1,465
15,143		14,500	643
202,357		130,429	71,928
87,861		47,010	40,851
11,804		5,493	6,311
236,159		210,143	26,016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
123,202		101,269	21,933
228,419		70,297	158,122
89,559		86,381	3,178
51,449		49,480	1,969
48,627		49,803	-1,176
308,024		306,639	1,385
10,082		10,753	-671
2,352		2,542	-190
180,903		171,444	9,459
50,000		51,157	-1,157
14,465		27,235	-12,770
41,311		39,950	1,361
23,213		23,577	-364
76,125		72,387	3,738
192,514		186,112	6,402
289,713		316,938	-27,225
42,263		41,046	1,217
46,713		46,725	-12
10,433		10,416	17
		7,477	-7,477
20,983		18,799	2,184
251,673		210,138	41,535
133,824		121,256	12,568
236,988		217,006	19,982
566,466		353,442	213,024
15,208		15,477	-269
18,290		19,711	-1,421
52,175		48,424	3,751
74,441		84,682	-10,241
143,135		140,411	2,724

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
99,006		65,445	33,561
37,474		39,633	-2,159
110,102		106,037	4,065
138,048		132,617	5,431
6,906		6,225	681
44,743		42,030	2,713
37,953		39,228	-1,275
42,486		38,105	4,381
22,954		36,784	-13,830
122,014		119,397	2,617
179,653		151,974	27,679
249,985		238,209	11,776
55,013		57,636	-2,623
174,265		99,038	75,227
82,284		78,589	3,695
41,929		41,775	154
30,409		30,861	-452
55,623		32,994	22,629
94,342		90,425	3,917
121,225		118,748	2,477
32,293		29,666	2,627
71,297		70,176	1,121
43,576		38,228	5,348
17,560		16,817	743
52,899		25,678	27,221
82,386		87,635	-5,249
18,124		18,016	108
202,226		173,995	28,231
39,517		37,574	1,943
60,472		64,445	-3,973

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,331		24,449	1,882
14,509		38,517	-24,008
72,746		68,499	4,247
25,546		25,448	98
90,645		93,101	-2,456
73,319		72,609	710
23,483		23,089	394
45,255		39,187	6,068
181,822		140,131	41,691
33,817		32,086	1,731
82,347		79,128	3,219
89,804		91,007	-1,203
61,771		57,610	4,161
80,099		77,551	2,548
61,590		55,259	6,331
37,974		43,982	-6,008
48,372		51,110	-2,738
93,532		89,027	4,505
22,738		7,753	14,985
86,082		104,133	-18,051
28,953		29,321	-368
148,702		140,636	8,066
70,000		72,229	-2,229
29		29	0
581		456	125
		29	-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			15,354
			9,789
			-14,328
			933
			3,483
			-4,160
			19,484
			-84
			44,319
			10,191
			1,812
			-6,586
			57,086
			-6,464
			7,762
			-4,639
			-3,906
			2,619
			-15,429
			-3,283
			-2,225
			-2
			-11
			416
			1,465
			643
			71,928
			40,851
			6,311
			26,016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			21,933
			158,122
			3,178
			1,969
			-1,176
			1,385
			-671
			-190
			9,459
			-1,157
			-12,770
			1,361
			-364
			3,738
			6,402
			-27,225
			1,217
			-12
			17
			-7,477
			2,184
			41,535
			12,568
			19,982
			213,024
			-269
			-1,421
			3,751
			-10,241
			2,724

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			33,561
			-2,159
			4,065
			5,431
			681
			2,713
			-1,275
			4,381
			-13,830
			2,617
			27,679
			11,776
			-2,623
			75,227
			3,695
			154
			-452
			22,629
			3,917
			2,477
			2,627
			1,121
			5,348
			743
			27,221
			-5,249
			108
			28,231
			1,943
			-3,973

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,882
			-24,008
			4,247
			98
			-2,456
			710
			394
			6,068
			41,691
			1,731
			3,219
			-1,203
			4,161
			2,548
			6,331
			-6,008
			-2,738
			4,505
			14,985
			-18,051
			-368
			8,066
			-2,229
			0
			125
			-29

