Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation THE CDF FOUNDATION
C/O CAROLYN D. FITERMAN

A Employer identification number 41-1735202

Number and street (or P O box number if mail is not delivered to street address) 2100 SPRUCE TRAIL

Room/suite

B Telephone number (see instructions) (763) 521-5274

City or town, state or province, country, and ZIP or foreign postal code GOLDEN VALLEY, MN 55422-4169

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)* ▷ $ 976,379.

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.	4.		ATCH 1
	4	Dividends and interest from securities	22,762.	22,762.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	41,675.			
	b	Gross sales price for all assets on line 6a 418,914.				
	7	Capital gain net income (from Part IV, line 2)		41,675.		
	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) ATCH 3	137.	10.		
	12	**Total.** Add lines 1 through 11	64,578.	64,451.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	2,520.	1,260.		1,260.
	c	Other professional fees (attach schedule) *	11,716.	11,716.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 6	724.	699.		25.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	58.	58.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,018.	13,733.		1,285.
	25	Contributions, gifts, grants paid	44,450.			44,450.
	26	**Total expenses and disbursements** Add lines 24 and 25	59,468.	13,733.	0	45,735.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	5,110.			
	b	**Net investment income** (if negative, enter -0-)		50,718.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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*ATCH 5

Form **990-PF** (2013)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	61,702.	55,954.	55,954.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	765,958.	776,816.	920,425.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	827,660.	832,770.	976,379.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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	827,660.	832,770.	
	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 instructions)	827,660.	832,770.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	827,660.	832,770.	

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	827,660.
2	Enter amount from Part I, line 27a	2	5,110.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	832,770.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	832,770.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	41,675.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	45,982.	912,145.	0.050411
2011	43,280.	939,191.	0.046082
2010	43,703.	911,637.	0.047939
2009	50,369.	815,108.	0.061794
2008	55,526.	1,020,977.	0.054385

2	**Total** of line 1, column (d)	2	0.260611
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	0.052122
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	952,956.
5	Multiply line 4 by line 3	5	49,670.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	507.
7	Add lines 5 and 6	7	50,177.
8	Enter qualifying distributions from Part XII, line 4	8	45,735.

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

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

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	1,014.
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	1,014.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,014.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	200.		
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	200.
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	814.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SCHECHTER DOKKEN KANTER Telephone no ▶ 612-332-5500

Located at ▶ 100 WASHINGTON AVE SO #1600 MINNEAPOLIS, MN ZIP+4 ▶ 55401

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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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? ☐ Yes ☒ No If "Yes," list the years ▶ ____________, ____________, ____________, ____________			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	897,397.
b	Average of monthly cash balances	1b	70,071.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	967,468.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	967,468.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,512.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	952,956.
6	**Minimum investment return.** Enter 5% of line 5	6	47,648.

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	47,648.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,014.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,014.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	46,634.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	46,634.
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	46,634.

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	45,735.
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	45,735.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	45,735.

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				46,634.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			43,992.	
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 45,735.				
a Applied to 2012, but not more than line 2a			43,992.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,743.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				44,891.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 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))

N/A

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

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*				
ATCH 10				
Total . . . . ▶ 3a				44,450.
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			14	4.	
4 Dividends and interest from securities			14	22,762.	
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	41,675.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11				137.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				64,578.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 64,578.

(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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | 5-13-14 Date | president Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAURIE WATERMAN , CPA		04/29/2014		P00170569

Firm's name ▶ SCHECHTER DOKKEN KANTER CPA'S | Firm's EIN ▶

Firm's address ▶ 100 WASHINGTON AVE SO #1600
MINNEAPOLIS, MN 55401-2192 | Phone no 612-332-5500

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust THE CDF FOUNDATION
C/O CAROLYN D. FITERMAN

Employer identification number 41-1735202

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	134,811.	135,078.		-267.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7	**Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . ▶	7	-267.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	18,333.	15,217.		3,116.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	265,770.	230,403.		35,367.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13	Capital gain distributions.	13	3,459.
14	Gain from Form 4797, Part I.	14	
15	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16	**Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . ▶	16	41,942.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			-267.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			41,942.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			41,675.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
THE CDF FOUNDATION	41-1735202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) *See the separate instructions* (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
VARIOUS ST SALES - SE ATTACHED WELLS FAR	VARIOUS	12/31/2013	134,811.	135,078.			-267.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), *or* **line 3** (*if* **Box C** *above is checked*) ▶			134,811.	135,078.			-267.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
THE CDF FOUNDATION	41-1735202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
VARIOUS LT SALES - SEE ATTACHED WELLS FARG	VARIOUS	12/31/2013	18,333.	15,217.			3,116.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			18,333	15,217.			3,116.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side): THE CDF FOUNDATION

