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: MCGLYNN FAMILY FOUNDATION

A Employer identification number: 41-1784157

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 680 | Room/suite:

B Telephone number (see instructions): (651) 224-5694

City or town, state or province, country, and ZIP or foreign postal code: WAYZATA, MN 55391

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 [X] 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: [X] 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)* ▶ $ 13,783,468.

J Accounting method [X] 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	47,270.	47,131.		ATCH 1
	4 Dividends and interest from securities	279,968.	305,171.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	94,086.			
	b Gross sales price for all assets on line 6a 1,159,654.				
	7 Capital gain net income (from Part IV, line 2)		94,086.		
	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	11,771.			
	12 **Total.** Add lines 1 through 11	433,095.	446,388.		
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)	4,000.			4,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	13,288.	13,263.		25.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	61,547.	54,378.		7,163.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	78,835.	67,641.		11,188.
	25 Contributions, gifts, grants paid	655,000.			655,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	733,835.	67,641.	0	666,188.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-300,740.			
	b **Net investment income** (if negative, enter -0-)		378,747.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	7,637.	103,610.	103,610.
	2	Savings and temporary cash investments	1,876,246.	197,403.	197,409.
	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) ATCH 6	7,245,503.	8,930,737.	10,714,724.
	c	Investments - corporate bonds (attach schedule) ATCH 7	3,123,573.	2,720,469.	2,767,725.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,252,959.	11,952,219.	13,783,468.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	12,252,959.	11,952,219.	
	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			
	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)	12,252,959.	11,952,219.	
	31	Total liabilities and net assets/fund balances (see instructions)	12,252,959.	11,952,219.	

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	12,252,959.
2	Enter amount from Part I, line 27a	2	-300,740.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,952,219.
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	11,952,219.

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	94,086.
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	617,400.	8,643,388.	0.071430
2011	95,811.	596,990.	0.160490
2010	99,379.	645,107.	0.154050
2009	123,008.	668,130.	0.184108
2008	130,959.	968,232.	0.135256

2	**Total** of line 1, column (d)	2	0.705334
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	0.141067
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,283,886.
5	Multiply line 4 by line 3	5	1,873,918.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,787.
7	Add lines 5 and 6	7	1,877,705.
8	Enter qualifying distributions from Part XII, line 4	8	666,188.

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	7,575.
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	7,575.
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	7,575.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 8,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	42.
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	2,383.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,383. **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		X
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		X
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	

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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)*

		Yes	No
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 8		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 ▶

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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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	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	12,805,197.
b	Average of monthly cash balances	1b	680,982.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,486,179.
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	13,486,179.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	202,293.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,283,886.
6	**Minimum investment return.** Enter 5% of line 5	6	664,194.

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	664,194.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,575.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,575.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	656,619.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	656,619.
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	656,619.

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	666,188.
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	666,188.
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	666,188.

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					656,619.
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	83,249.				
b From 2009	90,009.				
c From 2010	68,748.				
d From 2011	67,237.				
e From 2012	188,263.				
f Total of lines 3a through e		497,506.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 666,188.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2013 distributable amount					656,619.
e Remaining amount distributed out of corpus		9,569.			
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		507,075.			
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					
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)		83,249.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		423,826.			
10 Analysis of line 9					
a Excess from 2009	90,009.				
b Excess from 2010	68,748.				
c Excess from 2011	67,237.				
d Excess from 2012	188,263.				
e Excess from 2013	9,569.				

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

Part XV Supplementary Information (Complete this part only if the 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.

N/A

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

Check here ▶ [X] 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 9				
Total . . . . ▶ **3a**				655,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	47,270.	
4 Dividends and interest from securities			14	279,968.	
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			18	11,771.	
8 Gain or (loss) from sales of assets other than inventory			18	94,086.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				433,095.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 433,095.

(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: [signature] Date: 5-28-14 Title: TRUSTEE

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
CAROLYN WEBER	Carolyn Weber	05/20/2014		P00648841

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 225 SOUTH SIXTH ST., SUITE #1400 MINNEAPOLIS, MN 55402 — Phone no 612-596-6000

MCGLYNN FAMILY FOUNDATION 41-1784157

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					108.	
		NORTHERN TRUST #23-45740 (SEE ATTACHED)					VARIOUS	VARIOUS
30,404.		30,578.					-174.	
		NORTHERN TRUST #23-45740 (SEE ATTACHED)					VARIOUS	VARIOUS
1,102,912.		1,014,231.					88,681.	
		NORTHERN TRUST #23-45740 (SEE ATTACHED)					VARIOUS	VARIOUS
26,230.		20,759.					5,471.	
TOTAL GAIN(LOSS)							94,086.	

