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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

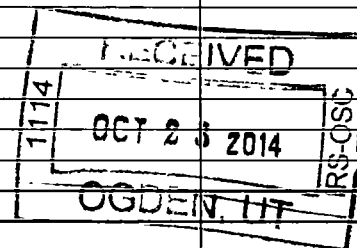
Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation ZIEMANN FOUNDATION INC.		A Employer identification number 39-6069677
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD 123		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <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	I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,115,313.	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		110.	110.		
4 Dividends and interest from securities		77,901.	77,901.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		291,763.			
b Gross sales price for all assets on line 6a		1,444,612.			
7 Capital gain net income (from Part IV, line 2)			291,763.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		64.	64.		
12 Total Add lines 1 through 11		369,838.	369,838.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH. 2		1,440.			1,440.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) *		22,586.	22,586.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH. 4		3,297.	1,097.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 5		32,198.	280.		31,918.
24 Total operating and administrative expenses. Add lines 13 through 23		59,521.	23,963.		33,358.
25 Contributions, gifts, grants paid		172,880.			172,880.
26 Total expenses and disbursements Add lines 24 and 25		232,401.	23,963.	0	206,238.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		137,437.			
b Net investment income (if negative, enter -0-)			345,875.		
c Adjusted net income (if negative, enter -0-)					

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3
214

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	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		357,274.	162,845.	162,845.
	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				
	10 a	Investments - U S and state government obligations (attach schedule)		132,990.	130,216.	134,648.
	b	Investments - corporate stock (attach schedule) ATCH 7		2,286,374.	2,637,106.	3,281,849.
	c	Investments - corporate bonds (attach schedule) ATCH 8		542,171.	526,079.	535,971.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,318,809.	3,456,246.	4,115,313.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		3,318,809.	3,456,246.	
	30	Total net assets or fund balances (see instructions)		3,318,809.	3,456,246.	
	31	Total liabilities and net assets/fund balances (see instructions)		3,318,809.	3,456,246.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,318,809.
2	Enter amount from Part I, line 27a	2	137,437.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,456,246.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,456,246.

**ATCH 6

Form 990-PF (2013)

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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
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	291,763.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	161,036.	3,504,089.	0.045957
2011	168,889.	3,598,627.	0.046932
2010	169,869.	3,443,200.	0.049335
2009	176,230.	3,094,965.	0.056941
2008	165,068.	3,533,691.	0.046713
2 Total of line 1, column (d)			2 0.245878
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 0.049176
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,896,411.
5 Multiply line 4 by line 3			5 191,610.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,459.
7 Add lines 5 and 6			7 195,069.
8 Enter qualifying distributions from Part XII, line 4 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			8 206,238.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,459.
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	
3 Add lines 1 and 2		3	3,459.
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	3,459.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,562.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,562.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	103.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 103. Refunded <input type="checkbox"/> <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> FOUNDATION SOURCE Telephone no <input type="checkbox"/> 800-839-1754			
Located at <input type="checkbox"/> 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 <input type="checkbox"/> 19809-1377				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year. <input type="checkbox"/> 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	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 <input type="checkbox"/>				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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? <input type="checkbox"/>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a	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) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4b	X

Form 990-PF (2013)

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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **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
ATCH 9		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 ☐

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- ----- ----- ----- ----- ----- ----- ----- -----		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

Part IX-B Summary of Program-Related Investments (see instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

Form **990-PF** (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,711,653.
b	Average of monthly cash balances	1b	244,094.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,955,747.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,955,747.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,336.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,896,411.
6	Minimum investment return. Enter 5% of line 5	6	194,821.

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	194,821.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,459.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,459.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	191,362.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	191,362.
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	191,362.

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	206,238.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	206,238.
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	3,459.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	202,779.

