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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ 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 , and ending

Name of foundation: OAK GROVE FOUNDATION

A Employer identification number: 41-1913047

Number and street (or P O box number if mail is not delivered to street address): 90 S. 7TH STREET, SUITE 5100 | Room/suite:

B Telephone number (see instructions): (612) 667-1784

City or town: MINNEAPOLIS | State: MN | ZIP code: 55402

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,069,939

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	301,186			
	2	Check ▶☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	40,703	40,293		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	292,784			
	b	Gross sales price for all assets on line 6a 665,973				
	7	Capital gain net income (from Part IV, line 2)		292,784		
	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)	1,141	1,141		
	12	**Total.** Add lines 1 through 11	635,814	334,218	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,125	887		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	14,231	10,662		3,569
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,356	11,549	0	3,569
	25	Contributions, gifts, grants paid	173,900			173,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	193,256	11,549	0	177,469
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	442,558			
	b	**Net investment income** (if negative, enter -0-)		322,669		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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P 25

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	41,019	63,052	63,052
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	961,396	1,177,755	2,006,887
	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)	1,002,415	1,240,807	2,069,939
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,002,415	1,240,807	
	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)	1,002,415	1,240,807	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,002,415	1,240,807	

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	1,002,415
2	Enter amount from Part I, line 27a	2	442,558
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	49,536
4	Add lines 1, 2, and 3	4	1,494,509
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	253,702
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,240,807

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 Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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				0
b				0
c				0
d				0
e				0

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	292,784
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	188,281	1,296,229	0 145253
2011	207,888	1,184,246	0 175545
2010	185,467	1,068,542	0 173570
2009	185,388	938,598	0.197516
2008	184,431	1,269,680	0 145258

2	Total of line 1, column (d)	2	0 837142
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	0.167428
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,776,572
5	Multiply line 4 by line 3	5	297,448
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,227
7	Add lines 5 and 6	7	300,675
8	Enter qualifying distributions from Part XII, line 4	8	177,469

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	6,453
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	6,453
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	6,453
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,999		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,999
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,454
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	0

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	N/A	
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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933

Located at ▶ PO Box 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ▶ 94163

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

			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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 ▶ 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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CHRISTINE A MORRISON 234 SOUTH EDGEWOOD AVE WAYATA, MN 55391	PRESIDENT 1.00			
JOHN L MORRISON 234 SOUTH EDGEWOOD AVE WAYATA, MN 55391	VICE PRESIDENT 1 00			

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 ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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	1,708,420
b	Average of monthly cash balances	1b	95,206
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,803,626
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	1,803,626
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	27,054
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,776,572
6	**Minimum investment return.** Enter 5% of line 5	6	88,829

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	88,829
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,453		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,453
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	82,376
4	Recoveries of amounts treated as qualifying distributions			4	5,600
5	Add lines 3 and 4			5	87,976
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	87,976

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	177,469
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	177,469
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	177,469

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				87,976
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____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 — 121,535				
b	From 2009 — 140,240				
c	From 2010 — 136,820				
d	From 2011 — 152,116				
e	From 2012 — 126,429				
f	**Total** of lines 3a through e	677,140			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 177,469				
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				87,976
e	Remaining amount distributed out of corpus	89,493			
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	766,633			
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				
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			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	121,535			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	645,098			
10	Analysis of line 9:				
a	Excess from 2009 — 140,240				
b	Excess from 2010 — 136,820				
c	Excess from 2011 — 152,116				
d	Excess from 2012 — 126,429				
e	Excess from 2013 — 89,493				

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

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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . . ▶ **3a**				173,900
b *Approved for future payment*				
NONE				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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					
4 Dividends and interest from securities			14	40,703	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	292,784	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a FUND EARNINGS			14	1,141	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		334,628	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	334,628

(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)
	Not Applicable

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
		Not Applicable	

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 | Date 4/25/14 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		4/21/2014		P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP | Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777 | Phone no 412-355-6000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
OAK GROVE FOUNDATION	41-1913047

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
OAK GROVE FOUNDATION	41-1913047

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHRISTINE A MORRISON 234 SOUTH EDGEWOOD AVENUE WAYZATA MN 55391 Foreign State or Province Foreign Country	$ 149,703	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	JOHN L MORRISON 234 SOUTH EDGEWOOD AVENUE WAYZATA MN 55391 Foreign State or Province Foreign Country	$ 151,483	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
OAK GROVE FOUNDATION	41-1913047

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS SHARES OF STOCK	$ 111,113	11/27/2013
2	VARIOUS SHARES OF STOCK	$ 151,483	11/27/2013
1	VARIOUS SHARES OF STOCK	$ 38,590	12/17/2013
		$	
		$	
		$	

Name of organization	Employer identification number
OAK GROVE FOUNDATION	41-1913047

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

NAME: OAK GROVE FOUNDATION
EIN: 41-1913047

John L Morrison Rev Trust M/A

27-Nov

		Shares		Value of gift
11/27/2013	Bemis Inc.	750	$	29,366.25
	Exxon Mobil	447	$	41,995.65
	Exxon Mobil	134	$	12,589.30
	Exxon Mobil	200	$	18,790.00
	Honeywell	100	$	8,905.00
	Merck	100	$	4,973.00
	Northern Trust	200	$	11,744.00
	USBancorp	250	$	9,840.00
	3M	100	$	13,279.50
			$	151,482.70

27-Nov

Christine A Morrison Rev Trust M/A

11/27/2013	Bemis Inc.	1000	$	39,155.00
	BHP Billion Ltd ADR	50	$	3,404.50
	Exxon Mobil	150	$	14,092.50
	McDonalds	125	$	12,163.13
	USBancorp	500	$	19,680.00
	SPDR S&P 500 ETF Tr	100	$	18,094.50
	SPDR S&P 500 ETF Tr	25	$	4,523.63
12/17/2013	McDonalds	200	$	18,985.00
	USBancorp	500	$	19,605.00
			$	149,703.25

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
PLANNED PARENTHOOD OF MN				
Street				
1200 LAGOON AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55408		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

Name				
ABBOTT NORTHWESTERN HOSPITAL FOUNDATION				
Street				
800 EAST 28TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55407		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				20,500

Name				
THE BLAKE SCHOOL				
Street				
511 KENWOOD PKWY				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55403		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				53,000

Name				
GUTHRIE THEATRE FOUNDAITON				
Street				
818 SOUTH 2ND STREET				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55415		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
HARVARD BUSINESS SCHOOL				
Street				
SOLDIERS FIELD				
City	**State**	**Zip Code**	**Foreign Country**	
BOSTON	MA	02163		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
SCIENCE MUSEUM OF MINNESOTA				
Street				
120 KELLOGG BLVD W				
City	**State**	**Zip Code**	**Foreign Country**	
ST PAUL	MN	55102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
MINNEAPOLIS INSTITUTE OF ARTS	2400 3RD AVE S	MINNEAPOLIS	MN	55404		NONE	PC	GENERAL SUPPORT GRANT	3,000
TWIN CITIES PUBLIC TELEVISION	172 4TH ST E	ST PAUL	MN	55101		NONE	PC	GENERAL SUPPORT GRANT	3,000
PAGE EDUCATION FOUNDATION	PO BOX 581254	MINNEAPOLIS	MN	55458		NONE	PC	GENERAL SUPPORT GRANT	500
FRIENDS OF ALTA	10201 UTAH 210	SANDY	UT	84092		NONE	PC	GENERAL SUPPORT GRANT	100
SMITH COLLEGE	SMITH COLLEGE	NORTHAMPTON	MA	01063		NONE	PC	GENERAL SUPPORT GRANT	6,000
LOTUSLAND	COLD SPRING RD	MONTECITO	CA	93108		NONE	PC	GENERAL SUPPORT GRANT	100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
WALKER ART CENTER	1750 HENNEPIN AVE	MINNEAPOLIS	MN	55403		NONE	PC	GENERAL SUPPORT GRANT	300
TUFTS COLLEGE	419 BOSTON AVE	MEDORD	MA	02155		NONE	PC	GENERAL SUPPORT GRANT	1,000
THE NATURE CONSERVANCY	4245 NORTH FAIRFAX DRIVE	ARLINGTON	VA	22203		NONE	PC	GENERAL SUPPORT GRANT	1,000
YALE UNIVERSITY	PO BOX 208232	NEW HAVEN	CT	06520		NONE	PC	GENERAL SUPPORT GRANT	5,000
MIXED BLOOD THEATER	1501 S 4TH ST	MINNEAPOLIS	MN	55454		NONE	PC	GENERAL SUPPORT GRANT	600
WASHBURN CENTER FOR CHILDREN	2430 NICOLLET AVE	MINNEAPOLIS	MN	55404		NONE	PC	GENERAL SUPPORT GRANT	10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
COLLEGE POSSIBLE	540 FAIRVIEW AVE NORTH	ST PAUL	MN	55104		NONE	PC	GENERAL SUPPORT GRANT	2,500
GEORGE W BUSH PRESIDENTIAL CENTER	2943 SMU BLVD	DALLAS	TX	75205		NONE	PC	GENERAL SUPPORT GRANT	5,000
PHILLIPS ACADEMY	180 MAIN ST	ANDOVER	MA	01810		NONE	PC	GENERAL SUPPORT GRANT	1,500
MINNESOTA PUBLIC RADIO	480 CEDAR STREET	SAINT PAUL	MN	55101		NONE	PC	GENERAL SUPPORT GRANT	1,000
MILKWEED EDITIONS	1011 WASHINGTON AVE SOUTH	MINNEAPOLIS	MN	55415		NONE	PC	GENERAL SUPPORT GRANT	15,000
MINNESOTA CHILDRENS MUSEUM	10 7TH ST W	ST PAUL	MN	55102		NONE	PC	GENERAL SUPPORT GRANT	200

