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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
William Stark Jones Foundation
Katherine W Lambert Co-Trustee

A Employer identification number
39-6786974

Number and street (or P O box number if mail is not delivered to street address) Room/suite
250 West Coventry Court Suite 207

B Telephone number (see instructions)
(414) 831-4866

City or town, state or province, country, and ZIP or foreign postal code
Milwaukee, WI 53217

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,162,378

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	59,604	59,604		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	71,756			
	b	Gross sales price for all assets on line 6a 1,187,572				
	7	Capital gain net income (from Part IV, line 2)		71,756		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	131,360	131,360		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	6,631	6,631		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,858	4,858		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	142	142		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,631	11,631		0
	25	Contributions, gifts, grants paid	200,000			200,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	211,631	11,631		200,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-80,271			
	b	**Net investment income** (if negative, enter -0-)		119,729		
	c	**Adjusted net income** (if negative, enter -0-)				

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	24,261	28,046	28,046
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	140,000	100,000	100,000
	b	Investments—corporate stock (attach schedule)	1,299,173	1,594,240	2,098,912
	c	Investments—corporate bonds (attach schedule)	835,226	500,200	501,343
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	406,718	402,180	434,077
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)		2	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,705,378	2,624,668	3,162,378
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,705,378	2,624,668	
	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** (see page 17 of the instructions)	2,705,378	2,624,668	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,705,378	2,624,668	

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	2,705,378
2	Enter amount from Part I, line 27a	2	-80,271
3	Other increases not included in line 2 (itemize) ▶	3	1,950
4	Add lines 1, 2, and 3	4	2,627,057
5	Decreases not included in line 2 (itemize) ▶	5	2,389
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,624,668

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				

	(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	71,756
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	197,422	2,876,195	0 06864
2011	199,450	2,973,652	0 06707
2010	161,000	2,872,728	0 05604
2009	162,500	2,623,629	0 06194
2008	170,000	3,193,180	0 05324

2	**Total** of line 1, column (d)	2	0 30693
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 06139
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,993,670
5	Multiply line 4 by line 3	5	183,769
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,197
7	Add lines 5 and 6	7	184,966
8	Enter qualifying distributions from Part XII, line 4	8	200,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	1,197
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	1,197
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,197
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,600		
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	2,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,403
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,403 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Katherine W Lambert Telephone no ▶(414) 831-4866

Located at ▶250 W Coventry Court Suite 207 Milwaukee WI ZIP+4 ▶53217

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Katherine W Lambert 250 W Coventry Ct Suite 207 Milwaukee, WI 53217	Trustee 1 00	0		
Thomas J Landers 1009 N Jackson Street Milwaukee, WI 53202	Trustee 1 00	0		
Peter Klode 777 E Wisconsin Avenue Milwaukee, WI 53202	Trustee 1 00	0		
Kathleen F DeMarinis 2701 South Ocean Boulevard 45 Highland Beach, FL 33487	Trustee 1 00	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	Expenses
1 None	0
2	
3	
4	

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

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

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	3,039,259
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,039,259
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,039,259
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,589
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,993,670
6	**Minimum investment return.** Enter 5% of line 5	6	149,684

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	149,684
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,197		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,197
3	Distributable amount before adjustments Subtract line 2c from line 1	3	148,487
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	148,487
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	148,487

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	200,000
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	200,000
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	1,197
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	198,803

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					148,487
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	12,919				
b From 2009.	32,340				
c From 2010.	18,566				
d From 2011.	51,867				
e From 2012.	58,768				
f Total of lines 3a through e.		174,460			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 200,000					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2013 distributable amount.					148,487
e Remaining amount distributed out of corpus		51,513			
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		225,973			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		12,919			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		213,054			
10 Analysis of line 9					
a Excess from 2009. . . .	32,340				
b Excess from 2010. . . .	18,566				
c Excess from 2011. . . .	51,867				
d Excess from 2012. . . .	58,768				
e Excess from 2013. . . .	51,513				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				200,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	59,604	
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	71,756	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				131,360	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 131,360