JSA
3E1730 1 000
91806W 1251

2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-45740
Recipient's Tax ID Number: XX-XXX4157

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MCGLYNN FAMILY FOUNDATION
C/O MICHAEL MCGLYNN
P.O. BOX 680
WAYZATA, MN 55391-0680

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
78463V107	MFC SPDR GOLD TR GOLD SHS		GLD					
33.0000	01/15/2013	04/20/2012	5,376.24	5,263.14	0.00	113 10	0.00	0.00
912828MN7	UNITED STATES TREAS NTS DTD 00277 1.375%DUE 02-15-2013 REG							
25000.0000	01/15/2013	01/25/2012	25,028.24	25,315.51	0.00	-287.27	0.00	0 00
Total Short Term Sales			**30,404.48**	**30,578.65**	**0.00**	**-174.17**	**0.00**	**0.00**
Long Term Sales								
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
670.8100	01/15/2013	08/10/2011	670.81	752.36	0.00	-81 55	0 00	0.00
912828JT8	UNITED STATES TREAS NTS 2% DISC NT 30/11/2013 USD1000 2% DUE 11-30-2013 REG							
25000.0000	01/15/2013	09/15/2009	25,399 33	24,929.77	0 00	469 56	0 00	0.00
912828JW1	UNITED STATES TREAS NTS 1 5% DUE 12-31-2013 REG							
25000 0000	01/15/2013	09/15/2009	25,318 28	24,856.46	0.00	461 82	0 00	0 00
912828MT4	US TREAS NTS 1 375 DUE 03-15-2013 REG 03-15-2013 REG							
50000 0000	01/15/2013	11/15/2011	50,103 35	50,775 56	0 00	-672 21	0.00	0.00
912828RF9	UNITED STATES TREAS NTS TNOTE 1 DUE 08-31-2016 REG							
40000.0000	01/15/2013	Various	40,762 37	40,311.85	0 00	450 52	0 00	0 00
912828RK8	UNITED STATES TREAS NTS 125 DUE 09-30-2013 REG							
30000.0000	01/15/2013	10/20/2011	29,998.73	29,918.07	0 00	80 66	0 00	0.00

This is important tax information and is being furnished to you.

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CHICAGO, IL 60680

Account Number: 23-45740
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MCGLYNN FAMILY FOUNDATION
C/O MICHAEL MCGLYNN
P O. BOX 680
WAYZATA, MN 55391-0680

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828RN2	UNITED STATES TREAS NTS 0.25 10-31-2013							
25000.0000	01/15/2013	11/04/2011	25,021.40	25,007.90	0.00	13 50	0.00	0.00
912828RR3	UNITED STATES TREAS NTS 2 DUE 11-15-2021							
125000 0000	01/15/2013	Various	128,949.70	126,297 76	0.00	2,651 94	0.00	0.00
912828RT9	UNITED STATES TREAS NTS 1.375 DUE 11-30-2018							
50000.0000	01/15/2013	12/20/2011	51,216.60	50,103 71	0.00	1,112 89	0.00	0.00
912828RU6	UNITED STATES TREAS NTS .875 DUE 11-30-2016							
25000.0000	01/15/2013	12/06/2011	25,347 57	24,906 33	0.00	441 24	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
786.5400	02/15/2013	08/10/2011	786.54	882.15	0.00	-95 61	0.00	0.00
36241KYR3	GNMA POOL #782520 5 5% 12-15-2038 BEO		GNMA					
695.2600	03/15/2013	08/10/2011	695.26	779.78	0.00	-84 52	0.00	0.00
3134G3RL6	FEDERAL HOME LN MTG CORP 2 DUE 03-21-2019							
25000.0000	03/21/2013	02/23/2012	25,000.00	25,000.00	0.00	0 00	0.00	0.00
3137EACS6	FEDERAL HOME LN MTG CORP .75 BDS DUE 03-28-2013 REG							
50000.0000	03/28/2013	04/29/2011	50,000.00	50,093 50	0.00	-93.50	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
723.7200	04/15/2013	08/10/2011	723 72	811.70	0 00	-87.98	0 00	0.00

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2013 Tax Information Statement

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C/O MICHAEL MCGLYNN
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WAYZATA, MN 55391-0680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
630.1300	05/15/2013	08/10/2011	630 13	706.73	0 00	-76 60	0 00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
524.9800	06/17/2013	08/10/2011	524.98	588.80	0.00	-63.82	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
515.7500	07/15/2013	08/10/2011	515.75	578.45	0.00	-62.70	0 00	0 00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
403.9500	08/15/2013	08/10/2011	403.95	453.06	0.00	-49.11	0.00	0 00
313374Y61	FHLB BD .5 08-28-2013		FHLB1					
50000.0000	08/28/2013	07/27/2011	50,000 00	49,880 35	0.00	119.65	0.00	0.00
36241KYR3	GNMA POOL #782520 5 5% 12-15-2038 BEO		GNMA					
469.3100	09/16/2013	08/10/2011	469.31	526 36	0.00	-57.05	0.00	0.00
78462F103	MFC SPDR TR UNIT SER 1 STD & POORS UNIT SER 1		SPY					
2470 0000	09/25/2013	07/02/2012	419,320.65	335,097.00	0.00	84,223.65	0.00	0 00
36241KYR3	GNMA POOL #782520 5 5% 12-15-2038 BEO		GNMA					
360 2800	10/15/2013	08/10/2011	360.28	404.08	0.00	-43 80	0 00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
315.0000	11/15/2013	08/10/2011	315.00	353.29	0.00	-38 29	0 00	0 00