Social security number or taxpayer identification number: 41-1735202

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☒ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
VARIOUS LT SALES - SEE ATTACHED WELLS FARGO	VARIOUS	12/31/2013	265,770.	230,403.			35,367.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			265,770.	230,403.			35,367.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,459.	
		VARIOUS ST SALES - SEE ATTACHED WELLS FA PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2013
134,811.		135,078.					-267.	
		VARIOUS LT SALES - SEE ATTACHED WELLS FA PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2013
18,333.		15,217.					3,116.	
		VARIOUS LT SALES - SEE ATTACHED WELLS FA PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2013
265,770.		230,403.					35,367.	
TOTAL GAIN(LOSS)		....					41,675.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO INVESTMENTS		4.	4.
	TOTAL	4.	4.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO INVESTMENTS #8200	22,762.	22,762.
TOTAL	22,762.	22,762.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MUTUAL FUNDS INVESTMENT LITIGATION	10.	10.
FEDERAL REFUND	127.	
TOTALS	137.	10.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SDK		2,520.	1,260.		1,260.
	TOTALS	2,520.	1,260.		1,260.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKER FEES		11,716.	11,716.
	TOTALS	11,716.	11,716.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MINNESOTA FEE	25.		25.
FOREIGN TAXES	699.	699.	
TOTALS	724.	699.	25.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT EXPENSES	3.	3.
CHECK ORDERING FEES	55.	55.
TOTALS	58.	58.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO INVESTMENTS #8200	765,958.	776,816.	920,425.
TOTALS	765,958.	776,816.	920,425.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROGER CONE 2100 SPRUCE TRAIL GOLDEN VALLEY, MN 55422-4169	VICE PRESIDENT .50	0	0	0
JOHN SIMON 2100 SPRUCE TRAIL GOLDEN VALLEY, MN 55422-4169	VICE PRESIDENT .50	0	0	0
CAROLYN FITERMAN 2100 SPRUCE TRAIL GOLDEN VALLEY, MN 55422-4169	PRESIDENT/DIRECTOR 2.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SECOND HARVEST 1140 GERVAIS AVENUE MINNEAPOLIS, MN 55408	NONE PUBLIC CHARITY	GENERAL OPERATING	1,500.
MN OPERA 620 NORTH FIRST STREET MINNEAPOLIS, MN 55401	NONE PUBLIC CHARITY	GENERAL OPERATING	500.
MPR 480 CEDAR STREET ST. PAUL, MN 55101	NONE PUBLIC CHARITY	GENERAL OPERATING	500.
JEWISH FAMILY & CHILDRENS SERVICES 13100 WAYZATA BLVD #400 MINNETONKA, MN 55305	NONE PUBLIC CHARITY	GENERAL OPERATING	750.
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVENUE SUITE #200 MANHATTAN BEACH, CA 90266	NONE PUBLIC CHARITY	GENERAL OPERATING	750.
ORDWAY THEATER 345 WASHINGTON STREET ST. PAUL, MN 55102	NONE PUBLIC CHARITY	GENERAL OPERATING	250.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE PUBLIC CHARITY	GENERAL OPERATING	1,000
GOLDEN VALLEY CRIME PREVENTION 7800 GOLDEN VALLEY ROAD GOLDEN VALLEY, MN 55427	NONE PUBLIC CHARITY	GENERAL OPERATING	250.
KOMEN FOUNDATION PO BOX 650309 DALLAS, TX 75265	NONE PUBLIC CHARITY	GENERAL OPERATING	750.
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DRIVE CHASKA, MN 55318	NONE PUBLIC CHARITY	GENERAL OPERATING	500.
PARK SQUARE THEATRE 20 WEST 7TH PLACE ST. PAUL, MN 55102	NONE PUBLIC CHARITY	GENERAL OPERATING	1,000.
CHILDREN'S THEATER 2400 3RD AVE SOUTH MINNEAPOLIS, MN 55404	NONE PUBLIC CHARITY	GENERAL OPERATING	500

