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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

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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 ANNA M HEILMAIER CHARITABLE FDN 25370370 | | A Employer identification number 41-1761632 | |
| Number and street (or P O box number if mail is not delivered to street address) P O BOX 64713 TRUST TAX SERVICES | | B Telephone number (see instructions) (651) 466-8710 | |
| City or town, state or province, country, and ZIP or foreign postal code ST PAUL, MN 551640713 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div> | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,069,675 | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | | |

| 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 9 | 9 | | |
| | 4 Dividends and interest from securities. | 183,059 | 183,059 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 471,381 | | | |
| | b Gross sales price for all assets on line 6a 1,593,070 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | 471,381 | | |
| | 8 Net short-term capital gain | | | 0 | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 5,577 | | | |
| | 12 Total. Add lines 1 through 11 | 660,026 | 654,449 | | |
| | 13 Compensation of officers, directors, trustees, etc | 83,251 | 66,151 | | 17,100 |
| | 14 Other employee salaries and wages | | 0 | 0 | 0 |
| | 15 Pension plans, employee benefits | | 0 | 0 | |
| | 16a Legal fees (attach schedule). | | | | 0 |
| | b Accounting fees (attach schedule). | | | | |
| | c Other professional fees (attach schedule) | | | | 0 |
| | 17 Interest | | | | 0 |
| | 18 Taxes (attach schedule) (see instructions) | 5,349 | 5,349 | | 0 |
| | 19 Depreciation (attach schedule) and depletion . . . | 0 | 0 | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | 0 | 0 | |
| | 22 Printing and publications | | 0 | 0 | |
| | 23 Other expenses (attach schedule). | 18,826 | 590 | | 18,236 |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 107,426 | 72,090 | 0 | 35,336 |
| | 25 Contributions, gifts, grants paid | 229,000 | | | 229,000 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 336,426 | 72,090 | 0 | 264,336 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 323,600 | | | |
| | b Net investment income (if negative, enter -0-) | | 582,359 | | |
| | c Adjusted net income (if negative, enter -0-) | | | 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 | | | -1,969 | 2,702 | 2,702 |
| | 2 | Savings and temporary cash investments | | | 135,086 | 245,982 | 245,982 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | 0 | 0 |
| | 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 ▶ _____ 0 | | | | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | | | |
| | b | Investments—corporate stock (attach schedule) | | | 4,010,329 | 4,348,484 | 6,039,444 |
| | c | Investments—corporate bonds (attach schedule). | | | 848,129 | 733,197 | 758,755 |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| | 12 | Investments—mortgage loans | | | | | |
| | 13 | Investments—other (attach schedule) | | | 20,862 | 10,809 | 14,459 |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| Liabilities | 15 | Other assets (describe ▶ _____) | | | 13,840 | 8,333 | 8,333 |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | | | 5,026,277 | 5,349,507 | 7,069,675 |
| | 17 | Accounts payable and accrued expenses | | | | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | 67 | 172 | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | 2,208 | 1,748 | |
| Net Assets or Fund Balances | 23 | Total liabilities (add lines 17 through 22) | | | 2,275 | 1,920 | |
| | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | 5,060,119 | 5,060,119 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | -36,117 | 287,468 | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | | | 5,024,002 | 5,347,587 | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | | | 5,026,277 | 5,349,507 | |

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 | 5,024,002 |
| 2 | Enter amount from Part I, line 27a | 2 | 323,600 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 5,347,602 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 15 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 5,347,587 |

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

| | | | | |
|---|--|---|---|---------|
| 2 | Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 471,381 |
| 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 | 306,001 | 6,078,525 | 0 050341 |
| 2011 | 347,614 | 6,082,055 | 0 057154 |
| 2010 | 315,681 | 5,849,398 | 0 053968 |
| 2009 | 178,071 | 5,382,483 | 0 033083 |
| 2008 | 396,461 | 6,766,196 | 0 058594 |

| | | | |
|---|--|---|-----------|
| 2 | Total of line 1, column (d). | 2 | 0 25314 |
| 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 050628 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 4 | 6,578,276 |
| 5 | Multiply line 4 by line 3. | 5 | 333,045 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 5,824 |
| 7 | Add lines 5 and 6. | 7 | 338,869 |
| 8 | Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions | 8 | 264,336 |

| | | |
|--|-----------|--------|
| 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 <input type="checkbox"/> and enter "N/A" on line 1 | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 11,647 |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0 |
| 3 Add lines 1 and 2. | 3 | 11,647 |
| 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 | 11,647 |
| 6 Credits/Payments | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 3,380 |
| b Exempt foreign organizations—tax withheld at source | 6b | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 11,800 |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments. Add lines 6a through 6d. | 7 | 15,180 |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. | 8 | 0 |
| 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 | 3,533 |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,533 Refunded | 11 | 0 |

| | | | |
|--|-----------|-----|----|
| Part VII-A Statements Regarding Activities | | | |
| 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 | Yes | 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)? <i>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.</i> | 1b | | No |
| 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | 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? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. | 4a | | No |
| b If "Yes," has it filed a tax return on Form 990-T for this year?. | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | 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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | Yes | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> 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? <i>If "No," attach explanation.</i> | 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)? <i>If "Yes," complete Part XIV</i> | 9 | | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | 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 | | | | |
| 14 | The books are in care of US BANK NATIONAL ASSOCIATION Telephone no (651) 466-8710 Located at 101 E FIFTH STREET ST PAUL MN ZIP+4 55101 | | | |
| 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 | | |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). | | | |
| 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)? Organizations relying on a current notice regarding disaster assistance check here. | 1b | | No |
| 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? If "Yes," list the years 20 , 20 , 20 , 20 | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20 | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.). | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| U S BANK NA | CORPORATE | 83,251 | | |
| 101 EAST 5TH STREET | TRUSTEE | | | |
| ST PAUL,MN 55101 | 8 | | | |

2

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

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

Total

number of other employees paid over \$50,000.

