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**Return of Private Foundation**

**2013**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation  
**FAYE MCBEATH FOUNDATION  
US BANK, N.A.**

Number and street (or P O box number if mail is not delivered to street address)  
**P.O. BOX 2043**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
**MILWAUKEE, WI 53201**

**A Employer identification number**  
**39-6074450**

**B Telephone number**  
**414-765-6446**

**C** If exemption application is pending, check here

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

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

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

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

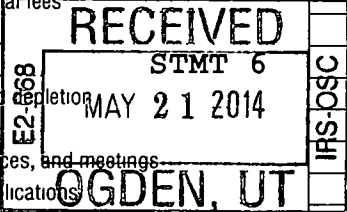
**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16)  
**\$ 1,471,279.** (Part I, column (d) must be on cash basis.)

**J** Accounting method:  Cash  Accrual  
 Other (specify)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	315.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34.	34.		STATEMENT 2
	4 Dividends and interest from securities	27,385.	26,461.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	320,259.			STATEMENT 1
	b Gross sales price for all assets on line 6a	2,864,574.			
	7 Capital gain net income (from Part IV, line 2)		301,219.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	322.	0.		STATEMENT 4	
12 <b>Total</b> Add lines 1 through 11	348,315.	327,714.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	132,148.	36,549.		96,731.
	14 Other employee salaries and wages	24,316.	4,692.		18,769.
	15 Pension plans, employee benefits	19,108.	4,767.		19,069.
	16a Legal fees				
	b Accounting fees	8,752.	2,189.		6,563.
	c Other professional fees				
	17 Interest				
	18 Taxes	2,856.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings	125.	0.		125.	
22 Printing and publications	183.	0.		183.	
23 Other expenses	35,624.	326.		34,803.	
24 <b>Total operating and administrative expenses</b> Add lines 13 through 23	223,112.	48,523.		176,243.	
25 Contributions, gifts, grants paid	1,157,517.			966,130.	
26 <b>Total expenses and disbursements</b> Add lines 24 and 25	1,380,629.	48,523.		1,142,373.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,032,314.>				
b <b>Net investment income</b> (if negative, enter -0-)		279,191.			
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A		

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	105,198.	104,006.	104,006.
	2 Savings and temporary cash investments	21,102.	274,624.	274,624.
	3 Accounts receivable ▶ 10,000.			
	Less: allowance for doubtful accounts ▶	49,834.	10,000.	10,000.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,294.	1,235.	1,235.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	2,265,405.	1,079,526.	1,079,526.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	8,439.	1,888.	1,888.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,453,272.	1,471,279.	1,471,279.	
Liabilities	17 Accounts payable and accrued expenses	5,983.	6,957.	
	18 Grants payable	117,187.	191,387.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	9,804.	5,000.	
	23 Total liabilities (add lines 17 through 22)	132,974.	203,344.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted	2,320,298.	1,267,935.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	2,320,298.	1,267,935.		
31 Total liabilities and net assets/fund balances	2,453,272.	1,471,279.		

**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	2,320,298.
2 Enter amount from Part I, line 27a	2	<1,032,314.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	117,187.
4 Add lines 1, 2, and 3	4	1,405,171.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	137,236.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,267,935.

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**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 <b>SHORT TERM CAPITAL GAIN - EXHIBIT 1</b>	P	01/01/13	12/31/13
b <b>LONG TERM CAPITAL GAIN EXHIBIT 1</b>	P	01/01/13	12/31/13
c <b>LONG TERM CAPITAL GAIN - EXHIBIT 2</b>	P	01/01/13	12/31/13
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 688,098.		672,723.	15,375.
b 2,175,518.		1,890,632.	284,886.
c 958.			958.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			15,375.
b			284,886.
c			958.
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	301,219.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,183,669.	2,817,603.	.420098
2011	1,403,285.	3,990,300.	.351674
2010	1,306,024.	4,243,815.	.307748
2009	1,234,718.	4,740,187.	.260479
2008	1,689,335.	8,015,622.	.210755

2 Total of line 1, column (d)	2	1.550754
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	.310151
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,211,530.
5 Multiply line 4 by line 3	5	375,757.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,792.
7 Add lines 5 and 6	7	378,549.
8 Enter qualifying distributions from Part XII, line 4	8	1,142,373.

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.

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**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	2,792.
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	2,792.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	2,792.
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	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	792.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5	X	
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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**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? Website address ► <u>WWW.FAYEMCBEATH.ORG</u>	13	X	
14	The books are in care of ► <u>US BANK, N.A.</u> Telephone no. ► <u>414-765-5135</u> Located at ► <u>777 E. WISCONSIN AVE., MILWAUKEE, WI</u> ZIP+4 ► <u>53201-9668</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

**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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ►		
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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**  **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**  Yes  No **N/A**

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

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

(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 STATEMENT 13		132,525.	5,000.	11,777.

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

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,229,980.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,229,980.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,229,980.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	18,450.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,211,530.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	60,577.

**Part XI**

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	60,577.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	2,792.
<b>2b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,792.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	57,785.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	57,785.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	57,785.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,142,373.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,142,373.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	2,792.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	1,139,581.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				57,785.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	1,293,212.			
<b>b</b> From 2009	1,000,237.			
<b>c</b> From 2010	1,097,249.			
<b>d</b> From 2011	1,211,816.			
<b>e</b> From 2012	1,046,713.			
<b>f</b> Total of lines 3a through e	5,649,227.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,142,373.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				57,785.
<b>e</b> Remaining amount distributed out of corpus	1,084,588.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,733,815.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	1,293,212.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,440,603.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009	1,000,237.			
<b>b</b> Excess from 2010	1,097,249.			
<b>c</b> Excess from 2011	1,211,816.			
<b>d</b> Excess from 2012	1,046,713.			
<b>e</b> Excess from 2013	1,084,588.			

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

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

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

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

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

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

**NONE**  
**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**  
**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
**SEE EXHIBIT 3, 414-272-2626**  
**101 W. PLEASANT STREET, STE 210, MILWAUKEE, WI 53212**

**b** The form in which applications should be submitted and information and materials they should include:  
**SEE EXHIBIT 3**

**c** Any submission deadlines:  
**SEE EXHIBIT 3**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**SEE EXHIBIT 4**

FAYE MCBEATH FOUNDATION

Form 990-PF (2013)

US BANK, N.A.

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**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE EXHIBIT 5 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	N/A	SEE EXHIBIT 5	SEE EXHIBIT 5	966,130.
<b>Total</b>				<b>966,130.</b>
<b>b Approved for future payment</b>				
SEE EXHIBIT 5 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	N/A	SEE EXHIBIT 5	SEE EXHIBIT 5	191,387.
<b>Total</b>				<b>191,387.</b>





FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SHORT TERM CAPITAL GAIN - EXHIBIT 1	688,098.	672,577.	0.	PURCHASED	01/01/13	12/31/13
						15,521.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LONG TERM CAPITAL GAIN EXHIBIT 1	2,175,518.	1,870,780.	0.	PURCHASED	01/01/13	12/31/13
						304,738.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LONG TERM CAPITAL GAIN - EXHIBIT 2	958.	958.	0.	PURCHASED	01/01/13	12/31/13
						0.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						320,259.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET INTEREST	34.	34.	
TOTAL TO PART I, LINE 3	34.	34.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS ON STOCK	6,845.	0.	6,845.	6,447.	
DIVIDENDS ON TAXABLE BONDS	20,540.	0.	20,540.	20,014.	
TO PART I, LINE 4	27,385.	0.	27,385.	26,461.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	322.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	322.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	7,550.	1,888.		5,662.
TAX/PAYROLL PREPARATION FEE	1,202.	301.		901.
TO FORM 990-PF, PG 1, LN 16B	8,752.	2,189.		6,563.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,856.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,856.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	26,844.	0.		26,349.
COMPUTER AND WEBSITE	119.	0.		119.
INSURANCE - DIRECTOR & OFFICER	1,628.	326.		1,302.
MEMBERSHIP DUES	3,975.	0.		3,975.
EXECUTIVE DIRECTOR EXPENSES	3,058.	0.		3,058.
TO FORM 990-PF, PG 1, LN 23	35,624.	326.		34,803.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
2012 GRANTS PAID IN 2013 - EXHIBIT 5		117,187.
TOTAL TO FORM 990-PF, PART III, LINE 3		117,187.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NUVEEN SHORT TERM BOND FUND	FMV	1,079,526.	1,079,526.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,079,526.	1,079,526.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST INCOME - OTHER	2,233.	1,888.	1,888.
ACCRUED INVESTMENT INTEREST - OTHER	6,206.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 15	8,439.	1,888.	1,888.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
RETIREMENT BENEFITS	9,804.	5,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	9,804.	5,000.	

FORM 990-PF	STATEMENT CONCERNING LIQUIDATION, TERMINATION, ETC. - PART VII-A, LINE 5	STATEMENT 12
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EXPLANATION

THE FOUNDATION WILL FULLY TERMINATE AS OF DECEMBER 31, 2014. AS SUCH, THE FOUNDATION IS REQUIRED TO DISBURSE ALL ASSETS BEFORE THAT DATE. DUE TO THIS REQUIREMENT, THE FOUNDATION HAS HAD A SIGNIFICANT CONTACTION IN THE CURRENT YEAR. THE FOUNDATION'S ASSETS HAVE CONTRACTED BASED ON THE FORMULA ESTABLISHED IN THE TRUST.



ACCT 2VD2 000011119300  
 FROM 01/01/2013  
 TO 12/31/2013

U.S BANK, N A.  
 MUTUAL FUND INCOME SCHEDULE  
 FAYE MCBEATH FOUNDATION  
 TRUST YEAR ENDING 12/31/2013

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TAX PREPARER. 192  
 TRUST ADMINISTRATOR. 711  
 INVESTMENT OFFICER. 409

MUTUAL (FACTORED) FUNDS

FIRST AMER PRIME OBLIG FUND CL Y - 31846V104	08/31/13	10/01/13	11/01/13	11/30/13	12/31/13		SUB TOTAL
DATE OF TRANSACTION	08/31/13	10/01/13	11/01/13	11/30/13	12/31/13		
UNITS	0.00	0 00	0 00	0 00	0 00		
USGI NQ DIV-TC 1	0.00	1.40	1.16	1.11	0.90		4.57
NQ DOM DIVS-TC 502	0.02	8.83	7.34	7 01	5.73		28.93
-----							
NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639							
DATE OF TRANSACTION	03/27/13	06/27/13					SUB TOTAL
UNITS	14,204.39	9,870.39					
DIVIDENDS-TC 5	1,832.37	1,394.69					3227.06
-----							
NUVEEN FUNDS CORE BD FD I - 670678630							
DATE OF TRANSACTION	02/01/13	03/01/13	03/31/13	04/30/13	06/03/13	07/01/13	SUB TOTAL
	07/31/13	08/31/13	10/01/13				
UNITS	0.00	0.00	0.00	0.00	0 00	0.00	
	0 00	0.00	0 00				
USGI NQ DIV-TC 1	28 05	25.63	25.07	18 23	11 57	23 54	
	21 85	21.17	12.63				187.74
NQ DOM DIVS-TC 502	1,381.52	1,262.39	1,234.77	898.01	569.95	1,159.61	
	1,076.27	1,042.75	622.11				9247.38
FED GNDIV -TC 507	0.00	0.00	0 00	343 75	613.83	0 00	
	0 00	0.00	0 00				957.58
-----							
NUVEEN SHORT TERM BOND FUND CL I - 670678648							
DATE OF TRANSACTION	07/31/13	08/31/13	10/01/13	11/01/13	11/30/13	12/31/13	SUB TOTAL
UNITS	0.00	0 00	0 00	0 00	0 00	0 00	
NQ DOM DIVS-TC 502	71.37	170.19	102.06	2,097.43	1,881.60	1,881.70	6204.35
-----							
NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879							
DATE OF TRANSACTION	03/27/13	06/27/13					SUB TOTAL
UNITS	26,136.07	17,633.13					
DIVIDENDS-TC 5	1,788.78	1,431.24					3220.02
NQ DOM DIVS-TC 502	221.08	176.90					397.98
-----							
OPPENHEIMER SENIOR FLOATING RATE Y - 68381K408							
DATE OF TRANSACTION	01/31/13	02/28/13	03/31/13	04/30/13	06/05/13	07/02/13	SUB TOTAL
	07/31/13	08/31/13	10/03/13				
UNITS	0.00	0 00	0 00	0.00	0 00	0.00	
	0.00	0 00	0 00				
NQ DOM DIVS-TC 502	536.62	364.98	506.95	504.68	524.71	392.57	
	434.53	458.24	219.69				3942.97
-----							
TOTAL							
USGI NQ DIV-TC 1	192.31						
DIVIDENDS-TC 5	6,447.08						
NQ DOM DIVS-TC 502	19,821.61						
FED GNDIV -TC 507	<u>957.58</u>						

ACCT 2VD2 00001119300  
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 TO 12/31/2013

U S BANK, N A.  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 FAYE MCBEATH FOUNDATION