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EMERGENCY FOOD SHELF 8501 54TH AVE NORTH NEW HOPE, MN 55428	NONE PUBLIC CHARITY	GENERAL OPERATING	1,500
GV FIRE RELIEF 7800 GOLDEN VALLEY ROAD GOLDEN VALLEY, MN 55247	NONE PUBLIC CHARITY	GENERAL OPERATING	250.
MINNEAPOLIS CRISIS NURSERY 5400 GLENWOOD AVE GOLDEN VALLEY, MN 55422	NONE PUBLIC CHARITY	GENERAL OPERATING	1,500.
MN HIST SOCIETY 345 W KELLOGG BLVD ST. PAUL, MN 55102	NONE PUBLIC CHARITY	GENERAL OPERATING	250.
MN ZOO 13000 ZOO BLVD APPLE VALLEY, MN 55124	NONE PUBLIC CHARITY	GENERAL OPERATING	750.
SCIENCE MUSEUM 120 KELLOGG BLVD WEST ST. PAUL, MN 55102	NONE PUBLIC CHARITY	GENERAL OPERATING	500.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MPLS JEWISH FEDERATION 13100 WAYZATA BLVD SUITE 200 MINNETONKA, MN 55305	NONE PUBLIC CHARITY	GENERAL OPERATING	22,000
TCGMC 528 HENNEPIN AVENUE SUITE #307 MINNEAPOLIS, MN 55403	NONE PUBLIC CHARITY	GENERAL OPERATING	750.
TUBMAN FAMILY ALLIANCE 3111 FIRST AVENUE SOUTH MINNEAPOLIS, MN 55408	NONE PUBLIC CHARITY	GENERAL OPERATING	1,000.
UNITED WAY 404 SOUTH EIGTH STREET MINNEAPOLIS, MN 55404	NONE PUBLIC CHARITY	GENERAL OPERATING	1,500.
WALKER ART CENTER 1750 HENNEPIN AVE MINNEAPOLIS, MN 55403	NONE PUBLIC CHARITY	GENERAL OPERATING	250.
MEALS ON WHEELS 1200 SOUTH WASHINGTON AVE MINNEAPOLIS, MN 55454	NONE PUBLIC CHARITY	GENERAL OPERATING	250.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHARITIES REVIEW COUNCIL 2610 UNIVERSITY AVE WEST SUITE #375 ST. PAUL, MN 55114	NONE PUBLIC CHARITY	GENERAL OPERATING	250.
MPLS ART INSTITUTE 2400 THIRD AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE PUBLIC CHARITY	GENERAL OPERATING	500.
STORE TO DOOR 1821 UNIVERSITY AVE W #S112 ST. PAUL, MN 55104	NONE PUBLIC CHARITY	GENERAL OPERATING	250.
MARCH OF DIMES 5233 EDINA INDUSTRIAL BLVD EDINA, MN 55439	NONE PUBLIC CHARITY	GENERAL OPERATING	750.
MN JEWISH THEATRE 1978 FORD PARKWAY ST. PAUL, MN 55116	NONE PUBLIC CHARITY	GENERAL OPERATING	250
HISTORY THEATRE 30 10TH ST EAST ST. PAUL, MN 55101	NONE PUBLIC CHARITY	GENERAL OPERATING	250.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS - TWIN CITIES CHAPTER 1201 WEST RIVER PARKWAY MINNEAPOLIS, MN 55454	NONE PUBLIC CHARITY	GENERAL OPERATING	750
SHOLOM FOUNDATION 3610 PHILLIPS PARKWAY ST. LOUIS PARK, MN 55426	NONE PUBLIC CHARITY	GENERAL OPERATING	500
ALIVENESS PROJECT 730 E 38TH ST MINNEAPOLIS, MN 55407	NONE PUBLIC CHARITY	GENERAL OPERATING	250.
KBEM - MINNESOTA PUBLIC RADIO 480 CEDAR ST. ST. PAUL, MN 55101	NONE PUBLIC CHARITY	GENERAL OPERATING	150.
SABES JEWISH COMMUNITY CENTER 4330 CEDAR LAKE ROAD SOUTH MINNEAPOLIS, MN 55416	NONE PC	GENERAL OPERATING	450.
ST. PAUL CHAMBER ORCHESTRA 408 SAINT PETER STREET ST. PAUL, MN 55102	NONE PC	GENERAL OPERATING	1,000

ATTACHMENT 10

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOLDEN VALLEY HUMAN SERVICES P.O. BOX 27307 GOLDEN VALLEY, MN 55427	NONE PC	GENERAL OPERATING	250
U OF MN - NORTHROP 84 CHURCH ST SE MINNEAPOLIS, MN 55455	NONE PC	GENERAL OPERATING	100.
		TOTAL CONTRIBUTIONS PAID	44,450

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

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FEDERAL REFUND			01	127.	
MUTUAL FUNDS INVESTMENT LITIGATION			01	10.	
TOTALS				137.	