0

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 0 |

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

| | | | |
|---|--|----|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 6,512,228 |
| b | Average of monthly cash balances. | 1b | 149,077 |
| c | Fair market value of all other assets (see instructions). | 1c | 17,148 |
| d | Total (add lines 1a, b, and c). | 1d | 6,678,453 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 6,678,453 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 100,177 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 6,578,276 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 328,914 |

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 | 328,914 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | 11,647 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 11,647 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 317,267 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 317,267 |
| 6 | Deduction from distributable amount (see instructions). | 6 | 0 |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 317,267 |

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 | 264,336 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 264,336 |
| 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 | 264,336 |
| 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 | | | | 317,267 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | 0 | |
| b Total for prior years 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. | | | | 0 |
| b From 2009. | | | | 0 |
| c From 2010. | | | | 0 |
| d From 2011. | | | | 14,622 |
| e From 2012. | | | | 8,833 |
| f Total of lines 3a through e. | 23,455 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 264,336 | | | | |
| a Applied to 2012, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2013 distributable amount. | | | | 264,336 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 23,455 | | | 23,455 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 29,476 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . | 0 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. . . . | | | | 0 |
| b Excess from 2010. . . . | | | | 0 |
| c Excess from 2011. . . . | | | | 0 |
| d Excess from 2012. . . . | | | | 0 |
| e Excess from 2013. . . . | | | | 0 |

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

| | | | | | | |
|----|---|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| | | | | | | |
| 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))

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number 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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | 3a | 229,000 |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Enter gross amounts unless otherwise indicated

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

[illegible]

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

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|--|--------------------------------------|----------------------------------|
| 279 QIAGEN NV | | 2011-06-02 | 2013-01-10 |
| 303 ABBOTT LABORATORIES | | 2012-05-22 | 2013-01-15 |
| 40 BRITISH AMERN TOB PLC ADR | | 2008-01-03 | 2013-01-15 |
| NET SETTLEMENT FROM CLASS ACTION SUIT | | | 2013-01-16 |
| 322 EQUITABLE CORP | | 2012-05-22 | 2013-01-23 |
| 19 SCHLUMBERGER LTD | | 2011-06-02 | 2013-02-05 |
| 135 LI FUNG LTD A D R | | 2011-06-02 | 2013-02-11 |
| 328 LI FUNG LTD A D R | | 2011-06-02 | 2013-02-12 |
| 263 LI FUNG LTD A D R | | 2011-06-02 | 2013-02-13 |
| 5 REXAM PLC SPONSORED A D R | | 2012-11-19 | 2013-02-13 |
| 2496 LI FUNG LTD A D R | | 2012-02-09 | 2013-02-14 |
| 65 CHINA MOBILE LIMITED A D R | | 2011-09-20 | 2013-02-15 |
| 28 SCHLUMBERGER LTD | | 2011-06-02 | 2013-02-15 |
| 56 ARM HLDGS PLC A D R | | 2011-06-02 | 2013-02-22 |
| 134 NIPPON TELEGRAPH TELE A D R | | 2011-10-14 | 2013-02-22 |
| 1295 NEW YORK COMMUNITY BANCORP INC | | 2012-05-22 | 2013-03-06 |
| 101 B T GROUP P L C A D R | | 2011-04-15 | 2013-03-11 |
| 573 POSTNL NV ADR | | 2012-06-25 | 2013-03-11 |
| 104 SWATCH GROUP AG A D R | | 2011-06-02 | 2013-03-11 |
| 311 POSTNL NV ADR | | 2012-06-25 | 2013-03-12 |
| 304 AMERICA MOVIL A D R | | 2011-06-02 | 2013-03-18 |
| 76 ABBVIE INC | | 2013-01-15 | 2013-04-04 |
| 13 BLACKROCK INC | | 2012-05-22 | 2013-04-04 |
| 318 PACCAR INC | | 2012-10-25 | 2013-04-04 |
| 53 B H P BILLITON PLC SPSD A D R | | 2011-06-17 | 2013-04-19 |
| 7 BROOKFIELD PROPERTY PARTNERS L P | | 2013-04-15 | 2013-04-19 |
| 275 EMERSON ELEC CO | | 2012-05-24 | 2013-04-22 |
| 496 GENERAL MILLS INC | | 2000-09-29 | 2013-04-23 |
| 295 JOHNSON & JOHNSON | | 1995-02-13 | 2013-04-23 |
| 313 NEXTERA ENERGY INC | | 1994-10-05 | 2013-04-23 |

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| (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) |
|--|---|---|----------------------------------|
| 307 PROCTER & GAMBLE CO | | 1995-02-13 | 2013-04-23 |
| 362 TARGET CORP | | 1994-10-05 | 2013-04-23 |
| 236 3M CO | | 1993-06-27 | 2013-04-23 |
| 296 TRAVELERS COS INC | | 2003-01-31 | 2013-04-23 |
| 479 VERIZON COMMUNICATIONS | | 2003-10-06 | 2013-04-23 |
| 1176 BROOKFIELD PROPERTY PARTNERS L P | | 2013-04-15 | 2013-04-23 |
| 244 ASSA ABLOY AB A D R | | 2012-07-10 | 2013-04-26 |
| 494 MICROCHIP TECHNOLOGY INC | | 2012-05-22 | 2013-05-06 |
| 38 FOMENTO ECONOMICO MEX SP A D R | | 2008-01-03 | 2013-05-10 |
| 114 SONOVA HOLDING UNSPON ADR | | 2011-06-02 | 2013-05-13 |
| 94 CARNIVAL PLC A D R | | 2011-05-12 | 2013-05-15 |
| 55 SYNGENTA A G A D R | | 2012-07-23 | 2013-05-15 |
| 148 VALE SA SP A D R | | 2010-09-28 | 2013-05-16 |
| 56 NESTLE SA SPONSORED A D R | | 2008-01-03 | 2013-06-05 |
| 92 HSBC HOLDINGS PLC SPONS A D R | | 2011-06-02 | 2013-06-06 |
| 4 ITAU UNIBANCO HOLDINGS SA A D R | | 2011-06-02 | 2013-06-12 |
| 109 ABBVIE INC | | 2012-05-22 | 2013-06-17 |
| 56 FIDELITY NATL INFORMATION SVCS INC | | 2012-05-22 | 2013-06-17 |
| 267 ROYAL DUTCH SHELL PLC A D R | | 2012-05-22 | 2013-06-17 |
| 162 ARM HLDGS PLC A D R | | 2011-06-02 | 2013-06-19 |
| 214 VOLVO AB SPONSORED A D R | | 2010-04-27 | 2013-06-24 |
| 58 VOLVO AB SPONSORED A D R | | 2010-04-27 | 2013-06-25 |
| 29 MALLINCKRODT PLC | | 2013-03-06 | 2013-07-08 |
| 303 NINTENDO CO LTD UNSPONS A D R | | 2013-05-16 | 2013-07-16 |
| 5 MALLINCKRODT PLC | | 2013-03-06 | 2013-07-18 |
| 94 REXAM PLC SPONSORED A D R | | 2012-11-19 | 2013-07-22 |
| 102 AIR LIQUIDE S A A D R | | 2011-06-02 | 2013-07-25 |
| 32 SIEMENS AG A D R | | 2010-07-28 | 2013-07-25 |
| 11 INTERNATIONAL BUSINESS MACHINES CORP | | 2012-05-22 | 2013-08-08 |
| 71 LOWE'S COS INC | | 2012-10-05 | 2013-08-08 |