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				191,362.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			163,596.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>206,238.</u>				
a Applied to 2012, but not more than line 2a			163,596.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				42,642.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				148,720.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATCH 11				
Total			3a	172,880.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	110.	
4	Dividends and interest from securities			14	77,901.	
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			18	291,763.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	ATCH 12 _____				64.	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				369,838.	
13	Total Add line 12, columns (b), (d), and (e)					369,838.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee: Cynthia J Linnan Date: 9/23/2014 Title: President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 09/22/2014	Check <input type="checkbox"/> if self-employed	PTIN P01345770
Firm's name ▶ FOUNDATION SOURCE	Firm's EIN ▶ 510398347			
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042	Phone no. 8008391754			

Form **990-PF** (2013)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX REFUND	64.	64.
TOTALS	<u>64.</u>	<u>64.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL GOVERNANCE/COUNSELING	1,440.			1,440.
TOTALS	<u>1,440.</u>			<u>1,440.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	22,586.	22,586.
TOTALS	22,586.	22,586.

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2013	2,000.	
990-PF EXTENSION FOR 2012	200.	
FOREIGN TAX PAID	1,097.	1,097.
TOTALS	<u>3,297.</u>	<u>1,097.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	27,899.		27,899.
BANK CHARGES	280.	280.	
OFFICE EQUIPMENT	956.		956.
FOUNDATION DUES & MEMBERSHIPS	1,225.		1,225.
INDEMNIFICATION INSURANCE	1,574.		1,574.
POSTAGE/DELIVERY SERVICE	264.		264.
TOTALS	<u>32,198.</u>	<u>280.</u>	<u>31,918.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CONVENTION CTR AUTH RI CPN - 5	51,995.	54,510.
MILAN MICH AREA SCH - 6.940% -	28,221.	27,977.
WILL CNTY IL BUILD AMER BDS -	50,000.	52,161.
STATE OBLIGATIONS TOTAL	<u>130,216.</u>	<u>134,648.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3M CO	40,940.	64,655.
ABB LTD.	4,672.	5,790.
ABERDEEN EMERGING MARKETS INST	80,624.	85,809.
ACCENTURE PLC	34,275.	57,965.
ADIDAS AG	3,101.	5,973.
ADVANCE AUTO PARTS INC	5,825.	7,748.
ALCOA INC.	5,048.	6,102.
ALEXANDRIA REAL ESTATE EQUITIE	5,996.	5,726.
AMC NETWORKS INC	6,662.	6,811.
AMDOCS LIMITED	9,125.	9,980.
AMERICAN CAPITAL AGENCY CORP.	4,375.	2,816.
AMERICAN CENTURY EQUITY INCOME	35,198.	39,519.
AMERICAN CL F FUNDS AMERICAN M	33,554.	43,087.
AMERICAN EXPRESS CO	17,546.	48,541.
AMERISOURCEBERGEN CORP	16,651.	40,780.
AMPHENOL CORPORATION	2,220.	3,567.
ANALOG DEVICES INC.	2,384.	3,973.
APPLIED MATERIALS INC.	2,565.	2,935.
ASTELLAS PHARMA INC	2,465.	2,731.
AUSTRALIA & N Z ADS	3,123.	4,501.
AVAGO TECHNOLOGIES LIMITED	5,172.	7,932.
AVERY DENNISON CORP	3,176.	3,814.