CDF FOUNDATION - MDP

Forms 1099 for 2013

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715) Copy B, For Recipient

A schedule of your net gains and losses is shown below. Although we have shown quantity sold on the sales with either two decimal places, as a whole number, or as a fractional share, all of these amounts will be filed with the IRS as whole numbers per IRS publication 1220. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return. Note also that an asterisk symbol (*) next to tax cost indicates that the tax cost has been adjusted for current year's return of capital. If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Proceeds from Short Term Covered Security Transactions

This category includes transactions that are short-term gain or loss on Form 1099-B, Box 1c. Form 1099-B, Box 6b is checked because this category includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box A.

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
VANGUARD BD INDEX FD INC	BSV	921937827	76	05/09/12	02/08/13	$6,146.27	$6,171.53	$-25.26
RIDGEWORTH SEIX HY BD-I 5855	SAMHX	76628T645	538.22	08/13/12	02/08/13	$5,484.48	$5,290.72	$193.76
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	210.42	11/20/12	02/08/13	$2,188.40	$2,348.32	$-159.92
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	200.62	05/11/12	02/08/13	$2,086.45	$2,349 26	$-262.81
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	512.29	02/13/12	02/08/13	$5,327.78	$6,070 60	$-742.82
ISHARES MSCI EAFE	EFA	464287465	117	05/09/12	02/08/13	$6,839.70	$5,965.64	$874.06
VANGUARD BD INDEX FD INC	BSV	921937827	50	11/16/12	02/08/13	$4,043.60	$4,069.85	$-26.25
DIAGEO PLC - ADR	DEO	25243Q205	4	02/08/13	07/11/13	$486.39	$476.24	$10.15

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
APPLE COMPUTER INC COM	AAPL	037833100	4	01/29/13	07/11/13	$1,691.81	$1,834.75	$-142 94
ANHEUSER-BUSCH INBEV SPN ADR	BUD	03524A108	6	02/08/13	07/11/13	$558.85	$514 92	$43 93
BERSHIRE HATHAWAY INC.	BRK.B	084670702	5	02/08/13	07/11/13	$578.79	$486.40	$92.39
ISHARES S&P MIDCAP 400 VALUE	IJJ	464287705	16	02/08/13	07/11/13	$1,696.04	$1,538.59	$157 45
CHEVRON CORP	CVX	166764100	5	02/08/13	07/11/13	$618.74	$574.80	$43.94
COACH INC	COH	189754104	12	01/09/13	07/11/13	$710.03	$699 60	$10.43
UNITEDHEALTH GROUP INC	UNH	91324P102	4	02/08/13	07/11/13	$272 96	$229.12	$43.84
UNITEDHEALTH GROUP INC	UNH	91324P102	12	04/02/13	07/11/13	$818.87	$743.02	$75.85
UNION PACIFIC CORP	UNP	907818108	4	02/08/13	07/11/13	$633.87	$529 73	$104.14
GATEWAY FUND - Y 1986	GTEYX	367829884	565.39	02/12/13	07/11/13	$15,887 40	$15,678.20	$209.20
GATEWAY FUND - Y 1986	GTEYX	367829884	768 53	08/13/12	07/11/13	$21,595.75	$21,042.40	$553 35
ISHARES S&P MIDCAP 400 GROWTH	IJK	464287606	16	02/08/13	07/11/13	$2,158.35	$1,981.37	$176.98
VANGUARD INTERMEDIATE TERM B	BIV	921937819	37	11/16/12	07/11/13	$3,079.10	$3,348.64	$-269.54
VANGUARD EUROPE PACIFIC ETF	VEA	921943858	53	02/08/13	07/11/13	$1,963.17	$1,926.49	$36.68
AQR MANAGED FUTURES STR-I	AQMIX	00203H859	89	07/15/13	08/22/13	$917.59	$907.80	$9.79
DRIEHAUS ACTIVE INCOME FUND	LCMAX	262028855	84	07/15/13	08/22/13	$902.16	$900.48	$1.68
VANGUARD EMERGING MARKETS E1	VWO	922042858	128	02/08/13	08/22/13	$4,881.85	$5,666.39	$-784.54
VANGUARD REIT VIPER	VNQ	922908553	15	02/08/13	08/22/13	$974.08	$1,021.95 *	$-47.87
INTERNATIONAL BUSINESS MACHS (	IBM	459200101	3	06/17/13	08/22/13	$553.80	$611 17	$-57 37
RIDGEWORTH SEIX HY BD-I 5855	SAMHX	76628T645	198	07/15/13	08/22/13	$1,964.16	$1,995.84	$-31 68
ASG GLOBAL ALTERNATIVES-Y 1993	GAFYX	63872T885	131	07/15/13	08/22/13	$1,490.78	$1,509.12	$-18.34
ROBECO BP LNG/SHRT RES-INS		74925K581	85	07/15/13	08/22/13	$1,131.82	$1,130.50	$1.32
MCKESSON CORP	MCK	58155Q103	4	11/07/12	08/22/13	$492 05	$379.19	$112 86
SPDR DJ WILSHIRE INTERNATIONAL	RWX	78463X863	35	02/08/13	08/22/13	$1,378 97	$1,452.85	$-73.88
SPDR DJ WILSHIRE INTERNATIONAL	RWX	78463X863	10	07/11/13	08/22/13	$393 99	$413.50	$-19 51
VANGUARD EUROPE PACIFIC ETF	VEA	921943858	132	02/08/13	08/22/13	$4,992.27	$4,798.04	$194 23