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

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|--|--------------------------------------|----------------------------------|
| 21 V F CORP | | 2012-05-22 | 2013-08-08 |
| 272 AMERICAN CAMPUS CMNTYS INC | | 2012-05-01 | 2013-08-09 |
| 100 AMERICAN TOWER CORP | | 2012-07-30 | 2013-08-09 |
| 51 AMERICAN TOWER CORP | | 2012-10-25 | 2013-08-09 |
| 151 CBL ASSOCIATES PROPERTIES | | 2012-05-01 | 2013-08-09 |
| 138 KAO CORP A D R | | 2012-10-23 | 2013-08-09 |
| 31 MCCORMICK CO NON VTG SHRS | | 2012-05-22 | 2013-08-23 |
| 98 SANDS CHINA LTD UNSPONS A D R | | 2012-05-17 | 2013-08-26 |
| 87 INTERNATIONAL BUSINESS MACHINES CORP | | 2012-05-22 | 2013-09-06 |
| 88 NEXTERA ENERGY INC | | 2012-05-22 | 2013-09-06 |
| 591 LONZA GROUP AG UNSPON A D R | | 2011-08-15 | 2013-09-17 |
| 70 LORILLARD INC | | 2013-03-06 | 2013-09-19 |
| 465 LORILLARD INC | | 2012-05-24 | 2013-09-19 |
| 138 ZURICH INSURANCE GROUP A D R | | 2008-12-04 | 2013-09-20 |
| 184 POTASH CORP OF SASKATCHEWAN | | 2012-12-13 | 2013-09-23 |
| 114 XINYI GLASS HOLDINGS LTS A D R | | 2012-07-09 | 2013-09-23 |
| 46 SANOFI A D R | | 2011-10-31 | 2013-09-27 |
| 196 LONZA GROUP AG UNSPON A D R | | 2013-02-12 | 2013-10-02 |
| 228 LONZA GROUP AG UNSPON A D R | | 2011-08-15 | 2013-10-02 |
| NET SETTLEMENT FROM CLASS ACTION SUIT | | | 2013-10-07 |
| 36 FRESENIUS MED AKTIENGESELLSCHAFT ADR | | 2011-06-02 | 2013-10-09 |
| 88 FRESENIUS MED AKTIENGESELLSCHAFT ADR | | 2013-05-20 | 2013-10-09 |
| 11940 299 INV BALANCE RISK COMM STR Y | | 2012-05-23 | 2013-10-15 |
| 12040 134 AMERICAN CENTY INTL BOND FD INSTL | | 2009-10-26 | 2013-10-15 |
| 2300 BEST BUY CO INC | | 2000-11-29 | 2013-10-15 |
| 10266 797 NUVEEN FUNDS CORE BD FD I | | 2004-04-15 | 2013-10-15 |
| 2830 SPDR BARCLAYS INTRNTNL TREASURY ETF | | 2009-10-26 | 2013-10-15 |
| 2400 TARGET CORP | | 1995-03-10 | 2013-10-15 |
| 1001 3M CO | | 1993-06-27 | 2013-10-15 |
| 89 LVMH MOET HENNESSY LOU VUITT A D R | | 2010-11-09 | 2013-10-18 |