BANCO BRADESCO S.A. SPONS ADR	1,819.	1,654.
BANCO SANTANDER CEN	3,188.	3,410.
BANK NEW YORK MELLON CORP COM	39,732.	56,952.
BANK OF CHINA UNSP/ADR	3,764.	4,150.
BANKUNITED, INC.	6,974.	8,230.
BARCLAYS PLC ADR	2,810.	2,901.
BAYER A G SPONSORED ADR	2,945.	6,248.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BAYERISCHE MOTOREN WERKE	2,552.	3,943.
BE AEROSPACE, INC.	3,480.	6,962.
BERKSHIRE HATHAWAY INC. CLASS	28,420.	53,945.
BHP BILLITON SP ADR	7,036.	7,454.
BNP PARIBAS SPONS ADR	2,492.	2,979.
BORG WARNER INC.	4,769.	7,268.
BOSTON SCIENTIFIC	3,316.	5,253.
BP PLC SPONSORED ADR	3,239.	3,646.
BRANDYWINE RLTY TR	2,599.	2,564.
BRITISH AMERICAN TOBACCO PLC	3,889.	4,941.
BROADRIDGE FINANCIAL SOLUTIONS	8,363.	15,571.
CA INC.	2,522.	3,533.
CABLEVISION SYSTEMS CORP CL A	2,530.	2,492.
CANADIAN PACIFIC RAILWAY LTD	4,907.	6,658.
CAREFUSION CORP	5,105.	6,969.
CHUBB CORP	3,373.	6,667.
CINEMARK HOLDINGS INC	3,750.	4,333.
CINTAS CRP	19,510.	36,648.
CLEAN HARBORS, INC.	3,381.	3,598.
CLOROX CO	2,722.	3,989.
COACH INC	2,865.	2,807.
COLFAX CORPORATION	4,086.	7,961.
COLUMBIA FUNDS SER TRUST II MA	34,793.	41,522.
COMERICA INC	31,002.	48,253.
COMPASS GROUP PLC ADR	3,057.	5,129.
CONSOL ENERGY INC.	3,577.	4,184.
COVIDIEN LTD	33,319.	50,803.
CREDIT SUISSE GROUP ADR	3,085.	3,073.
DEUTSCHE POST AG	2,458.	3,964.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEUTSCHE TELE AG ADS	2,625.	3,090.
DEVON ENERGY CORPORATION	49,715.	50,424.
DFA EMERGING MARKETS VALUE POR	101,736.	84,102.
DFA INTERNATIONAL SMALL CO POR	86,437.	90,812.
DFA INTERNATIONAL VALUE PORTFO	37,049.	44,813.
DIEBOLD INC.	2,606.	2,674.
DIGITAL RLTY TR INC	6,158.	4,666.
DR PEPPER SNAPPLE GROUP, INC	6,090.	7,308.
DR. REDDY'S LAB LTD	1,610.	2,175.
DRIEHAUS EMERGING MARKETS GROW	20,547.	21,804.
DUKE ENERGY CO	2,521.	3,865.
EAST WEST BANCORP, INC.	2,409.	4,196.
EASTMAN CHEMICAL CO.	2,173.	3,228.
EATON VANCE STRUCTURED EMERGIN	83,549.	86,383.
ENAGAS SA UNSP ADR	2,541.	2,781.
ENDURANCE SPCLTY HLDGS LTD	2,967.	5,222.
ENI S.P.A.	2,421.	2,570.
ENTERGY CORP	3,909.	3,100.
EQT CORPORATION	4,417.	7,631.
EQUIFAX INC.	5,293.	6,909.
EXPEDITORS INTL WASH INC.	34,368.	39,781.
FAMILY DOLLAR STORES	2,681.	2,924.
FIRST AMERICAN CORP	3,918.	6,458.
FLIR SYSTEMS INC	6,880.	6,773.
FOSTER WHEELER AG	5,170.	8,415.
FRESENIUS MED CAR AG	2,685.	2,740.
FRONTEGRA NETOLS SMALL CAP VAL	167,522.	165,381.
GABELLI ABC FUND ADVISOR FUND	27,479.	27,874.
GARMIN LTD	6,743.	8,545.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENUINE PARTS COMPANY	2,989.	5,823.
GLAXOSMITHKLINE PLC	18,092.	22,424.
GLOBAL PAYMENTS INC	3,316.	4,549.
GRACE (W.R.) CO. (DE)	2,492.	4,449.
GROUPE DANONE ADS	42,366.	41,527.
GRUPO FIN ADR	2,831.	4,275.
HAEMONETICS CP	2,689.	3,539.
HARBOR FDS INTL FD	47,417.	66,195.
HARTFORD FINANCIALSERVICES GRO	5,748.	7,427.
HASBRO INC	1,998.	4,951.
HCC INS HLDGS INC.	2,464.	3,230.
HEALTH CARE PPTY INVS INC	1,996.	3,196.
HEALTH CARE REIT INC.	3,249.	4,178.
HENRY JACK & ASSOC INC.	2,055.	3,849.
HSBC HOLDINGS PLC	2,121.	2,867.
HUBBELL CLASS B	3,656.	6,534.
HUTCHISON WHAMPOA LTD ADR	6,419.	7,344.