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MICHAEL R HEALD C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	DIRECTOR 1 00	0	0	0
GRAHAM L JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	PRESIDENT 1 00	0	0	0
ROBERT W ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	VICE-PRESIDENT 1 00	0	0	0
AUBREY R FOWLER C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	SECRETARY 1 00	0	0	0
LAURIE A ANDERSON C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	TREASURER 1 00	0	0	0
MEGAN C WESTRUM C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	DIRECTOR 1 00	0	0	0
ERIK S JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	DIRECTOR 1 00	0	0	0
KYLE P JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	DIRECTOR 1 00	0	0	0
COURTNEY JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	DIRECTOR 1 00	0	0	0
MICHAEL R ANDERSON C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	DIRECTOR 1 00	0	0	0
RANDALL J ANDERSON C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100 MADISON, WI 53717	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
100 CLUB OF ARIZONA 5033 NORTH 19TH AVE STE 123 PHOENIX, AZ 85015	NONE	PUBLIC CHARITY	SURVIVORS FUND	5,000
3 FIRES COUNCIL BOY SCOUTS OF AMERICA 415 NORTH 2ND STREET ST CHARLES, IL 60174	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	55,000
360 YOUTH SERVICES 1305 W OSWEGO RD NAPERVILLE, IL 60540	NONE	PUBLIC CHARITY	GREATEST NEED	5,000
ALLEN J LYNCH MEDAL OF HONOR FOUNDATION 5250 GRAND AVE STE 2 14 PMB 415 GURNEE, IL 60031	NONE	PUBLIC CHARITY	GREATEST NEED	24,000
AMERICAN HEART FOUNDATION 2850 WORLD DAIRY DR MADISON, WI 53718	NONE	PUBLIC CHARITY	SPONSOR PARTICIPANT IN HEART WALK IN HONOR OF JOE DOLL	500
AMERICARES FOUNDATION 88 HAMILTON AVENUE STAMFORD, CT 069023111	NONE	PUBLIC CHARITY	SYRIAN REFUGE CAMP IN JORDAN	5,000
BIG BROTHERS AND BIG SISTERS OF DANE COUNTY 2059 ATWOOD AVENUE 2 MADISON, WI 53704	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
BOY SCOUT TROOP 21 29W370 HELEN AVE WEST CHICAGO, IL 60185	NONE	PUBLIC CHARITY	GENERAL OPERATIONS & SUPPORT FOR SCOUT DUES	200
BREAST CANCER RECOVERY FOUNDATION 2800 ROYAL AVE STE 306 MADISON, WI 53713	NONE	PUBLIC CHARITY	GREATEST NEED	10,000
CHRISTMAS SHOP WITH HEROES & HELPERS 106 W ANNIE DRIVE MUNCIE, IN 47303	NONE	PUBLIC CHARITY	GREATEST NEED	5,000
CIVIL AIR PATROL WI-153 PO BOX 46247 MADISON, WI 53744	NONE	PUBLIC CHARITY	GREATEST NEED	5,000
COMBAT BLINDNESS FOUNDATION P O BOX 5332 MADISON, WI 53705	NONE	PUBLIC CHARITY	GENERAL OPERATIONS & MATCHING GRANT	15,000
DODGEVILLE SCHOOL DISTRICT 307 N IOWA ST DODGEVILLE, WI 53533	NONE	SCHOOL	GENERAL OPERATIONS - M HEALD SCHOLARSHIP C/O DODGEVILLE SCHOOLS	10,000
DOMESTIC ABUSE INTERVENTION SERVICES PO BOX 1761 MADISON, WI 53701	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	5,000
EASTERN ILLINOIS FOOD BANK 2405 NORTH SHORE DIVE URBANA, IL 61802	NONE	PUBLIC CHARITY	GREATEST NEED	5,000
Total . . . . ▶ **3a**				643,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EDGEWOOD COLLEGE - CUTTING EDGE PROGRAM 100 EDGEWOOD COLLEGE DRIVE MADISON, WI 53711	NONE	PUBLIC CHARITY	TUITION - CUTTING EDGE PROGRAM	12,500