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
CHILDRENS HEARTLINK				
Street				
5075 ARCADIA AVE				
City	**State**	**Zip Code**	**Foreign Country**	
EDINA	MN	55436		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
GREATER TWIN CITIES UNITED WAY				
Street				
404 S 8TH ST				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55404		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				15,000

Name				
PCI MEDIA IMPACT				
Street				
777 UNITED NATIONS PLAZA				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10017		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
BOYS & GIRLS CLUB OF THE TWIN CITIES				
Street				
690 JACKSON ST				
City	**State**	**Zip Code**	**Foreign Country**	
ST PAUL	MN	55130		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
ALINA HEALTH SYSTEM				
Street				
PO BOX 43				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55440		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
INTERFAITH OUTREACH & COMMUNITY PARTNER				
Street				
1605 COUNTRY ROAD 101				
City	**State**	**Zip Code**	**Foreign Country**	
PLYMOUTH	MN	55447		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
HAZELDEN FOUNDATION				
Street				
680 STEWART AVE				
City	**State**	**Zip Code**	**Foreign Country**	
ST PAUL	MN	55102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
MENTORING PARTNERSHIP OF MINNESOTA				
Street				
81 S 9TH ST				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55402		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
BOLDER OPTIONS				
Street				
2100 STEVENS AVE				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55404		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,200

Name				
MICROGRANTS				
Street				
1035 EAST FRANKLIN AVE				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55404		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
OPPORTUNITY INTERNATIONAL				
Street				
2122 YORK ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
OAK BROOK	IL	60523		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
PROJECT FOR PRIDE IN LIVING				
Street				
1035 EAST FRANKLIN AVE				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55404		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				300

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
TWIN CITIES RISE				
Street				
800 N WASHINGTON AVE				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55401		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,200

Name				
UNITED WAY OF SANTA BARBARA				
Street				
320 E. GUTIERREZ ST				
City	**State**	**Zip Code**	**Foreign Country**	
SANTA BARBARA	CA	93101		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
YWCA OF MINNEAPOLIS				
Street				
1130 NICOLLET MALL				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55403		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				11,200

Name				
YMCA TWIN CITIES				
Street				
2125 E HENNEPIN AVE				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55413		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,200

Name				
WOMENS FOUNDATION OF MINNESOTA				
Street				
105 5TH AVE S				
City	**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS	MN	55401		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
WOMEN VENTURE				
Street				
220 5TH AVE				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10001		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	1,443
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	665,973	373,189	292,784
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AMERICAN EXPRESS CO	025816109			3/2/2012		9/11/2013	1,936	1,383				0	553
2	X	AMERICAN EXPRESS CO	025816109			3/2/2012		10/10/2013	2,947	2,127				0	820
3	X	AMPHENOL CORP CL A	032095101			6/20/2012		9/11/2013	1,554	1,137				0	417
4	X	AMPHENOL CORP CL A	032095101			6/20/2012		11/11/2013	977	682				0	295
5	X	APACHE CORP	037411105			8/2/2012		9/11/2013	863	829				0	34
6	X	APPLE INC	037833100			3/9/2010		9/11/2013	938	446				0	492
7	X	APPLE INC	037833100			3/9/2010		11/11/2013	520	223				0	297
8	X	BAXTER INTL INC	071813109			7/20/2012		9/11/2013	144	112				0	32
9	X	BAXTER INTL INC	071813109			7/24/2012		9/11/2013	144	110				0	34
10	X	BAXTER INTL INC	071813109			6/5/2012		9/11/2013	1,439	1,005				0	434
11	X	BAXTER INTL INC	071813109			6/5/2012		10/10/2013	1,311	1,005				0	306
12	X	BAXTER INTL INC	071813109			10/6/2010		11/11/2013	2,606	1,942				0	664
13	X	BEMIS INC	081437105			1/16/1990		10/9/2013	9,560	2,134				0	7,426
14	X	BEMIS INC	081437105			1/16/1990		10/9/2013	19,120	4,269				0	14,851
15	X	BERKSHIRE HATHAWAY INC	084670702			10/6/2010		9/11/2013	2,043	1,502				0	541
16	X	BERKSHIRE HATHAWAY INC	084670702			10/6/2010		11/11/2013	6,030	4,339				0	1,691
17	X	BHP BILLITON LIMITED - ADR	088606108			2/17/2006		11/11/2013	1,067	546				0	521
18	X	BHP BILLITON LIMITED - ADR	088606108			10/17/2007		11/11/2013	356	415				0	-59
19	X	BHP BILLITON LIMITED - ADR	088606108			12/11/2003		11/11/2013	4,979	1,191				0	3,788
20	X	BLACKROCK INC	09247X101			6/20/2012		9/11/2013	1,317	880				0	437
21	X	BLACKROCK INC	09247X101			6/20/2012		11/11/2013	2,706	1,583				0	1,123
22	X	BAXTER INTL INC	071813109			10/6/2010		10/10/2013	1,639	1,214				0	425
23	X	CNOOC - CHINA NATIONAL O	126132109			3/30/2010		7/9/2013	2,201	2,175				0	26
24	X	CNOOC - CHINA NATIONAL O	126132109			3/30/2010		7/9/2013	169	167				0	2
25	X	CNOOC - CHINA NATIONAL O	126132109			3/29/2010		7/10/2013	667	665				0	2
26	X	CNOOC - CHINA NATIONAL O	126132109			3/31/2010		7/10/2013	2,168	2,155				0	13
27	X	CNOOC - CHINA NATIONAL O	126132109			3/29/2010		7/10/2013	167	166				0	1
28	X	CNOOC - CHINA NATIONAL O	126132109			3/30/2010		7/10/2013	167	167				0	0
29	X	CNOOC - CHINA NATIONAL O	126132109			3/31/2010		7/10/2013	334	332				0	2
30	X	CSX CORP	126408103			10/6/2010		9/11/2013	858	624				0	234
31	X	CAPITAL ONE FINANCIAL COR	14040H105			6/19/2012		9/11/2013	542	438				0	104
32	X	EBIX, INC	278715206			6/21/2011		10/9/2013	811	1,546				0	-735
33	X	EDISON INTL COM	281020107			10/6/2010		8/15/2013	16,311	11,985				0	4,326
34	X	EDISON INTL COM	281020107			1/14/2009		8/15/2013	2,600	1,724				0	876
35	X	EDISON INTL COM	281020107			4/17/2009		8/15/2013	1,891	1,127				0	764
36	X	EDISON INTL COM	281020107			9/29/2010		8/15/2013	473	347				0	126
37	X	EXXON MOBIL CORPORATION	30231G102			11/5/1998		10/9/2013	55,481	6,286				0	49,195
38	X	FMC TECHNOLOGIES INC	30249U101			2/19/2008		9/11/2013	1,044	475				0	569
39	X	GNC HOLDINGS INC	36191G107			4/15/2013		10/9/2013	1,323	1,084				0	239
40	X	GENERAL ELEC CAP CORP	369622469			3/24/2008		2/1/2013	19,750	19,948				0	-198
41	X	GOLDMAN SACHS GROUP INC	38141G104			1/8/2010		9/11/2013	330	349				0	-19
42	X	HARTE-HANKS COMMUNICAT	416196103			10/6/2010		3/4/2013	1,450	2,274				0	-824
43	X	HEINZ H J CO	423074103			3/7/2011		4/23/2013	10,853	7,334				0	3,519
44	X	HEINZ H J CO	423074103			3/9/2011		4/23/2013	3,618	2,487				0	1,131
45	X	HEINZ H J CO	423074103			12/8/2010		4/23/2013	2,894	1,966				0	928
46	X	HEINZ H J CO	423074103			3/9/2011		4/23/2013	1,447	995				0	452
47	X	HONEYWELL INTERNATIONAL	438516106			4/11/1956		10/9/2013	4,076	131				0	3,945
48	X	EDISON INTL COM	281020107			1/26/2009		8/15/2013	7,092	5,030				0	2,062
49	X	ABBOTT LABS	002824100			10/6/2010		9/11/2013	171	127				0	44
50	X	ABBOTT LABS	002824100			10/6/2010		11/11/2013	3,897	2,590				0	1,307
51	X	ABBVIE INC	00287Y109			9/29/2009		10/9/2013	2,665	1,541				0	1,124
52	X	ABBVIE INC	00287Y109			12/14/2009		10/9/2013	1,777	1,122				0	655
53	X	ABBVIE INC	00287Y109			10/6/2010		10/9/2013	17,766	11,015				0	6,751
54	X	ABBVIE INC	00287Y109			9/18/2009		10/9/2013	1,999	1,078				0	921
55	X	ABBVIE INC	00287Y109			5/4/2010		10/9/2013	444	264				0	180
56	X	ABBOTT LABS	002824100			12/14/2009		9/11/2013	1,366	1,035				0	331
57	X	ILLINOIS TOOL WORKS INC	452308109			3/30/2007		9/11/2013	1,115	775				0	340
58	X	ILLINOIS TOOL WORKS INC	452308109			3/30/2007		11/11/2013	316	207				0	109
59	X	INTERCONTINENTALEXCHAN	45865V100			6/20/2012		9/11/2013	1,446	1,080				0	366
60	X	INTERCONTINENTALEXCHAN	45865V100			6/20/2012		11/11/2013	3,879	2,565				0	1,314
61	X	MARKEL HOLDINGS	570535104			11/3/2003		10/9/2013	2,572	1,265				0	1,307
62	X	MARKEL HOLDINGS	570535104			12/3/2003		10/9/2013	2,572	1,323				0	1,249
63	X	MARKEL HOLDINGS	570535104			10/6/2010		10/9/2013	2,572	1,730				0	842
64	X	MCDONALDS CORP	580135101			2/21/2003		9/11/2013	7,722	1,098				0	6,624
65	X	MCDONALDS CORP	580135101			2/21/2003		10/10/2013	11,232	1,648				0	9,584
66	X	MCDONALDS CORP	580135101			2/21/2003		10/10/2013	21,060	3,089				0	17,971
67	X	MCDONALDS CORP	580135101			2/21/2003		10/10/2013	4,586	673				0	3,913
68	X	MCDONALDS CORP	580135101			2/21/2003		11/11/2013	36,169	5,121				0	31,048