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER- 192  
 TRUST ADMINISTRATOR- 711  
 INVESTMENT OFFICER 409

LEGEND: F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
.0000 DCLLAR GENERAL CORP - 256677105 - MINOR = 42								
SOLD		08/26/2013	48 84					
ACQ	.0000		48 84	0.00	48.84	LT	Y	F
**CHANGED** 01/13/14 RJP								
118.5150 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98								
SOLD		02/14/2013	5093 77					
ACQ	118 5150	12/10/2010	5093 77	4187 14	906.63	LT	Y	F
35 3970 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98								
SOLD		02/19/2013	1529 50					
ACQ	35.3970	12/10/2010	1529 50	1250.58	278.92	LT	Y	F
19.8390 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98								
SOLD		03/15/2013	876 49					
ACQ	19 8390	12/10/2010	876 49	700.91	175.58	LT	Y	F
65 5280 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98								
SOLD		04/25/2013	2914 03					
ACQ	65.5280	12/10/2010	2914 03	2315 10	598.93	LT	Y	F
37 0020 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98								
SOLD		06/06/2013	1635 07					
ACQ	37.0020	12/10/2010	1635 07	1307.28	377 79	LT	Y	F
926.6200 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98								
SOLD		06/26/2013	41716.43					
ACQ	926 6200	12/10/2010	41716 43	32737 50	8978 93	LT	Y	F
1605 2000 HIGHLAND LONG SHORT EQUITY Z - 430070409 - MINOR = 98								
SOLD		02/19/2013	18604.27					
ACQ	1605 2000	10/02/2012	18604.27	(18732.68)	(128.41)	ST	Y	C
9717.6430 HIGHLAND LONG SHORT EQUITY Z - 430070409 - MINOR = 98								
SOLD		09/18/2013	123608 42					
ACQ	5517.8010	10/02/2012	70156 43	(64352.74)	(5793.69)	ST	Y	C
	4199 8420	10/25/2012	53421 99	(48172.19)	(5249.80)	ST	Y	C
159 2680 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98								
SOLD		01/04/2013	4411 72					
ACQ	159.2680	12/22/2011	4411.72	3831.36	530 36	LT	Y	F
456 6440 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98								
SOLD		02/19/2013	13128 52					
ACQ	456 6440	12/22/2011	13128 52	11128.41	2000 11	LT	Y	F
1711.7430 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98								
SOLD		04/02/2013	50119 84					
ACQ	1711.7430	12/22/2011	50113 84	41715 18	8404 66	LT	Y	F
135 2460 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98								
SOLD		04/25/2013	3973 53					
ACQ	135 2460	12/22/2011	3973 53	3295.95	677 58	LT	Y	F
1747.8010 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98								
SOLD		06/06/2013	52101 95					
ACQ	1747 8010	12/22/2011	52101 95	42593 91	9508 04	LT	Y	F
739 2090 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98								
SOLD		06/26/2013	21717 96					
ACQ	739 2090	12/22/2011	21717.96	18014 52	3703.44	LT	Y	F
9870 3880 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98								
SOLD		09/18/2013	308449 63					
ACQ	9870 3880	12/22/2011	308449 63	240541.35	67908 27	LT	Y	F
606 9460 NUVEEN FUNDS CORE BD FD I - 670678630 - MINOR = 99								
SOLD		02/07/2013	6348 66					
ACQ	606.9460	06/08/2009	6348 66	5608.18	740.48	LT	Y	F
1902 9690 NUVEEN FUNDS CORE BD FD I - 670678630 - MINOR = 99								
SOLD		02/19/2013	19867 00					
ACQ	1902 9690	06/08/2009	19867.00	17533.43	2283.57	LT	Y	F
3920.6820 NUVEEN FUNDS CORE BD FD I - 670678630 - MINOR = 99								
SOLD		06/25/2013	39285.23					
ACQ	3920 6820	06/08/2009	39285.23	36227 10	3058 13	LT	Y	F
3177.6200 NUVEEN FUNDS CORE BD FD I - 670678630 - MINOR = 99								
SOLD		07/18/2013	32189 29					
ACQ	3177.6200	06/08/2009	32189.29	29361 21	2828 08	LT	Y	F
1003 0090 NUVEEN FUNDS CORE BD FD I - 670678630 - MINOR = 99								
SOLD		09/12/2013	10020.06					
ACQ	1003 0090	06/08/2009	10020.06	9267 80	752 26	LT	Y	F
56509.3950 NUVEEN FUNDS CORE BD FD I - 670678630 - MINOR = 99								
SOLD		09/18/2013	570179.80					
ACQ	56509.3950	06/08/2009	570179 80	522146.81	48032 99	LT	Y	F
9719 5960 NUVEEN SHORT TERM BOND FUND CL I - 670678648 - MINOR = 99								
SOLD		09/18/2013	97195 96					
ACQ	9719 5960	07/18/2013	97195.96	(97195.96)	(0 00)	ST	Y	C
22477.5230 NUVEEN SHORT TERM BOND FUND CL I - 670678648 - MINOR = 99								
SOLD		10/17/2013	225224.78					
ACQ	22477 5230	09/30/2013	225224 78	(224775.23)	(449.55)	ST	Y	C
298.9300 NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879 - MINOR = 98								
SOLD		01/04/2013	4471.99					
ACQ	298 9300	06/08/2011	4471 99	4041 53	430.46	LT	Y	F
466 5470 NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879 - MINOR = 98								
SOLD		02/14/2013	7250 14					
ACQ	466 5470	06/08/2011	7250.14	6307 72	912 42	LT	Y	F
632 0430 NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879 - MINOR = 98								
SOLD		02/19/2013	9856.19					
ACQ	632 0430	06/08/2011	9856.19	8545 22	1320 97	LT	Y	F

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U S. BANK, N.A  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 FAYE MCBEATH FOUNDATION

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER 192  
 TRUST ADMINISTRATOR 711  
 INVESTMENT OFFICER 409

LEGEND F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
3156 5660 NUVEEN DIVIDEND VALUE FUND CLASS I - 670673879 - MINOR = 98							
SOLD		04/02/2013	50189.40				
ACQ	3156.5660	06/08/2011	50189.40	42676.77	7512.63	LT	Y F
495 4810 NUVEEN DIVIDEND VALUE FUND CLASS I - 670673879 - MINOR = 98							
SOLD		04/25/2013	8031.75				
ACQ	495.4810	06/08/2011	8031.75	6698.90	1332.85	LT	Y F
3477 0450 NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879 - MINOR = 98							
SOLD		06/06/2013	57753.72				
ACQ	3477.0450	06/08/2011	57753.72	47009.65	10744.07	LT	Y F
1373 3470 NUVEEN DIVIDEND VALUE FUND CLASS I - 670578879 - MINOR = 98							
SOLD		06/25/2013	22393.71				
ACQ	1373.8470	06/08/2011	22393.71	18574.41	3819.30	LT	Y F
17633 1330 NUVEEN DIVIDEND VALUE FUND CLASS I - 670673879 - MINOR = 98							
SOLD		09/18/2013	313340.77				
ACQ	17633.1330	06/08/2011	313340.77	238399.97	74940.80	LT	Y F
391 2570 OPPENHEIMER SENIOR FLOATING RATE Y - 68331K403 - MINOR = 99							
SOLD		01/30/2013	3259.17				
ACQ	391.2570	10/02/2012	3259.17	(3239.61)	(19.56)	(ST)	Y C
360 6560 OPPENHEIMER SENIOR FLOATING RATE Y - 68331K408 - MINOR = 99							
SOLD		02/19/2013	3004.26				
ACQ	360.6560	10/02/2012	3004.26	(2936.23)	(18.03)	(ST)	Y C
200 1870 OPPENHEIMER SENIOR FLOATING RATE Y - 68331K408 - MINOR = 99							
SOLD		04/25/2013	1681.57				
ACQ	200.1870	10/02/2012	1681.57	(1657.55)	(24.02)	(ST)	Y C
1160 4040 OPPENHEIMER SENIOR FLOATING RATE Y - 68331K403 - MINOR = 99							
SOLD		06/26/2013	9666.17				
ACQ	1160.4040	10/02/2012	9666.17	(9603.13)	(59.03)	(ST)	Y C
12164.6870 OPPENHEIMER SENIOR FLOATING RATE Y - 68331K403 - MINOR = 99							
SOLD		09/18/2013	101696.78				
ACQ	12164.6870	10/02/2012	101696.78	190723.61	(973.17)	(ST)	Y C
172 0730 OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505 - MINOR = 98							
SOLD		01/04/2013	6086.22				
ACQ	172.0730	06/10/2011	6086.22	6029.44	56.78	LT	Y F
55 5940 OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505 - MINOR = 98							
SOLD		01/30/2013	1933.04				
ACQ	55.5940	06/10/2011	1933.04	1948.01	45.03	LT	Y F
76 9210 OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505 - MINOR = 98							
SOLD		02/19/2013	2747.62				
ACQ	76.9210	06/10/2011	2747.62	2695.31	52.31	LT	Y F
534 2990 OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505 - MINOR = 98							
SOLD		03/15/2013	20573.17				
ACQ	534.2990	06/10/2011	20573.17	20473.84	99.33	LT	Y F
2559 8340 OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505 - MINOR = 98							
SOLD		05/02/2013	90799.09				
ACQ	2559.8340	06/10/2011	90799.09	89698.33	1100.76	LT	Y F
0000 PHARMACIA CORPORATION - 71713U102							
SOLD		12/23/2013	265.95				
ACQ	0000		265.95	0.00	265.95	LT	Y F
**CHANGED** 01/13/14 RJP							
71.3670 T ROWE PRICE MID CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		02/14/2013	4365.20				
ACQ	71.3670	09/29/2010	4365.20	3848.48	516.72	LT	Y F
22 1020 T ROWE PRICE MID CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		02/19/2013	1351.10				
ACQ	22.1020	09/29/2010	1351.10	1183.56	167.54	LT	Y F
23 0200 T ROWE PRICE MID CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		03/15/2013	1446.12				
ACQ	23.0200	09/29/2010	1446.12	1232.72	213.40	LT	Y F
36.1060 T ROWE PRICE MID CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		04/25/2013	2292.98				
ACQ	36.1060	09/29/2010	2292.98	1933.48	349.50	LT	Y F
31 4060 T ROWE PRICE MID CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		06/06/2013	2033.22				
ACQ	31.4060	09/29/2010	2033.22	1631.79	351.43	LT	Y F
651 3850 T ROWE PRICE MID CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		06/26/2013	41942.60				
ACQ	359.3250	09/29/2010	23136.94	19241.84	3895.10	LT	Y F
		12/14/2011	14121.69	11103.92	3017.77	LT	Y F
		12/14/2012	4624.05	4043.13	540.85	(ST)	Y C
500 0000 LAUDUS INTL MARKETMASTERS FUND SEL - 808509640 - MINOR = 98							
SOLD		02/19/2013	10480.00				
ACQ	500.0000	12/07/2009	10430.00	8063.70	2416.30	LT	Y F
1771 3590 LAUDUS INTL MARKETMASTERS FUND SEL - 808509640 - MINOR = 98							
SOLD		06/06/2013	37659.09				
ACQ	1771.3590	10/03/2007	37659.09	43551.59	-5892.50	LT	Y F
1827.0390 LAUDUS INTL MARKETMASTERS FUND SEL - 808509640 - MINOR = 98							
SOLD		09/12/2013	41199.73				
ACQ	1827.0390	10/03/2007	41199.73	44920.56	-3720.83	LT	Y F
10954 8560 LAUDUS INTL MARKETMASTERS FUND SEL - 808509640 - MINOR = 98							
SOLD		09/18/2013	256014.98				
ACQ	5248.9420	10/03/2007	122667.77	129053.31	-6335.54	LT	Y F
		12/17/2007	74059.11	68017.76	8041.35	LT	Y F
		12/07/2009	23526.18	16235.19	7290.99	LT	Y F
		03/16/2011	1.29	1.00	0.29	LT	Y F
		10/11/2011	35760.63	25600.14	10160.49	LT	Y F