ELROY AREA FOOD PANTRY 226 ERICKSON STREET ELROY, WI 53929	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
FIRST UNITED METHODIST CHURCH 207 GROVE AVENUE HAMPSHIRE, IL 60140	NONE	CHURCH	GENERAL OPERATIONS	11,000
FRAXA RESEARCH FOUNDATION 10 PRINCESS PLACE NEWBURYPORT, MA 01950	NONE	PUBLIC CHARITY	ONGOING RESEARCH	60,000
HACKETT-HEMWALL FOUNDATION 4606 SHORE ACRES ROAD MONONA, WI 53716	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000
KEVLAR FOR K9S 1344 FRANKLIN ST DENVER, CO 80218	NONE	PUBLIC CHARITY	PROTECTIVE VESTS FOR DOGS	7,500
KID IN DISTRESSED SITUATIONS 112 W 34TH STREET SUITE 1133 NEW YORK, NY 10120	NONE	PUBLIC CHARITY	WORK WITH HOMELESS	10,000
MID-CONTINENT RAILROAD HISTORICAL SOCIETY E 8948 DIAMOND HILL ROAD NORTH FREEDOM, WI 53951	NONE	PUBLIC CHARITY	GREATEST NEED	10,000
MIDDLETON OUTREACH MINISTRY 3502 PARMENTER ST MIDDLETON, WI 53562	NONE	PUBLIC CHARITY	FOOD PANTRY AND GENERAL OPERATIONS	20,000
MR THANKSGIVING 3716 35TH STREET APT 3 MOLINE, IL 61265	NONE	PUBLIC CHARITY	ASSISTANCE TO HOMELSS AND OTHERS IN NEED	5,000
MT ZION UNITED METHODIST CHURCH 21588 MT ZION ROAD BOSCOBEL, WI 53805	NONE	CHURCH	GREATEST NEED	1,500
NAPERVILLE LOAVES & FISHES 1871 HIGH GROVE LANE NAPERVILLE, IL 60540	NONE	PUBLIC CHARITY	GENERAL OPERATIONS & FOOD PANTRY & $25,000 FOR CHALLENGE GRANT	105,000
NORTH TEXAS FOOD BANK 4500 S COCKEREL HILL ROAD DALLAS, TX 75236	NONE	PUBLIC CHARITY	FOOD PANTRY	10,000
NW DANE SENIOR SERVICES 2133 CENTER STREET BLACK EARTH, WI 53515	NONE	PUBLIC CHARITY	GENERAL OPERATIONS & MEALS ON WHEELS	5,000
OPERATION SUPPORT OUR TROOPS 1807 S WASHINGTON ST SUITE 110 NAPERVILLE, IL 60565	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	40,000
Total . . . . ▶ **3a**				643,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RAWHIDE BOYS RANCH E 7475 RAWHIDE ROAD NEW LONDON, WI 54961	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
REGIONAL FOOD BANK OKLAHOMA PO BOX 270968 OKLAHOMA CITY, OK 73137	NONE	PUBLIC CHARITY	FOOD PANTRY	20,000
ST MARYS PARISH 104 N OAKWOOD AVE WEST CHICAGO, IL 60185	NONE	CHURCH	PURCHASE AN ELECTRONIC DEFIBRILLATOR	1,500
THE NORWEGIAN AMERICAN GENEOLOGICAL CENTER 415 W MAIN STREET MADISON, WI 53703	NONE	PUBLIC CHARITY	MATCHING GRANT	5,000
THE SALVATION ARMY 615 SLATERS LANE P O BOX 269 ALEXANDRIA, VA 22313	NONE	PUBLIC CHARITY	GENERAL OPERATION - DONATIONS MADE IN IA, IL, WI, AND MN	85,000
TIMOTHY'S MINSTRY BOX 0421 PROSPECT HEIGHTS, IL 60070	NONE	PUBLIC CHARITY	BENEFIT OF THE HOMELESS	24,000
TURN AROUND TEEN (FRANCES MEMORIAL ACCT) 6333 ODANA RD STE 1 MADISON, WI 53719	NONE	PUBLIC CHARITY	GREATEST NEED	5,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53726	NONE	PUBLIC CHARITY	1/2 OF A 50% GRAD STUDENT RESEARCH	17,000
UW FOUNDATION STROKE CAMP & STROKE RESEARCH FUND 1848 UNIVERSITY AVE MADISON, WI 53726	NONE	PUBLIC CHARITY	$2500 STROKE CAMP & $2500 RESEARCH FUND	5,000
WIS ACADEMY FOR GRADUATE SERVICE DOGS 1338 DEWEY COURT MADISON, WI 53703	NONE	PUBLIC CHARITY	GREATEST NEED	7,500
Total . . . . ▶ **3a**				643,200