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-05-15	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Steven R Allen				P00841700
Firm's name	Whyte Hirschboeck Dudek SC		Firm's EIN	
Firm's address	555 E Wells St Suite 1900 Milwaukee, WI 532023819		Phone no (414) 273-2100	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Bay View Historical Society 2590 South Superior Street Bay View, WI 53207	None	Public	Operating support	2,500
Unity Ev Lutheran Church 1025 East Oklahoma Avenue Milwaukee, WI 53207	None	Public	2013 William Stark Jones Scholarship	2,500
St Jude Preschool 21689 Toledo Road Boca Raton, FL 33433	None	Public	Preschool education	30,000
Early Music Now Inc 759 N Milwaukee Street Suite 420 Milwaukee, WI 53202	None	Public	Operating support	15,000
St Martha Catholic Church 200 N Orange Avenue Sarasota, FL 34236	None	Public	Feast of Abraham--fostering understanding among Christians, Muslims & Jews	3,000
Our Next Generation Foundation Inc 3421 W Lisbon Avenue Milwaukee, WI 53208	None	Public	Academic mentoring and associated support programs for Milwaukee urban youth	1,000
Multiple Sclerosis Society of Wisco 1120 James Drive Suite A Hartland, WI 53029	None	Public	Operating support	1,000
St John Cathedral Fine Arts Commiss 831 N Van Buren Street Milwaukee, WI 53202	None	Public	Concert support	1,000
Milwaukee Art Museum 700 N Museum Drive Milwaukee, WI 53202	None	Public	Operating support	3,000
Skylight Music Theatre 158 North Broadway Milwaukee, WI 53202	None	Public	Operating expenses	1,000
Charles E Kubly Foundation PO Box 170284 Milwaukee, WI 53217	None	Public	Support for mental health projects	2,000
Ozaukee Family Services 885 Badger Circle Grafton, WI 53024	None	Public	Parent education and family support	1,000
Alliance Francaise 1800 E Capitol Drive Milwaukee, WI 53211	None	Public	Education in French language and culture	1,000
Malaika Early Learning Center 125 W Auer Avenue Milwaukee, WI 53212	None	Public	Early childhood education	1,000
Center for CommunicationHearing Dea 10243 W National Avenue West Allis, WI 53227	None	Public	Support of children born with hearing loss	9,000
Total . . . . ▶ **3a**				200,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Legal Aid Society of Milwaukee 521 North 8th Street Milwaukee, WI 53233	None	Public	Advocacy for low-income people - table sponsorship at 9/11/13 Legal Aid luncheon	5,000
Junior Achievement of Wisconsin Inc 6924 N Port Washington Rd Milwaukee, WI 53217	None	Public	Operating support	1,000
Next Door Foundation 2545 N 29th Street Milwaukee, WI 53210	None	Public	Education (Head Start) & health care services for children ages 0-5 and their parents	7,000
Environmental Law Policy Center 35 East Wacker Drive Suite 1600 Chicago, IL 60601	None	Public	Advocacy for environmental quality and economic development	5,000
Milwaukee Christian Center Inc 2137 W Greenfield Avenue Milwaukee, WI 53204	None	Public	Forest Home Avenue School summer camp	2,000
Jackson Hole Children's Museum PO Box 995 Jackson, WY 83001	None	Public	Operating support	2,000
Tikkun Ha-Ir of Milwaukee Inc PO Box 090287 Milwaukee, WI 53209	None	Public	Support of poverty relief	2,000
Racine Baseball Cooperative 1501 Maria Street Racine, WI 53404	None	Public	Support for summer leagues, winter clinics and scholarships	1,000
St Vincent de PaulOld St Mary Conf 831 North Van Buren St Milwaukee, WI 53202	None	Public	Food for the needy	2,000
Special Friends Foundation PO Box 313 Windham, NH 03087	None	Public	Support of families in need	2,000
Milwaukee School of Engineering 1025 N Broadway St Milwaukee, WI 53202	None	Public	Walter Schroeder Library operating support	2,000
Ice Age Trail Alliance 2110 Main Street Cross Plains, WI 53528	None	Public	Support for creation and protection of the Ice Age Trail	1,000
InHealth Wisconsin Inc PO Box 12153 Milwaukee, WI 53212	None	Public	Operating support	1,000
United Way of Greater Milwaukee 225 West Vine Street Milwaukee, WI 53212	None	Public	Healthy girls/pregnancy prevention programming	7,000
Great Lakes Adaptive Sports Associa 400 E Illinois Road Lake Forest, IL 60045	None	Public	Sports programming for youth and adults with a primary physical or visual impairment	1,000
Total . . . . ▶ **3a**				200,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Kettle Morraine YMCA Inc 1111 West Washington Street West Bend, WI 53095	None	Public	Operating support	1,000
Museum of Wisconsin ArtInc 300 South 6th Avenue West Bend, WI 53095	None	Public	Capital campaign	2,000