IAC/INTERACTIVE CORP	6,612.	8,238.
ILLINOIS TOOL WORKS	36,671.	59,697.
INDUSTRIAL & COM UNSP/ADR	2,141.	2,023.
INFOSYS TECH LTD SPD ADR	1,580.	1,641.
ING GROUP N V SPONSORED ADR	2,661.	3,096.
INVESCO PLC	5,604.	7,353.
ISHARE DJ INTL SEL DIV INDEX	29,151.	28,834.
ITC HOLDINGS CORP	2,268.	2,779.
ITOCHU CORP ADR OTC	4,592.	4,765.
IVY ASSET STRATEGY FUND CLASS	26,815.	33,991.
J2 GLOBAL INC	6,520.	6,501.
JANUS CAPITAL GROUP INC.	2,714.	3,711.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN ALERIAN MLP INDEX ET	12,303.	15,110.
KBR INC	3,388.	3,030.
KEELEY SMALL CAP VALUE FUND CL	130,001.	161,510.
KLA TENCOR CORP	2,127.	3,223.
KOC HOLDINGS AS UNSP/ADR	2,994.	2,535.
KOHL'S CORP	4,770.	5,675.
KOREA ELECTRIC PW CP	3,836.	4,451.
LABORATORY CORP AMER HLDGS	2,769.	2,741.
LEAR CORP	4,352.	7,287.
LEIDOS HOLDINGS INC	2,453.	3,440.
LENOVO GROUP LTD ADR	5,098.	6,963.
LIFE TIME FITNESS	5,946.	5,640.
LUKOIL HOLDING CO SP/ADR	4,532.	5,365.
LVMH MOET HENN UNSP	4,104.	4,538.
M&T BANK CORP	4,047.	6,287.
MAGNA INTERNATIONAL INC.	2,472.	3,529.
MANPOWER GROUP INC.	2,556.	5,581.
MATTELL INC.	3,939.	7,993.
MCKESSON CORP	4,783.	11,298.
MEDNAX, INC.	5,059.	6,939.
METHANEX CORPORATION	2,550.	3,614.
MFS INTERNATIONAL NEW DISCOVER	75,287.	94,786.
MICROSOFT CORPORATION	23,577.	31,424.
MITSUBISHI TOKYO FIN	3,698.	4,342.
MOHAWK INDS INC	6,393.	8,190.
NATL FUEL GAS CO	4,624.	5,855.
NESTLE S.A.	30,053.	41,578.
NETEASE.COM INC COM STK	2,432.	2,908.
NEW YORK COMNTY BANCORP INC.	4,317.	5,274.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NIPPON TELEPHONE ADR	4,385.	5,138.
NISOURCE INC.	3,347.	5,590.
NISSAN MOTOR LTD ASR	3,927.	3,007.
OASIS PETROLEUM CORP	7,670.	7,280.
OLD REP INTL CORP	5,666.	6,407.
OMNICOM GROUP	2,417.	4,462.
PACCAR INC	23,480.	32,839.
PEABODY ENERGY CORP	2,552.	2,637.
PETSMART INC. COM	2,496.	3,274.
PHILIP MORRIS INTL	2,653.	2,527.
PIMCO DEVELOPING LOCAL MRKTS F	20,053.	18,691.
POTASH CORPORATION OF SASKATCH	75,403.	67,733.
POTLATCH CORP	3,088.	2,504.
PRUDENTIAL PLC SC	2,091.	4,590.
PS BUSINESS PARKS, INC.	3,148.	3,439.
PTT EXPLORATION & PROD SPO	1,815.	2,046.
QUEST DIAGNOSTICS	2,634.	2,249.
QUESTAR CP	4,911.	4,828.
REGAL ENTERTAINMENT	3,379.	4,590.
REPUBLIC SVCS INC.	5,449.	5,976.
ROBERT HALF INTL INC.	5,554.	6,718.
ROCHE HOLDING LTD ADR	4,461.	5,054.
ROCK-TENN CO.	4,965.	6,826.
ROCKWELL COLLINS INC	2,874.	4,361.
ROCKWOOD HOLDINGS INC	8,095.	8,630.
ROLLS ROYCE GRP PLC S/ADR	3,901.	4,453.
ROYAL BANK OF CANADA	4,830.	5,378.
SAMPO OYJ UNSPONSORED ADR	2,161.	3,477.
SANOFI-AVENTIS SPONSORED ADR	5,604.	6,382.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SAP AKTIENGESSELL ADS	2,371.	4,357.
SCHLUMBERGER LTD	35,721.	49,110.
SCIENCE APPLICATIONS INTERNATI	1,112.	1,389.
SEAWORLD ENTERTAINMENT INC	3,420.	3,452.
SEMPRA ENERGY COM	2,261.	4,129.
SEVEN & I HOLDINGS C	5,081.	6,322.
SIGMA ALDRICH CORP	2,960.	3,290.
SIGNET GROUP PLC SPONS ADR NAS	2,253.	3,542.
SINGAPORE TELECOM SPD ADR (SGA	1,245.	2,299.
SK TELECOM ADS ADS	3,309.	4,136.
SOCIETE GENERALE FRNCE ADR	2,826.	3,262.
SONOCO PRODUCTS COMPANY	3,037.	4,214.
SOUTHERN COPPER CORP	1,972.	1,981.