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TY 2013 Accounting Fees Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ACCOUNTING FEES	100	100	0	0
ACCOUNTING FEES	3,500	0	0	3,500

TY 2013 Investments Corporate Stock Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALCOA INC ISIN #US0138171014	89,174	63,780
ALLIANCE RESOURCE PARTNERS LP	0	0
ALPS ETF ALERIAN MLP ETF	0	0
ATLAS PIPELINE PARTNER LP UT	0	0
BARCLAYS BANK PLC IPATH	39,532	2,638
BOARDWALK PIPELINE PARTNERS LP	8,506	10,208
BROADWIND ENERGY INC COM	73,243	7,552
BUCKEYE PARTNERS LP UNIT LTD	197,830	213,030
CINCINNATI BELL INC NEW	135,947	135,630
CROSSTEX ENERGY LP COM UNITS	76,334	55,200
CUSHING MLP TOTAL RETURN FD	161,689	152,380
DNP SELECT INCOME FD INC	905,057	849,580
EL PASO PIPELINE PARTNERS LP	105,237	111,600
ENBRIDGE ENERGY PARTNERS LP	166,961	307,661
ENBRIDGE INCOME FD HLDGS INC	102,882	209,090
ENERGY TRANSFER PARTNERS LP UT	0	0
ENTERPRISE PRODUCTS PPTNS LP	11,205	19,890
EXTERRAN PARTNERS LP COM UNITS	144,461	151,150
FORD MTR CO DEL COM	103,607	86,580
FORD MTR CO DEL NT FIXED RATE	0	0
ISHARES SILVER TR ISHARES	77,150	37,420
KINDER MORGAN ENERGY PARTNERS	147,702	161,320
MAGELLAN MIDSTREAM PARTNERS LP	0	0
NATURAL RESOURCE PARTNERS LP	0	0
NORDIC AMERICAN TANKERS LTD	54,718	19,400
NUSTAR ENERGY LP UNIT	8,537	10,198
ONEOK PARTNERS L P UNIT LTD	324,043	368,550
PEMBINA PIPELINE CORPORATION	138,099	387,530
PVR PARTNERS LP	0	0
PETROBAKKEN ENERGY LTD COM NPV	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PLAINS ALL AMERICAN PIPELINE	105,790	103,540
PROSPECT CAP CORP	86,946	56,100
SANDRIDGE ENERGY INC COM	0	0
STRATA OIL & GAS INC COM NPV	18,794	3,560
UBS AG JERSEY BRH E TRACS LKD	0	0
WILLIAMS PARTNERS LP COM UNIT	50,999	50,860
ZIONS CAP TR B CAP SECS 8.00%	0	0
A T & T INC COM	5,056	7,032
DNP SELECT INCOME FD IND	0	0
ZION CAP TR B CAP SECS 8.0%	0	0
ALLIANT ENERGY CORP	10,555	20,640
BOARDWALK PIPELINE PARTNERS LP	0	0
CHURCH & DWIGHT INC	6,411	13,256
CLOROX CO DEL	6,235	9,276
COCA COLA CO	9,850	16,524
DUKE ENERGY CORP NEW COM	9,776	13,802
EL PASO PIPELINE PARTNERS LP	0	0
ENERPLUS CORPORATION COM NPV	11,001	7,272
ENTERPRISE PRODUCTS PPTNS LP	0	0
HEINZ H J CO	0	0
KELLOGG COMPANY	11,017	12,214
KIMBERLY CLARK CORP	6,338	10,446
FIRST TR ENERGY INCOME & GROWTH	8,225	12,912
NUSTAR ENERGY LP UNIT	0	0
PETROBAKKEN ENERGY LTD COM NPV	0	0
PROCTOR & GAMBLE CO	12,347	16,282
SOUTHERN CO	9,956	12,333
TORTOISE ENERGY INFRASTRUCTURE	57,657	61,971
WESTSHORE TERMINALS INVESTMENT	7,865	9,772
CUSHING MLP TOTAL RETURN FD	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ENBRIDGE ENERGY PARTNERS LP	0	0
ENBRIDGE INCOME FD HLDGS INC	0	0
PEMBINA PIPELINE CORPORATION	0	0
PETOBAKKEN ENERGY LTD COM NPV	127,929	0
ZION CAP TR B CAP SECS 8.0%	0	0
MCDONALDS CORP	8,887	9,703
SUBURBAN PROPANE PARTNERS LP	0	1,501
ENBRIDGE ENERGY PARTNERS	0	0
BUCKEYE PARTNERS LP UNIT LTD	0	0
JP MORGAN CHASE CAP XXIX GTD CA	26,093	27,408
MERGE HEALTHCARE INC	19,093	6,728
QUALITY SYSTEMS	79,501	63,180
TELEPHONE HLDGS INC COM	0	0
US SILICA HLDGS INC COM	0	0
ALLSCRIPTS HEALTHCARE SOLUTION	0	0
APPLE INC	125,424	112,204
BROWN FORMAN CORP CL B NONVTG	0	0
BUCKLE INC	0	0
CLEAN ENERGY FUELS CORP	0	0
DCP MIDSTREAM PARTNERS LP	0	0
FUEL SYS SOLUTIONS INC COM	0	0
HOLLY ENERGY PARTNERS LP COM	123,930	129,320
JOY GLOBAL INC	0	0
JP MORGAN CHASE & CO	26,097	25,320
KNIGHT TRANSPORTATION INC	0	0
LIQUIDITY SVCS INC COM	0	0
MARKWEST ENERGY PARTNERS LP	0	0
MERGE HEALTHCARE INC	0	0
NAVISTAR INTL COPR	0	0
PROTO LABS INC COM	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QR ENERGY LP UNIT LTD	0	0
QUALITY SYSTEMS	0	0
REGENCY ENERGY PARTNERS LP	11,885	13,130
STATOIL ASA SPON ADR	0	0
TEUCRIUM COMMODITY TRUST SOYBE	24,569	22,810
US SILICA HLDGS INC COM	0	0
WESTPORT INNOVATIONS	0	0
MESABI TRUST CTF BEN INT	214,056	0
PLUMB CREEK TIMBER CO	0	0
VANGUARD GNMA INVESTOR CL	0	0
CELLULAR DYNAMICS INTL INC	18,065	16,502
BANK OF AMERICA	11,720	15,570
C S X CORP	22,066	28,770
DAKOTA PLAINS HLDGS INC	8,420	4,600
GENERAL ELECTRIC	27,165	28,030
GENERAL MOTORS	41,107	40,870
INTELLI CHECK MOBILISA INC	12,484	1,500
LIGHTSTREAM RESOURCES LTD	0	33,204
MOLYCORP INC	32,464	12,230
PBF ENERGY INC COM	117,368	94,380
ROADRUNNER TRANSPORATION	29,606	26,950
SOUTHWEST AIRLINES	15,296	18,840
TENANT HEALTHCARE CORP COM	47,173	42,120
TRANSOCEAN LIMITED COM	55,596	49,420
WEIGHT WATCHERS INTL INC	58,685	32,930
WELLS FARGO & CO NEW DEP SHS	20,419	19,572
WENDYS COMPANY	14,805	17,440
POTBELLY CORP COM	31,405	24,280
CRESTWOOD MIDSTREAM	353	3,211
CVR	202,786	147,030