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	1,443	Capital Gains/Losses	665,973	373,189	292,784
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	MCKESSON CORP	58155Q103			7/20/2012		9/11/2013	377	286				0	91
70	X	MCKESSON CORP	58155Q103			7/24/2012		9/11/2013	628	466				0	162
71	X	MCKESSON CORP	58155Q103			7/20/2012		9/11/2013	126	95				0	31
72	X	MCKESSON CORP	58155Q103			7/24/2012		9/11/2013	126	93				0	33
73	X	MCKESSON CORP	58155Q103			6/20/2012		9/11/2013	377	276				0	101
74	X	NIKE INC CL B	654106103			12/28/2006		9/11/2013	1,072	398				0	674
75	X	NORDSTROM INC	655664100			1/5/2011		9/11/2013	1,198	894				0	304
76	X	NORDSTROM INC	655664100			1/5/2011		11/11/2013	1,702	1,191				0	511
77	X	OCCIDENTAL PETE CORP	674599105			2/22/2010		3/4/2013	6,109	6,015				0	94
78	X	PEPSICO INC	713448108			7/20/2012		9/11/2013	317	279				0	38
79	X	PEPSICO INC	713448108			7/24/2012		9/11/2013	396	344				0	52
80	X	PEPSICO INC	713448108			7/20/2012		9/11/2013	159	140				0	19
81	X	PEPSICO INC	713448108			7/24/2012		9/11/2013	159	138				0	21
82	X	PEPSICO INC	713448108			1/16/2007		11/11/2013	600	455				0	145
83	X	PERRIGO CO	714290103			10/14/2011		3/4/2013	8,584	7,334				0	1,250
84	X	PERRIGO CO	714290103			6/14/2011		3/4/2013	801	594				0	207
85	X	PERRIGO CO	714290103			6/15/2011		3/4/2013	1,488	1,091				0	397
86	X	PETSMART INC COM	716768106			9/20/2013		11/11/2013	4,416	4,496				0	-80
87	X	PIMCO EMERGING LOCAL BO	72201F516			3/15/2013		12/8/2013	29,874	34,448				0	-4,574
88	X	PRECISION CASTPARTS COR	740189105			3/26/2010		9/11/2013	1,122	621				0	501
89	X	PRECISION CASTPARTS COR	740189105			3/26/2010		11/11/2013	1,995	993				0	1,002
90	X	QUALCOMM INC	747525103			3/20/2012		9/11/2013	1,023	1,001				0	22
91	X	QUALCOMM INC	747525103			8/15/2012		9/11/2013	682	626				0	56
92	X	QUALCOMM INC	747525103			8/15/2012		11/11/2013	336	313				0	23
93	X	QUALCOMM INC	747525103			8/15/2012		11/11/2013	2,354	2,192				0	162
94	X	ROCK-TENN CO CL A	772739207			10/6/2010		8/15/2013	16,834	7,675				0	9,159
95	X	SPDR S & P 500 ETF TRUST	78462F103			1/18/2013		9/11/2013	2,192	1,925				0	267
96	X	SPDR S & P 500 ETF TRUST	78462F103			8/19/2010		9/20/2013	514	324				0	190
97	X	SPDR S & P 500 ETF TRUST	78462F103			1/18/2013		9/20/2013	7,364	6,367				0	997
98	X	SPDR S & P 500 ETF TRUST	78462F103			1/2/2009		9/20/2013	10,961	5,964				0	4,997
99	X	SPDR S & P 500 ETF TRUST	78462F103			1/2/2009		10/10/2013	6,035	3,355				0	2,680
100	X	SPDR BARCLAYS HIGH YIELD	78464A417			7/20/2012		3/14/2013	3,076	2,983				0	93
101	X	SPDR BARCLAYS HIGH YIELD	78464A417			2/7/2012		3/14/2013	820	794				0	26
102	X	SPDR BARCLAYS HIGH YIELD	78464A417			2/7/2012		3/14/2013	2,461	2,381				0	80
103	X	SPDR BARCLAYS HIGH YIELD	78464A417			2/7/2012		8/9/2013	9,527	9,522				0	5
104	X	SPDR BARCLAYS HIGH YIELD	78464A417			9/26/2011		8/9/2013	1,588	1,497				0	91
105	X	SCHLUMBERGER LTD	806857108			6/30/2011		9/11/2013	1,124	1,120				0	4
106	X	STARWOOD HOTELS & RESO	85590A401			6/20/2012		9/11/2013	1,089	854				0	235
107	X	STEEL DYNAMICS INC COM	858119100			10/6/2010		10/9/2013	4,881	4,311				0	570
108	X	STERICYCLE INC COM	858912108			10/29/2004		11/11/2013	34,808	6,820				0	27,988
109	X	TCF FINANCIAL	872275102			10/6/2010		10/9/2013	5,752	6,472				0	-720
110	X	TEXAS INSTRUMENTS INC	882508104			1/28/1993		9/11/2013	3,330	271				0	3,059
111	X	TEXAS INSTRUMENTS INC	882508104			1/28/1993		10/10/2013	3,982	327				0	3,655
112	X	TEXAS INSTRUMENTS INC	882508104			1/28/1993		10/10/2013	7,327	602				0	6,725
113	X	TEXAS INSTRUMENTS INC	882508104			1/28/1996		10/10/2013	2,071	170				0	1,901
114	X	TEXAS INSTRUMENTS INC	882508104			1/28/1996		11/11/2013	16,085	1,259				0	14,826
115	X	THERMO FISHER SCIENTIFIC	883556102			7/10/2008		9/11/2013	909	579				0	330
116	X	THERMO FISHER SCIENTIFIC	883556102			4/29/2010		9/11/2013	273	169				0	104
117	X	TRANSDIGM GROUP INC	893641100			3/27/2012		8/16/2013	2,728	1,929				0	799
118	X	UGI CORP NEW COM	902681105			10/15/2008		4/23/2013	2,007	1,085				0	922
119	X	UGI CORP NEW COM	902681105			10/6/2010		4/23/2013	8,026	5,806				0	2,220
120	X	US TREAS INFL INDEX 2.625	912828GX2			7/12/2007		3/13/2013	66,733	55,993				0	10,740
121	X	UNITED TECHNOLOGIES COR	913017109			11/6/2003		9/11/2013	1,600	657				0	943
122	X	UNITED TECHNOLOGIES COR	913017109			11/6/2003		11/11/2013	1,627	657				0	970
123	X	V F CORP	918204108			10/6/2010		9/11/2013	2,288	986				0	1,302
124	X	V F CORP	918204108			10/6/2010		10/10/2013	7,400	3,124				0	4,276
125	X	V F CORP	918204108			10/6/2010		11/11/2013	5,474	2,055				0	3,419
126	X	V F CORP	918204108			1/19/2010		11/11/2013	6,788	2,325				0	4,463
127	X	VANGUARD FTSE EMERGING	922042858			1/22/2013		5/15/2013	3,293	3,378				0	-85
128	X	VANGUARD FTSE EMERGING	922042858			1/22/2013		5/31/2013	2,257	2,432				0	-175
129	X	VANGUARD FTSE EMERGING	922042858			1/22/2013		11/11/2013	1,864	2,072				0	-208
130	X	VANGUARD FTSE EMERGING	922042858			10/17/2012		11/11/2013	3,040	3,183				0	-143
131	X	WILEY JOHN & SONS INC	968223206			10/6/2010		3/4/2013	5,392	6,338				0	-946
132	X	ACCENTURE PLC	G1151C101			2/24/2005		9/11/2013	1,196	393				0	803
133	X	TRANSOCEAN LTD.	H8817H100			7/10/2007		11/11/2013	470	1,150				0	-680
134	X	TRANSOCEAN LTD	H8817H100			2/17/2006		11/11/2013	109	222				0	-113
135	X	TRANSOCEAN LTD	H8817H100			10/14/2008		11/11/2013	460	713				0	-253
136	X	TRANSOCEAN LTD	H8817H100			10/14/2008		12/31/2013	1,649	2,849				0	-1,200