ST. JUDE MED INC.	3,882.	6,195.
STAPLES INC.	3,884.	4,243.
STATOIL ASA ADS	4,041.	3,957.
STRATTON SMALL CAP VALUE	136,250.	165,484.
SUBSEA 7 INC ADR	2,383.	2,091.
SUN COMMUNITIES INC	4,461.	4,818.
SUNTRUST BKS INC	2,987.	5,779.
SVB FINANCIAL GROUP	4,371.	7,340.
SWEDBANK AB S/ADR	2,587.	3,086.
SWISS RE LTD ADR	2,973.	3,326.
SYSCO CORP	4,430.	5,054.
TAIWAN SEMICONDUCTOR MFG CO LT	3,304.	3,767.
TE CONNECTIVITY LTD	13,994.	34,719.
TECHTRONIC INDS SPD ADR	2,674.	2,893.
TECO ENERGY INC.	3,598.	3,465.
TELENOR ASA	3,022.	3,722.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TELEPHONE & DATA SYS INC.	3,144.	2,810.
TENARIS SA-ADR	2,003.	2,141.
TENCENT HOLDINGS LIMITED	2,524.	4,638.
TEXTRON INC.	3,180.	4,227.
THE BABCOCK AND WILCOX COMPANY	3,551.	5,197.
THE JM SMUCKER COMPANY	4,436.	5,699.
THE WEIR GROUP PLC	2,540.	2,431.
THIRD AVENUE REAL ESTATE VALUE	12,285.	14,533.
THOR INDS INC	3,257.	3,314.
TIME WARNER INC.	12,428.	29,492.
TIMKEN CO COM	4,642.	5,782.
TOKIO MARINE HOLDINGS INC	1,907.	2,308.
TOYOTA MTR CORP	4,975.	6,340.
TRINITY INDUSTRIES, INC	1,813.	3,271.
TUPPERWARE CORP	4,346.	6,617.
UBS AG	2,476.	2,406.
ULTRA PETROLEUM CORP	5,820.	5,781.
UNICHARM CORP - SPN ADR	3,322.	3,419.
UNILEVER PLC AMER	22,559.	22,866.
UNITED OVRSEAS BK LTD ADR	927.	1,849.
UNITEDHEALTH GROUP INC.	27,491.	28,991.
VERIFONE SYSTEMS INC	3,528.	2,682.
WAL-MART STORES INC.	27,915.	42,099.
WILLIS GROUP HOLDINGS LTD	23,606.	25,318.
WISCONSIN ENERGY CP	2,205.	2,894.
XCEL ENERGY INC	1,832.	2,403.
XEROX CP	4,792.	6,097.
ZIMMER HOLDINGS INC	4,152.	5,591.
TOTALS	<u>2,637,106.</u>	<u>3,281,849.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AIG INC - 0.1266% - 11/27/2046	23,563.	23,160.
AMERICAN EXPRESS CO NT - 6.150	23,935.	28,842.
BANK OF AMERICA CORPFX - 4.00	24,656.	24,952.
BERKSHIRE HATHAWAY FIN - 4.850	50,126.	52,335.
BURLINGTON NRTHN SANTA FE NT -	30,056.	30,160.
CHASE MANHATTAN CORP - 0.00% -	29,100.	29,843.
DU PAGE COOK & WILL CNTYS ILL	26,680.	26,680.
EQT CORP - 8.125% - 06/01/2019	29,401.	30,329.
EXELON GENERATION CO LLC NT -	49,984.	50,092.
GE CAP CORP NT - 0.000% - 05/0	27,600.	27,096.
JOY GLOBAL IINC - 5.125% - 10/	24,073.	22,594.
KOHL S CORP NT - 4.000% - 11/0	30,344.	29,987.
LOUISIANA LD & EXPL - 7.65 - 1	31,614.	31,806.
MORGAN STANLEY DW & CO SR NT -	50,000.	51,319.
WACHOVIA CORP NT - 4.875% - 02	49,938.	50,248.
WAL-MART STORES INC NT - 4.500	25,009.	26,528.
TOTALS	<u>526,079.</u>	<u>535,971.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,444,612.		PUBLICLY-TRADED SECURITIES 1,152,849.					291,763.	
TOTAL GAIN (LOSS)							<u>291,763.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELIZABETH BOEMER FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP / DIR 1.00	0	0	0
JENNIFER D'AMATO FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR / SEC 1.00	0	0	0
J BERNARD FIEDLER FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR / TREAS 1.00	0	0	0
ANNALIA LINNAN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	0	0	0
CYNTHIA L LINNAN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PRES / DIR 5.00	0	0	0