Milwaukee Public MuseumInc 800 W Wells St Milwaukee, WI 53233	None	Public	Operating support	1,000
Wisconsin Conservatory of Music 1584 N Prospect Avenue Milwaukee, WI 53202	None	Public	Operating support	1,000
Friends of Abused Families PO Box 117 West Bend, WI 53095	None	Public	Support for victims of domestic violence	1,000
Cedar Lakes Conservation Foundation PO Box 347 West Bend, WI 53095	None	Public	Preservation of natural lands	2,000
Present Music 158 N Broadway Milwaukee, WI 53202	None	Public	Operating expenses for concert series and educational outreach	1,000
COA Youth and Family Centers 909 E North Avenue Milwaukee, WI 53212	None	Public	Early childhood education, family services, youth development, adult education and camping	1,000
St Martha Church 200 N Orange Avenue Sarasota, FL 34236	None	Public	Caritas (a cooperative effort of several churches in downtown Sarasota in providing emergency assistance)	2,000
Meta House Inc 2625 N Weil Street Milwaukee, WI 53212	None	Public	Operating support of women's and children's shelter	2,000
Mote Marine Laboratory and Aquarium 1600 Ken Thompson Pkwy Sarasota, FL 34236	None	Public	Marine research and community outreach facility	2,000
Bel Canto Chorus of Milwaukee Inc 158 North Broadway Milwaukee, WI 53202	None	Public	Operating support	1,000
Mequon Nature Preserve 8200 W County Line Road Mequon, WI 53097	None	Public	Operating support	3,000
Interfaith Older Adult Programs 1327 Marshall Avenue South Milwaukee, WI 53172	None	Public	Operating support	2,500
Bay View Neighborhood Association PO Box 070184 Milwaukee, WI 53207	None	Public	Operating support	2,500
Total . . . . ▶ **3a**				200,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Ohio High School Boys Volleyball As 1111 Forest Glen Road Westerville, OH 43081	None	Public	Operating expenses of Brunswick Boys Volleyball	19,000
Open Door Free Clinic 1025 E Oklahoma Avenue Milwaukee, WI 53207	None	Public	Operating support	2,500
Caritas for Children Inc 7400 W National Avenue Milwaukee, WI 53214	None	Public	Operating support	2,000
Albrecht Free Clinic Inc PO Box 632 West Bend, WI 53095	None	Public	Operating support	1,000
Wisconsin 4-H Foundation 9501 W Watertown Plank Road Wauwatosa, WI 53226	None	Public	Operating support	2,500
Milwaukee Public Schools 5225 W Vliet Street Milwaukee, WI 53208	None	Public	To support Beulah Brinton Community Center	2,500
Bay View Community Center 1320 E Oklahoma Avenue Milwaukee, WI 53207	None	Public	Operating support	2,500
Old Wilson School Conference Center PO Box 1515 Wilson, WY 83014	None	Public	Operating support	1,000
GTGC of Milwaukee Inc 7319 N Bridge Lane Milwaukee, WI 53217	None	Public	Operating support	2,000
Schauer Arts and Activities Center 147 N Rural Street Hartford, WI 53027	None	Public	Operating support	1,000
Farm Natural Lands Trust of York Cn 156 N George Street Suite 300 York, PA 17401	None	Public	Operating support	1,000
Ebenezer French SDA Church PO Box 1188 Lake Worth, FL 33460	None	Public	Support for soccer team	1,000
NAACP Milwaukee Branch Unit 3254 2745 N Martin Luther King Dr 202 Milwaukee, WI 53212	None	Public	Felmers and Jesse Chaney Education Scholarship (for graduating senior, given at Freedom Fund dinner)	1,000
Marquette University 1250 W Wisconsin Ave PO Box 1881 Milwaukee, WI 53201	None	Public	Operating support for Rev Francis P Prucha S J Fund	5,000
Safe Sound Inc 801 W Michigan Street Milwaukee, WI 53233	None	Public	Operating support	3,000
Total . . . . ▶ **3a**				200,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MPTV 1036 N 8th Street Milwaukee, WI 53233	None	Public	Operating support	2,000
Urban Ecology Center 1500 E Park Place Milwaukee, WI 53211	None	Public	Operating support	2,000
Empowerment Resources Inc 3832-010 Baymeadows Road 348 Jacksonville, FL 32217	None	Public	Sponsorship of graduates of "Journey Into Womanhood" program	2,000
St Joseph Catholic School 2990 26th Street West Bradenton, FL 34205	None	Public	In honor of staff member Carol Darling and her husband Frank	2,000
St Jude Church 4978 Taywater Dell Sarasota, FL 34235	None	Public	Hispanic-American Center Gala	1,000
Every Child Inc 1700 North Drive Sarasota, FL 34239	None	Public	Operating support	1,000
Lifelong Learning Academy 8350 N Tamiami Trail Sarasota, FL 34243	None	Public	Operating support	2,000
Medical College of Wisconsin 8701 W Watertown Plank Road Milwaukee, WI 53226	None	Public	"Riding for Research" campaign for childhood cancer research	1,000
Total . . . . ▶ **3a**				200,000