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2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-45740
Recipient's Tax ID Number: XX-XXX4157

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MCGLYNN FAMILY FOUNDATION
C/O MICHAEL MCGLYNN
P.O. BOX 680
WAYZATA, MN 55391-0680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
3137EACZ0	FHLMC BD .375 11-27-2013							
50000.0000	11/27/2013	11/17/2011	50,000 00	49,791.70	0.00	208.30	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO		GNMA					
378.4700	12/16/2013	08/10/2011	378 47	424.48	0.00	-46.01	0.00	0.00
313371UC8	FHLB DTD 11-18-2010 .875 12-27-2013		FHLB1					
100000.0000	12/27/2013	04/13/2011	100,000 00	100,000.00	0.00	0.00	0.00	0.00
Total Long Term Sales			**1,102,912.18**	**1,014,231.20**	**0.00**	**88,680.98**	**0.00**	**0.00**

Long Term 28% Sales

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
78463V107	MFC SPDR GOLD TR GOLD SHS		GLD					
161.0000	01/15/2013	Various	26,229.53	20,758.82	0.00	5,470.71	0.00	0.00
Total Long Term 28% Sales			**26,229.53**	**20,758.82**	**0.00**	**5,470.71**	**0.00**	**0 00**

This is important tax information and is being furnished to you.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST #23-45740	47,270.	47,131.
TOTAL	47,270.	47,131.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST #23-45740		279,968.	305,171.
	TOTAL	279,968.	305,171.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER MISCELLANEOUS	11,771.	
TOTALS	11,771.	

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE FEE	25.		25.
FOREIGN TAXES PAID	10,420.	10,420.	
TAXES ON INVESTMENT INCOME	2,843.	2,843.	
TOTALS	13,288.	13,263.	25.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SOFTWARE MAINTENANCE	6,780.		6,780.
INVESTMENT FEES (NORTHERN TR)	54,384.	54,378.	
INVEST. FEES (TAX EXEMPT INC)	5.		5.
MISCELLANEOUS	378.		378.
TOTALS	61,547.	54,378.	7,163.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NORTHERN TRUST (SEE ATTACHED) #23-45740	8,930,737.	10,714,724.
TOTALS	8,930,737.	10,714,724.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NORTHERN TRUST (SEE ATTACHED) #23-45740	2,720,469.	2,767,725.
TOTALS	2,720,469.	2,767,725.

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
SPDR S&P 500 ETF TRUST (SPY)	$184 670	22,530 00	$4,160,615 10	$3,056,573 00	$1,104,042 10	$22,085 03	$75,498 03	1 8%	42 9%
Total Large Cap			**$4,160,615.10**	**$3,056,573 00**	**$1,104,042.10**	**$22,085.03**	**$75,498.03**	**1.8%**	**42.9%**
Equity Securities - Mid Cap									
MFC ISHARES TR RUSSELL MID-CAP ETF (IWR)	$149 980	4,000 00	$599,920 00	$420,476.00	$179,444 00		$7,884 00	1 3%	6 2%
SPDR DOW JONES REIT ETF (RWR)	71 270	5,000 00	356,350 00	365,051 00	(8,701.00)		12,085 00	3 4%	3 7%
Total Mid Cap			**$956,270.00**	**$785,527.00**	**$170,743.00**		**$19,969.00**	**2.1%**	**9.9%**
Equity Securities - Small Cap									
MFC ISHARES TR CORE S&P SMALL-CAP ETF (IJR)	$109.210	4,000 00	$436,840 00	$292,788 80	$144,051 20		$4,372 00	1.0%	4 5%
Total Small Cap			**$436,840.00**	**$292,788.80**	**$144,051.20**		**$4,372.00**	**1.0%**	**4.5%**
Equity Securities - International Developed									
MFC ISHARES TR MSCI EAFE ETF (EFA)	$67.060	32,000 00	$2,145,920.00	$1,650,041 60	$495,878 40		$54,496 00	2 5%	22 1%
Total Europe, Australia, and Far East Region - USD			**$2,145,920.00**	**$1,650,041.60**	**$495,878.40**		**$54,496.00**	**2.5%**	**22.1%**
MFC SPDR INDEX SHS FDS DOW JONES INTL REAL ESTATE ETF (RWX)	41 200	9,000.00	370,800 00	373,680 00	(2,880 00)	7,736 13	16,821.00	4 5%	3.8%
MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF (VEU)	50 730	8,585 00	435,517 05	421,522 64	13,994.41		11,589 75	2 7%	4.5%

Continued on next page.