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	1,443
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	665,973	373,189	292,784
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	TRANSOCEAN LTD	H8817H100			3/29/2010		12/31/2013	736	1,251				0	-515
138	X	TRANSOCEAN LTD.	H8817H100			3/1/2011		12/31/2013	2,110	3,640				0	-1,530
139	X	TRANSOCEAN LTD	H8817H100			3/29/2010		12/31/2013	20	34				0	-14

Part I, Line 11 (990-PF) - Other Income

		1,141	1,141	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FUND EARNINGS	1,141	1,141	

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		5,125	887	0	0
1	FOREIGN TAXES PAID	887	887		
2	PY EXCISE TAXES PAID	1,258			
3	ESTIMATED EXCISE TAXES PAID	2,980			

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		14,231	10,662	0	3,569
1	ADR FEES	30	30		
2	STATE AG FEES	25			25
3	WELLS FARGO AGENT FEES	14,176	10,632		3,544

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			961,396	1,177,755	2,006,887
1	SEE ATTACHED		961,396	1,177,755	2,006,887

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	GAIN ON PY SALES SETTLED IN CY	1	40,092
2	LOSS ON CY SALES NOT SETTLED AT YEAR END	2	3,258
3	MUTUAL FUND & CTF INCOME ADDITIONS	3	497
4	NONTAXABLE CLASS ACTION PROCEEDS	4	89
5	RETURN OF PRIOR YEAR GRANTS	5	5,600
6	Total	6	49,536

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	162
2	EXCESS FMV OVER COST OF ASSETS DISTRIBUTED	2	252,642
3	MUTUAL FUND & CTF INCOME SUBTRACTION	3	898
4	Total	4	253,702