TY 2013 Investments Corporate Bonds Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds - schedule attached	500,200	501,343

TY 2013 Investments Corporate Stock Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Common & pfd stocks - schedules attached	1,594,240	2,098,912

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135017984

TY 2013 Investments Government Obligations Schedule

Name:	William Stark Jones Foundation Katherine W Lambert Co-Trustee
EIN:	39-6786974
Software ID:	13000170
Software Version:	2013v3.1
US Government Securities - End of Year Book Value:	
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	100,000
State & Local Government Securities - End of Year Fair Market Value:	100,000

TY 2013 Investments - Other Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Mutual Funds - schedule attached	FMV	64,827	68,697
QR Energy Ltd Partnership	FMV	37,353	34,240
$300,000 AXA Equitable Life Ins Annuity	FMV	300,000	331,140

TY 2013 Legal Fees Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lambert Law LLC	5,037	5,037	0	0
Whyte Hirschboeck Dudek S C	1,594	1,594	0	0

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TY 2013 Other Assets Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Rounding		2	

TY 2013 Other Decreases Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
Basis adj. to 2013 sales for non-dividend distributions	2,389

TY 2013 Other Expenses Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Postage and stationery	142	142		

TY 2013 Other Increases Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
Basis adj. pending - QR Energy '13 partnership distributions	1,950

TY 2013 Taxes Schedule

Name: William Stark Jones Foundation
Katherine W Lambert Co-Trustee

EIN: 39-6786974

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax - 2012	1,888	1,888		
Excise tax - 2013 estimated	2,600	2,600		
Foreign tax withheld - dividends	370	370		

Robert W. Baird & Co. Incorporated | Account 17662709

Proceeds from Broker and Barter Exchange Transactions

2013 1099-B* | OMB No. 1545-0715

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS: Gain or loss(-), Additional information

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
HUNTSMAN CORP / CUSIP· 447011107 / Symbol· HUN							
10/30/13	2,500 000	57,063 99	01/15/13	44,414.98	..	12,649 01	Sale
QUALCOMM INC / CUSIP. 747525103 / Symbol: QCOM							
11/08/13	600.000	39,765.94	02/08/13	40,873 30	.	-1,107 36	Sale
ACCENTURE PLC IRELD CL A / CUSIP: G1151C101 / Symbol: ACN							
03/22/13	700 000	50,883.88	04/23/12	44,919.27	...	5,964.61	Sale
EATON CORP PLC / CUSIP: G29183103 / Symbol. ETN							
04/01/13	1,000.000	60;393.42	12/03/12	51,563.73	.	8,829.69	Sale Note: AC Original basis: $51,655 00
	Totals:	**208,107.23**		**181,771.28**	**0.00**	**26,335.95**	

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

These columns are not reported to the IRS: Date of acquisition, Cost or other basis, Wash sale loss disallowed, Gain or loss(-), Additional information

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
GFRE HOLDINGS VAR 120149 / CUSIP· 36169XAB4 / Symbol.							
01/02/13	5,000.000	5,000.00	06/20/12	5,000.00	...	0.00	Redemption
03/01/13	75,000 000	75,000.00	06/20/12	75,000.00	...	0 00	Redemption
	Security total	80,000 00		80,000 00	0.00	0 00	
SUPERIOR HLTH VAR 120124 / CUSIP· 86816RAA1 / Symbol:							
03/27/13	5,000.000	5,000.00	04/12/12	5,000 00	.	0 00	Redemption
WI ST MONTHLY VAR 040120 / CUSIP 97710N5D4 / Symbol							
01/15/13	60,000.000	60,000.00	04/09/12	60,000.00	.	0 00	Sale
09/24/13	50,000.000	50,000 00	03/05/13	50,000.00	..	0 00	Sale
	Security total·	110,000 00		110,000.00	0 00	0 00	
	Totals:	**195,000.00**		**195,000.00**	**0.00**	**0.00**	

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s).**
**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS
Less commissions and if shown, option premium.