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
ISHARES S&P MIDCAP 400 GROWTH	IJK	464287606	15	02/08/13	08/22/13	$2,025.45	$1,857.54	$167 91
AQR MANAGED FUTURES STR-I	AQMIX	00203H859	748	07/15/13	10/09/13	$7,352.84	$7,629.60	$-276.76
ISHARES S&P MIDCAP 400 GROWTH	IJK	464287606	8	02/08/13	10/09/13	$1,086.38	$990.69	$95.69
VANGUARD EMERGING MARKETS ET	VWO	922042858	306	02/08/13	10/09/13	$12,533.85	$13,546.22	$-1,012.37
VANGUARD EUROPE PACIFIC ETF	VEA	921943858	176	02/08/13	10/09/13	$6,871.91	$6,397.39	$474.52
Total short term gain/loss from covered security transactions not subject to wash sale:						$134,810.75	$135,078.46	$-267.71

Total short term gain/loss from covered security transactions:	**Gross Proceeds**	**Tax Cost**	**Gain or Loss**	**Loss Disallowed**	**Net Gain or Loss**
Report each transaction on Form 8949, Part I, Box A	**$134,810.75**	**$135,078.46**	**$-267.71**	**$0.00**	**$-267.71**

Proceeds from Long Term Covered Security Transactions

This category includes transactions that are long-term gain or loss on Form 1099-B, Box 1c. Form 1099-B, Box 6b is checked because this category includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part II, Box D.

Long Term Covered Security Transactions (Form 8949, Part II, Box D)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
GILEAD SCIENCES INC	GILD	375558103	4	12/08/11	04/02/13	$192.58	$77.94	$114.64
THERMO FISHER SCIENTIFIC INC	TMO	883556102	14	04/12/11	07/11/13	$1,241.77	$782 44	$459 33
VANGUARD INTERMEDIATE TERM B	BIV	921937819	58	02/09/12	07/11/13	$4,826.69	$5,074.68	$-247.99
BERSHIRE HATHAWAY INC.	BRK.B	084670702	6	04/11/12	07/11/13	$694.55	$474 92	$219 63
ANHEUSER-BUSCH INBEV SPN ADR	BUD	03524A108	2	09/02/11	07/11/13	$186.28	$108.91	$77.37
ANHEUSER-BUSCH INBEV SPN ADR	BUD	03524A108	1	12/01/11	07/11/13	$93.14	$59.83	$33.31
CME GROUP INC	CME	12572Q105	7	06/07/12	07/11/13	$539.69	$375 35	$164.34
BOEING COMPANY	BA	097023105	5	03/18/11	07/11/13	$532.34	$346.53	$185.81
JOHNSON CONTROLS INC	JCI	478366107	17	03/16/11	07/11/13	$619.30	$677.08	$-57.78