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	1,443
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						664,530	0	0	373,189	291,341	0	0	0	291,341
1	AMERICAN EXPRESS CO	025816109		3/2/2012	9/11/2013	1,936		0	1,383	553	0	0	0	553
2	AMERICAN EXPRESS CO	025816109		3/2/2012	10/10/2013	2,947		0	2,127	820	0	0	0	820
3	AMPHENOL CORP CL A	032095101		6/20/2012	9/11/2013	1,554		0	1,137	417	0	0	0	417
4	AMPHENOL CORP CL A	032095101		6/20/2012	11/11/2013	977		0	682	295	0	0	0	295
5	APACHE CORP	037411105		8/2/2012	9/11/2013	863		0	829	34	0	0	0	34
6	APPLE INC	037833100		3/9/2010	9/11/2013	938		0	446	492	0	0	0	492
7	APPLE INC	037833100		3/9/2010	11/11/2013	520		0	223	297	0	0	0	297
8	BAXTER INTL INC	071813109		7/20/2012	9/11/2013	144		0	112	32	0	0	0	32
9	BAXTER INTL INC	071813109		7/24/2012	9/11/2013	144		0	110	34	0	0	0	34
10	BAXTER INTL INC	071813109		6/5/2012	9/11/2013	1,439		0	1,005	434	0	0	0	434
11	BAXTER INTL INC	071813109		6/5/2012	10/10/2013	1,311		0	1,005	306	0	0	0	306
12	BAXTER INTL INC	071813109		10/6/2010	11/11/2013	2,606		0	1,942	664	0	0	0	664
13	BEMIS INC	081437105		1/16/1990	10/9/2013	9,560		0	2,134	7,426	0	0	0	7,426
14	BEMIS INC	081437105		1/16/1990	10/9/2013	19,120		0	4,269	14,851	0	0	0	14,851
15	BERKSHIRE HATHAWAY INC	084670702		10/6/2010	9/11/2013	2,043		0	1,502	541	0	0	0	541
16	BERKSHIRE HATHAWAY INC	084670702		10/6/2010	11/11/2013	6,030		0	4,339	1,691	0	0	0	1,691
17	BHP BILLITON LIMITED - ADR	088606108		2/17/2006	11/11/2013	1,067		0	546	521	0	0	0	521
18	BHP BILLITON LIMITED - ADR	088606108		10/17/2007	11/11/2013	356		0	415	-59	0	0	0	-59
19	BHP BILLITON LIMITED - ADR	088606108		12/11/2003	11/11/2013	4,979		0	1,191	3,788	0	0	0	3,788
20	BLACKROCK INC	09247X101		6/20/2012	9/11/2013	1,317		0	880	437	0	0	0	437
21	BLACKROCK INC	09247X101		6/20/2012	11/11/2013	2,706		0	1,583	1,123	0	0	0	1,123
22	BAXTER INTL INC	071813109		10/6/2010	10/10/2013	1,639		0	1,214	425	0	0	0	425
23	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/30/2010	7/9/2013	2,201		0	2,175	26	0	0	0	26
24	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/30/2010	7/9/2013	169		0	167	2	0	0	0	2
25	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/29/2010	7/10/2013	667		0	665	2	0	0	0	2
26	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/31/2010	7/10/2013	2,168		0	2,155	13	0	0	0	13
27	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/29/2010	7/10/2013	167		0	166	1	0	0	0	1
28	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/30/2010	7/10/2013	167		0	167	0	0	0	0	0
29	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/31/2010	7/10/2013	334		0	332	2	0	0	0	2
30	CSX CORP	126408103		10/6/2010	9/11/2013	858		0	624	234	0	0	0	234
31	CAPITAL ONE FINANCIAL CORP	14040H105		6/19/2012	9/11/2013	542		0	438	104	0	0	0	104
32	EBIX, INC	278715206		6/21/2011	10/9/2013	811		0	1,546	-735	0	0	0	-735
33	EDISON INTL COM	281020107		10/6/2010	8/15/2013	16,311		0	11,985	4,326	0	0	0	4,326
34	EDISON INTL COM	281020107		1/14/2009	8/15/2013	2,600		0	1,724	876	0	0	0	876
35	EDISON INTL COM	281020107		4/17/2009	8/15/2013	1,891		0	1,127	764	0	0	0	764
36	EDISON INTL COM	281020107		9/29/2010	8/15/2013	473		0	347	126	0	0	0	126
37	EXXON MOBIL CORPORATION	30231G102		11/5/1998	10/9/2013	55,481		0	6,286	49,195	0	0	0	49,195
38	FMC TECHNOLOGIES INC	30249U101		2/19/2008	9/11/2013	1,044		0	475	569	0	0	0	569
39	GNC HOLDINGS INC	36191G107		4/15/2013	10/9/2013	1,323		0	1,084	239	0	0	0	239
40	GENERAL ELEC CAP CORP	369622469		3/24/2008	2/1/2013	19,750		0	19,948	-198	0	0	0	-198
41	GOLDMAN SACHS GROUP INC	38141G104		1/8/2010	9/11/2013	330		0	349	-19	0	0	0	-19
42	HARTE-HANKS COMMUNICATIONS INC	416196103		10/6/2010	3/4/2013	1,450		0	2,274	-824	0	0	0	-824
43	HEINZ H J CO	423074103		3/7/2011	4/23/2013	10,853		0	7,334	3,519	0	0	0	3,519
44	HEINZ H J CO	423074103		3/9/2011	4/23/2013	3,618		0	2,487	1,131	0	0	0	1,131
45	HEINZ H J CO	423074103		12/8/2010	4/23/2013	2,894		0	1,966	928	0	0	0	928
46	HEINZ H J CO	423074103		3/9/2011	4/23/2013	1,447		0	995	452	0	0	0	452
47	HONEYWELL INTERNATIONAL INC	438516106		4/11/1956	10/9/2013	4,076		0	131	3,945	0	0	0	3,945
48	EDISON INTL COM	281020107		1/26/2009	8/15/2013	7,092		0	5,030	2,062	0	0	0	2,062
49	ABBOTT LABS	002824100		10/6/2010	9/11/2013	171		0	127	44	0	0	0	44
50	ABBOTT LABS	002824100		10/6/2010	11/11/2013	3,897		0	2,590	1,307	0	0	0	1,307
51	ABBVIE INC	00287Y109		9/29/2009	10/9/2013	2,665		0	1,541	1,124	0	0	0	1,124
52	ABBVIE INC	00287Y109		12/14/2009	10/9/2013	1,777		0	1,122	655	0	0	0	655
53	ABBVIE INC	00287Y109		10/6/2010	10/9/2013	17,766		0	11,015	6,751	0	0	0	6,751
54	ABBVIE INC	00287Y109		9/18/2009	10/9/2013	1,999		0	1,078	921	0	0	0	921
55	ABBVIE INC	00287Y109		5/4/2010	10/9/2013	444		0	264	180	0	0	0	180
56	ABBOTT LABS	002824100		12/14/2009	9/11/2013	1,366		0	1,035	331	0	0	0	331
57	ILLINOIS TOOL WORKS INC	452308109		3/30/2007	9/11/2013	1,115		0	775	340	0	0	0	340
58	ILLINOIS TOOL WORKS INC	452308109		3/30/2007	11/11/2013	316		0	207	109	0	0	0	109
59	INTERCONTINENTALEXCHANGE INC	45865V100		6/20/2012	9/11/2013	1,446		0	1,080	366	0	0	0	366
60	INTERCONTINENTALEXCHANGE INC	45865V100		6/20/2012	11/11/2013	3,879		0	2,565	1,314	0	0	0	1,314
61	MARKEL HOLDINGS	570535104		11/3/2003	10/9/2013	2,572		0	1,265	1,307	0	0	0	1,307
62	MARKEL HOLDINGS	570535104		12/3/2003	10/9/2013	2,572		0	1,323	1,249	0	0	0	1,249
63	MARKEL HOLDINGS	570535104		10/6/2010	10/9/2013	2,572		0	1,730	842	0	0	0	842
64	MCDONALDS CORP	580135101		2/21/2003	9/11/2013	7,722		0	1,098	6,624	0	0	0	6,624
65	MCDONALDS CORP	580135101		2/21/2003	10/10/2013	11,232		0	1,648	9,584	0	0	0	9,584
66	MCDONALDS CORP	580135101		2/21/2003	10/10/2013	21,060		0	3,089	17,971	0	0	0	17,971
67	MCDONALDS CORP	580135101		2/21/2003	10/10/2013	4,586		0	673	3,913	0	0	0	3,913
68	MCDONALDS CORP	580135101		2/21/2003	11/11/2013	36,169		0	5,121	31,048	0	0	0	31,048
69	MCKESSON CORP	58155Q103		7/20/2012	9/11/2013	377		0	286	91	0	0	0	91
70	MCKESSON CORP	58155Q103		7/24/2012	9/11/2013	628		0	466	162	0	0	0	162
71	MCKESSON CORP	58155Q103		7/20/2012	9/11/2013	126		0	95	31	0	0	0	31
72	MCKESSON CORP	58155Q103		7/24/2012	9/11/2013	126		0	93	33	0	0	0	33
73	MCKESSON CORP	58155Q103		6/20/2012	9/11/2013	377		0	276	101	0	0	0	101
74	NIKE INC CL B	654106103		12/28/2006	9/11/2013	1,072		0	398	674	0	0	0	674
75	NORDSTROM INC	655664100		1/5/2011	9/11/2013	1,198		0	894	304	0	0	0	304
76	NORDSTROM INC	655664100		1/5/2011	11/11/2013	1,702		0	1,191	511	0	0	0	511
77	OCCIDENTAL PETE CORP	674599105		2/22/2010	3/4/2013	6,109		0	6,015	94	0	0	0	94
78	PEPSICO INC	713448108		7/20/2012	9/11/2013	317		0	279	38	0	0	0	38
79	PEPSICO INC	713448108		7/24/2012	9/11/2013	396		0	344	52	0	0	0	52
80	PEPSICO INC	713448108		7/20/2012	9/11/2013	159		0	140	19	0	0	0	19
81	PEPSICO INC	713448108		7/24/2012	9/11/2013	159		0	138	21	0	0	0	21
82	PEPSICO INC	713448108		1/16/2007	11/11/2013	600		0	455	145	0	0	0	145
83	PERRIGO CO	714290103		10/14/2011	3/4/2013	8,584		0	7,334	1,250	0	0	0	1,250
84	PERRIGO CO	714290103		6/14/2011	3/4/2013	801		0	594	207	0	0	0	207