Robert W. Baird & Co. Incorporated | Account 17662709

Proceeds from Broker and Barter Exchange Transactions (continued)

2013 1099-B* | OMB No. 1545-0715

*1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box D checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
AUTOZONE INC / CUSIP. 053332102 / Symbol· AZO							
12/11/13	100 000	46,031 87	06/18/12	39,280.68	.	6,751 19	Sale
DEERE & COMPANY / CUSIP: 244199105 / Symbol: DE							
04/01/13	500.000	41,937.64	03/29/11	47,543.34	.	-5,605 70	Sale
EXELON CORP / CUSIP: 30161N101 / Symbol: EXC							
06/12/13	1,000 000	29,920 26	12/30/11	44,137.86		-14,217 60	Sale
GRAINGER W W INC / CUSIP· 384802104 / Symbol· GWW							
11/15/13	200.000	51,387.59	04/27/12	43,294.41	.	8,093 18	Sale
ISHS MSCI SWITZ CPD ETF / CUSIP: 464286749 / Symbol· EWL							
02/28/13	1,500.000	42,685 46	02/09/12	37,131.83		5,553.63	Sale
MARATHON PETROLEUM CORP / CUSIP· 56585A102 / Symbol: MPC							
04/01/13	600.000	53,054 62	07/01/11	25,710.72	..	27,343 90	Sale
RACKSPACE INC / CUSIP: 750086100 / Symbol: RAX							
04/22/13	500.000	21,725.50	09/19/11	19,352.34	...	2,373 16	Sale
ROCKWELL AUTOMATION INC / CUSIP: 773903109 / Symbol: ROK							
04/01/13	500.000	41,757.64	07/11/11	43,365.09	.	-1,607.45	Sale
SPECTRA ENERGY CORP / CUSIP 847560109 / Symbol: SE							
06/12/13	1,500 000	49,579.87	03/29/11	41,137.98	.	8,441.89	Sale
STAPLES INC / CUSIP: 855030102 / Symbol. SPLS							
12/13/13	2,500.000	38,016.83	07/27/12	31,824.25	..	6,192.58	Sale
STRYKER CORP / CUSIP: 863667101 / Symbol· SYK							
01/30/13	600.000	37,371.08	12/20/11	29,246 80	...	8,124 28	Sale
	Totals:	**453,468.36**		**402,025.30**	**0.00**	**51,443.06**	

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**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.
Less commissions and if shown, option premium

Robert W. Baird & Co. Incorporated — Account 17662709

Proceeds from Broker and Barter Exchange Transactions (continued)

2013 1099-B* — OMB No. 1545-0715

LONG-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS: Date of acquisition, Cost or other basis, Wash sale loss disallowed