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total International Region - USD			$806,317.05	$795,202.64	$11,114.41	$7,736.13	$28,410.75	3.5%	8.3%
Total International Developed			$2,952,237.05	$2,445,244 24	$506,992.81	$7,736.13	$82,906.75	2.8%	30.4%
Equity Securities - International Emerging									
MFC VANGUARD FTSE EMERGING MKTS ETF (VWO)	$41.140	29,000 00	$1,193,060.00	$1,192,112.00	$948 00		$32,625 00	2 7%	12 3%
Total Emerging Markets Region - USD			$1,193,060.00	$1,192,112.00	$948.00		$32,625.00	2.7%	12.3%
Total International Emerging			$1,193,060.00	$1,192,112.00	$948.00		$32,625.00	2.7%	12.3%
Total Equity Securities			$9,699,022.15	$7,772,245.04	$1,926,777.11	$29,821.16	$215,370.78	2.2%	100.0%

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
2014 FANNIE MAE NT 3 0% DUE 09-16-2014 BEO (FNMAB)	$102.041	100,000 00 Aaa	$102,041 10	$101,192.70	$848 40	$875 00	$3,000 00	2 9% 0 1%	3 7%
FNMA PREASSIGN 1 25% DUE 02-27-2014 REG (FNMAB)	100 171	50,000 00 Aaa	50,085 50	50,218 30	(132 80)	215.27	625 00	1.2% 0 2%	1.8%
2015 CREDIT SUISSE FIRST BOSTON USA INC 4 875% DUE 01-15-2015 BEO	104 478	50,000 00 A1	52,239.00	52,508 00	(269 00)	1,123 95	2,437.50	4 7% 0 6%	1 9%
FNMA 1 625% DUE 10-26-2015 REG (FNMAB)	102.185	50,000 00 Aaa	51,092.55	50,201 60	890 95	146 70	812.50	1 6% 0 4%	1 9%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2016 AMERICAN EXPRESS CR CORP MEDIUM TERM NTSBOOK ENTRY TRANCHE # TR 00075 2 8% DUE 09-19-2016 (MTN1)	104.488	30,000.00 A2	31,346 40	29,975.10	1,371.30	237.99	840 00	2.7% 1 1%	1 1%
AMGEN INC 2 3% DUE 06-15-2016 REG	103.103	30,000.00 Baa1	30,930 81	30,003 48	927 33	30.66	690 00	2 2% 1.0%	1 1%
JPMORGAN CHASE & CO 3 45% DUE 03-01-2016REG	104.885	20,000.00 A3	20,976.90	20,002 60	974 30	230 00	690.00	3 3% 1 2%	0 8%
UNITEDHEALTH GROUP INC 1 875% DUE 11-15-2016 REG	102 082	25,000 00 A3	25,520 57	24,779 50	741.07	59 89	468 75	1 8% 1 1%	0 9%
3M CO 1 375% DUE 09-29-2016 REG	101 488	35,000 00 Aa2	35,520 62	34,763 94	756 68	122 98	481 25	1 4% 0 8%	1 3%
2017 BERKSHIRE HATHAWAY INC DEL 1 9% DUE 01-31-2017 REG	102 302	25,000 00 Aa2	25,575 40	24,998 75	576 65	199 23	475.00	1.9% 1 1%	0 9%
COLGATE-PALMOLIVE CO MEDIUM TERM NTS BOOTRANCHE # TR 00094 1 3% DUE 01-15-2017/11-08-2011 (MTN1)	99 804	25,000 00 Aa3	24,951 02	24,865 50	85 52	149.86	325 00	1 3% 1 4%	0 9%
2018 COCA COLA CO 1 65% DUE 03-14-2018 BEO	99 211	25,000 00 Aa3	24,802 62	24,941 75	(139 13)	122.60	412 50	1 7% 1 8%	0 9%
2019 ORACLE CORP 5 0% DUE 07-08-2019/07-08-2009 REG	113 209	25,000 00 A1	28,302 15	26,408 50	1,893 65	600.69	1,250.00	4 4% 2 4%	1 0%
2020 GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4 375% DUE 09-16-2020 (MTN1)	108 379	30,000 00 A1	32,513 67	29,765.10	2,748 57	382 81	1,312 50	4 0% 3 0%	1 2%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
HEWLETT PACKARD CO 3 75% DUE 12-01-2020 REG	99 782	30,000 00 Baa1	29,934 54	30,194 41	(259 87)	93.75	1,125 00	3 8% 3 8%	1 1%