Long Term Covered Security Transactions (Form 8949, Part II, Box D)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
JOHNSON CONTROLS INC	JCI	478366107	10	07/08/11	07/11/13	$364.29	$421.38	$-57.09
GILEAD SCIENCES INC	GILD	375558103	15	12/08/11	07/11/13	$838.55	$292 29	$546.26
UNITED PARCEL SERVICE-CL B	UPS	911312106	6	08/12/11	07/11/13	$548.45	$392.06	$156.39
CISCO SYSTEMS INC	CSCO	17275R102	3	02/17/11	07/11/13	$76.75	$55.95	$20.80
CISCO SYSTEMS INC	CSCO	17275R102	22	02/17/11	07/11/13	$562 87	$410.30	$152.57
WALT DISNEY CO	DIS	254687106	11	12/01/11	07/11/13	$724.33	$397.10	$327.23
TEVA PHARMACEUTICAL INDUSTRIE	TEVA	881624209	20	04/12/11	08/19/13	$793.56	$981.89	$-188 33
CELANESE CORP	CE	150870103	9	06/13/11	08/22/13	$453 95	$416 22	$37.73
APACHE CORPORATION COM	APA	037411105	6	04/16/12	08/22/13	$473.52	$556.69	$-83.17
DIAMOND HILL LONG-SHORT FD CL	DHLSX	25264S833	43	08/13/12	08/22/13	$907 30	$767.12	$140.18
TOTAL FINA ELF S A. ADR	TOT	89151E109	10	07/05/12	08/22/13	$549.09	$451.39	$97 70
TJX COS INC NEW	TJX	872540109	10	06/29/11	08/22/13	$541.50	$260.36	$281.14
US BANCORP DEL NEW	USB	902973304	15	02/04/11	08/22/13	$560.56	$411.83	$148.73
THERMO FISHER SCIENTIFIC INC	TMO	883556102	1	04/12/11	08/29/13	$89.38	$55.89	$33.49
DREYFUS EMG MKT DEBT LOC C-I 6	DDBIX	261980494	76	09/10/10	10/09/13	$1,076 92	$1,134.68	$-57.76
GILEAD SCIENCES INC	GILD	375558103	12	12/08/11	12/12/13	$845.20	$233.83	$611.37
Total long term gain/loss from covered security transactions not subject to wash sale:						$18,332.56	$15,216.66	$3,115.90

Total long term gain/loss from covered security transactions:	**Gross Proceeds**	**Tax Cost**	**Gain or Loss**	**Loss Disallowed**	**Net Gain or Loss**
Report each transaction on Form 8949, Part II, Box D	**$18,332.56**	**$15,216.66**	**$3,115.90**	**$0.00**	**$3,115.90**

Proceeds from Long Term Noncovered Security Transactions

This category includes transactions that are long-term gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of non-covered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax withheld and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part II, Box E.