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	1,443
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						664,530	0	0	373,189	291,341	0	0	0	291,341
85	PERRIGO CO	714290103		6/15/2011	3/4/2013	1,488		0	1,091	397	0	0	0	397
86	PETSMART INC COM	718768106		9/20/2013	11/11/2013	4,416		0	4,496	-80	0	0	0	-80
87	PIMCO EMERGING LOCAL BOND IS #33	72201F516		3/15/2013	12/9/2013	29,874		0	34,448	-4,574	0	0	0	-4,574
88	PRECISION CASTPARTS CORP	740189105		3/26/2010	9/11/2013	1,122		0	621	501	0	0	0	501
89	PRECISION CASTPARTS CORP	740189105		3/26/2010	11/11/2013	1,995		0	993	1,002	0	0	0	1,002
90	QUALCOMM INC	747525103		3/20/2012	9/11/2013	1,023		0	1,001	22	0	0	0	22
91	QUALCOMM INC	747525103		8/15/2012	9/11/2013	682		0	626	56	0	0	0	56
92	QUALCOMM INC	747525103		8/15/2012	11/11/2013	336		0	313	23	0	0	0	23
93	QUALCOMM INC	747525103		8/15/2012	11/11/2013	2,354		0	2,192	162	0	0	0	162
94	ROCK-TENN CO CL A	772739207		10/6/2010	8/15/2013	16,834		0	7,675	9,159	0	0	0	9,159
95	SPDR S & P 500 ETF TRUST	78462F103		1/18/2013	9/11/2013	2,192		0	1,925	267	0	0	0	267
96	SPDR S & P 500 ETF TRUST	78462F103		8/19/2010	9/20/2013	514		0	324	190	0	0	0	190
97	SPDR S & P 500 ETF TRUST	78462F103		1/18/2013	9/20/2013	7,364		0	6,367	997	0	0	0	997
98	SPDR S & P 500 ETF TRUST	78462F103		1/2/2009	9/20/2013	10,961		0	5,964	4,997	0	0	0	4,997
99	SPDR S & P 500 ETF TRUST	78462F103		1/2/2009	10/10/2013	6,035		0	3,355	2,680	0	0	0	2,680
100	SPDR BARCLAYS HIGH YIELD BOND	78464A417		7/20/2012	3/14/2013	3,076		0	2,983	93	0	0	0	93
101	SPDR BARCLAYS HIGH YIELD BOND	78464A417		2/7/2012	3/14/2013	820		0	794	26	0	0	0	26
102	SPDR BARCLAYS HIGH YIELD BOND	78464A417		2/7/2012	3/14/2013	2,461		0	2,381	80	0	0	0	80
103	SPDR BARCLAYS HIGH YIELD BOND	78464A417		2/7/2012	8/9/2013	9,527		0	9,522	5	0	0	0	5
104	SPDR BARCLAYS HIGH YIELD BOND	78464A417		9/26/2011	8/9/2013	1,588		0	1,497	91	0	0	0	91
105	SCHLUMBERGER LTD	806857108		6/30/2011	9/11/2013	1,124		0	1,120	4	0	0	0	4
106	STARWOOD HOTELS & RESORTS WOR	85590A401		6/20/2012	9/11/2013	1,089		0	854	235	0	0	0	235
107	STEEL DYNAMICS INC COM	858119100		10/6/2010	10/9/2013	4,881		0	4,311	570	0	0	0	570
108	STERICYCLE INC COM	858912108		10/29/2004	11/11/2013	34,808		0	6,820	27,988	0	0	0	27,988
109	TCF FINANCIAL	872275102		10/6/2010	10/9/2013	5,752		0	6,472	-720	0	0	0	-720
110	TEXAS INSTRUMENTS INC	882508104		1/28/1993	9/11/2013	3,330		0	271	3,059	0	0	0	3,059
111	TEXAS INSTRUMENTS INC	882508104		1/28/1993	10/10/2013	3,982		0	327	3,655	0	0	0	3,655
112	TEXAS INSTRUMENTS INC	882508104		1/28/1993	10/10/2013	7,327		0	602	6,725	0	0	0	6,725
113	TEXAS INSTRUMENTS INC	882508104		1/28/1996	10/10/2013	2,071		0	170	1,901	0	0	0	1,901
114	TEXAS INSTRUMENTS INC	882508104		1/28/1996	11/11/2013	16,085		0	1,259	14,826	0	0	0	14,826
115	THERMO FISHER SCIENTIFIC INC	883556102		7/10/2008	9/11/2013	909		0	579	330	0	0	0	330
116	THERMO FISHER SCIENTIFIC INC	883556102		4/29/2010	9/11/2013	273		0	169	104	0	0	0	104
117	TRANSDIGM GROUP INC	893641100		3/27/2012	8/16/2013	2,728		0	1,929	799	0	0	0	799
118	UGI CORP NEW COM	902681105		10/15/2008	4/23/2013	2,007		0	1,085	922	0	0	0	922
119	UGI CORP NEW COM	902681105		10/6/2010	4/23/2013	8,026		0	5,806	2,220	0	0	0	2,220
120	US TREAS INFL INDEX 2 625% 7/15/17	912828GX2		7/12/2007	3/13/2013	66,733		0	55,993	10,740	0	0	0	10,740
121	UNITED TECHNOLOGIES CORP	913017109		11/6/2003	9/11/2013	1,600		0	657	943	0	0	0	943
122	UNITED TECHNOLOGIES CORP	913017109		11/6/2003	11/11/2013	1,627		0	657	970	0	0	0	970
123	V F CORP	918204108		10/6/2010	9/11/2013	2,288		0	986	1,302	0	0	0	1,302
124	V F CORP	918204108		10/6/2010	10/10/2013	7,400		0	3,124	4,276	0	0	0	4,276
125	V F CORP	918204108		10/6/2010	11/11/2013	5,474		0	2,055	3,419	0	0	0	3,419
126	V F CORP	918204108		1/19/2010	11/11/2013	6,788		0	2,325	4,463	0	0	0	4,463
127	VANGUARD FTSE EMERGING MARKETS	922042858		1/22/2013	5/15/2013	3,293		0	3,378	-85	0	0	0	-85
128	VANGUARD FTSE EMERGING MARKETS	922042858		1/22/2013	5/31/2013	2,257		0	2,432	-175	0	0	0	-175
129	VANGUARD FTSE EMERGING MARKETS	922042858		1/22/2013	11/11/2013	1,864		0	2,072	-208	0	0	0	-208
130	VANGUARD FTSE EMERGING MARKETS	922042858		10/17/2012	11/11/2013	3,040		0	3,183	-143	0	0	0	-143
131	WILEY JOHN & SONS INC	968223206		10/6/2010	3/4/2013	5,392		0	6,338	-946	0	0	0	-946
132	ACCENTURE PLC	G1151C101		2/24/2005	9/11/2013	1,196		0	393	803	0	0	0	803
133	TRANSOCEAN LTD	H8817H100		7/10/2007	11/11/2013	470		0	1,150	-680	0	0	0	-680
134	TRANSOCEAN LTD	H8817H100		2/17/2006	11/11/2013	109		0	222	-113	0	0	0	-113
135	TRANSOCEAN LTD	H8817H100		10/14/2008	11/11/2013	460		0	713	-253	0	0	0	-253
136	TRANSOCEAN LTD	H8817H100		10/14/2008	12/31/2013	1,649		0	2,849	-1,200	0	0	0	-1,200
137	TRANSOCEAN LTD	H8817H100		3/29/2010	12/31/2013	736		0	1,251	-515	0	0	0	-515
138	TRANSOCEAN LTD	H8817H100		3/1/2011	12/31/2013	2,110		0	3,640	-1,530	0	0	0	-1,530
139	TRANSOCEAN LTD	H8817H100		3/29/2010	12/31/2013	20		0	34	-14	0	0	0	-14