ZIEMANN FOUNDATION INC.

39-6069677

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN P LINNAN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP / DIR 1.00	0	0	0
KRISTIE R MALONE FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WWW.FSREQUESTS.COM/ZIEMANN

ZIEMANN FOUNDATION INC

39-6069677

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
BLESSINGS IN A BACKPACK INC 4121 SHELBYVILLE RD LOUISVILLE, KY 40207	N/A PC		MATT HOEFLE'S EAGLE SCOUT PROJECT	1,250
CATHOLIC CHARITIES INC 702 S HIGH POINT RD MADISON, WI 53719	N/A PC		GREEN COUNTY DD RECREATION PROGRAM	3,500
EASTER SEALS SOUTHEAST WISCONSIN INC 2222 S 114TH ST WEST ALLIS, WI 53227	N/A PC		JUBILEE CAMPAIGN NANA'S KITCHEN PROJECT	125,000.
EISENHOWER MEMORIAL CEREBRAL PALSY FOUNDATION INC 4425 W WOOLWORTH AVE MILWAUKEE, WI 53218	N/A PC		EISENHOWER CENTER DAY SERVICES PROGRAM	5,000
JEWISH FAMILY SERVICES INC 1300 N JACKSON ST MILWAUKEE, WI 53202	N/A PC		FANS, FUN, FOOD AND FRIENDSHIP PROJECT	4,850
MILWAUKEE RESCUE MISSION 830 N 19TH ST MILWAUKEE, WI 53233	N/A PC		CROSS TRAINERS ACADEMY PROGRAM - TEACHING INTERVENTION TOOLS FOR CHILDREN WHO ARE DISABLED OR BELOW GRADE LEVEL	3,280.

ATTACHMENT 11

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MEDICAL COLLEGE OF WISCONSIN INC 8701 WATERTOWN PLANK RD MILWAUKEE, WI 53226	N/A PC		MICHAEL R SMITH MEMORIAL LOAN FUND	25,000
THE SALVATION ARMY OF GREATER MILWAUKEE 11315 W. WATERTOWN PLANK RD MILWAUKEE, WI 53226	N/A PC		2013 RED KETTLE CHRISTMAS CAMPAIGN	2,000
WISCONSIN ALLIANCE FOR FIRE SAFETY INC PO BOX 1442 BROOKFIELD, WI 53008	N/A PC		2013 SUMMER CAMP FOR BURN INJURED YOUTH • DREAMERS & BELIEVERS PROGRAM	3,000
TOTAL CONTRIBUTIONS PAID				<u>172,880</u>

ZIEMANN FOUNDATION INC.

39-6069677

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FOREIGN TAX REFUND			01		64.
TOTALS					<u>64.</u>