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
BILLINGS VA VAR 070149 / CUSIP· 090153AA5 / Symbol:							
	2 tax lots for 10/15/13. Total proceeds (and cost when required) reported to the IRS.						
	5,000 000	*5,000 00*	*07/16/09*	*5,000.00*	..	*0 00*	*Redemption*
	10,000 000	*10,000.00*	*07/26/10*	*10,000.00*	.	*0.00*	*Redemption*
10/15/13	15,000 000	15,000.00	VARIOUS	15,000.00	0.00	0.00	Total of 2 lots
BUNGE LTD 5 875 051513 / CUSIP: 120568AH3 / Symbol·							
05/15/13	50,000.000	50,000.00	05/06/09	50,000.00	.	0 00	Redemption Note· AA Original basis $48,810 00
IA ST AUTH VAR 010132 / CUSIP: 46246MDN5 / Symbol:							
03/14/13	20,000 000	20,000 00	08/30/11	20,000 00	.	0.00	Sale
09/23/13	10,000.000	10,000.00	08/30/11	10,000 00	.	0 00	Sale
	Security total:	30,000 00		30,000 00	0 00	0 00	
NPI CAP LLC VAR 070129 / CUSIP: 629364AA8 / Symbol:							
05/01/13	5,000.000	5,000.00	02/21/12	5,000.00		0.00	Redemption
PHF INVTS LLC VAR 060144 / CUSIP. 69336EAA7 / Symbol							
07/01/13	5,000 000	5,000 00	09/01/10	5,000.00	...	0 00	Redemption
SKIPPER PPTYS VAR 090143 / CUSIP. 830712AA3 / Symbol							
	2 tax lots for 02/22/13 Total proceeds (and cost when required) reported to the IRS.						
	15,000 000	*15,000.00*	*01/03/11*	*15,000 00*	. .	*0 00*	*Sale*
	20,000.000	*20,000.00*	*08/23/11*	*20,000.00*	.	*0.00*	*Sale*
02/22/13	35,000.000	35,000.00	VARIOUS	35,000.00	0 00	0 00	Total of 2 lots
03/01/13	5,000 000	5,000 00	01/03/11	5,000.00	.	0 00	Redemption
	Security total	40,000.00		40,000.00	0.00	0.00	
SUNCOR ENERGY INC NEW / CUSIP: 867224107 / Symbol: SU							
02/08/13	1,000.000	31,581.87	11/01/05	27,451.86	...	4,130 01	Sale
WINDSTREAM CORP / CUSIP: 97381W104 / Symbol:							
04/01/13	2,500.000	19,415 13	10/27/10	29,568.51		-10,153 38	Sale Note: AC Original basis· $31,866 45

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**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.

Less commissions and if shown, option premium.

Robert W. Baird & Co. Incorporated

Account 17662709

Proceeds from Broker and Barter Exchange Transactions

(continued)

2013 1099-B*

OMB No. 1545-0715

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
WI HSG VAR 050135 / CUSIP: 97671RAA2 / Symbol.							
01/29/13	40,000 000	40,000 00	08/29/11	40,000.00	..	0 00	Sale
05/02/13	5,000 000	5,000 00	08/29/11	5,000.00	.	0 00	Redemption
	2 tax lots for 10/21/13. Total proceeds (and cost when required) reported to the IRS.						
	35,000 000	*35,000 00*	*08/29/11*	*35,000.00*		*0.00*	*Sale*
	5,000.000	*5,000.00*	*04/04/12*	*5,000 00*		*0.00*	*Sale*
10/21/13	40,000.000	40,000.00	VARIOUS	40,000 00	0 00	0.00	Total of 2 lots
10/24/13	20,000.000	20,000.00	04/04/12	20,000 00	..	0.00	Sale
11/08/13	30,000.000	30,000.00	04/04/12	30,000.00	...	0.00	Sale
	Security total:	135,000.00		135,000.00	0 00	0.00	
	Totals:	**330,997.00**		**337,020.37**	**0.00**	**-6,023.37**	

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**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS

Less commissions and if shown, option premium.

PRINCIPAL BALANCE ON HAND

William Stark Jones Foundation
As of 12/31/2013

	Current Value	Carrying Value
Cash on Hand		
Baird Cash/Money Market Account	$28,045 92	$28,045.92
Common Stocks		
AT&T Inc. 1,000 Units	35,160.00	38,524.88
Altria Group Inc. 1,200 Units	46,068.00	16,122.65
BCE Inc. New 900 Units	38,961.00	37,742.31
Boeing Company 400 Units	54,596.00	34,340.16
Borg Warner Inc. 700 Units	39,137.00	35,837.65
CSX Corp. 1,600 Units	46,032.00	36,646.43
Diageo PLC New Sponsored ADR 300 Units	39,726.00	37,613.01
Dollar Tree Inc. 700 Units	39,494.00	38,241.97
Elbit Systems Ltd. 1,000 Units	60,710.00	46,328.50
Fedex Corp. 300 Units	43,131.00	42,052.50
General Electric Co. 1,000 Units	28,030.00	21,461.72
Genessee & WY Inc. 500 Units	48,025.00	29,809.45
Integrys Energy Group Inc 1,900 Units	103,379.00	93,485.22
International Business Machines Corp. 200 Units	37,514.00	39,678.00