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	CHRISTINE A MORRISON		234 SOUTH EDGEWOOD AVE	WAYATA	MN	55391		PRESIDENT	1 00			
2	JOHN L MORRISON		234 SOUTH EDGEWOOD AVE	WAYATA	MN	55391		VICE PRESIDENT	1 00			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	19
2	First quarter estimated tax payment	5/10/2013	2	745
3	Second quarter estimated tax payment	6/11/2013	3	745
4	Third quarter estimated tax payment	10/23/2013	4	745
5	Fourth quarter estimated tax payment	12/9/2013	5	745
6	Other payments		6	
7	Total		7	2,999

ABBOT DOWNING

INVESTMENT DETAIL
AS OF DECEMBER 31, 2013

OAK GROVE FOUNDATION M/A

INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MONEY MARKET							
	CASH	122.53-	0.19-	122.53-			
31,051.98	WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	31,051.98 1.000	49.25	31,051.98	0.00	3	0.01
32,122.69	WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751 (I)	32,122.69 1.000	50.95	32,122.69	0.00	3	0.01
TOTAL MONEY MARKET		63,052.14		63,052.14	0.00	6	0.01
FIXED INCOME							
GOVERNMENT OBLIGATIONS							
63,203	U S TREASURY INFLATION INDEX DTD 01/15/04 2.000 01/15/2014 CUSIP 912828BW9	63,158.76 99.930	100.00	56,954.88	6,203.88	1,264	2.00
TOTAL GOVERNMENT OBLIGATIONS		**63,158.76**	**100.00**	**56,954.88**	**6,203.88**	**1,264**	**2.00**

(I) INDICATES THAT THE ASSET IS HELD IN THE INVESTED INCOME PORTFOLIO

-CONTINUED ON NEXT PAGE-

INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUND: FIXED INCOME							
3,844.042	EATON VANCE FLOATING RATE FUND-CLASS I #924 CUSIP 277911491	35,326.75 9.190	44.17	35,235.69	91.06	1,380	3.91
3,411.47	TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP 880208400	44,656.14 13.090	55.83	45,434.45	778.31-	1,750	3.92
TOTAL MUTUAL FUND: FIXED INCOME		**79,982.89**	**100.00**	**80,670.14**	**687.25-**	**3,130**	**3.91**
TOTAL FIXED INCOME		**143,141.65**		**137,625.02**	**5,516.63**	**4,394**	**3.07**
EQUITY							
MATERIALS							
1,750	BEMIS INC CUSIP 081437105	71,680.00 40.960	82.05	14,940.05	56,739.95	1,820	2.54
230	BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP 088606108	15,686.00 68.200	17.95	3,898.67	11,787.33	534	3.40
TOTAL MATERIALS		**87,366.00**	**100.00**	**18,838.72**	**68,527.28**	**2,354**	**2.69**
INDUSTRIALS							
443	ABB LTD - ADR SPONSORED ADR CUSIP 000375204	11,766.08 26.560	6.13	6,486.85	5,279.23	312	2.65
374	CSX CORP CUSIP 126408103	10,759.98 28.770	5.61	6,748.24	4,011.74	224	2.08

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INVESTMENT DETAIL
AS OF DECEMBER 31, 2013

OAK GROVE FOUNDATION M/A

INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
100	GRACO INC CUSIP 384109104	7,812.00 78.120	4.07	2,715.35	5,096.65	110	1.41
100	HONEYWELL INTERNATIONAL INC CUSIP 438516106	9,137.00 91.370	4.76	262.30	8,874.70	180	1.97
166	ILLINOIS TOOL WORKS INC CUSIP 452308109	13,957.28 84.080	7.27	7,847.93	6,109.35	279	2.00
46	PRECISION CASTPARTS CORP CUSIP 740189105	12,387.80 269.300	6.45	5,705.60	6,682.20	6	0.05
300	STERICYCLE INC COM CUSIP 858912108	34,851.00 116.170	18.16	6,786.19	28,064.81	0	0.00
155	UNITED TECHNOLOGIES CORP CUSIP 913017109	17,639.00 113.800	9.19	6,190.20	11,448.80	366	2.07
250	WASTE MANAGEMENT INC CUSIP 94106L109	11,217.50 44.870	5.84	8,706.93	2,510.57	365	3.25
445	3M CO COM CUSIP 88579Y101	62,411.25 140.250	32.52	17,767.73	44,643.52	1,522	2.44
TOTAL INDUSTRIALS		**191,938.89**	**100.00**	**69,217.32**	**122,721.57**	**3,364**	**1.75**
TELECOMMUNICATION SERVICES							
555	TELEFONICA SA - ADR SPONSORED ADR CUSIP 879382208	9,068.70 16.340	44.73	9,757.52	688.82-	201	2.22
285	VODAFONE GROUP PLC NEW CUSIP 92857W209	11,203.35 39.310	55.27	7,913.19	3,290.16	453	4.04
TOTAL TELECOMMUNICATION SERVICES		**20,272.05**	**100.00**	**17,670.71**	**2,601.34**	**654**	**3.23**

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INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER DISCRETIONARY							
452	MCDONALDS CORP CUSIP 580135101	43,857.56 97.030	37.89	6,205.96	37,651.60	1,464	3.34
183	NIKE INC CL B CUSIP 654106103	14,391.12 78.640	12.43	4,996.01	9,395.11	176	1.22
211	NORDSTROM INC CUSIP 655664100	13,039.80 61.800	11.27	8,643.99	4,395.81	253	1.94
195	PETSMART INC COM CUSIP 716768106	14,186.25 72.750	12.26	14,372.85	186.60-	152	1.07
250	STAPLES INC CUSIP 855030102	3,972.50 15.890	3.43	2,980.43	992.07	120	3.02
193	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM CUSIP 85590A401	15,333.85 79.450	13.25	10,236.13	5,097.72	261	1.70
176	V F CORP CUSIP 918204108	10,971.84 62.340	9.48	3,273.85	7,697.99	185	1.69
TOTAL CONSUMER DISCRETIONARY		**115,752.92**	**100.00**	**50,709.22**	**65,043.70**	**2,611**	**2.26**
CONSUMER STAPLES							
682	COLGATE PALMOLIVE CO CUSIP 194162103	44,473.22 65.210	36.09	21,504.87	22,968.35	928	2.09
208	DIAGEO PLC - ADR SPONSORED ADR CUSIP 25243Q205	27,543.36 132.420	22.35	17,778.36	9,765.00	624	2.27

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INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
369	NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP 641069406	27,154.71 73.590	22.04	14,164.31	12,990.40	670	2.47
143	PEPSICO INC CUSIP 713448108	11,860.42 82.940	9.62	8,791.31	3,069.11	325	2.74
155	WAL MART STORES INC CUSIP 931142103	12,196.95 78.690	9.90	8,395.91	3,801.04	291	2.39
TOTAL CONSUMER STAPLES		**123,228.66**	**100.00**	**70,634.76**	**52,593.90**	**2,838**	**2.30**
ENERGY							
122	APACHE CORP CUSIP 037411105	10,484.68 85.940	4.12	7,016.12	3,468.56	98	0.93
339	CHEVRON CORP CUSIP 166764100	42,344.49 124.910	16.63	26,752.71	15,591.78	1,356	3.20
1,531	EXXON MOBIL CORPORATION CUSIP 30231G102	154,937.20 101.200	60.85	7,180.74	147,756.46	3,858	2.49
235	FMC TECHNOLOGIES INC CUSIP 30249U101	12,269.35 52.210	4.82	5,376.77	6,892.58	0	0.00
212	SCHLUMBERGER LTD CUSIP 806857108	19,103.32 90.110	7.50	18,562.10	541.22	265	1.39
313	TRANSOCEAN LTD. CUSIP H8817H100	15,468.46 49.420	6.08	19,529.92	4,061.46-	701	4.53
TOTAL ENERGY		**254,607.50**	**100.00**	**84,418.36**	**170,189.14**	**6,278**	**2.47**
FINANCIALS							