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HI CRUSH	32,516	37,980
NORTHERN TIER	218,387	152,520
SUSSER PETROLEUM PARTNERS	60,549	66,200
TARGA RESOURCES	3,015	20,920
TC PIPELINES	48,045	48,430
TEUCRIUM CORN FUND	61,141	61,160
FIDUCIARY / CLAYMORE MLP	24,570	25,460
VALERO/CST BRANDS	3,955	4,076

TY 2013 Investments Government Obligations Schedule

Name:	LESTER & FRANCES JOHNSON FOUNDATION INC C/O ROBERT ANDERSON
EIN:	39-1988285
US Government Securities - End of Year Book Value:	1,055,611
US Government Securities - End of Year Fair Market Value:	1,099,470
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Legal Fees Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL COSTS	2,430	0	0	2,430

TY 2013 Other Decreases Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Description	Amount
NON-DEDUCTIBLE EXPENSES	1,439

TY 2013 Other Expenses Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,120	0	0	1,120
DEPT OF FIN'L INST FILING FEE	10	0	0	10
MISCELLANEOUS - INVESTMENT	24,899	24,899	0	0
SECTION 1231 LOSSES FROM PARTNERSHIP INTERESTS	4,475	4,475	0	0
PUBLICLY TRADED PARTNERSHIP LOSSES	177,237	177,237	0	0
PUBLICLY TRADED PARTNERSHIP CONTRIBUTIONS	178	0	0	178

TY 2013 Other Income Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY TRUST PAYMENT	11,917	11,917	11,917
PUBLICLY HELD PTP RENTAL INCOME	757	757	757

TY 2013 Other Increases Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Description	Amount
COST BASIS ADJUSTMENT	239,230

TY 2013 Other Liabilities Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Description	Beginning of Year - Book Value	End of Year - Book Value
SUBURBAN PROPANE PARTNERS EQUITY	0	378

TY 2013 Other Professional Fees Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGT AND TRADING FEES	49,106	49,106	0	0

TY 2013 Taxes Schedule

Name: LESTER & FRANCES JOHNSON FOUNDATION INC
C/O ROBERT ANDERSON

EIN: 39-1988285

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	568	568	0	0
EXCISE TAXES	18,006	18,006	0	0