PRINCIPAL BALANCE ON HAND

William Stark Jones Foundation
As of 12/31/2013

	Current Value	Carrying Value
Kimberly Clark Corp 600 Units	$ 62,676 00	$38,707.58
Lilly Eli & Co. 1,000 Units	51,000.00	36,635 95
Lockheed Martin Corp. 500 Units	74,330.00	47,331.89
Marathon Petroleum Corp. 600 Units	55,038.00	15,257.01
Marathon Oil Corp. 1,200 Units	42,360.00	22,554.66
McDonalds Corp. 500 Units	48,515.00	43,600.04
Nextera Energy Inc. 1,000 Units	85,620.00	46,162.20
Norfolk Southern Corp. 700 Units	64,981.00	46,854.68
Novartis Ag Sponsored ADR 500 Units	40,190.00	39,277 11
Philip Morris International Inc. 1,200 Units	104,556.00	36,738.48
Precision Castparts Corp. 200 Units	53,860.00	43,983.98
Reynolds American Inc. 1,000 Units	49,990.00	43,191.98
Rogers Communications Inc. Class B 1,000 Units	45,250.00	40,158.46
Ryder System Inc 600 Units	44,268.00	41,334.72
Splunk Inc. 450 Units	30,901.50	28,833.42

PRINCIPAL BALANCE ON HAND

William Stark Jones Foundation
As of 12/31/2013

	Current Value	Carrying Value
Tesoro Corp. 800 Units	$ 46,800.00	$35,464.95
Trinity Industries Inc 1,000 Units	54,520.00	41,184.90
Triumph Group Inc. 500 Units	38,035.00	36,546.90
Twin Disc Inc. 3,000 Units	77,670.00	40,428.20
UnitedHealth Group Inc. 500 Units	37,650.00	35,781 94
Valero Energy Corp. 1,000 Units	50,400.00	36,356.19
Visa Inc. Class A 200 Units	44,536.00	31,549.98
Waste Management Inc. 1,200 Units	53,844.00	39,897.51
Weyerhaueser Company 1,000 Units	31,570.00	32,737.70
Xerox Corp. 3,500 Units	42,595.00	39,461.60
	$1,991,118.50	$1,487,916.48
Preferred Stocks		
Associated Bancorp Preferred 1,925 Units	53,053.00	49,512.97
US Bancorp 2,000 Units	54,740.00	56,810.75
	$107,793.00	$106,323.72
Mutual Funds		
First Tr Energy Income & Growth Fund 1,000 Units	32,280.00	30,119.28
iShares MSCI Japan Index ETF 3,000 Units	36,417.00	34,708.09
	$68,697.00	$64,827.37

PRINCIPAL BALANCE ON HAND

William Stark Jones Foundation
As of 12/31/2013

	Current Value	Carrying Value
Municipal Bonds		
Milwaukee Redev Auth 0.410% due 08/01/23 50,000 Units	$ 50,000 00	$50,000.00
Wisconsin St Hlth & Edl 0.240% due 04/01/20 50,000 Units	50,000 00	50,000.00
	$ 100,000.00	$ 100,000.00
Corporate Bonds		
Golf Savings Bank 5.000% due 04/08/15 25,000 Units	26,342.50	25,199 74
Washington Sq Assoc 0 350% due 06/01/33 10,000 Units	10,000.00	10,000.00
Wisconsin Hsg Presvtn 0.300% due 05/01/35 30,000 Units	30,000.00	30,000.00
PHF Investments LLC 0.350% due 06/01/44 30,000 Units	30,000.00	30,000.00
PHF Investments LLC 0.350% due 12/01/46 75,000 Units	75,000.00	75,000.00
Billings VA LLC 0.350% due 07/01/49 105,000 Units	105,000.00	105,000.00
Mid Point Mach & Bison 0.330% due 12/01/51 30,000 Units	30,000.00	30,000.00
NPI Capital LLC 0.310% due 07/01/29 20,000 Units	20,000.00	20,000.00
Billings VA 0.260% due 09/01/52 175,000 Units	175,000.00	175,000.00
	$ 501,342.50	$ 500,199.74
Annuity		
AXA Equitable Life Ins Accumulator	331,140.06	300,000.00
Partnerships		
QR Energy Ltd. Partnership	34,240.00	37,353.06

PRINCIPAL BALANCE ON HAND

William Stark Jones Foundation
As of 12/31/2013

	Current Value	Carrying Value
PRINCIPAL BALANCE ON HAND	$3,162,376.98	$2,624,666.29