ACCT 2VD2 000011119300  
 FROM 01/01/2013  
 TO 12/31/2013

U S BANK, N A  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 FAYE MCBEATH FOUNDATION

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER 192  
 TRUST ADMINISTRATOR 711  
 INVESTMENT OFFICER 409

LEGEND. F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
753 6910 VANGUARD 500 IDX FD #1340 - 922908496 - MINOR = 98							
SOLD		09/18/2013	99472.14				
ACQ	753 6910	07/19/2013	99472.14	97195.96	2275.18	ST	Y C
0000 WORLDCOM INC - WORLDCOM GROUP - 98157D106 - MINOR = 42							
SOLD		12/27/2013	7.28				
ACQ	.0000		7.28	0.00	7.28	LT	Y F
**CHANGED** 01/13/14 RJP							
TOTALS			2863615.98	2563354.96			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	15374.48	0.00	284886.54	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	957.58			0.00
	15374.48	0.00	285844.12	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	15374.48	0.00	284886.54	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	957.58			0.00
	15374.48	0.00	285844.12	0.00	0.00	0.00

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
WISCONSIN	0.00	0.00

	Cost	Proceeds
S/T	672,723.09	688,097.57
L/T	1,890,631.87	2,175,518.41
Total	2,563,354.96	2,863,615.98

FAYE McBEATH FOUNDATION  
 December 31, 2013

NET GAIN OR (LOSS) FROM SALE OF ASSETS NO ON LINE 10			
	BOOK COST	PROCEEDS	BOOK GAIN(LOSS)
A/C # 000011119300 - pg 30 of 30	5,190,156	5,510,415	320,259
<b>Capital Gain Net Income - Book</b>			<b>320,259</b>

CAPITAL GAIN NET INCOME			
	TAX COST	PROCEEDS	TAX GAIN(LOSS)
Realized Gain - Exhibit 1 page 40	2,563,355	2,863,616	300,261
GN DIST 15%	958		
Current Year Accrual	-		
Prioy Year Accrual	-		
Adjustment	-		
Total GN DIST 15%		958	
Total Long Term Capital Gain			958
<b>Capital Gain Net Income - Tax</b>			<b>301,219</b>



This statement is for the period from  
January 1, 2013 to December 31, 2013

**PURCHASE SUMMARY**

Date Posted	Description	Income Cash	Principal Cash	Book Value
<b>Cash and Equivalents</b>				
<b>First Amer Prime Oblig Fund CI Y FAIXX</b>				
	Combined Purchases For The Period 1/ 1/13 - 12/31/13		- 2,900,642.98	2,900,642.98
<b>Total Cash and Equivalents</b>		<b>\$ .00</b>	<b>- \$2,900,642.98</b>	<b>\$2,900,642.98</b>
<b>Taxable Bonds</b>				
<b>Nuveen Short Term Bond Fund CI I FLTIX</b>				
07/19/13	Purchased 9,719.596 Shares Trade Date 7/18/13 9,719.596 Shares At 10.00 USD		- 97,195.96	97,195.96
10/01/13	Purchased 130,000 Shares Trade Date 9/30/13 130,000 Shares At 10.00 USD		- 1,300,000.00	1,300,000.00
<b>Total Nuveen Short Term Bond Fund CI I</b>		<b>\$ .00</b>	<b>- \$1,397,195.96</b>	<b>\$1,397,195.96</b>
<b>Total Taxable Bonds</b>		<b>\$ .00</b>	<b>- \$1,397,195.96</b>	<b>\$1,397,195.96</b>
<b>Stocks</b>				
<b>Vanguard 500 Idx Fd #1340 VFSX</b>				
07/22/13	Purchased 753.691 Shares Trade Date 7/19/13 753.691 Shares At 128.96 USD		- 97,195.96	97,195.96
<b>Total Stocks</b>		<b>\$ .00</b>	<b>- \$97,195.96</b>	<b>\$97,195.96</b>
<b>Total Purchases</b>		<b>\$ .00</b>	<b>- \$4,395,034.90</b>	<b>\$4,395,034.90</b>

ACCOUNT NUMBER: 000011119300  
FAYE MCBEATH FOUNDATIONThis statement is for the period from  
January 1, 2013 to December 31, 2013**SALE/MATURITY SUMMARY**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
<b>Cash and Equivalents</b>				
	<b>First Amer Prime Oblig Fund CI Y FAIXX</b>			
	Combined Sales For The Period 1/ 1/13 - 12/31/13	- 2,647,121.41	2,647,121.41	
	<b>Total Cash and Equivalents</b>	<b>- \$2,647,121.41</b>	<b>\$2,647,121.41</b>	<b>\$0.00</b>