UNITED TECHNOLOGIES CORP 4 5% DUE 04-15-2020/02-26-2010 REG	108 792	25,000 00 A2	27,198 05	24,875 25	2,322 80	237.50	1,125.00	4 1% 3 0%	1 0%
WAL-MART STORES INC 3 625% DUE 07-08-2020 REG	104 785	25,000 00 Aa2	26,196.30	24,977.00	1,219 30	435 50	906.25	3 5% 2 8%	1.0%
2021 ARCHER DANIELS MIDLAND CO 4 479% DUE 03-01-2021 REG	105 141	25,000 00 A2	26,285 32	25,182 25	1,103 07	373 25	1,119.75	4 3% 3 7%	1 0%
DANAHER CORP 3 9% DUE 06-23-2021/06-23-2011 REG	103 467	25,000 00 A2	25,866 82	24,993 75	873 07	21 66	975.00	3 8% 3 4%	0 9%
DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOK3 15% DUE 10-15-2021 (MTN1)	98 598	30,000 00 A2	29,579 28	29,864 70	(285 42)	199 50	945 00	3 2% 3.4%	1 1%
JPMORGAN CHASE & CO 4 35% DUE 08-15-2021REG	105 392	25,000 00 A3	26,348 00	24,983 75	1,364 25	410 83	1,087 50	4 1% 3 5%	1 0%
MERCK & CO INC NEW 3 875% DUE 01-15-2021/12-10-2010 REG	105.473	25,000 00 A2	26,368 22	24,897 50	1,470.72	446 70	968 75	3 7% 3 0%	1.0%
MORGAN STANLEY 5 75% DUE 01-25-2021 REG	113 126	40,000.00 Baa2	45,250 56	40,429 99	4,820 57	996 66	2,300.00	5 1% 3 6%	1 6%
TOYOTA MTR CR CORP 3 4% 09-15-2021 (MTN1)	101 518	30,000.00 Aa3	30,455 37	29,924.40	530 97	300 33	1,020 00	3 3% 3 2%	1.1%
2022 AT&T INC 3 0% DUE 02-15-2022 REG	94 215	25,000 00 A3	23,553 85	24,961 25	(1,407 40)	283 33	750 00	3 2% 3 8%	0.9%
GOLDMAN SACHS GROUP INC 5 75% DUE 01-24-2022 REG	112.569	25,000 00 Baa1	28,142 20	24,966 25	3,175 95	626 90	1,437 50	5 1% 3 9%	1 0%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
MCDONALDS CORP 2 625% DUE 01-15-2022 REG	95 299	30,000 00 A2	28,589 70	29,576 40	(986 70)	363 12	787 50	2 8% 3 3%	1 0%
NUCOR CORP 4 125% DUE 09-15-2022/09-21-2010 REG	100.426	30,000 00 Baa1	30,127 65	29,958 60	169 05	364 37	1,237 50	4 1% 4 1%	1 1%
PRAXAIR INC 2 45% DUE 02-15-2022	91 928	25,000 00 A2	22,981 90	24,898 50	(1,916 60)	231 38	612 50	2 7% 3 6%	0 8%
PROCTER & GAMBLE CO 2 3% DUE 02-06-2022 REG	93 724	25,000 00 Aa3	23,431 07	24,823 00	(1,391 93)	231 59	575 00	2 5% 3 2%	0 9%
TARGET CORP 2 9% DUE 01-15-2022 REG	95 926	40,000 00 A2	38,370 28	39,745 20	(1,374.92)	534 88	1,160 00	3 0% 3 5%	1 4%
U S BANCORP MEDIUM TERM NTS- BOOK ENTRY TRANCHE # TR 00171 3 0% DUE 03-15-2022 (MTN1)	96 697	25,000 00 A1	24,174 27	24,982 50	(808 23)	220 83	750 00	3 1% 3 5%	0 9%
VIRGINIA ELEC & PWR CO 2 95% DUE 01-15-2022	96 614	25,000 00 A3	24,153 57	24,939 75	(786.18)	340 06	737.50	3.1% 3.4%	0 9%
WELLS FARGO & CO 3 5% DUE 03-08-2022 REG	100 026	30,000 00 A2	30,007.92	29,934.60	73 32	329.58	1,050 00	3 5% 3 5%	1 1%
2038									
GNMA POOL #782520 5 5% DUE 12-15-2038 BEO (GNMA)	110 031	10,112 43 Aaa	11,126 80	11,341 71	(214 91)	46 34	556 18	5 0% 4 8%	0 4%
Funds									
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL (PHIYX)	9 610	104,712 37	1,006,285.87	1,000,003 14	6,282 73		59,895 48	6 0%	36 5%
Total Corporate/ Government			**$2,120,325.85**	**$2,095,078.72**	**$25,247.13**	**$11,585.69**	**$94,941.41**	**4.5%**	**77.0%**