Long Term Noncovered Security Transactions (Form 8949, Part II, Box E)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
VODAFONE GROUP PLC NEW ADR	VOD	92857W209	70	08/27/10	01/09/13	$1,842.47	$1,675.80	$166 67
NOVARTIS AG - ADR	NVS	66987V109	30	08/27/10	01/29/13	$2,032.42	$1,558.50	$473.92
VANGUARD BD INDEX FD INC	BSV	921937827	16	08/27/10	02/08/13	$1,293.95	$1,304.48	$-10.53
RIDGEWORTH SEIX HY BD-I 5855	SAMHX	76628T645	281 78	08/31/10	02/08/13	$2,871.32	$2,662 80	$208 52
DREYFUS EMG MKT DEBT LOC C-I 6	DDBIX	261980494	536	10/08/10	02/08/13	$8,318.72	$8,082.88	$235 84
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	77.37	04/28/11	02/08/13	$804.69	$937 00	$-132.31
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	160.47	02/08/11	02/08/13	$1,668.92	$1,900.00	$-231.08
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	237	11/23/10	02/08/13	$2,464.80	$3,088.11	$-623.31
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	142	10/08/10	02/08/13	$1,476.80	$1,863.04	$-386.24
HUSSMAN STRATEGIC GROWTH FUN	HSGFX	448108100	467.52	08/31/10	02/08/13	$4,862.24	$6,264 81	$-1,402.57
ISHARES MSCI EAFE	EFA	464287465	1685	08/27/10	02/08/13	$98,503.40	$85,075.65	$13,427.75
ISHARES TR SMALLCAP 600 INDEX	IJR	464287804	69	08/09/11	02/08/13	$5,793 84	$4,135.71	$1,658.13
ISHARES MSCI EAFE	EFA	464287465	60	10/21/11	02/08/13	$3,507.54	$3,101.64	$405.90
ISHARES TR SMALLCAP 600 INDEX	IJR	464287804	25	08/27/10	02/08/13	$2,099.22	$1,358.62	$740.60
ISHARES TR SMALLCAP 600 INDEX	IJR	464287804	75	10/21/11	02/08/13	$6,297.66	$4,827.41	$1,470 25
AFFILIATED MANAGERS GROUP INC	AMG	008252108	7	08/27/10	02/25/13	$1,003.48	$469 28	$534.20
INTEL CORP	INTC	458140100	100	08/27/10	06/17/13	$2,509.36	$1,852.90	$656 46
AFFILIATED MANAGERS GROUP INC	AMG	008252108	5	08/27/10	07/11/13	$840.23	$335.20	$505 03
AFLAC INC	AFL	001055102	9	08/27/10	07/11/13	$529 84	$428 49	$101 35
DIAGEO PLC - ADR	DEO	25243Q205	2	08/27/10	07/11/13	$243.19	$132.16	$111.03
CVS/CAREMARK CORPORATION	CVS	126650100	8	08/27/10	07/11/13	$484.87	$219 11	$265.76
CHEVRON CORP	CVX	166764100	14	08/27/10	07/11/13	$1,732.49	$1,043.98	$688.51
UNION PACIFIC CORP	UNP	907818108	12	08/27/10	07/11/13	$1,901 61	$881.40	$1,020.21
JPMORGAN CHASE & CO	JPM	46625H100	11	08/27/10	07/11/13	$613.90	$401.61	$212 29
3M CO	MMM	88579Y101	5	12/15/10	07/11/13	$572 04	$432.76	$139.28
MERGER FD SH BEN INT 260	MERFX	589509108	613	08/31/10	07/11/13	$9,808.00	$9,709.92	$98 08