**Taxable Bonds**

Date	Description	Book Value	Proceeds	Estimated Gain/Loss
	<b>Nuveen Funds Core Bd Fd I FINIX</b>			
02/08/13	Sold 606.946 Shares Trade Date 2/7/13 606.946 Shares At 10.46 USD	- 5,654.56	6,348.66	694.10
02/20/13	Sold 1,902.969 Shares Trade Date 2/19/13 1,902.969 Shares At 10.44 USD	- 17,728.86	19,867.00	2,138.14
06/26/13	Sold 3,920.682 Shares Trade Date 6/25/13 3,920.682 Shares At 10.02 USD	- 36,526.73	39,285.23	2,758.50
07/19/13	Sold 3,177.62 Shares Trade Date 7/18/13 3,177.62 Shares At 10.13 USD	- 29,604.05	32,189.29	2,585.24
09/13/13	Sold 1,003.009 Shares Trade Date 9/12/13 1,003.009 Shares At 9.99 USD	- 9,344.45	10,020.06	675.61
09/19/13	Sold 56,509.395 Shares Trade Date 9/18/13 56,509.395 Shares At 10.09 USD	- 526,465.33	570,179.80	43,714.47
	<b>Total Nuveen Funds Core Bd Fd I</b>	<b>- \$625,323.98</b>	<b>\$677,890.04</b>	<b>\$52,566.06</b>

**Nuveen Short Term Bond Fund CI I FLTIX**

09/19/13	Sold 9,719.596 Shares Trade Date 9/18/13 9,719.596 Shares At 10.00 USD	- 97,195.96	97,195.96	
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This statement is for the period from  
January 1, 2013 to December 31, 2013

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
10/18/13	Sold 22,477.523 Shares Trade Date 10/17/13 22,477.523 Shares At 10.02 USD	- 224,775.23	225,224.78	449.55
<b>Total Nuveen Short Term Bond Fund Cl I</b>		<b>- \$321,971.19</b>	<b>\$322,420.74</b>	<b>\$449.55</b>
<b>Oppenheimer Sr Float Rate Y OOSYX</b>				
01/31/13	Sold 391.257 Shares Trade Date 1/30/13 391.257 Shares At 8.33 USD	- 3,239.61	3,259.17	19.56
02/20/13	Sold 360.656 Shares Trade Date 2/19/13 360.656 Shares At 8.33 USD	- 2,986.23	3,004.26	18.03
04/26/13	Sold 200.187 Shares Trade Date 4/25/13 200.187 Shares At 8.40 USD	- 1,657.55	1,681.57	24.02
06/27/13	Sold 1,160.404 Shares Trade Date 6/26/13 1,160.404 Shares At 8.33 USD	- 9,608.14	9,666.17	58.03
09/19/13	Sold 12,164.687 Shares Trade Date 9/18/13 12,164.687 Shares At 8.36 USD	- 100,723.61	101,696.78	973.17
<b>Total Oppenheimer Sr Float Rate Y</b>		<b>- \$118,215.14</b>	<b>\$119,307.95</b>	<b>\$1,092.81</b>
<b>Total Taxable Bonds</b>		<b>- \$1,065,510.31</b>	<b>\$1,119,618.73</b>	<b>\$54,108.42</b>

**Stocks**

**Goldman Sachs M C Value Cl Inst #864 GSMCX**

02/15/13	Sold 118.515 Shares Trade Date 2/14/13 118.515 Shares At 42.98 USD	- 4,187.14	5,093.77	906.63
02/20/13	Sold 35.397 Shares Trade Date 2/19/13 35.397 Shares At 43.21 USD	- 1,250.58	1,529.50	278.92
03/18/13	Sold 19.839 Shares Trade Date 3/15/13 19.839 Shares At 44.18 USD	- 700.91	876.49	175.58

ACCOUNT NUMBER: 000011119300  
FAYE MCBEATH FOUNDATIONThis statement is for the period from  
January 1, 2013 to December 31, 2013**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
04/26/13	Sold 65.528 Shares Trade Date 4/25/13 65.528 Shares At 44.47 USD	- 2,315.10	2,914.03	598.93
06/07/13	Sold 37.002 Shares Trade Date 6/6/13 37.002 Shares At 45.54 USD	- 1,307.28	1,685.07	377.79
06/27/13	Sold 926.62 Shares Trade Date 6/26/13 926.62 Shares At 45.02 USD	- 32,737.50	41,716.43	8,978.93
<b>Total Goldman Sachs M C Value Cl Inst</b>		<b>- \$42,498.51</b>	<b>\$53,815.29</b>	<b>\$11,316.78</b>
<b>Highland Long Short Equity Fund Class Z HEOZX</b>				
02/20/13	Sold 1,605.2 Shares Trade Date 2/19/13 1,605.2 Shares At 11.59 USD	- 18,613.60	18,604.27	- 9.33
09/19/13	Sold 9,717.643 Shares Trade Date 9/18/13 9,717.643 Shares At 12.72 USD	- 112,684.01	123,608.42	10,924.41
<b>Total Highland Long Short Equity Fund</b>		<b>- \$131,297.61</b>	<b>\$142,212.69</b>	<b>\$10,915.08</b>
<b>Laudus Intl Marketmasters Fund Sel #1547 SWMIX</b>				
02/20/13	Sold 500 Shares Trade Date 2/19/13 500 Shares At 20.96 USD	- 10,213.06	10,480.00	266.94
06/07/13	Sold 1,771.359 Shares Trade Date 6/6/13 1,771.359 Shares At 21.26 USD	- 36,181.98	37,659.09	1,477.11
09/13/13	Sold 1,827.039 Shares Trade Date 9/12/13 1,827.039 Shares At 22.55 USD	- 37,319.30	41,199.73	3,880.43
09/19/13	Sold 10,954.856 Shares Trade Date 9/18/13 10,954.856 Shares At 23.37 USD	- 223,765.11	256,014.98	32,249.87
<b>Total Laudus Intl Marketmasters Fund Sel</b>		<b>- \$307,479.45</b>	<b>\$345,353.80</b>	<b>\$37,874.35</b>



ACCOUNT NUMBER: 000011119300  
FAYE MCBEATH FOUNDATION

This statement is for the period from  
January 1, 2013 to December 31, 2013

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
<b>Nuveen Dividend Value Fund Class I FAQIX</b>				
01/07/13	Sold 298.93 Shares Trade Date 1/4/13 298.93 Shares At 14.96 USD	- 4,041.53	4,471.99	430.46
02/15/13	Sold 466.547 Shares Trade Date 2/14/13 466.547 Shares At 15.54 USD	- 6,307.72	7,250.14	942.42
02/20/13	Sold 632.043 Shares Trade Date 2/19/13 632.043 Shares At 15.61 USD	- 8,545.22	9,866.19	1,320.97
04/03/13	Sold 3,156.566 Shares Trade Date 4/2/13 3,156.566 Shares At 15.90 USD	- 42,676.77	50,189.40	7,512.63
04/26/13	Sold 495.481 Shares Trade Date 4/25/13 495.481 Shares At 16.21 USD	- 6,698.90	8,031.75	1,332.85
06/07/13	Sold 3,477.045 Shares Trade Date 6/6/13 3,477.045 Shares At 16.61 USD	- 47,009.65	57,753.72	10,744.07
06/26/13	Sold 1,373.847 Shares Trade Date 6/25/13 1,373.847 Shares At 16.30 USD	- 18,574.41	22,393.71	3,819.30
09/19/13	Sold 17,633.133 Shares Trade Date 9/18/13 17,633.133 Shares At 17.77 USD	- 238,399.97	313,340.77	74,940.80
<b>Total Nuveen Dividend Value Fund Class I</b>		<b>- \$372,254.17</b>	<b>\$473,297.67</b>	<b>\$101,043.50</b>

**Nuveen Santa Barbara Div Growth Fd I  
#1799  
NSBRX**

01/07/13	Sold 159.268 Shares Trade Date 1/4/13 159.268 Shares At 27.70 USD	- 3,881.36	4,411.72	530.36
02/20/13	Sold 456.644 Shares Trade Date 2/19/13 456.644 Shares At 28.75 USD	- 11,128.41	13,128.52	2,000.11
04/03/13	Sold 1,711.743 Shares Trade Date 4/2/13 1,711.743 Shares At 29.28 USD	- 41,715.18	50,119.84	8,404.66



**THE  
PRIVATE CLIENT  
RESERVE**



Exhibit 2  
00-F-A -H-OH -004-01 00294701 2947  
0144575-00-00711-01 Page 29 of 30  
**ACCOUNT NUMBER: 00001119300**  
**FAYE MCBEATH FOUNDATION**

This statement is for the period from  
January 1, 2013 to December 31, 2013

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
04/26/13	Sold 135.246 Shares Trade Date 4/25/13 135.246 Shares At 29.38 USD	- 3,295.95	3,973.53	677.58
06/07/13	Sold 1,747.801 Shares Trade Date 6/6/13 1,747.801 Shares At 29.81 USD	- 42,593.91	52,101.95	9,508.04
06/27/13	Sold 739.209 Shares Trade Date 6/26/13 739.209 Shares At 29.38 USD	- 18,014.52	21,717.96	3,703.44
09/19/13	Sold 9,870.388 Shares Trade Date 9/18/13 9,870.388 Shares At 31.25 USD	- 240,541.36	308,449.63	67,908.27
<b>Total Nuveen Santa Barbara Div Growth Fd</b>		<b>- \$361,170.69</b>	<b>\$453,903.15</b>	<b>\$92,732.46</b>

**Oppenheimer Developing Mkts Fds CI Y  
#788  
ODVYX**

01/07/13	Sold 172.073 Shares Trade Date 1/4/13 172.073 Shares At 35.37 USD	- 6,029.44	6,086.22	56.78
01/31/13	Sold 55.594 Shares Trade Date 1/30/13 55.594 Shares At 35.85 USD	- 1,948.01	1,993.04	45.03
02/20/13	Sold 76.921 Shares Trade Date 2/19/13 76.921 Shares At 35.72 USD	- 2,695.31	2,747.62	52.31
03/18/13	Sold 584.299 Shares Trade Date 3/15/13 584.299 Shares At 35.21 USD	- 20,473.84	20,573.17	99.33
05/03/13	Sold 2,559.884 Shares Trade Date 5/2/13 2,559.884 Shares At 35.47 USD	- 89,698.33	90,799.09	1,100.76
<b>Total Oppenheimer Developing Mkts Fds CI</b>		<b>- \$120,844.93</b>	<b>\$122,199.14</b>	<b>\$1,354.21</b>

**T Rowe Price Mid Cap Growth Fd #64  
RPMGX**

02/15/13	Sold 71.867 Shares Trade Date 2/14/13 71.867 Shares At 60.74 USD	- 3,850.32	4,365.20	514.88
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ACCOUNT NUMBER: 000011119300  
FAYE MCBEATH FOUNDATIONThis statement is for the period from  
January 1, 2013 to December 31, 2013**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
02/20/13	Sold 22.102 Shares Trade Date 2/19/13 22.102 Shares At 61.13 USD	- 1,184.13	1,351.10	166.97
03/18/13	Sold 23.02 Shares Trade Date 3/15/13 23.02 Shares At 62.82 USD	- 1,233.31	1,446.12	212.81
04/26/13	Sold 36.106 Shares Trade Date 4/25/13 36.106 Shares At 63.23 USD	- 1,934.40	2,282.98	348.58
06/07/13	Sold 31.406 Shares Trade Date 6/6/13 31.406 Shares At 64.74 USD	- 1,682.59	2,033.22	350.63
06/27/13	Sold 651.385 Shares Trade Date 6/26/13 651.385 Shares At 64.39 USD	- 34,898.32	41,942.68	7,044.36
<b>Total T Rowe Price Mid Cap Growth Fd #64</b>		<b>- \$44,783.07</b>	<b>\$53,421.30</b>	<b>\$8,638.23</b>
Vanguard 500 Idx Fd #1340 VIFSX				
09/19/13	Sold 753.691 Shares Trade Date 9/18/13 753.691 Shares At 131.98 USD	- 97,195.96	99,472.14	2,276.18
<b>Total Stocks</b>		<b>- \$1,477,524.39</b>	<b>\$1,743,675.18</b>	<b>\$266,150.79</b>
<b>Total Sales &amp; Maturities</b>		<b>- \$5,190,156.11</b>	<b>\$5,510,415.32</b>	<b>\$320,259.21</b>

**SALE/MATURITY SUMMARY MESSAGES**

Estimates should not be used for tax purposes



## **Grant Application Procedures & Policies 2013**

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**Applicants should note that this description of procedures and policies is a companion to the Funding Interests that the Foundation updates each year. These annual updates will continue until our sunset date of 2014, as determined by our founder. As of April 30, 2013 the Foundation does not accept or respond to unsolicited letter of intent or other requests for funds.**

### **Grant qualifications**

Grants are awarded to nonprofit, tax-exempt 501(c)(3) organizations organized under the laws of the State of Wisconsin. The Foundation does not consider direct applications from nonprofits incorporated outside the state of Wisconsin. Grants are made within the state of Wisconsin and principally to support programs having primary focus on the residents of the greater Milwaukee community including Milwaukee, Waukesha, Ozaukee and Washington counties.

### **Application process**

- Formal invitation by Foundation staff to submit a letter of intent or concept paper
- Formal invitation by Foundation staff to submit a full proposal
- Submittal and review of a full proposal
- Notification of the Trustees' decision

*Submittal of a letter of intent (only upon request by Foundation staff)*

Prepare a 1-2 page letter of intent that includes a brief description of the applicant organization, the program to be funded, the corresponding match between the Foundation's guidelines and the request, the amount requested and the estimated total project budget. Include the name and address of the organization, and the name, phone number and email address for a contact person. You will be given a deadline for a requested letter of intent. Please consult the Foundation's funding priorities carefully prior to your submittal.

**If specifically invited**, send the letter of intent to:

Scott Gelzer, Executive Director  
The Faye McBeath Foundation  
101 W. Pleasant Street, Suite 210, Milwaukee, WI 53212

[info@fayemcbeath.org](mailto:info@fayemcbeath.org)

*Communication with and from Foundation staff*

Upon receipt of an *invited* letter of intent, Foundation staff will formally acknowledge receipt by e-mail or letter. Staff may contact you to discuss the project and in some cases, may schedule a site visit. If the request is clearly outside the current program or geographical focus of the Foundation, a decline letter will be promptly sent informing you of this determination.

Certain applicants may be asked to participate in an intermediate step, which is to submit a 3-5 page concept paper. Should this request be made, staff will provide format and content guidance. Concept papers are usually reviewed by the entire Board.

*Formal invitation by Foundation staff to submit a full proposal*

Generally, applicants will receive a response to a letter of intent within **60 days** of a letter's receipt. **It is possible for a letter's review to be deferred, and notification will be provided in writing or via email.** The final response will either be a decline of the letter or a formal invitation to submit a full proposal.

*Submittal and review of a full proposal*

**If you are formally invited by McBeath Foundation staff to submit a full proposal, you will use a format supplied by the Faye McBeath Foundation.** The Foundation requires that a volunteer serving on the Board sign the application. Staff will inform you of the deadline for submitting the full proposal. Meetings are scheduled with most applicants at this stage of review. **It is preferred that a volunteer serving on the Board of Directors of the applicant nonprofit should participate in the meeting.**

*Notification of the Trustees' decision*

The Trustees meet 4-5 times each year to consider grant proposals. Written notification of the Trustees' decision regarding a grant proposal will be sent within ten days of the Trustee meeting. Organizations awarded grants will receive written notification of grant conditions, payment dates and reporting requirements.

**Types of grants**

With the impending sunset, the Board will consider opportunities on a case-by-case basis. The potential for impact from a potential McBeath investment must be crystal clear. The majority of grants have supported specific programs. On occasion, operating and capacity-building grants have been awarded. Capital grants are rare and limited to projects with community-wide impact that reflect the program interests of the Foundation. Any invited

requests for operating or capacity-building support must include an organization's results-oriented annual plan, covering both programs and management.

### **Proposal review criteria**

The Foundation supports programs for children, aging & elders, health, health education, and civic and governmental affairs. See the Foundation's funding priorities for further guidance.

### **Benchmarks that will be applied to projects and organizations in all five interest areas are the following:**

- ↳ Strength of proposal - Foundation guidelines match
- ↳ Quality and creativity in project design, implementation and evaluation
- ↳ Quality of the applicant nonprofit's leadership and organizational capacity
- ↳ Potential to stretch or leverage McBeath funds
- ↳ Specific interests of Trustees and/or staff

In addition to the above benchmarks, the Foundation may request that those organizations submitting full proposals for established projects include a two-year outline covering potential enhancement and sustainability as part of the application. Staff will provide guidance for such outlines.

### **Other grant-related information, which targets our funding, follows. The Foundation's Trustees have, over the years, adopted policies to further guide staff and invited applicants.**

- The Foundation does not award grants for annual fund drives, scholarships, support of individuals, sponsorship of fundraising events, or emergency funds.
- The Foundation does not consider or acknowledge general solicitation letters.
- Basic health sciences research is not funded by the Foundation.
- Single disease or condition organizations are typically not funded by the Foundation. An exception may be made for a creative project involving one or more of the following: service to multiple populations, collaboration, and/or creation of a replicable model.
- Proposal deadlines are established based upon discussion with Foundation staff.
- Letters and proposals are to be submitted to staff at the Foundation offices.
- The Foundation will periodically consider additional funds for expanded evaluation of promising projects.

## Funding Priorities 2013

The Foundation's Trustees support promising or established programs, operated by well-managed organizations. The priorities described below are reviewed and approved by the Board each year.

**Due to the 2014 sunset, the Foundation will not accept unsolicited letters of intent after April 30, 2013. Foundation staff will initiate contact in circumstances where a letter or concept paper is to be requested.**

### **CHILDREN**

The Foundation has supported promising programs or established approaches promoting the welfare of children, particularly those living in poverty. The focus in the children's area is student achievement oriented education programs serving ages 1-13. Specifically, we will consider the following, with emphasis on the first four areas below:

- i. Improving or maintaining reading skills, year round;
- ii. Enhancing professional development of education students, teachers and administrators with a focus on instructional improvements;
- iii. Providing substantive enrichment programs that build student achievement in-school, before school, after school and during the summer;
- iv. Enhancing high-potential and high-performing schools, both private and public. School enhancement will be implemented through grantmaking involving Foundation-identified schools.
- v. On select occasions, the Foundation will consider support of projects that improve the quality of childcare or enhance parental involvement in education.

### **AGING & ELDERS**

The Foundation supports promising programs or proven approaches regarding challenges and opportunities involving adults aged 62 and older. Specifically, the Foundation will consider a limited roster of projects in the following areas.

- ☞ Enabling elders to remain in the community of choice to the greatest extent possible, with a particular interest in settings and services that help older adults age in their community; and
- ☞ Expanding opportunities for older adults, including projects that engage elders in civic improvement, improve access to and use of technology, encourage inter-generational support and promote healthy aging.

## **HEALTH**

The Foundation supports promising programs that improve access to basic and preventive health services for underserved populations. Specifically, the Foundation supports the following:

- ☞ Expanding and enhancing the quality and scope of community-based primary and rehabilitative services, including medical, dental and mental health.
- ☞ Helping individuals and families move beyond basic needs

## **HEALTH EDUCATION**

The Foundation also supports promising programs and fresh approaches in health education that lead to improved public health. The Foundation will place a higher priority on projects that integrate health and health education efforts. Specifically, the Foundation supports the following:

- ☞ Supporting creative solutions addressing worker shortages and education of professionals in health care, community and public health, with an emphasis on nursing.

## **CIVIC AND GOVERNMENTAL AFFAIRS**

The Foundation is interested in building the capacity of nonprofit organizations and underwriting efforts to improve the effectiveness of community services and public policy. Specifically, the Foundation supports the following:

- ☞ Underwriting planning, research, collaboration and other consensus-building strategies likely to improve community services and policies in Foundation priority areas.
- ☞ Improving the capacity of nonprofit and civic organizations through;
  - ↳ The Nonprofit Management Fund of Milwaukee, Ozaukee and Washington Counties;
  - ↳ Other projects of interest to the Trustees that are of timely importance.

### Other Grant-related Information

- The Foundation does not award grants for annual fund drives, scholarships, support of individuals, sponsorship of fundraising events, or emergency funds.
- The Foundation does not consider or acknowledge general solicitation letters.
- Basic health sciences research is not funded by the Foundation.
- Single disease or condition organizations are typically not funded by the Foundation. An exception may be made for a creative project involving one or more of the following: service to multiple populations, collaboration, and/or creation of a replicable model.
- Unsolicited letters of intent or grant proposals will not be accepted. Proposal deadlines are established based upon discussion with Foundation staff.
- The Foundation will consider additional funds for expanded evaluation of promising projects.