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Northern Trust

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - High Yield									
Funds MFO FRANKLIN INVS SECS TR FLTG RATE DAILY ACCESS FD ADVISOR (FDAAX)	$9.210	32,573.29	$300,000 00	$300,000 00	$0 00		$11,433 22	3 8%	10.9%
Total High Yield			**$300,000.00**	**$300,000.00**	**$0.00**		**$11,433.22**	**3.8%**	**10.9%**
Fixed Income Securities - International Developed									
2015 WESTPAC BKG CORP 3 0% DUE 12-09-2015 REG	$104 288	25,000 00 Aa2	$26,071 92	$24,973 50	$1,098 42	$45 83	$750 00	2 9% 0 8%	0 9%
2017 BHP BILLITON FIN USA LTD 1 625% DUE 02-24-2017 REG	100.271	25,000 00 A1	25,067 75	24,932 00	135 75	143.31	406 25	1 6% 1.5%	0 9%
Total Australia - USD			**$51,139.67**	**$49,905.50**	**$1,234.17**	**$189.14**	**$1,156.25**	**2.3%**	**1.9%**
2015 ROYAL BK CDA GLOBAL MEDIUM TERM SR BK NTS BOOK ENTRY TRANCHE # TR 1 15% DUE 03-13-2015 (MTN1)	100 828	25,000 00 Aa3	25,207 05	24,992 00	215 05	86 25	287 50	1 1% 0 5%	0.9%
2016 HYDRO-QUEBEC GTD GLOBAL NT 2 0% DUE 06-30-2016 REG	102 680	25,000.00 Aa2	25,670 00	24,995.25	674 75	1 38	500 00	1 9% 0 9%	0 9%
2017 BANK MONTREAL MEDIUM TERM SENIOR NTS BOOK ENTRY TRANCHE # TR 743 DTD 1-11-12 2 5% 1-11-17 (MTN1)	103 009	25,000 00 Aa3	25,752 25	24,948 75	803.50	295 13	625 00	2 4% 1 5%	0 9%

Continued on next page.

Northern Trust

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
BANK NOVA SCOTIA B C 2 55% DUE 01-12-2017 REG	103 711	25,000 00 Aa2	25,927 80	24,950 00	977 80	299 27	637.50	2 5% 1 3%	0.9%
Total Canada - USD			**$102,557.10**	**$99,886.00**	**$2,671.10**	**$682.03**	**$2,050.00**	**2.0%**	**3.7%**
2016 BNP PARIBAS / BNP PARIBAS US MEDIUM TERMNT PROGRAM LLC MEDIUM TERM SR NTS BOOK ENTRY 3 6% DUE 02-23-2016 REG	105 282	25,000 00 A2	26,320 37	24,981.75	1,338 62	320.00	900 00	3 4% 1 1%	1 0%
2017 TOTAL CAPITAL INTL SA 1 5% DUE 02-17-2017 BEO	100.183	45,000 00 Aa1	45,082 21	44,496 80	585 41	251 24	675 00	1 5% 1 4%	1 6%
Total France - USD			**$71,402.58**	**$69,478.55**	**$1,924.03**	**$571.24**	**$1,575.00**	**2.2%**	**2.6%**
2022 STATOIL ASA 3 15% DUE 01-23-2022 REG	97 658	25,000 00 Aa2	24,414 52	24,957 50	(542 98)	345 62	787 50	3 2% 3.5%	0 9%
Total Norway - USD			**$24,414.52**	**$24,957.50**	**($542.98)**	**$345.62**	**$787.50**	**3.2%**	**0.9%**
2015 ROYAL BK SCOTLAND PLC 4 875% DUE 03-16-2015 REG	104.559	25,000 00 A3	26,139 75	26,220 00	(80 25)	355 46	1,218 75	4 7% 1 1%	0 9%
2016 ABBEY NATL TREAS SVCS PLC 4 0% DUE 04-27-2016/04-27-2011 REG	106 179	30,000 00 A2	31,853 82	30,106 20	1,747 62	213 33	1,200.00	3 8% 1 3%	1 2%
2022 HSBC HLDGS PLC 4 0% DUE 03-30-2022 REG	102 785	25,000 00 Aa3	25,696 22	24,837 00	859 22	252 77	1,000 00	3 9% 3 6%	0 9%
Total United Kingdom - USD			**$83,689.79**	**$81,163.20**	**$2,526.59**	**$821.56**	**$3,418.75**	**4.1%**	**3.0%**
Total International Developed			**$333,203.66**	**$325,390 75**	**$7,812.91**	**$2,609 59**	**$8,987.50**	**2.7%**	**12.1%**

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Fixed Income Securities			$2,753,529.51	$2,720,469.47	$33,060.04	$14,195.28	$115,362.13	4.2%	100.0%