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

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|--|--------------------------------------|----------------------------------|
| 107 UNILEVER PLC SPSD ADR | | 2011-09-14 | 2013-10-18 |
| 7 BLACKROCK INC | | 2012-05-22 | 2013-10-30 |
| 89 LOWE'S COS INC | | 2012-10-05 | 2013-10-30 |
| 20 WHIRLPOOL CORP | | 2013-04-22 | 2013-10-30 |
| 28 EATON CORP PLC | | 2012-11-30 | 2013-10-30 |
| 260 KEPPEL CORP LTD SPONS A D R | | 2008-01-03 | 2013-11-05 |
| 67 AGRIUM INC | | 2008-01-03 | 2013-11-18 |
| 118 REPSOL S A | | 2011-02-25 | 2013-11-18 |
| 2 ASSOCIATED ESTATES RLTY CORP | | 2012-05-01 | 2013-11-19 |
| 7 AVALONBAY CMNTYS INC | | 2012-05-01 | 2013-11-19 |
| 5 BOSTON PPTYS INC | | 2012-05-01 | 2013-11-19 |
| 13 DOUGLAS EMMITT INC | | 2012-05-01 | 2013-11-19 |
| 3 ESSEX PPTY TR INC | | 2012-05-01 | 2013-11-19 |
| 6 FEDERAL RLTY INVT TR SBI NEW | | 2012-05-01 | 2013-11-19 |
| 13 MONMOUTH REAL ESTATE INVT CORP | | 2012-05-01 | 2013-11-19 |
| 6 NATIONAL RETAIL PROPERTIES INC | | 2012-07-30 | 2013-11-19 |
| 4 PUBLIC STORAGE INC | | 2013-08-09 | 2013-11-19 |
| 200 RAYONIER INC | | 2012-07-30 | 2013-11-19 |
| 27 SIMON PROPERTY GROUP INC | | 2012-05-01 | 2013-11-19 |
| 29 WEINGARTEN RLTY INVTS | | 2012-05-01 | 2013-11-19 |
| 35 ONEOK INC | | 2012-05-22 | 2013-11-20 |
| 36 TIME WARNER CABLE INC | | 2012-05-22 | 2013-11-20 |
| 54 YUM BRANDS INC | | 2012-05-22 | 2013-11-20 |
| 25 MITSUI & CO LTD SPSD ADR | | 2009-06-30 | 2013-11-25 |
| 84 SANOFI A D R | | 2011-10-31 | 2013-11-25 |
| 236 YUM BRANDS INC | | 2012-05-22 | 2013-12-06 |
| 105 B H P BILLITON PLC SPSD A D R | | 2012-02-02 | 2013-12-13 |
| 44 ORIX CORP SPONS A D R | | 2012-10-02 | 2013-12-13 |
| CAPITAL GAIN DIVIDENDS | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 5,249 | | 5,427 | -178 |
| 10,009 | | 9,059 | 950 |
| 4,070 | | 3,137 | 933 |
| 137 | | | 137 |
| 19,254 | | 14,954 | 4,300 |
| 1,514 | | 1,610 | -96 |
| 336 | | 684 | -348 |
| 794 | | 1,663 | -869 |
| 643 | | 1,333 | -690 |
| 18 | | 19 | -1 |
| 6,352 | | 10,714 | -4,362 |
| 3,592 | | 3,363 | 229 |
| 2,236 | | 2,373 | -137 |
| 2,372 | | 1,604 | 768 |
| 3,037 | | 3,377 | -340 |
| 17,299 | | 16,394 | 905 |
| 4,058 | | 3,179 | 879 |
| 1,277 | | 2,092 | -815 |
| 2,944 | | 2,600 | 344 |
| 682 | | 1,135 | -453 |
| 5,601 | | 7,822 | -2,221 |
| 3,150 | | 2,622 | 528 |
| 3,247 | | 2,135 | 1,112 |
| 15,457 | | 12,597 | 2,860 |
| 2,882 | | 4,153 | -1,271 |
| 151 | | 153 | -2 |
| 14,664 | | 13,058 | 1,606 |
| 25,033 | | 8,865 | 16,168 |
| 25,121 | | 4,181 | 20,940 |
| 24,953 | | 5,019 | 19,934 |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 25,106 | | 4,618 | 20,488 |
| 25,097 | | 2,314 | 22,783 |
| 25,076 | | 6,121 | 18,955 |
| 25,556 | | 6,494 | 19,062 |
| 25,066 | | 15,696 | 9,370 |
| 2 | | 3 | -1 |
| 4,731 | | 3,518 | 1,213 |
| 18,631 | | 14,866 | 3,765 |
| 4,332 | | 1,439 | 2,893 |
| 2,487 | | 2,503 | -16 |
| 3,414 | | 4,076 | -662 |
| 4,540 | | 3,573 | 967 |
| 2,183 | | 4,057 | -1,874 |
| 3,742 | | 2,582 | 1,160 |
| 4,993 | | 4,750 | 243 |
| 6 | | 8 | -2 |
| 4,682 | | 3,534 | 1,148 |
| 2,459 | | 1,819 | 640 |
| 17,577 | | 17,016 | 561 |
| 6,118 | | 4,640 | 1,478 |
| 2,763 | | 2,690 | 73 |
| 768 | | 729 | 39 |
| 1,245 | | 1,321 | -76 |
| 4,766 | | 4,221 | 545 |
| 21 | | 23 | -2 |
| 3,522 | | 3,609 | -87 |
| 2,643 | | 2,516 | 127 |
| 96 | | 108 | -12 |
| 2,073 | | 2,172 | -99 |
| 3,246 | | 2,252 | 994 |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 4,192 | | 2,954 | 1,238 |
| 10,129 | | 10,233 | -104 |
| 7,018 | | 7,249 | -231 |
| 3,579 | | 3,709 | -130 |
| 3,278 | | 2,902 | 376 |
| 4,479 | | 3,838 | 641 |
| 2,173 | | 1,768 | 405 |
| 5,461 | | 3,369 | 2,092 |
| 15,990 | | 17,181 | -1,191 |
| 7,057 | | 5,787 | 1,270 |
| 4,708 | | 4,626 | 82 |
| 3,159 | | 2,700 | 459 |
| 20,985 | | 19,522 | 1,463 |
| 3,555 | | 1,968 | 1,587 |
| 5,923 | | 7,847 | -1,924 |
| 2,053 | | 1,300 | 753 |
| 2,329 | | 1,699 | 630 |
| 1,579 | | 1,214 | 365 |
| 1,836 | | 1,450 | 386 |
| 24 | | | 24 |
| 1,141 | | 1,290 | -149 |
| 2,790 | | 2,991 | -201 |
| 108,179 | | 120,000 | -11,821 |
| 167,839 | | 180,000 | -12,161 |
| 94,529 | | 48,015 | 46,514 |
| 103,900 | | 104,740 | -840 |
| 164,602 | | 166,543 | -1,941 |
| 152,230 | | 14,498 | 137,732 |
| 120,934 | | 25,962 | 94,972 |
| 3,423 | | 2,910 | 513 |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 4,268 | | 3,314 | 954 |
| 2,160 | | 1,149 | 1,011 |
| 4,472 | | 2,823 | 1,649 |
| 2,955 | | 2,332 | 623 |
| 2,010 | | 1,442 | 568 |
| 4,475 | | 4,096 | 379 |
| 6,046 | | 4,981 | 1,065 |
| 2,965 | | 3,939 | -974 |
| 32 | | 34 | -2 |
| 827 | | 1,037 | -210 |
| 516 | | 550 | -34 |
| 304 | | 299 | 5 |
| 466 | | 479 | -13 |
| 637 | | 613 | 24 |
| 117 | | 125 | -8 |
| 201 | | 174 | 27 |
| 631 | | 654 | -23 |
| 8,782 | | 8,534 | 248 |
| 4,111 | | 4,266 | -155 |
| 856 | | 785 | 71 |
| 2,004 | | 1,474 | 530 |
| 4,360 | | 2,761 | 1,599 |
| 3,915 | | 3,836 | 79 |
| 6,887 | | 5,636 | 1,251 |
| 4,435 | | 3,083 | 1,352 |
| 17,499 | | 16,765 | 734 |
| 5,995 | | 7,468 | -1,473 |
| 3,746 | | 2,185 | 1,561 |
| | | | 35,251 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|-----------------------------------|--|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | -178 |
| | | | 950 |
| | | | 933 |
| | | | 137 |
| | | | 4,300 |
| | | | -96 |
| | | | -348 |
| | | | -869 |
| | | | -690 |
| | | | -1 |
| | | | -4,362 |
| | | | 229 |
| | | | -137 |
| | | | 768 |
| | | | -340 |
| | | | 905 |
| | | | 879 |
| | | | -815 |
| | | | 344 |
| | | | -453 |
| | | | -2,221 |
| | | | 528 |
| | | | 1,112 |
| | | | 2,860 |
| | | | -1,271 |
| | | | -2 |
| | | | 1,606 |
| | | | 16,168 |
| | | | 20,940 |
| | | | 19,934 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|-----------------------------------|--|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 20,488 |
| | | | 22,783 |
| | | | 18,955 |
| | | | 19,062 |
| | | | 9,370 |
| | | | -1 |
| | | | 1,213 |
| | | | 3,765 |
| | | | 2,893 |
| | | | -16 |
| | | | -662 |
| | | | 967 |
| | | | -1,874 |
| | | | 1,160 |
| | | | 243 |
| | | | -2 |
| | | | 1,148 |
| | | | 640 |
| | | | 561 |
| | | | 1,478 |
| | | | 73 |
| | | | 39 |
| | | | -76 |
| | | | 545 |
| | | | -2 |
| | | | -87 |
| | | | 127 |
| | | | -12 |
| | | | -99 |
| | | | 994 |