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INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
280	AFLAC INC CUSIP 001055102	18,704.00 66.800	7.37	13,495.91	5,208.09	414	2.21
281	AMERICAN EXPRESS CO CUSIP 025816109	25,495.13 90.730	10.04	13,958.97	11,536.16	259	1.02
155	BERKSHIRE HATHAWAY INC. CUSIP 084670702	18,376.80 118.560	7.24	11,624.66	6,752.14	0	0.00
46	BLACKROCK INC CUSIP 09247X101	14,557.62 316.470	5.73	7,676.56	6,881.06	309	2.12
218	CAPITAL ONE FINANCIAL CORP CUSIP 14040H105	16,700.98 76.610	6.58	13,810.09	2,890.89	262	1.57
89	GOLDMAN SACHS GROUP INC CUSIP 38141G104	15,776.14 177.260	6.21	13,778.63	1,997.51	196	1.24
274	HSBC - ADR SPONSORED ADR CUSIP 404280406	15,105.62 55.130	5.95	14,416.68	688.94	658	4.36
68	INTERCONTINENTALEXCHANGEGROUPINC CUSIP 45866F104	15,294.56 224.920	6.02	9,024.54	6,270.02	177	1.16
240	JPMORGAN CHASE & CO CUSIP 46625H100	14,035.20 58.480	5.53	7,899.77	6,135.43	365	2.60
200	NORTHERN TRUST CORP CUSIP 665859104	12,378.00 61.890	4.88	745.84	11,632.16	248	2.00
180	PNC FINANCIAL SERVICES GROUP CUSIP 693475105	13,964.40 77.580	5.50	9,912.62	4,051.78	317	2.27
1,819	US BANCORP DEL NEW CUSIP 902973304	73,487.60 40.400	28.95	12,724.72	60,762.88	1,673	2.28
TOTAL FINANCIALS		**253,876.05**	**100.00**	**129,068.99**	**124,807.06**	**4,878**	**1.92**

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INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HEALTH CARE							
408	ABBOTT LABS CUSIP 002824100	15,638.64 38.330	9.55	10,099.15	5,539.49	359	2.30
185	BAXTER INTL INC CUSIP 071813109	12,866.75 69.550	7.85	8,983.60	3,883.15	363	2.82
192	GILEAD SCIENCES INC CUSIP 375558103	14,419.20 75.100	8.80	13,050.24	1,368.96	0	0.00
755	JOHNSON & JOHNSON CUSIP 478160104	69,150.45 91.590	42.21	20,406.81	48,743.64	1,993	2.88
164	MCKESSON CORP CUSIP 58155Q103	26,469.60 161.400	16.16	15,431.89	11,037.71	157	0.59
100	MERCK & CO INC NEW CUSIP 58933Y105	5,005.00 50.050	3.06	921.76	4,083.24	176	3.52
182	THERMO FISHER SCIENTIFIC INC CUSIP 883556102	20,265.70 111.350	12.37	11,178.71	9,086.99	109	0.54
TOTAL HEALTH CARE		**163,815.34**	**100.00**	**80,072.16**	**83,743.18**	**3,157**	**1.93**
INFORMATION TECHNOLOGY							
178	ACCENTURE PLC CUSIP G1151C101	14,635.16 82.220	10.11	4,569.74	10,065.42	331	2.26
208	AMPHENOL CORP CL A CUSIP 032095101	18,549.44 89.180	12.82	11,455.32	7,094.12	166	0.89
27	APPLE INC CUSIP 037833100	15,147.54 561.020	10.47	6,021.92	9,125.62	329	2.17

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INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
200	MICROSOFT CORP CUSIP 594918104	7,482.00 37.410	5.17	6,172.04	1,309.96	224	2.99
304	PAYCHEX INC CUSIP 704326107	13,841.12 45.530	9.56	9,993.74	3,847.38	426	3.08
240	QUALCOMM INC CUSIP 747525103	17,820.00 74.250	12.31	13,368.53	4,451.47	336	1.89
228	SAP AG - ADR SPONSORED ADR CUSIP 803054204	19,867.92 87.140	13.73	11,975.43	7,892.49	182	0.92
1,035	TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR CUSIP 874039100	18,050.40 17.440	12.47	9,811.23	8,239.17	415	2.30
215	TEXAS INSTRUMENTS INC CUSIP 882508104	9,440.65 43.910	6.52	703.05	8,737.60	258	2.73
100	WEX INC. CUSIP 96208T104	9,903.00 99.030	6.84	2,218.97	7,684.03	0	0.00
TOTAL INFORMATION TECHNOLOGY		**144,737.23**	**100.00**	**76,289.97**	**68,447.26**	**2,667**	**1.84**
OTHER							
541	KOMATSU JPY 50.0 CUSIP J35759125	10,999.64 20.332	25.18	10,912.50	87.14	0	0.00
286	RECKITT BENCKISER PLC GBP CUSIP G74079107	22,703.83 79.384	51.97	13,700.51	9,003.32	0	0.00
1,803	TESCO PLC 5P CUSIP G87621101	9,984.42 5.538	22.85	9,416.68	567.74	0	0.00
TOTAL OTHER		**43,687.89**	**100.00**	**34,029.69**	**9,658.20**	**0**	**0.00**

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INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS: EQUITIES							
4,886.148	ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND #5840 CUSIP 003021714	70,702.56 14.470	15.22	74,635.12	3,932.56-	987	1.40
311	AMEX ENERGY SELECT SPDR CUSIP 81369Y506	27,526.61 88.510	5.93	24,061.06	3,465.55	475	1.73
460	AMEX MATERIALS SPDR CUSIP 81369Y100	21,261.20 46.220	4.58	18,067.16	3,194.04	442	2.08
250	ISHARES MSCI ALL COUNTRY ASIA CUSIP 464288182	15,077.50 60.310	3.25	14,531.08	546.42	267	1.77
84	ISHARES MSCI EAFE ETF CUSIP 464287465	5,635.98 67.095	1.21	3,940.68	1,695.30	143	2.54
2,320	ISHARES MSCI EMU ETF CUSIP 464286608	96,001.60 41.380	20.67	88,791.79	7,209.81	2,137	2.23
603	ISHARES SELECT DIVIDEND ETF CUSIP 464287168	43,024.05 71.350	9.26	28,698.03	14,326.02	1,318	3.06
574	JP MORGAN ALERIAN MLP INDEX EXCHANGE TRADED NOTE DTD 04/02/09 05/24/2024 CUSIP 46625H365	26,604.90 46.350	5.73	23,802.21	2,802.69	1,256	4.72
404	SPDR BARCLAYS CONVERTIBLE SECURITIES ETF CUSIP 78464A359	18,878.92 46.730	4.06	16,933.49	1,945.43	692	3.67
431	SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF CUSIP 78463X863	17,757.20 41.200	3.82	17,646.56	110.64	806	4.54

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INVESTMENT DETAIL
AS OF DECEMBER 31, 2013

OAK GROVE FOUNDATION M/A

INVESTMENT DETAIL

PAR VALUE/SHARES	DESCRIPTION	MARKET VALUE/ UNIT PRICE	% OF CATEGORY	COST VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
125	SPDR S & P 500 ETF TRUST CUSIP 78462F103	23,086.25 184.690	4.97	10,722.84	12,363.41	419	1.81
425	VANGUARD FTSE EMERGING MARKETS ETF CUSIP 922042858	17,484.50 41.140	3.76	10,202.32	7,282.18	478	2.73
19,885.497	WASATCH EMERGING MARKETS SMALL CAP FUND CUSIP 936793884	52,696.57 2.650	11.35	53,650.57	954.00-	0	0.00
565	WISDOMTREE JAPAN HEDGED EQUITY FUND CUSIP 97717W851	28,724.60 50.840	6.18	23,497.28	5,227.32	349	1.21
TOTAL MUTUAL FUNDS: EQUITIES		**464,462.44**	**100.00**	**409,180.19**	**55,282.25**	**9,769**	**2.10**
TOTAL EQUITY		**1,863,744.97**		**1,040,130.09**	**823,614.88**	**38,570**	**2.07**
TOTAL INVESTMENTS		**2,069,938.76**		**1,240,807.25**	**$829,131.51**	**42,970**	**2.08**