Long Term Noncovered Security Transactions (Form 8949, Part II, Box E)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
LAUDUS MONDRIAN INTL FI-INST 2	LIFNX	51855Q655	163	08/31/10	07/11/13	$1,742.47	$1,894.06	$-151.59
DIAMOND HILL LONG-SHORT FD CL	DHLSX	25264S833	1041.12	08/31/10	07/11/13	$21,946.77	$15,710.47	$6,236 30
DIAMOND HILL LONG-SHORT FD CL	DHLSX	25264S833	24	11/23/10	07/11/13	$505 92	$376.56	$129.36
DIAMOND HILL LONG-SHORT FD CL	DHLSX	25264S833	17.88	10/08/10	07/11/13	$376.95	$283 61	$93.34
PIMCO FOREIGN BD FD USD H-INST	PFORX	693390882	198	08/11/11	07/11/13	$2,092.86	$2,102.76	$-9.90
COMCAST CORP CLASS A	CMCSA	20030N101	13	08/27/10	07/11/13	$565.10	$224.11	$340.99
VANGUARD BD INDEX FD INC	BSV	921937827	73	08/27/10	07/11/13	$5,848 86	$5,951.69	$-102 83
VANGUARD INTERMEDIATE TERM B	BIV	921937819	12	04/26/11	07/11/13	$998.63	$995.98	$2 65
VANGUARD INTERMEDIATE TERM B	BIV	921937819	63	08/27/10	07/11/13	$5,242.79	$5,400.36	$-157.57
ISHARES S & P 500 INDEX FUND	IVV	464287200	125	08/27/10	07/11/13	$20,961 10	$13,373.74	$7,587.36
ISHARES S&P MIDCAP 400 VALUE	IJJ	464287705	31	10/21/11	07/11/13	$3,286.07	$2,266 80	$1,019.27
TEVA PHARMACEUTICAL INDUSTRIE	TEVA	881624209	36	08/27/10	08/19/13	$1,428.40	$1,815.84	$-387 44
MERGER FD SH BEN INT 260	MERFX	589509108	57	08/31/10	08/22/13	$914.85	$902.88	$11.97
ORACLE CORPORATION	ORCL	68389X105	14	08/27/10	08/22/13	$453.17	$314.71	$138.46
NESTLE S.A REGISTERED SHARES	NSRGY	641069406	7	08/27/10	08/22/13	$470.95	$356.51	$114.44
MICROSOFT CORP	MSFT	594918104	15	08/27/10	08/22/13	$483 97	$358.31	$125.66
ISHARES S & P 500 INDEX FUND	IVV	464287200	6	08/27/10	08/22/13	$1,000.00	$641 94	$358.06
ISHARES TR SMALLCAP 600 INDEX	IJR	464287804	10	08/27/10	08/22/13	$962.50	$543.45	$419.05
ISHARES S&P MIDCAP 400 VALUE	IJJ	464287705	12	10/21/11	08/22/13	$1,275 91	$877.47	$398 44
GOLDMAN SACHS GROUP INC	GS	38141G104	3	12/08/10	08/22/13	$476 72	$485.76	$-9 04
CREDIT SUISSE COMM RT ST-CO 21	CRSOX	22544R305	283	08/11/11	08/22/13	$2,094.20	$2,592 28	$-498.08
DREYFUS EMG MKT DEBT LOC C-I 6	DDBIX	261980494	135	10/08/10	08/22/13	$1,840.05	$2,035.80	$-195.75
VANGUARD INTERMEDIATE TERM B	BIV	921937819	5	04/26/11	08/22/13	$408.41	$414 99	$-6.58
VANGUARD INTERMEDIATE TERM B	BIV	921937819	7	02/04/11	08/22/13	$571.78	$571.22	$0.56
CAPITAL ONE FINANCIAL CORP	COF	14040H105	7	08/27/10	08/22/13	$465.67	$267.12	$198.55
SCHLUMBERGER LTD	SLB	806857108	7	11/04/10	08/22/13	$577.02	$517 15	$59.87

Long Term Noncovered Security Transactions (Form 8949, Part II, Box E)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
VANGUARD BD INDEX FD INC	BSV	921937827	30	08/27/10	08/22/13	$2,394.88	$2,445.90	$-51.02
TARGET CORP	TGT	87612E106	8	08/27/10	08/22/13	$513.36	$413.92	$99 44
E M C CORP MASS	EMC	268648102	18	08/27/10	08/22/13	$466.43	$332.05	$134.38
THERMO FISHER SCIENTIFIC INC	TMO	883556102	6	08/27/10	08/29/13	$536.29	$258 96	$277 33
DREYFUS EMG MKT DEBT LOC C-I 6	DDBIX	261980494	520	08/11/11	10/09/13	$7,368.40	$7,732.40	$-364 00
ISHARES TR SMALLCAP 600 INDEX	IJR	464287804	21	08/27/10	10/09/13	$2,044 12	$1,141.24	$902.88
SPDR DJ WILSHIRE INTERNATIONAL	RWX	78463X863	16	04/29/11	10/09/13	$670.13	$664.28	$5.85
CREDIT SUISSE COMM RT ST-CO 21	CRSOX	22544R305	15.91	08/11/11	10/09/13	$116.48	$145.75	$-29 27
CREDIT SUISSE COMM RT ST-CO 21	CRSOX	22544R305	864.09	10/08/10	10/09/13	$6,325.12	$7,776.79	$-1,451 67
DREYFUS EMG MKT DEBT LOC C-I 6	DDBIX	261980494	242	10/08/10	10/09/13	$3,429.14	$3,649.36	$-220.22
SPDR DJ WILSHIRE INTERNATIONAL	RWX	78463X863	20	04/28/11	10/09/13	$837.67	$823 25	$14.42
Total long term gain/loss from noncovered security transactions not subject to wash sale:						$265,770.14	$230,402 73	$35,367.41

Total long term gain/loss from noncovered security transactions:	**Gross Proceeds**	**Tax Cost**	**Gain or Loss**	**Loss Disallowed**	**Net Gain or Loss**
Report each transaction on Form 8949, Part II, Box E	$265,770.14	$230,402.73	$35,367.41	$0.00	$35,367.41

Total proceeds reported to IRS on Form 1099-B $418,913.45