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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|-----------------------------------|--|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 1,238 |
| | | | -104 |
| | | | -231 |
| | | | -130 |
| | | | 376 |
| | | | 641 |
| | | | 405 |
| | | | 2,092 |
| | | | -1,191 |
| | | | 1,270 |
| | | | 82 |
| | | | 459 |
| | | | 1,463 |
| | | | 1,587 |
| | | | -1,924 |
| | | | 753 |
| | | | 630 |
| | | | 365 |
| | | | 386 |
| | | | 24 |
| | | | -149 |
| | | | -201 |
| | | | -11,821 |
| | | | -12,161 |
| | | | 46,514 |
| | | | -840 |
| | | | -1,941 |
| | | | 137,732 |
| | | | 94,972 |
| | | | 513 |


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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|-----------------------------------|--|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 954 |
| | | | 1,011 |
| | | | 1,649 |
| | | | 623 |
| | | | 568 |
| | | | 379 |
| | | | 1,065 |
| | | | -974 |
| | | | -2 |
| | | | -210 |
| | | | -34 |
| | | | 5 |
| | | | -13 |
| | | | 24 |
| | | | -8 |
| | | | 27 |
| | | | -23 |
| | | | 248 |
| | | | -155 |
| | | | 71 |
| | | | 530 |
| | | | 1,599 |
| | | | 79 |
| | | | 1,251 |
| | | | 1,352 |
| | | | 734 |
| | | | -1,473 |
| | | | 1,561 |
| | | | |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| MINNESOTA OPERA COMPANY 620 NORTH FIRST STREET MINNEAPOLIS,MN 55401 | NONE | N/A | EDUCATION & OUTREACH | 8,000 |
| THE MINNESOTA ORCHESTRAL ASSOCIATION 1111 NICOLLET MALL MINNEAPOLIS,MN 55403 | NONE | N/A | 3RD YEARLY INSTALLMENT | 25,000 |
| THE ROSE ENSEMBLE 75 WEST 5TH STREET SUITE 314 ST PAUL,MN 55102 | NONE | N/A | GENERAL OPERATIONS | 10,000 |
| SAINT PAUL CHAMBER ORCHESTRA 408 ST PETER STREET THIRD FLOOR ST PAUL,MN 551021497 | NONE | N/A | FUND FOR ARTISTIC | 10,000 |
| THE SCHUBERT CLUB 75 W FIFTH ST 302 LANDMARK CENTER ST PAUL,MN 55102 | NONE | N/A | GENERAL OPERATIONS | 15,000 |
| SIGHT & HEARING ASSOCIATION 1246 UNIVERSITY AVE WEST SUITE 226 ST PAUL,MN 55104 | NONE | N/A | VISION SCREENINGS & GLASSES | 15,000 |
| GILLETTE CHILDRENS HOSPITAL FDN 200 EAST UNIVERSITY AVE ST PAUL,MN 55101 | NONE | N/A | 3RD YEARLY INSTALLMENT | 25,000 |
| ORDWAY CENTER FOR THE PERFORMING ARTS 345 WASHINGTON STREET ST PAUL,MN 551021495 | NONE | N/A | GENERAL | 10,000 |
| REGIONS HOSPITAL FOUNDATION 640 JACKSON STREET ST PAUL,MN 551012595 | NONE | N/A | CANCER CARE CENTER PROGRAMS | 12,000 |
| SAINT PAUL CONSERVATORY OF MUSIC 26 EAST EXCHANGE ST SUITE 500 ST PAUL,MN 55101 | NONE | N/A | CHAMBER MUSIC PROGRAMS | 5,000 |
| MCPHAIL CENTER FOR MUSIC 501 SOUTH SECOND STREET MINNEAPOLIS,MN 55401 | NONE | N/A | CHAMBER MUSIC PROGRAM | 10,000 |
| GREATER TWIN CITIES YOUTH SYMPHONIES 400 ST PETER STREET SUITE 300 ST PAUL,MN 55102 | NONE | N/A | GENERAL OPERATIONS | 5,000 |
| FRIENDS OF ARTARIA STRING QUARTET 1693 PORTLAND AVE ST PAUL,MN 55104 | NONE | N/A | CHAMBER MUSIC PROGRAMS | 5,000 |
| MINNESOTA YOUTH SYMPHONIES 790 CLEVELAND AVE S SUITE 203 ST PAUL,MN 55116 | NONE | N/A | GENERAL OPERATIONS | 5,000 |
| GILDA'S CLUB TWIN CITIES 5115 EXCELSIOR BLVD 448 MINNEAPOLIS,MN 55416 | NONE | N/A | GENERAL OPERATIONS | 10,000 |
| Total  3a | | | | 229,000 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK ST SE SUITE 500 MINNEAPOLIS,MN 55116 | NONE | N/A | ALBINISM CLINICAL TRIAL | 20,000 |
| MINNESOTA BOYS CHOIR 75 WEST 5TH STREET SUITE 411 ST PAUL,MN 55102 | NONE | N/A | GENERAL OPERATIONS | 6,000 |
| CANTUS 1221 NICOLLET AVE SUITE231 MINNEAPOLIS,MN 55403 | NONE | N/A | GENERAL OPERATIONS | 3,000 |
| CHILDRENS CANCER RESEARCH FUND 7301 OHMS LANE SUITE 460 MINNEAPOLIS,MN 55439 | NONE | N/A | FUND SEED GRANTS | 5,000 |
| HEALTHEAST FOUNDATION 1690 UNIVERSITY AVE W SUITE 250 ST PAUL,MN 55104 | NONE | N/A | 3RD YEARLY INSTALLMENT | 25,000 |
| Total  3a | | | | 229,000 |

**TY 2013 Investments Corporate
Bonds Schedule****Name:** ANNA M HEILMAIER CHARITABLE FDN 25370370**EIN:** 41-1761632

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|-----------------------------------|--|
| ISHARES TR IBOXX H Y CORP BD | 86,846 | 92,880 |
| SPDR BARCLAYS INTL TREASURY | | |
| AMERICAN CENTURY INTL BD FD | | |
| NUVEEN HIGH INCOME BD FD | 145,000 | 153,273 |
| NUVEEN INTERMEDIATE TERM | | |
| NUVEEN STRATEGIC INCOME | 100,000 | 112,048 |
| INV BALANCE RISK COMM STR Y | | |
| ISHARES JPMORGAN EMERG MKTS | 201,351 | 197,933 |
| LOOMIS SAYLES STRATEGIC ALPHA | 200,000 | 202,621 |

TY 2013 Investments Corporate
Stock Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370
EIN: 41-1761632

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| GENERAL ELEC CO | 12,245 | 43,867 |
| BEST BUY INC COM | 32,839 | 99,700 |
| GENERAL MILLS INC | 34,175 | 95,428 |
| JOHNSON & JOHNSON COM | 14,101 | 92,048 |
| PFIZER INC COM | 22,470 | 36,848 |
| PROCTER & GAMBLE CO COM | 5,474 | 30,529 |
| MEDTRONIC INC | 61,234 | 78,337 |
| EXXON MOBIL CORP COM | 16,039 | 109,600 |
| INTERNATIONAL BUSINESS MACHS | 7,275 | 75,216 |
| 3M CO COM | 21,138 | 114,304 |
| WELLS FARGO CO | 32,359 | 118,993 |
| CONOCOPHILLIPS | 23,615 | 76,514 |
| VERIZON COMMUNICATIONS INC | 8,568 | 13,907 |
| AT & T INC | 61,710 | 81,677 |
| ILLINOIS TOOL WKS INC | 35,454 | 68,105 |
| UNITED HEALTH GROUP INC | 73,217 | 109,411 |
| BANK OF AMERICA CORP | 72,966 | 13,375 |
| QUALCOMM INC | 50,433 | 85,759 |
| T ROWE PRICE INTL GR&INC FD | 200,000 | 208,579 |
| ABBOTT LABORATORIES | | |
| APPLE INC | 23,196 | 24,685 |
| BOSTON PPTYS INC | 8,393 | 7,929 |
| CVS/CAREMARK CORP | 20,954 | 30,632 |
| CATERPILLAR INC | 13,094 | 13,077 |
| CHEVRON CORPORATION | 18,887 | 23,608 |
| J P MORGAN CHASE CO | 16,406 | 28,012 |
| MCCORMICK CO INC | 13,171 | 15,921 |
| MICROSOFT CORP | 18,878 | 23,643 |
| TARGET CORPORATION | 13,384 | 147,925 |
| TRAVELERS COS INC | 10,998 | 49,435 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| UNION PACIFIC CORP | 20,399 | 28,392 |
| V F CORP | 14,489 | 25,684 |
| AGRIUM INC | | |
| ATLAS COPCO AB ADR CL B | 3,793 | 7,183 |
| BOC HONG KONG HLDGS ADR | 3,648 | 5,355 |
| BRITISH AMERN TOB PIC | 7,984 | 13,320 |
| DBS GROUP HLDGS LTD | 15,637 | 17,909 |
| FOMENTO ECONOMICO MEX SP ADR | 1,401 | 3,621 |
| HONDA MTR LTD ADR | 5,591 | 6,823 |
| KEPPEL CORP LTD SPONS ADR | 6,231 | 7,041 |
| NATIONAL GRID PLC SP ADR | 3,311 | 4,376 |
| NESTLE S A SPONSORED ADR | 26,516 | 35,323 |
| NOVARTIS A G ADR | 4,585 | 7,234 |
| ROCHE HLDG LTD SPONSORED ADR | 16,591 | 26,746 |
| SANOFI AVENTIS ADR REPSTG 5 | 6,268 | 9,600 |
| SCHLUMBERGER LTD | 8,770 | 9,822 |
| SIEMENS A G ADR | 3,073 | 4,432 |
| TOTAL S A ADR | 15,869 | 12,377 |
| UNILEVER PLC SPSD ADR | 3,983 | 5,068 |
| ZURICH FINANCIAL SERVICES ADR | | |
| TECHNOLOGY SELECT SECTOR SPDR | 63,510 | 107,220 |
| AVALONBAY CMNTYS INC | 8,469 | 7,567 |
| PACCAR INC | | |
| BARCLAYS PLC ADR | 5,453 | 5,348 |
| COVIDIEN PLC | 15,308 | 17,570 |
| LUKOIL SPON ADR | 7,601 | 8,711 |
| MITSUI & CO LTD SPSD ADR | | |
| MTN GROUP LTD ADR | 4,590 | 4,452 |
| NISSAN MTR LTD SPONS ADR | 6,983 | 6,653 |
| ORIX CORP SPONS ADR | 6,694 | 13,365 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| TAIWAN SEMICONDUCTOR ADR | 10,664 | 12,400 |
| VALE SA SP ADR | 8,777 | 8,686 |
| ISHARES MSCI EMERGING MKTS ETF | 152,545 | 161,329 |
| NEUBERGER BERMAN GENESIS FD | 100,000 | 172,664 |
| NEXTERA ENERGY INC | 18,493 | 45,379 |
| ONEOK INC | 12,846 | 18,965 |
| ACCENTURE PLC CL A | 13,734 | 19,075 |
| ANHEUSER BUSCH INBEV NV ADR | 10,783 | 16,608 |
| B A S F AG ADR | 11,221 | 16,815 |
| B H P BILLITON PLC SPSD ADR | | |
| B T GROUP PLC ADR | 7,741 | 17,866 |
| BAYERISCHE MOTOREN WERKE ADR | 15,881 | 23,106 |
| HSBC HOLDINGS PLC SPONS ADR | 6,750 | 7,277 |
| ITAU UNIBANCO HOLDINGS SA ADR | 13,643 | 11,209 |
| LVMH MOET HENNESSY ADR | 5,302 | 5,636 |
| ROYAL DUTCH SHELL PLC ADR | 7,387 | 7,768 |
| VODAFONE GROUP PLC ADR | 8,718 | 12,972 |
| VOLVO AB SPONSORED ADR | | |
| ALEXANDRIA REAL ESTATE EQUIT | 12,168 | 10,116 |
| AMERICAN CAMPUS CMNTYS INC | | |
| ASSOCIATED ESTATES RLTY CORP | 6,100 | 6,147 |
| BLACKROCK INC | 9,031 | 17,406 |
| BRANDYWINE REALTY TRUST | 5,165 | 7,862 |
| CAMDEN PPTY TR | 8,109 | 7,224 |
| CBL ASSOCIATES PROPERTIES | 4,829 | 5,711 |
| COCA COLA COMPANY | 21,662 | 24,042 |
| DIGITAL REALTY TRUST | 9,305 | 7,024 |
| DOUGLAS EMMITT INC | 6,943 | 7,779 |
| EASTGROUP PPTYS INC | 6,340 | 8,052 |
| EQUITABLE CORP | | |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| ESSEX PPTY TR | 7,389 | 7,750 |
| FEDERAL RLTY INVT TR | 7,036 | 8,011 |
| HCP INC | 5,902 | 5,775 |
| HEALTH CARE REIT | 8,145 | 8,518 |
| HOSPITALITY PPTYS TR | 11,617 | 12,488 |
| HOST HOTELS RESORTS INC | 11,925 | 13,316 |
| LTC PPTYS INC | 4,814 | 5,627 |
| LEXINGTON REALTY TRUST | 5,857 | 7,464 |
| MONMOUTH REAL ESTATE INV CORP | 2,399 | 2,600 |
| NATIONAL RETAIL PROPERTIES | 5,699 | 6,733 |
| PUBLIC STORAGE INC | 16,239 | 19,116 |
| RAYONIER INC | | |
| REALTY INCOME CORP | 7,360 | 7,727 |
| SENIOR HOUSING PROP TR | 5,750 | 6,024 |
| SIMON PROPERTY GROUP | 18,993 | 24,193 |
| TANGER FACTORY OUTLET CTRS | 7,723 | 8,645 |
| TIME WARNER CABLE | 13,652 | 24,119 |
| VENTAS INC | 7,124 | 7,275 |
| WEINGARTEN RLTY INVTS | 6,122 | 6,553 |
| ACE LTD | 19,583 | 22,570 |
| AIR LIQUIDE SA ADR | 12,282 | 14,128 |
| ALLIANZ SE ADR | 19,341 | 25,056 |
| AMERICA MOVIL ADR | | |
| ARM HLDGS PLC ADR | 5,823 | 11,329 |
| ATLAS COPCO AB SPONS ADR | 6,940 | 7,378 |
| B A E SYSTEMS PLC ADR | 3,381 | 5,712 |
| B G GROUP PLC ADR | 8,624 | 8,459 |
| BROOKFIELD ASSET MANAGE CL A | 4,071 | 4,815 |
| BUNGE LIMITED | 8,638 | 9,525 |
| CANADIAN NATL RY CO | 6,178 | 9,237 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| CARNIVAL PLC ADR | | |
| CHINA MOBILE LIMITED ADR | | |
| COCHLEAR LTD UNSPON ADR | 6,390 | 4,139 |
| CSL LIMITED ADR | 4,755 | 8,093 |
| DASSAULT SYSTEMES SA ADR | 10,641 | 15,662 |
| FANUC CORPORATION ADR | 12,665 | 14,956 |
| FRESENIUS MED CARE SPONS ADR | 9,104 | 9,037 |
| HITACHI LTD ADR 10 COM | 8,363 | 10,163 |
| ICICI BANK LIMITED ADR | 10,096 | 7,992 |
| IMPERIAL OIL LTD | 6,740 | 6,325 |
| JGC CORP UNSPONS ADR | 9,692 | 12,574 |
| LI FUNG LTD ADR | | |
| LONZA GROUP AG UNSPONS ADR | 4,430 | 5,226 |
| LOREAL CO UNSPONS ADR | 8,397 | 11,810 |
| NIPPON TELEGRAPH TELE ADR | | |
| OAO GAZPROM SPON ADR | 5,997 | 4,152 |
| QIAGEN NV | | |
| REPSOL S A SPONS ADR | | |
| SAP AG ADR | 16,705 | 23,789 |
| SASOL LTD SPONS ADR | 4,122 | 3,857 |
| SBERBANK SPONS ADR | 8,034 | 7,265 |
| SCHNEIDER ELECT SA UNSP ADR | 10,641 | 11,443 |
| SHIRE PLC ADR | 7,520 | 11,162 |
| SONOVA HOLDING UNSPON ADR | 3,607 | 5,407 |
| SWATCH GROUP AG ADR | 5,100 | 6,773 |
| TESCO PLC ADR | 6,148 | 5,103 |
| TURKIYE GARANTI BANKASI AS ADR | 8,274 | 5,749 |
| UNICHARM CORPORATION ADR | 7,143 | 9,735 |
| WPP PLC SPONSORED ADR | 8,413 | 16,080 |
| ABERDEEN FDS EMRGN MKT | 250,000 | 247,352 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| HIGHLAND LONG SHORT EQUITY Z | 300,000 | 333,546 |
| NUVEEN MID CAP INDEX FD | 180,000 | 313,612 |
| SPDR DJ WILSHIRE INTERNATIONAL | 230,782 | 241,226 |
| TFS MARKET NEUTRAL FD | 300,000 | 295,563 |
| AMERICAN TOWER CORP | | |
| AMERIT INC | 6,320 | 6,401 |
| APARTMENT INVT MGMT CO CL A | 6,756 | 6,607 |
| CULLEN FROST BANKERS INC | 15,016 | 19,650 |
| EMERSON ELEC CO | | |
| EPR PROPERTIES | 9,488 | 10,176 |
| FIDELITY NATL INFORMATION SVCS | 11,855 | 19,593 |
| FRACT CUSIP KINDER MORGAN MGMT | 6 | 10 |
| ITC HLDGS CORP | 11,139 | 15,044 |
| KINDER MORGAN INC | 19,677 | 20,664 |
| LORILLARD INC | | |
| LOWES CO INC | 11,830 | 18,482 |
| MICROCHIP TECHNOLOGY INC | | |
| MOTOROLA SOLUTIONS INC | 14,033 | 19,710 |
| NEW YORK COMMUNITY BANCORP | | |
| PHILIP MORRIS INTL | 24,314 | 24,658 |
| PHILLIPS 66 | 21,868 | 60,856 |
| SOUTHERN COPPER CORP | 16,626 | 16,939 |
| YUM BRANDS INC | | |
| AIA GROUP LTD ADR | 8,913 | 12,674 |
| ASSA ABLOY AB ADR | | |
| CANADIAN PACIFIC RAILWAY LTD | 3,531 | 7,263 |
| DEUTSCHE BANK AG | 7,718 | 9,455 |
| EATON CORP PLC | 12,519 | 18,345 |
| COPA HOLDINGS SA CL A | 3,825 | 7,845 |
| KAO CORP ADR REPSTG 10 SHS COM | | |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| NOKIAN TYRES OYJ UNSPON ADR | 6,205 | 6,786 |
| NOVO NORDISK AS ADR | 27,096 | 33,811 |
| PETROLEO BRASILEIRO SA ADR | 4,822 | 2,935 |
| POSTNL NV ADR REPSTG 1 | | |
| POTASH CORP OF SASKATCHEWAN | | |
| REXAM PLC ADR REPSTG 5 | | |
| SANDS CHINA LTD UNSPONS ADR | | |
| SEADRILL LIMITED SDRL | 20,116 | 22,799 |
| SEVEN & I HLDGS UNSPN ADR | 8,138 | 9,603 |
| SUNCOR ENERGY INC SU | 3,408 | 4,241 |
| SVENSKA HANDELSBANKEN A ADR | 3,381 | 5,059 |
| SWEDBANK A B ADR | 3,750 | 5,860 |
| SYNGENTA A G ADR | | |
| SYSMEX CORP UNSPON ADR | 5,860 | 8,550 |
| TRANSOCEAN LTD | 3,463 | 4,201 |
| XINYI GLASS HOLDINGS ADR | 1,630 | 2,867 |
| VALEOSA SPON ADR | 7,757 | 16,627 |
| SCOUT INTERNATIONAL FUND | 181,000 | 208,184 |
| PYXIS LONG SHORT EQUITY Z | | |
| ABBVIE INC | 15,466 | 24,293 |
| ALTISOURCE RESIDENTIAL CI B WI | 1,607 | 1,807 |
| AMERICAN HOMES 4 RENT | 1,606 | 1,555 |
| BANK OF NEW YORK MELLON CORP | 20,556 | 23,025 |
| EQUITY LIFESTYLE PPTYS INC | 4,598 | 4,601 |
| EQUITY ONE INC | 3,326 | 3,209 |
| GEO GROUP INC | 4,828 | 4,607 |
| HONEYWELL INTERNATIONAL INC | 16,289 | 18,639 |
| MACYS INC | 17,549 | 18,423 |
| PACKAGING CORP AMERICA | 11,472 | 14,238 |
| SILVER BAY REALTY TRUST CORP | 1,464 | 1,519 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| TUPPERWARE BRANDS CORP | 11,988 | 13,707 |
| VORNADO REALTY TRUST | 4,850 | 4,795 |
| WEYERHAEUSER CO | 8,978 | 9,534 |
| WHIRLPOOL CORP | 13,407 | 18,039 |
| AXA ADR | 4,370 | 5,215 |
| B N P PARIBAS SA ADR | 4,114 | 5,410 |
| BAIDU COM INC ADR | 6,293 | 11,740 |
| BANCO BILBAO VIZCAYA ARGEN ADR | 6,741 | 8,487 |
| CHINA CONSTRUCT UNSPON ADR | 4,173 | 3,719 |
| DAIWA SECURITIES GR SPON ADR | 4,721 | 4,672 |
| GRAN TIERRA ENERGY INC | 4,763 | 4,693 |
| HONG KONG EXCHANGES ADR | 4,993 | 5,141 |
| ING GROEP NV SPONS ADR | 9,465 | 10,171 |
| LAFARGE SA ADR | 4,256 | 5,111 |
| MAGNA INTL INC CL A | 4,065 | 6,401 |
| MITSUBISHI ESTATE LTD ADR | 6,912 | 6,992 |
| MONOTARO CO LTD UNSP ADR | 2,209 | 1,959 |
| RIO TINTO PLC ADR | 6,004 | 6,546 |
| SEKISUI HOUSE LTD ADR | 4,741 | 4,715 |
| SUMITOMO MITSUI FINL GR ADR | 8,752 | 9,273 |
| TECHTRONIC INDUSTRIES SP ADR | 4,205 | 6,341 |
| IPATH GSCI TOTAL RETURN | 199,589 | 195,740 |
| WISDOMTREE EUR S/C DIVIDEND FD | 9,452 | 10,299 |
| WISDOMTREE JAPAN HEDGED | 12,699 | 13,625 |

TY 2013 Investments - Other Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-------------------------------|-----------------------|------------|-------------------------------|
| COAST DIVERSIFIED FUND II LTD | AT COST | 10,809 | 14,459 |

TY 2013 Other Assets Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|----------------|-----------------------------------|-----------------------------|------------------------------------|
| ACCRUED INCOME | 13,840 | 8,333 | 8,333 |

TY 2013 Other Decreases Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

| Description | Amount |
|-------------|--------|
| ROUNDING | 15 |

TY 2013 Other Expenses Schedule**Name:** ANNA M HEILMAIER CHARITABLE FDN 25370370**EIN:** 41-1761632

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------------|-----------------------------------|--------------------------|---------------------|--|
| FILING FEE | 25 | 0 | | 25 |
| ENHANCED GRANTMAKING FEE | 13,740 | 0 | | 13,740 |
| WEBSITE DESIGN & DEVELOPMENT | 4,471 | 0 | | 4,471 |
| OTHER NONALLOC EXPENSES | 590 | 590 | | 0 |

TY 2013 Other Income Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|--------------------|-----------------------------------|--------------------------|---------------------|
| FEDERAL TAX REFUND | 5,577 | 0 | |

TY 2013 Other Liabilities Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|------------------------------|--------------------------------|--------------------------|
| RETURN OF CAPITAL ADJUSTMENT | 2,208 | 1,748 |

TY 2013 Taxes Schedule**Name:** ANNA M HEILMAIER CHARITABLE FDN 25370370**EIN:** 41-1761632

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|--------|--------------------------|------------------------|---|
| FOREIGN TAXES | 3,212 | 3,212 | | 0 |
| FOREIGN TAXES ON QUALIFIED FOR | 1,630 | 1,630 | | 0 |
| FOREIGN TAXES ON NONQUALIFIED | 507 | 507 | | 0 |