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities									
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	$34 310	22,315 00	$765,627 65	$789,590 93	($23,963 28)	$15,512 94	$15,508 93	2 0%	100 0%
Total Global Region - USD			$765,627.65	$789,590.93	($23,963.28)	$15,512.94	$15,508.93	2.0%	100.0%
Total Commodities			$765,627.65	$789,590.93	($23,963.28)	$15,512.94	$15,508.93	2.0%	100.0%
Total Commodities			$765,627.65	$789,590.93	($23,963.28)	$15,512.94	$15,508.93	2.0%	100.0%

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Other Assets - Other Assets									
&&& MAIER SIEBEL BABER FUNDS REIT V****		1,000 00	$204,740 00	$368,901 00	($164,161 00)				100 0%
Total Other Assets			$204,740.00	$368,901.00	($164,161.00)				100.0%
Total Other Assets			$204,740.00	$368,901.00	($164,161.00)				100.0%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FDS MUN MONEY MKT FD									
PRINCIPAL CASH	$1 000	153,849 88	$153,849 88	$153,849 88	$0 00				
INCOME CASH	1 000	43,552.89	43,552 89	43,552 89	0 00				
Total Cash			$197,402.77	$197,402.77	$0.00	$6.62	$19.74	0.0%	
Total Cash and Short Term Investments			$197,402.77	$197,402.77	$0.00	$6.62	$19.74	0.0%	
Total Portfolio			$13,620,322.08	$11,848,609.21	$1,771,712.87	$59,536.00	$346,261.58	2.5%	
Total Accrual			$59,536.00						
Total Value			$13,679,858.08						

****** Informational Only Asset - asset not held in the account, but held by client or another custodian; not an asset of the account for purposes of the account agreement. See Glossary.**

Northern Trust

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
MICHAEL J MCGLYNN 630 INDIAN MOUND STREET UNIT 102 WAYZATA, MN 55391	DIRECTOR
THOMAS P MCGLYNN 3980 DAHL ROAD ORONO, MN 55364	DIRECTOR
DANIEL J MCGLYNN 3090 NORTHSHORE DRIVE ORONO, MN 55391	DIRECTOR
MOLLY MCGLYNN VARLEY 226 SOUTH GROTTO STREET ST PAUL, MN 55105	DIRECTOR