**FAYE MCBEATH FOUNDATION**  
**Grants Made/Paid in 2013 and Commitments Outstanding**

Request Number	Agency/Purpose	Unpaid Balance 12/31/12	Grants Approved 2013	Grants Paid 2013	Grants Cancelled 2013	Grant Refunds 2013	Unpaid Balance 12/31/13	Payment Dates
3264	UW - Milwaukee, College of Nursing PIN Staffing						18,853	12/12
		1,387					1,387	6/13
3100	Medical College of Wisconsin PIN Project Evaluation Grant split between National and FMB Funds	2,500	5,500	8,000			7,000	12/11
							7,500	12/12
							8,000	12/13
3179	Wisconsin Center for Nursing, Inc. Action Coalition Project	10,000		10,000			10,000	4/13
3211	Greater Milwaukee Foundation Match Day	25,000		25,000			25,000	1/13
3190	Public Policy Forum Nursing's Voice	20,000		20,000			20,000	12/13
3250	Aurora Sinai Medical Center Bread of Healing Partnership	25,000		25,000			25,000	9/13
3223	Silver Spring Neighborhood Center Early Childhood Planning Grant	7,500		7,500			7,500	4/13
3269	Donor's Forum of Wisconsin Research Project	800		800			800	2/13
3270	Milwaukee Area Workforce Investment Board, Inc. Academy of Deans of Education	25,000		25,000			25,000	3/13
3293	Greater Milwaukee Foundation Nonprofit Management Fund Strategic Planning		1,000	1,000			1,000	2/13
2133 06	Greater Milwaukee Foundation Nonprofit Management Fund of Milwaukee, Ozaukee & Washington Co's		65,000	65,000			65,000	2/13
3290	Planning Council for Health & Human Services Summer Learning Project		2,500	2,500			2,500	2/13
3291	Marquette University Community Impact Journalism		18,600	18,600			18,600	4/13
3221	Marquette University Jonas Scholar - Matching Funds		10,000	5,000			5,000	4/13
						5,000	5,000	11/13
3288	IMPACT Alcohol and Other Drug Abuse Services, Inc. 10 Year Report		10,000	10,000			10,000	4/13
3253	Milwaukee Public Library Foundation Summer Reading Program		70,000	35,000			35,000	4/13
						35,000	35,000	4/14
3292	UWM Foundation Nurse Scholars in Residence		20,000	20,000			20,000	4/13
3035	Betty Brinn Children's Museum Exhibit Development & Sustainability		37,500	37,500			37,500	11/13
3329	Greater Milwaukee Foundation Teach For America Summer Institute Site Visit		500	500			500	4/13
3302	UWM College of Nursing Jonas Scholars - Matching Funds		10,000	5,000			5,000	4/13
						5,000	5,000	11/13
3322	Alverno College Mental Health Nurse Practitioner Clinical Instruction		75,000	35,000			35,000	6/13
				15,000			15,000	12/1
						25,000	25,000	1/14
3323	Alzheimer's Disease and Related Disorders Association - Southeastern Wisconsin Chapter, Inc. Alzheimer's Challenging Behaviors - Creating a Continuum of Care		10,000	10,000			10,000	6/13
3104 01	Donors Forum of Wisconsin Conference 2013		12,500	12,500			12,500	6/13
3347	Greater Milwaukee Foundation Nonprofit Management Fund - artsupport		2,000	2,000			2,000	6/13
3300	Interfaith Older Adult Programs, Inc. Strategic Restructuring of Neighborhood Outreach Program		10,000	10,000			10,000	6/13
3297	Marquette University Institute for the Transformation of Learning		10,000	10,000			10,000	6/13
3326	Partners Advancing Values in Education Extended Learning Initiative		25,000	25,000			25,000	6/13
3324	Penfield Children's Center Behavioral Clinic		100,000	50,000			50,000	6/13
				50,000			50,000	12/13
3325	YMCA of Metropolitan Milwaukee Playground		10,000	10,000			10,000	6/13
3362	Milwaukee Public Library Foundation Summer Reading Mini Grant - Center Street Library		1,250	1,250			1,250	7/13
3363	Milwaukee Public Library Foundation Summer Reading Mini Grant - MLK, Mill Road & Villard Square		1,250	1,250			1,250	7/13
3365	Neighborhood House of Milwaukee Summer Reading Mini Grant		1,000	1,000			1,000	7/13
3361	Milwaukee Public Schools Foundation, Inc. Summer Reading Mini Grant - Victory School		955	955			955	7/13

**FAYE MCBEATH FOUNDATION**  
**Grants Made/Paid in 2013 and Commitments Outstanding**

Request Number	Agency/Purpose	Unpaid Balance 12/31/12	Grants Approved 2013	Grants Paid 2013	Grants Cancelled 2013	Grant Refunds 2013	Unpaid Balance 12/31/13	Payment Dates
3360	Milwaukee Public Schools Foundation, Inc. Summer Reading Mini Grant - Extended Learning Opportunities		1,100	1,100				1,100 7/13
3355	Urban Day School Summer Reading Mini Grant		500	500				500 7/13
3356	Hmong American Peace Academy Summer Reading Mini Grant		1,500	1,500				1,500 7/13
3374	Boys & Girls Club of Greater Milwaukee Summer Reading Mini Grant		1,500	1,500				1,500 7/13
3353	Betty Brinn Children's Museum Summer Reading Mini Grant		500	500				500 7/13
3373	New Threads of Hope Summer Reading Mini Grant		1,000	1,000				1,000 8/13
3395	Marquette University Nieman Fellows		23,200	23,200				23,200 10/13
3379	Milwaukee Christian Center Violence Free Zone South		30,000	30,000				30,000 10/13
3377	Milwaukee Homeless Veterans Initiative, Inc. Nursing Student Intern (NV Partnership)		8,000	8,000				8,000 10/13
3315	Near South Side Catholic Schools Association Expansion of Community Nurse Program		15,000	10,000			5,000	10,000 12/13 5,000 2/14
3304	Neighborhood House of Milwaukee International Learning Center		30,000	15,000			15,000	15,000 10/13 15,000 2/14
3308	New Threads of Hope Transportation Costs		15,000	10,000			5,000	10,000 10/13 5,000 2/14
3345	Northwest Side Community Development Corp. Villard GrandFamily Project		25,725	25,725				25,725 10/13
3378	Planned Parenthood of Wisconsin Colposcopy Services		12,500	12,500				12,500 10/13
3399	Planning Council for Health & Human Services Evaluation Meeting for Summer Reading Mini Grant Convening		1,250	1,250				1,250 10/13
3305	SHARP Literacy, Inc. Teacher Development Program		35,000	35,000				35,000 10/13
3382	United Community Center Library/Literacy Services		50,000	25,000			25,000	25,000 10/13 25,000 2/14
3375	Wisconsin Center for Nursing, Inc. Inventory Research		10,000	10,000				10,000 12/13
3403	Cardinal Stritch University BS in Nursing Mental Health Strand Development Project		25,000	25,000				25,000 12/13
3394	Next Door Foundation, Inc. Beyond the Walls		40,000	40,000				40,000 12/13
3400	Milwaukee Repertory Theatre, Inc. Improved Evaluation Systems for Education Programs		30,000	30,000				30,000 12/13
3402	Hunger Task Force of Milwaukee Winter Farmer's Market - FoodShare Matching Dollars		10,000	10,000				10,000 12/13
3367	Rogers Memorial Hospital Foundation Children's Mental Health Services Transition Support Resources		20,000	20,000				20,000 12/13
3246	Rebuilding Together Greater Milwaukee Safe at Home Today and Tomorrow		35,000	35,000				35,000 12/13
3401	Greater Milwaukee Foundation Match Day		25,000	25,000				25,000 12/13
3404	Public Policy Forum Nursing's Voice Match		20,000				20,000	20,000 12/13
	Greater Milwaukee Foundation Nonprofit Management Fund		50,000				50,000	50,000 12/13
3371	Cardinal Stritch University African American Leadership Program		500	500				500 12/13
3409	Young Nonprofit Professionals Network Membership Expansion Initiative		500	500				500 12/13
3408	Milwaukee Area Workforce Funding Alliance Nursing's Voice		500	500				500 12/13
3407	IMPACT Summer Reading Meeting		1,500	1,500				1,500 12/13
	<b>FAYE MCBEATH GRANTS SUBTOTAL</b>	<b>117,187</b>	<b>1,029,330</b>	<b>955,130</b>	<b>-</b>	<b>-</b>	<b>191,387</b>	
3054	Public Policy Forum PIN Funding from Northwest Health Foundation							

**FAYE MCBEATH FOUNDATION  
Grants Made/Paid In 2013 and Commitments Outstanding**

Request Number	Agency/Purpose	Unpaid Balance 12/31/12	Grants Approved 2013	Grants Paid 2013	Grants Cancelled 2013	Grant Refunds 2013	Unpaid Balance 12/31/13	Payment Dates
3377	Milwaukee Homeless Veterans Initiative, Inc. Nursing Student Intern (NV Partnership)		2,000	2,000				2,000 10/13
3100	Medical College of Wisconsin PIN Project Evaluation Grant split between National and FMB Funds		9,000	9,000				9,000 12/13
<b>PIN GRANTS SUBTOTAL</b>		-	<b>11,000</b>	<b>11,000</b>	-	-	-	
<b>TOTAL FAYE MCBEATH GRANTS</b>		-	<b>117,187</b>	<b>1,040,330</b>	-	-	<b>191,387</b>	-
QuickBooks Balances Difference		117,187	1,040,330	966,130	-	-	191,387	