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF GREATER TWIN CITIES PO BOX 2949 MINNEAPOLIS, MN 55402-0949	N/A PC	CHARITABLE GIFT	102,000.
BAY LAKE IMPROVEMENT ASSOCIATION 121 WESTWOOD LANE WAYZATA, MN 55391-1532	N/A PC	CHARITABLE GIFT	5,000.
BASILICA OF ST.MARY P.O.BOX 50010 MINNEAPOLIS, MN 55405	N/A PC	CHARITABLE GIFT	7,500
CHURCH OF THE ASCENSION 1723 BRYANT AVENUE NORTH MINNEAPOLIS, MN 55411	N/A PC	CHARITABLE GIFT	7,500.
ST.JOHN'S UNIVERSITY P.O.BOX 7222 COLLEGEVILLE, MN 56321	N/A PC	CHARITABLE GIFT	101,000.
BE THE MATCH FOUNDATION 3001 BROADWAY STREET N.E. SUITE 100 MINNEAPOLIS, MN 55413	N/A PC	CHARITABLE GIFT	32,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DE LA SALLE HIGH SCHOOL 1 DE LA SALLE DRIVE MINNEAPOLIS, MN 55401	N/A PC	CHARITABLE GIFT	25,000
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613	N/A PC	CHARITABLE GIFT	20,500.
GROVE CITY COLLEGE 100 CAMPUS DRIVE GROVE CITY, PA 16127	N/A PC	CHARITABLE GIFT	
HAZELDEN FOUNDATION P.O BOX 11 CENTER CITY, MN 55012	N/A PC	CHARITABLE GIFT	15,000.
MAYO FOUNDATION 200 FIRST STREET SW ROCHESTER, MN 55905	N/A PC	CHARITABLE GIFT	10,000.
THE COLLEGE OF ST. CATHERINE 2004 RANDOLPH AVENUE ST PAUL, MN 55105	N/A PC	CHARITABLE GIFT	50,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLLEGE OF SAINT BENEDICT 37 COLLEGE AVENUE SOUTH SAINT JOSEPH, MN 55411	N/A PC	CHARITABLE GIFT	90,000.
RISEN CHRIST CATHOLIC SCHOOL 1120 E 37TH ST. MINNEAPOLIS, MN 55407	N/A PC	CHARITABLE GIFT	7,500.
HAMMER RESIDENCES, INC. 1909 WAYZATA BLVD E WAYZATA, MN 55391	N/A PC	CHARITABLE GIFT	2,500.
MISERICORDIA 6300 NORTH RIDGE CHICAGO, IL 60660	N/A PC	CHARITABLE GIFT	2,500.
FAIRVIEW FOUNDATION 2344 ENERGY PARK DR. ST. PAUL, MN 55108	N/A PC	CHARITABLE GIFT	5,000.
ART BUDDIES 110 N 5TH ST. MINNEAPOLIS, MN 55403	N/A PC	CHARITABLE GIFT	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MICROGRANTS 1035 EAST FRANKLIN AVE MINNEAPOLIS, MN 55404	N/A PC	CHARITABLE GIFT	4,000.
ANIMAL HUMANE SOCIETY 1115 BEULAH LN. ST. PAUL, MN 55108	N/A PC	CHARITABLE GIFT	5,000.
LITTLE SISTERS OF THE POOR 330 EXCHANGE ST S ST. PAUL, MN 55102	N/A PC	CHARITABLE GIFT	20,000.
CHURCH OF SAINT CECILIA 2357 BAYLESS PL. ST. PAUL, MN 55114	N/A PC	CHARITABLE GIFT	5,000.
FEED MY STARVING CHILDREN 401 93RD AVE NW COON RAPIDS, MN 55433	N/A PC	CHARITABLE GIFT	9,000.
GLENNA KOHL FUND FOR HOPE P.O. BOX 171 MARSTONS MILLS, MA 02648	N/A PC	CHARITABLE GIFT	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUTISM SPEAKS 1 EAST 33RD STREET NEW YORK, NY 10016	N/A PC	CHARITABLE GIFT	1,000.
AMERICAN HEART ASSOCIATION 4701 W 77TH ST EDINA, MN 55435	N/A PC	CHARITABLE GIFT	1,000
SHARE OUR STRENGTH 1030 15TH STREET NW, STE 1100 W WASHINGTON, DC 20005	N/A PC	CHARITABLE GIFT	1,000.
CHILDREN'S FOUNDATION 2910 CENTRE POINTE DR ST PAUL, MN 55113	N/A PC	CHARITABLE GIFT	16,000.
WIGGLE YOUR TOES FOUNDATION PO BOX 385141 BLOOMINGTON, MN 55438	N/A PC	CHARITABLE GIFT	3,000.
BETHLEHEM ACADEMY 105 3RD AVE SW FARIBAULT, MN 55021	N/A PC	CHARITABLE GIFT	10,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRECK SCHOOL 123 OTTAWA AVE N GOLDEN VALLEY, MN 55422	N/A PC	CHARITABLE GIFT	15,000.
COMMON BOND COMMUNITIES 328 KELLOGG BLVD W ST PAUL, MN 55102	N/A PC	CHARITABLE GIFT	15,000
CHRISTO REY JESUIT HIGH SCHOOL 2924 S 4TH AVE MINNEAPOLIS, MN 55408	N/A PC	CHARITABLE GIFT	5,000.
ZENON DANCE ACADEMY 528 HENNEPIN AVE MINNEAPOLIS, MN 55403	N/A PC	CHARITABLE GIFT	5,000.
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK STREET SE, STE 500 MINNEAPOLIS, MN 55455-2010	N/A PC	CHARITABLE GIFT	5,000.
GROWING IN FAITH CAMPAIGN 226 SUMMIT AVE SAINT PAUL, MN 55102	N/A PC	CHARITABLE GIFT	50,000.
		TOTAL CONTRIBUTIONS PAID	655,000.

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: MCGLYNN FAMILY FOUNDATION

Employer identification number: 41-1784157

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	30,404.	30,578.		-174.
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	-174.

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	1,129,142.	1,034,990.		94,152.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
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	108.
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	94,260.

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			-174.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			94,260.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			5,297.
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			94,086.

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	

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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: MCGLYNN FAMILY FOUNDATION

Social security number or taxpayer identification number: 41-1784157

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.

[X] **(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)
NORTHERN TRUST #23-45740 (SEE ATT	VARIOUS	VARIOUS	30,404.	30,578.			-174.
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)▶			30,404.	30,578.			-174.

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.

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
MCGLYNN FAMILY FOUNDATION	41-1784157

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

[X] **(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)
NORTHERN TRUST #23-45740 (SEE ATTA	VARIOUS	VARIOUS	1,102,912.	1,014,231.			88,681.
NORTHERN TRUST #23-45740 (SEE ATTA	VARIOUS	VARIOUS	26,230.	20,759.			5,471.
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) ▶			1,129,142.	1034990.			94,152.

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 **8868** (Rev January 2014)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MCGLYNN FAMILY FOUNDATION	Employer identification number (EIN) or 41-1784157
	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 680	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WAYZATA, MN 55391	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ NORTHERN TRUST BANK, FSB

Telephone No ▶ 612 336-7000 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [X] calendar year 20 13 or
▶ [ ] tax year beginning ____________, 20 ___, and ending ____________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 10,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 2,000.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 8,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions