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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation CAMPBELL FOUNDATION CARMEN D CAMPBELL, TRUSTEE			A Employer identification number 41-1988560	
Number and street (or P O box number if mail is not delivered to street address) 90 S 7TH STREET, SUITE 5100			B Telephone number (see instructions) (888) 730-4933	
City or town MINNEAPOLIS	State MN	ZIP code 55402		
Foreign country name		Foreign province/state/county	Foreign postal code	
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) \$ 11,522,939 (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 ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	265,674	264,829		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	486,681			
	b Gross sales price for all assets on line 6a	2,836,806			
	7 Capital gain net income (from Part IV, line 2)		486,681		
	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)	94	94			
12 Total. Add lines 1 through 11	752,449	751,604	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)	18,424	12,236		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	52,805	41,831		10,974
	24 Total operating and administrative expenses. Add lines 13 through 23	71,229	54,067	0	10,974
	25 Contributions, gifts, grants paid	988,040			988,040
26 Total expenses and disbursements. Add lines 24 and 25	1,059,269	54,067	0	999,014	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-306,820				
b Net investment income (if negative, enter -0-)		697,537			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	53,834	-30,665	-30,665
	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)	711,160		
	b Investments—corporate stock (attach schedule)	6,509,635		
	c Investments—corporate bonds (attach schedule)	1,013,324		
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		8,635,386	11,553,604
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	614,642		
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,902,595	8,604,721	11,522,939
	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	8,902,595	8,604,721	
	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)	8,902,595	8,604,721	
	31 Total liabilities and net assets/fund balances (see instructions)	8,902,595	8,604,721	

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	8,902,595
2 Enter amount from Part I, line 27a	2	-306,820
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	14,032
4 Add lines 1, 2, and 3	4	8,609,807
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	5,086
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,604,721

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) FMV 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	486,681
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	971,092	10,287,795	0.094393
2011	886,221	10,314,366	0.085921
2010	633,814	9,754,662	0.064975
2009	370,928	8,542,202	0.043423
2008	406,026	10,641,339	0.038156

2	Total of line 1, column (d)	2	0.326868
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	0.065374
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,863,237
5	Multiply line 4 by line 3	5	710,173
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,975
7	Add lines 5 and 6	7	717,148
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	999,014

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		6,975
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		6,975
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		6,975
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		6,537
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		14,537
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		7,562
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 7,562 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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/AOrganizations 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 N/A

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
See Attached Statement		0		
	00	0		
	00	0		
	00	0		
	00	0		

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

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

Total number of other employees paid over \$50,000 ☐ 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	10,863,020
b	Average of monthly cash balances	1b	165,647
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,028,667
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	11,028,667
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	165,430
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,863,237
6	Minimum investment return. Enter 5% of line 5	6	543,162

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	543,162
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,975
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,975
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	536,187
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	536,187
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	536,187

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	999,014
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	999,014
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	6,975
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	992,039

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				536,187
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				
b From 2009				
c From 2010				
d From 2011	141,126			
e From 2012	468,804			
f Total of lines 3a through e	609,930			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 999,014				
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				536,187
e Remaining amount distributed out of corpus	462,827			
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	1,072,757			
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,072,757			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	141,126			
d Excess from 2012	468,804			
e Excess from 2013	462,827			

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	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					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).)

JAMES R CAMPBELL

- 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	988,040
b Approved for future payment NONE				
Total			▶ 3b	0

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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 and correct. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

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

JOSEPH J. CASTRIANO

Preparer's signature

Date _____

11/4/2014

Check ☒ if self-employed

PTIN

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

Recipient(s) paid during the year

Name

NCH HEALTHCARE FOUNDATION

Street

11190 HEALTH PARK BLVD

City

NAPLES

State

FL

Zip Code

34110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

MULTIPLE MYELOMA RESEARCH FOUNDATION

Street

383 MAIN AVE

City

NORWALK

State

CT

Zip Code

06851

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

BAY COLONY SCHOLARSHIP FUND

Street

9740 BENT GRASS BEND

City

NAPLES

State

FL

Zip Code

34108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

1,000

Name

MAYO CLINIC

Street

200 FIRST ST SW

City

ROCHESTER

State

MN

Zip Code

55905

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

70,000

Name

ALZHEIMER'S ASSN MD-ND

Street

7900 WEST 78TH STREET

City

MINNEAPOLIS

State

MN

Zip Code

55439

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,540

Name

VANDERBILT PRESBYTERIAN CHURCH

Street

1225 PIPER BLVD

City

NAPLES

State

FL

Zip Code

34110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

32,500

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

Recipient(s) paid during the year

Name

NAPLES CHILDREN & EDUCATIONAL FOUNDATION

Street

6200 SHIRLEY ST

City

NAPLES

State

FL

Zip Code

34109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

56,500

Name

MINNESOTA ZOO

Street

13000 ZOO BLVD

City

APPLE VALLEY

State

MN

Zip Code

55124

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

117,500

Name

METROPOLITAN AREA AGENCY ON AGING

Street

2365 MCKINIGHT RD N

City

ST PAUL

State

MN

Zip Code

55109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

FRESH ENERGY

Street

408 ST PETER ST

City

ST PAUL

State

MN

Zip Code

55102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ITASCA PROJECT

Street

3800 IDS CENTER

City

MINNEAPOLIS

State

MN

Zip Code

55402

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

MINNEAPOLIS INSTITUTE OF ART

Street

2400 3RD AVE S

City

MINNEAPOLIS

State

MN

Zip Code

55404

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

Recipient(s) paid during the year

Name

PLYMOUTH CHRISTIAN YOUTH CENTER

Street

2210 N OLIVER AVE

City

MINNEAPOLIS

State

MN

Zip Code

55411

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

MINNESOTA LANDSCAPE ARBORETUM

Street

3675 ARBORETUM DR

City

CHANHASSEN

State

MN

Zip Code

55318

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

23,000

Name

THE IMMOKALEE FOUNDATION

Street

3960 RADIO ROAD

City

NAPLES

State

FL

Zip Code

34104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

56,500

Name

THE SPEYER SCHOOL

Street

925 9TH AVE

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

37,000

Name

WAVE HILL

Street

675 W 252ND ST

City

NEW YORK

State

NY

Zip Code

10471

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

WOMEN'S FOUNDATION OF MINNESOTA

Street

105 5TH AVE S

City

MINNEAPOLIS

State

MN

Zip Code

55401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

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

Recipient(s) paid during the year

Name

CAROLINE W M FOUNDATION

Street

PO BOX 1804

City

BALDWIN

State

NY

Zip Code

11510

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

GOLISANO CHILDREN'S MUSEUM OF NAPLES

Street

15080 LIVINGSTON RD

City

NAPLES

State

FL

Zip Code

34109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

100,000

Name

TWIN CITIES HABITAT FOR HUMANITY

Street

1954 UNIVERSITY AVE W

City

ST PAUL

State

MN

Zip Code

55104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

50,000

Name

CHILDREN'S HOME SOCIETY OF MN

Street

1605 EUSTIS STREET

City

ST PAUL

State

MN

Zip Code

55108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

30,000

Name

WESTMINSTER PRESBYTERIAN CHURCH

Street

1200 MARQUETTE AVENUE

City

MINNEAPOLIS

State

MN

Zip Code

55403

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

101,000

Name

COMMUNITY FDN OF COLLIER COUNTY

Street

2400 TAMiami TRAIL N

City

NAPLES

State

FL

Zip Code

34103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

500

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

Recipient(s) paid during the year

Name

NORTHERN STAR COUNCIL BSA

Street

393 MARSHALL AVE

City

ST PAUL

State

MN

Zip Code

55102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

TEACHERS COLLEGE

Street

525 W 120TH ST

City

NEW YORK

State

NY

Zip Code

10027

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

CROHNS AND COLITIS ASSOCIATION

Street

733 THIRD AVE

City

NEY YORK

State

NY

Zip Code

10017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

LYLE PUBLIC SCHOOLS

Street

700 2ND STREET

City

LYLE

State

MN

Zip Code

55953

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

AUSTIN YOUTH HOCKEY

Street

501 2ND AVE NE

City

AUSTIN

State

MN

Zip Code

55912

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

LONGVILLE AREA FOOD SHELF INC

Street

4837 STATE 84 NE

City

LONGVILLE

State

MN

Zip Code

56655

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

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

Recipient(s) paid during the year

Name

LONGVILLE AREA COMMUNITY FOUNDATION

Street

PO BOX 92

City

LONGVILLE

State

MN

Zip Code

56655

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

VAIL PLACE

Street

1412 W 36TH STREET

City

MINNEAPOLIS

State

MN

Zip Code

54408

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

MIDTOWN GLOBAL MARKET NEIGHBORHOOD DEVELOPEMENT PROGRAM

Street

920 E LAKE ST

City

MINNEAPOLIS

State

MN

Zip Code

55407

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

HAZELDEN FOUNDATION

Street

283 W BROADWAY

City

NEW YORK

State

NY

Zip Code

10013

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

BULLFROG BASH JEREMIAH PROGRAM

Street

1510 LAUREL AVENUE

City

MINNEAPOLIS

State

MN

Zip Code

55403

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Name

ALPHA KAPPA PSI

Street

7801 EAST 88TH ST

City

INDIANAPOLIS

State

IN

Zip Code

46256

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

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

Recipient(s) paid during the year

Name

CORNERSTONE REBUILDING LIVES, RESTORING HOPE

Street

1000 EAST 80TH STREET

City BLOOMINGTON	State MN	Zip Code 55420	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 2,500

Name

ARTIS-NAPPLES

Street

5833 PELICAN BAY BOULEVARD

City NAPLES	State FL	Zip Code 34108	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 10,000

Name

MENTORING PARTNERSHIP OF MN

Street

81 S 9TH ST

City MINNEAPOLIS	State MN	Zip Code 55402	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 4,000

Name

JUNIOR ACHIEVEMENT

Street

420 LEXINGTON AVE

City NEW YORK	State NY	Zip Code 10170	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 20,000

Name

ABBOTT NORTHWESTERN HOSPITAL FOUNDATION

Street

800 E 28TH ST

City MINNEAPOLIS	State MN	Zip Code 55407	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 30,000

Name

MN CONSERVATION VOLUNTEER

Street

500 LAFAYETTE ROAD

City ST PAUL	State MN	Zip Code 55155	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 500

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

Recipient(s) paid during the year

Name

TREE TRUST

Street

2231 EDGEWOOD AVE S

City

ST LOUIS PARK

State

MN

Zip Code

55426

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

STUDENT TODAY LEADERS FOREVER

Street

609 SOUTH 10TH STREET

City

MINNEAPOLIS

State

MN

Zip Code

55404

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

GREATER MLPS COUNCIL OF CHURCHES

Street

1001 E LAKE ST

City

MINNEAPOLIS

State

MN

Zip Code

55407

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

URBAN VENTURES

Street

2924 S 4TH AVE

City

MINNEAPOLIS

State

MN

Zip Code

55408

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

BYRON UNITED METHODIST CHURCH

Street

503 1ST AVE

City

BYRON

State

MN

Zip Code

55920

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

TRUST FOR PUBLIC LAND

Street

666 BROADWAY

City

NEW YORK

State

NY

Zip Code

10012

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

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

Recipient(s) paid during the year

Name

DEEP PORTAGE LEARNING CENTER

Street

2197 NATURE CENTER DR NW

City

HACKENSACK

State

MN

Zip Code

56452

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

UNIVERSITY OF MN FOUNDATION

Street

200 OAK ST SE

City

MINNEAPOLIS

State

MN

Zip Code

55455

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

PROJECT FOR PRIDE IN LIVING

Street

1035 EAST FRANKLIN AVE

City

MINNEAPOLIS

State

MN

Zip Code

55404

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

CAMP OLSON

Street

4160 LITTLE BOY RD NE

City

LONGVILLE

State

MN

Zip Code

56655

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

EAST ST OLAF LUTHERAN CHURCH

Street

6200 COUNTRY ROAD 3 SW

City

BYRON

State

MN

Zip Code

55920

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

YWCA OF MINNEAPOLIS

Street

1130 NICOLLET AVE

City

MINNEAPOLIS

State

MN

Zip Code

55403

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

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

Recipient(s) paid during the year

Name

JUNIOR ACHIEVEMENT OF UPPER MIDWEST

Street

1800 WHITE BEAR AVE NORTH

City

MAPLEWOOD

State

MN

Zip Code

55109

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

NAPLES BOTANICAL GARDEN

Street

4820 BAYSHORE DR

City

NAPLES

State

FL

Zip Code

34112

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Totals														
Capital Gains/Losses														
Other sales														
Gross Sales														
2,836,806														
0														
Cost, Other Basis and Expenses														
2,350,125														
0														
Net Gain or Loss														
486,681														
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	ISHARES 1-3 YEAR TREASUR	464287457		12/26/2013		8/7/2013	253	254					1
2	X	ISHARES 1-3 YEAR TREASUR	464287457		12/6/2013		9/12/2013	1,684	1,693					0
3	X	ISHARES 1-3 YEAR TREASUR	464287457		1/2/2013		9/12/2013	253	254					-9
4	X	ISHARES 1-3 YEAR TREASUR	464287457		3/20/2013		9/12/2013	2,189	2,202					0
5	X	ISHARES 1-3 YEAR TREASUR	464287457		2/02/2013		9/12/2013	421	423					-2
6	X	MARKEL HOLDINGS	570535104		10/1/2001		5/31/2013	3,724	1,365					0
7	X	MARKEL HOLDINGS	570535104		12/17/2002		5/31/2013	1,566	613					0
8	X	MARKEL HOLDINGS	570535104		12/18/2002		5/31/2013	9,045	3,470					0
9	X	MARKEL HOLDINGS	570535104		3/3/2003		5/31/2013	10,641	4,321					0
10	X	MARKEL HOLDINGS	570535104		11/26/2003		5/31/2013	7,981	3,856					0
11	X	MARKEL HOLDINGS	570535104		9/29/2001		5/31/2013	36,180	13,177					0
12	X	MASTEC INC COM	576323109		12/7/2012		5/31/2013	9,221	6,763					0
13	X	MEDNAX INC	585028106		2/23/2012		5/31/2013	173	148					0
14	X	MEDNAX INC	585028106		2/23/2012		5/31/2013	11,293	8,896					0
15	X	METTLER-TOLEDO INTL INC	592688105		8/5/2011		2/17/2013	857	559					0
16	X	METTLER-TOLEDO INTL INC	592688105		9/5/2011		5/31/2013	5,807	3,634					0
17	X	METTLER-TOLEDO INTL INC	592688105		12/6/2009		5/31/2013	670	188					0
18	X	NEUSTAR INC	64126X201		9/5/2008		5/31/2013	2,038	926					0
19	X	NEUSTAR INC	64126X201		9/8/2008		5/31/2013	4,027	1,837					0
20	X	NEUSTAR INC	64126X201		9/8/2008		5/31/2013	11,354	5,141					0
21	X	NEUSTAR INC	64126X201		11/5/2008		5/31/2013	31,732	10,456					0
22	X	NORSTROM INC	655664100		12/13/2010		9/11/2013	9,393	6,892					0
23	X	NORSTROM INC	655664100		9/30/2010		9/11/2013	1,879	1,230					0
24	X	OCEANEERING INTL INC	675232102		6/1/2010		5/23/2013	7,813	2,279					0
25	X	OCEANEERING INTL INC	675232102		11/24/2008		5/24/2013	11,793	1,778					0
26	X	OCEANEERING INTL INC	675232102		11/24/2008		5/24/2013	34,614	5,256					0
27	X	OIL STATES INTERNATIONAL	678026105		9/7/2012		5/23/2013	16,574	13,779					0
28	X	ROCK-TENN CO CL A	772739207		7/29/2010		5/31/2013	5,524	2,893					0
29	X	ROCK-TENN CO CL A	772739207		9/27/2010		5/31/2013	2,210	1,115					0
30	X	ROCK-TENN CO CL A	772739207		9/27/2010		7/9/2013	10,023	4,816					0
31	X	ROCK-TENN CO CL A	772739207		9/29/2010		7/9/2013	13,821	6,630					0
32	X	ROCK-TENN CO CL A	772739207		9/29/2010		7/9/2013	1,688	809					0
33	X	ROCK-TENN CO CL A	772739207		9/23/2010		8/2/2013	21,293	8,823					0
34	X	ROCK-TENN CO CL A	772739207		9/24/2010		8/2/2013	6,400	2,762					0
35	X	ROCK-TENN CO CL A	772739207		9/28/2010		8/2/2013	7,330	3,184					0
36	X	SPDR S & P 500 ETF TRUST	78462F103		1/1/2013		2/4/2013	69,974	68,869					0
37	X	SPDR S & P 500 ETF TRUST	78462F103		12/5/2012		2/4/2013	7,177	6,809					0
38	X	SPDR S & P 500 ETF TRUST	78462F103		2/25/2013		4/3/2013	27,672	26,571					0
39	X	SPDR S & P 500 ETF TRUST	78462F103		4/30/2013		6/18/2013	23,269	22,482					0
40	X	SPDR S & P 500 ETF TRUST	78462F103		4/30/2013		9/6/2013	1,833	1,754					0
41	X	SPDR S & P 500 ETF TRUST	78462F103		2/26/2013		9/6/2013	13,996	12,539					0
42	X	SPDR S & P 500 ETF TRUST	78462F103		8/19/2010		9/11/2013	5,389	3,457					0
43	X	SPDR S & P 500 ETF TRUST	78462F103		10/6/2011		9/11/2013	8,757	6,045					0
44	X	OIL STATES INTERNATIONAL	678026105		9/7/2012		5/31/2013	299	248					0
45	X	OIL STATES INTERNATIONAL	678026105		6/25/2012		5/31/2013	6,787	4,178					0
46	X	ORBITAL SCIENCES CORP	685564106		9/30/2009		5/31/2013	3,884	3,202					0
47	X	ORBITAL SCIENCES CORP	685564106		9/29/2010		5/31/2013	5,460	4,488					0
48	X	ORBITAL SCIENCES CORP	685564106		8/2/2010		5/31/2013	495	405					0
49	X	ORBITAL SCIENCES CORP	685564106		7/30/2010		10/15/2013	4,972	3,314					0
50	X	ORBITAL SCIENCES CORP	685564106		8/2/2010		10/15/2013	4,044	2,746					0
51	X	ORBITAL SCIENCES CORP	685564106		11/2/2009		10/15/2013	1,790	1,051					0
52	X	ORBITAL SCIENCES CORP	685564106		11/2/2009		10/16/2013	3,312	1,973					0
53	X	ORBITAL SCIENCES CORP	685564106		11/2/2009		10/16/2013	2,462	1,456					0
54	X	ORBITAL SCIENCES CORP	685564106		11/2/2009		10/17/2013	4,841	2,810					0
55	X	PAYCHEX INC	704326107		2/28/2011		10/17/2013	18,714	15,288					0
56	X	PAYCHEX INC	704326107		2/28/2011		11/27/2013	5,151	3,856					0
57	X	PERRIGO CO	714290103		6/14/2011		11/1/2013	26,950	22,046					0
58	X	PERRIGO CO	714290103		6/15/2011		11/1/2013	41,461	33,571					0
59	X	PRINCIPAL PREFERRED SEC	74253Q416		10/31/2012		1/4/2013	40,000	39,549					0
60	X	QUALCOMM INC	747525103		3/20/2012		4/30/2013	24,318	26,227					0
61	X	SPDR S & P 500 ETF TRUST	78462F103		3/5/2012		9/11/2013	14,314	11,637					0
62	X	SPDR S & P 500 ETF TRUST	78462F103		12/5/2012		9/11/2013	28,291	23,832					0
63	X	SPDR S & P 500 ETF TRUST	78462F103		2/26/2013		9/11/2013	12,630	11,195					0
64	X	SPDR BARCLAYS HIGH YIELD	78464A417		1/24/2012		5/24/2013	63,226	60,003					0
65	X	AMEX MATERIALS SPDR	81369Y100		1/24/2012		5/24/2013	66,728	60,308					0
66	X	SELECT COMFORT CORPORA	81616X103		3/27/2013		5/31/2013	9,995	9,031					0
67	X	SPECTRUM BRANDS HOLDIN	84763R101		10/10/2012		5/31/2013	10,965	8,509					0
68	X	SPECTRUM BRANDS HOLDIN	84763R101		10/8/2012		5/31/2013	2,484	1,686					0

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

Check "X" to include in Part IV	Long Term CG Distributions	Short Term CG Distributions	Amount	CUSIP #	Description	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss		
											Capital Gains/Losses						
											Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation	Adjustments
69	X		10,417	855030102	STAPLES INC			5/22/2012	10/17/2013	10/17/2013	10,896	9,500				1,396	
70	X			855030102	STAPLES INC			5/22/2012	11/27/2013	11/27/2013	4,970	4,384				586	
71	X			855030102	STAPLES INC			5/22/2012	11/29/2013	11/29/2013	3,058	2,674				384	
72	X			855030102	STAPLES INC			9/10/2012	12/2/2013	12/2/2013	743	545				198	
73	X			855030102	STAPLES INC			5/22/2012	12/2/2013	12/2/2013	8,235	7,220				1,015	
74	X			855030102	STAPLES INC			9/10/2012	12/2/2013	12/2/2013	898	658				240	
75	X			464287457	ISHARES BARCLAYS 1-3 YEAR			1/3/2013	6/10/2013	6/10/2013	1,012	1,016				0	
76	X			464287457	ISHARES BARCLAYS 1-3 YEAR			4/4/2013	6/10/2013	6/10/2013	2,614	2,624				0	
77	X			464287457	ISHARES BARCLAYS 1-3 YEAR			3/27/2013	6/10/2013	6/10/2013	590	591				0	
78	X			464287457	ISHARES 1-3 YEAR TREASURY			3/25/2013	8/7/2013	8/7/2013	3,038	3,047				1	
79	X			MS8895117	VCF A PRIV EQ PTNRS IV			12/19/2003	5/10/2013	5/10/2013	6,000	6,000				0	
80	X			MS8895117	VCF A PRIV EQ PTNRS IV			12/19/2003	6/20/2013	6/20/2013	2,000	2,000				0	
81	X			MS8895117	VCF A PRIV EQ PTNRS IV			12/19/2003	9/18/2013	9/18/2013	2,000	2,000				0	
82	X			MS8895117	VCF A PRIV EQ PTNRS IV			12/19/2003	12/19/2013	12/19/2013	7,000	7,000				0	
83	X			092871109	ABEVIE INC			9/18/2009	11/14/2013	11/14/2013	42,882	30,186				12,696	
84	X			01973R101	ALLISON TRANSMISSION HOLDINGS			10/27/2012	5/31/2013	5/31/2013	9,859	8,378				1,481	
85	X			03662Q105	ANSYS INC			7/27/2008	5/31/2013	5/31/2013	8,863	2,862				6,001	
86	X			03662Q105	ANSYS INC			10/27/2008	9/11/2013	9/11/2013	8,978	2,474				6,504	
87	X			03662Q105	ANSYS INC			10/27/2008	9/12/2013	9/12/2013	11,918	3,274				8,644	
88	X			03662Q105	ANSYS INC			7/27/2008	9/12/2013	9/12/2013	16,331	4,487				11,844	
89	X			071813109	BAXTER INTL INC			7/20/2012	2/26/2013	2/26/2013	3,074	2,585				489	
90	X			071813109	BAXTER INTL INC			7/24/2012	2/26/2013	2/26/2013	3,675	3,021				654	
91	X			071813109	BAXTER INTL INC			6/5/2012	2/26/2013	2/26/2013	17,039	12,811				4,228	
92	X			09247X101	BLACKROCK INC			6/5/2012	2/26/2013	2/26/2013	4,699	3,333				1,366	
93	X			09247X101	BLACKROCK INC			8/27/2011	2/26/2013	2/26/2013	5,169	3,377				1,792	
94	X			126132109	CNOOC - CHINA NATIONAL OILFIELD SERVICE LTD			3/29/2010	7/9/2013	7/9/2013	12,699	12,478				221	
95	X			126132109	CNOOC - CHINA NATIONAL OILFIELD SERVICE LTD			3/30/2010	7/9/2013	7/9/2013	10,667	10,542				125	
96	X			126132109	CNOOC - CHINA NATIONAL OILFIELD SERVICE LTD			3/31/2010	7/9/2013	7/9/2013	4,233	4,144				89	
97	X			126132109	CNOOC - CHINA NATIONAL OILFIELD SERVICE LTD			3/31/2010	7/10/2013	7/10/2013	39,530	39,284				246	
98	X			18911Q102	CLOUD PEAK ENERGY INC			1/12/2012	5/31/2013	5/31/2013	3,628	3,172				456	
99	X			18911Q102	CLOUD PEAK ENERGY INC			1/12/2012	6/27/2013	6/27/2013	4,963	6,131				-1,168	
100	X			18911Q102	CLOUD PEAK ENERGY INC			1/13/2012	6/27/2013	6/27/2013	11,035	13,411				-2,376	
101	X			249030107	DENTSPLY INTL INC COM			9/7/2012	5/31/2013	5/31/2013	7,635	7,635				0	
102	X			256210105	DODGE & COX INCOME FUND			12/28/2011	1/14/2013	1/14/2013	80,000	76,484				3,516	
103	X			256210105	DODGE & COX INCOME FUND			12/28/2011	4/30/2013	4/30/2013	35,000	33,318				1,682	
104	X			256210105	DODGE & COX INCOME FUND			8/6/2012	12/27/2013	12/27/2013	78,320	80,000				-1,680	
105	X			256210105	DODGE & COX INCOME FUND			12/28/2011	12/27/2013	12/27/2013	163,937	160,906				3,031	
106	X			278715206	EBIX INC			6/13/2011	5/31/2013	5/31/2013	3,940	4,056				-116	
107	X			278715206	EBIX INC			6/13/2011	5/31/2013	5/31/2013	3,605	3,711				-106	
108	X			278715206	EBIX INC			6/14/2011	5/31/2013	5/31/2013	1,300	1,339				-39	
109	X			278715206	EBIX INC			6/14/2011	5/31/2013	5/31/2013	1,221	1,255				-34	
110	X			281020107	EDISON INTL COM			11/4/2009	3/12/2013	3/12/2013	23,840	14,673				9,167	
111	X			281020107	EDISON INTL COM			4/17/2009	3/12/2013	3/12/2013	29,550	16,481				13,069	
112	X			302544101	FPA NEW INCOME FUND #78			10/31/2012	3/1/2013	3/1/2013	41,329	22,961				18,368	
113	X			36191G107	GNC HOLDINGS INC			1/23/2013	5/31/2013	5/31/2013	110,000	112,761				-2,761	
114	X			36191G107	GNC HOLDINGS INC			1/23/2013	5/31/2013	5/31/2013	6,389	7,799				1,410	
115	X			371901109	GENTEX CORP			3/12/2012	12/2/2013	12/2/2013	1,696	2,163				-467	
116	X			371901109	GENTEX CORP			3/12/2012	12/3/2013	12/3/2013	7,121	9,248				-2,127	
117	X			371901109	GENTEX CORP			3/12/2012	12/3/2013	12/3/2013	1,436	1,856				-420	
118	X			371901109	GENTEX CORP			3/12/2012	4/26/2013	4/26/2013	10,678	12,004				-1,328	
119	X			371901109	GENTEX CORP			3/9/2012	4/26/2013	4/26/2013	5,173	5,796				-623	
120	X			371901109	GENTEX CORP			3/9/2012	5/31/2013	5/31/2013	3,263	3,477				-214	
121	X			371901109	GENTEX CORP			6/6/2012	5/31/2013	5/31/2013	5,577	5,252				325	
122	X			37364X109	GEOSPACE TECHNOLOGIES			5/24/2013	5/31/2013	5/31/2013	9,367	9,244				123	
123	X			384109104	GLOBAL PMTS INC W/			4/8/2010	5/31/2013	5/31/2013	10,124	9,154				970	
124	X			384109104	GRACO INC			10/4/2011	5/31/2013	5/31/2013	8,181	4,254				3,927	
125	X			423074103	HEINZ H J CO			2/28/2011	4/1/2013	4/1/2013	66,433	46,174				20,259	
126	X			423074103	HEINZ H J CO			7/27/2011	4/1/2013	4/1/2013	34,299	25,349				8,950	
127	X			45665V100	INTERCONTINENTAL EXCHANGE			2/17/2011	2/26/2013	2/26/2013	22,055	18,647				3,208	
128	X			46269C102	IRIDIUM COMMUNICATIONS II			5/3/2013	5/31/2013	5/31/2013	12,528	12,616				23	
129	X			46269C102	IRIDIUM COMMUNICATIONS II			5/2/2013	5/31/2013	5/31/2013	2,353	2,334				19	
130	X			581191001	STEEL DYNAMICS INC COM			5/14/2010	5/31/2013	5/31/2013	4,008	3,951				58	
131	X			87162H103	SYNTEL INC			3/11/2013	5/31/2013	5/31/2013	6,881	6,803				78	
132	X			87162H103	SYNTEL INC			3/8/2013	5/31/2013	5/31/2013	1,479	1,461				18	
133	X			880208400	TEMPLETON GLOBAL BOND FUND			8/6/2012	1/14/2013	1/14/2013	40,000	39,169				831	
134	X			704326107	PAYCHEX INC			2/28/2011	1/12/2013	1/12/2013	3,415	2,615				800	
135	X			704326107	PAYCHEX INC			2/28/2011	11/6/2013	11/6/2013	11,677	8,985				2,692	
136	X			880208400	TEMPLETON GLOBAL BOND FUND			8/6/2012	2/28/2013	2/28/2013	31,000	30,515				485	
Totals												2,836,806	2,350,125				486,681
Capital Gains/Losses												0	0				
Other sales												0	0				

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

Totals															
Capital Gains/Losses										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Other sales										2,836,806		2,350,125		486,681	
										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	TEMPLETON GLOBAL BOND F	880208400		8/6/2012		5/24/2013	5,421	5,316				0	105	
138	X	TEMPLETON GLOBAL BOND F	880208400		12/28/2011		5/24/2013	44,579	41,035				0	3,544	
139	X	THERMO FISHER SCIENTIFIC	883556102		7/14/2008		9/11/2013	14,428	9,065				0	5,361	
140	X	THERMO FISHER SCIENTIFIC	883556102		4/29/2010		9/11/2013	10,820	6,764				0	4,056	
141	X	UIT	464285105		1/1/1901		1/31/2013	59	0				0	59	
142	X	UIT	464285105		1/1/1901		2/28/2013	53	0				0	53	
143	X	ISHARES GOLD TRUST	464285105		4/26/2011		3/22/2013	17,928	16,928				0	1,000	
144	X	UIT	464285105		1/1/1901		3/31/2013	53	0				0	53	
145	X	ISHARES GOLD TRUST	464285105		4/26/2011		4/8/2013	17,526	16,928				0	598	
146	X	ISHARES GOLD TRUST	464285105		4/14/2011		4/8/2013	27,432	25,955				0	1,477	
147	X	ISHARES GOLD TRUST	464285105		4/14/2011		4/16/2013	87,268	93,699				0	-6,433	
148	X	TRANSIGM GROUP INC	893641100		11/22/2011		4/17/2013	21,725	13,906				0	7,819	
149	X	TUPPERWARE BRANDS COR	89896104		12/20/2012		5/31/2013	6,800	5,374				0	1,426	
150	X	UGI CORP NEW COM	902681105		4/27/2006		3/25/2013	3,783	2,220				0	1,563	
151	X	UGI CORP NEW COM	902681105		2/3/2006		3/25/2013	4,345	2,495				0	1,850	
152	X	UGI CORP NEW COM	902681105		2/1/2006		3/26/2013	9,807	5,598				0	4,209	
153	X	UGI CORP NEW COM	902681105		2/2/2006		3/26/2013	827	470				0	357	
154	X	UGI CORP NEW COM	902681105		2/3/2006		3/26/2013	6,279	3,591				0	2,688	
155	X	UGI CORP NEW COM	902681105		2/1/2006		3/26/2013	827	472				0	355	
156	X	UGI CORP NEW COM	902681105		2/2/2006		3/27/2013	3,069	1,732				0	1,337	
157	X	UGI CORP NEW COM	902681105		2/6/2006		3/27/2013	6,366	3,589				0	2,777	
158	X	VCA ANTECH INC	918194101		6/30/2008		6/10/2013	1,718	1,826				108	-108	
159	X	VCA ANTECH INC	918194101		6/30/2008		6/13/2013	1,966	2,134				100	-68	
160	X	VCA ANTECH INC	918194101		6/30/2008		6/13/2013	5,950	6,459				0	-509	
161	X	TRANSIGM GROUP INC	893641100		11/22/2011		4/16/2013	17,021	10,661				0	6,360	
162	X	UIT	464285105		1/1/1901		4/30/2013	20	0				0	20	
163	X	ISHARES GOLD TRUST	464285105		4/14/2011		5/12/2013	24,833	25,595				0	-762	
164	X	ISHARES DOW JONES SELEC	464287168		1/14/2013		5/24/2013	63,439	68,090				0	-4,651	
165	X	ISHARES DOW JONES SELEC	464287168		1/14/2013		6/11/2013	34,735	33,915				0	820	
166	X	ISHARES DOW JONES SELEC	464287168		4/1/2013		6/11/2013	38,227	37,364				0	863	
167	X	ISHARES DOW JONES SELEC	464287168		4/1/2013		6/20/2013	5,163	5,175				0	-12	
168	X	ISHARES DOW JONES SELEC	464287168		1/14/2013		6/21/2013	10,460	9,685				0	795	
169	X	ISHARES DOW JONES SELEC	464287168		3/14/2013		6/21/2013	17,560	17,392				0	178	
170	X	VANGUARD FTSE EMERGING	922042858		11/19/2008		5/15/2013	25,600	12,113				0	13,487	
171	X	VANGUARD FTSE EMERGING	922042858		11/19/2008		5/31/2013	22,525	11,199				0	11,326	
172	X	WASTE MANAGEMENT INC	941061109		7/27/2011		10/17/2013	22,372	18,880				0	3,492	
173	X	WASTE MANAGEMENT INC	941061109		7/27/2011		11/27/2013	17,214	13,414				0	3,800	
174	X	WASTE MANAGEMENT INC	941061109		8/4/2011		11/27/2013	956	639				0	317	
175	X	WASTE MANAGEMENT INC	941061109		8/4/2011		11/29/2013	10,486	6,994				0	3,492	
176	X	WASTE MANAGEMENT INC	941061109		8/4/2011		12/2/2013	31,011	20,950				0	10,061	
177	X	WEX INC	962081104		10/29/2008		3/6/2013	3,327	567				0	2,760	
178	X	WEX INC	962081104		10/29/2008		5/31/2013	8,528	1,516				0	7,012	
179	X	WILEY JOHN & SONS INC	968223206		8/19/2009		12/8/2013	4,623	3,809				0	814	
180	X	WILEY JOHN & SONS INC	968223206		8/20/2009		12/8/2013	3,630	3,000				0	630	
181	X	WILEY JOHN & SONS INC	968223206		8/27/2009		12/8/2013	267	223				0	44	
182	X	WILEY JOHN & SONS INC	968223206		8/18/2009		12/8/2013	1,299	1,034				0	265	
183	X	WILEY JOHN & SONS INC	968223206		8/19/2009		12/9/2013	9,087	7,239				0	1,848	
184	X	ISHARES DOW JONES SELEC	464287168		4/1/2013		6/21/2013	10,143	10,098				0	45	
185	X	ISHARES DOW JONES SELEC	464287168		10/12/2012		6/21/2013	6,973	6,348				0	625	
186	X	ISHARES BARCLAYS 1-3 YEAR	464287457		6/11/2009		12/2/2013	591	583				0	8	
187	X	ISHARES BARCLAYS 1-3 YEAR	464287457		4/6/2010		12/2/2013	7,177	7,061				0	116	
188	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/19/2012		12/2/2013	169	169				0	0	
189	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/11/2012		12/2/2013	1,520	1,521				0	0	
190	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/11/2012		12/2/2013	2,195	2,197				0	0	
191	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/12/2012		12/2/2013	1,942	1,944				0	0	
192	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/12/2012		12/2/2013	5,742	5,744				0	0	
193	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/18/2012		12/2/2013	5,573	5,576				0	-2	
194	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/21/2012		12/2/2013	1,520	1,521				0	0	
195	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/21/2012		12/2/2013	2,196	2,197				0	0	
196	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/22/2012		12/2/2013	1,942	1,944				0	0	
197	X	ZEBRA TECHNOLOGIES COR	989207105		3/12/2012		3/6/2013	3,669	3,245				0	424	
198	X	ZEBRA TECHNOLOGIES COR	989207105		3/12/2012		3/7/2013	2,901	2,572				0	329	
199	X	ZEBRA TECHNOLOGIES COR	989207105		3/12/2012		3/8/2013	2,500	2,216				0	284	
200	X	ZEBRA TECHNOLOGIES COR	989207105		3/12/2012		5/31/2013	4,120	3,522				0	598	
201	X	ZEBRA TECHNOLOGIES COR	989207105		3/9/2012		5/31/2013	5,555	4,729				0	826	
202	X	VCA PRIV EQ PTNRS IV	MS8895117		12/19/2003		2/7/2013	10,000	10,000				0	0	
203	X	ISHARES BARCLAYS 1-3 YEAR	464287457		12/28/2012		2/27/2013	1,013	1,014				0	-1	
204	X	ISHARES BARCLAYS 1-3 YEAR	464287457		1/18/2013		5/2/2013	1,521	1,522				1	0	

	Amount
Long Term CG Distributions	10,417
Short Term CG Distributions	

221	X	LT GAIN FROM VCFA PRIVATE
222	X	ST LOSS FROM VCFA PRIVATE

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

		94	94	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	94	94	

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

		18,424	12,236	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	5,197	5,197		
2	ESTIMATED EXCISE TAXES PAID	6,188			
3	REAL ESTATE TAXES PAID	7,039	7,039		

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

		52,805	41,831	0	10,974
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ABBOT DOWNING AGENT FEES	43,798	32,849		10,949
2	ADR FEES	321	321		
3	STATE AG FEES	25			25
4	INVESTMENT EXPENSE	185	185		
5	PARTNERSHIP EXPENSES	8,476	8,476		

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

		0		8,635,386		11,553,604	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1	SEE ATTACHED			8,635,386	11,553,604		

Part II, Line 15 (990-PF) - Other Assets

		614,642	0	0
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1		614,642		

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

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

1	COST BASIS ADJUSTMENT	1	185
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	6,380
3	NON-TAX CLASS ACTION PROCEEDS	3	84
4	PARTNERSHIP INCOME ADJUSTMENT	4	7,383
5	Total	5	14,032

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,086
2	PARTNERSHIP ADJUSTMENT	2	3,000
3	Total	3	5,086

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

[illegible]

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

Long Term CG Distributions														Amount	
Short Term CG Distributions														Amount	
	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	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
85	ANSYS INC	0366Q105		7/27/2008	5/31/2013	8,663		0	2,662	6,001	0	0	0	6,001	
86	ANSYS INC	0366Q105		10/27/2008	9/11/2013	8,978		0	2,474	6,504	0	0	0	6,504	
87	ANSYS INC	0366Q105		7/27/2008	9/12/2013	11,918		0	3,274	8,644	0	0	0	8,644	
88	ANSYS INC	0366Q105		7/27/2008	9/12/2013	16,331		0	4,487	11,844	0	0	0	11,844	
89	BAXTER INTL INC	071813109		7/26/2012	2/26/2013	3,074		0	2,585	489	0	0	0	489	
90	BAXTER INTL INC	071813109		7/24/2012	2/26/2013	3,675		0	3,021	654	0	0	0	654	
91	BAXTER INTL INC	071813109		6/5/2012	2/26/2013	17,039		0	12,811	4,228	0	0	0	4,228	
92	BLACKROCK INC	09247X101		6/5/2012	2/26/2013	3,333		0	3,333	0	0	0	0	0	
93	BLACKROCK INC	09247X101		8/22/2011	2/26/2013	4,699		0	3,377	1,322	0	0	0	1,322	
94	CNOOC - CHINA NATIONAL OFFSHOR-	126132109		3/29/2010	7/8/2013	12,699		0	12,478	221	0	0	0	221	
95	CNOOC - CHINA NATIONAL OFFSHOR-	126132109		3/30/2010	7/8/2013	10,667		0	10,542	125	0	0	0	125	
96	CNOOC - CHINA NATIONAL OFFSHOR-	126132109		3/31/2010	7/8/2013	4,233		0	4,144	89	0	0	0	89	
97	CNOOC - CHINA NATIONAL OFFSHOR-	126132109		3/31/2010	7/10/2013	39,530		0	39,284	246	0	0	0	246	
98	CLOUD PEAK ENERGY INC	16911Q102		1/12/2012	5/31/2013	3,628		0	3,772	-144	0	0	0	-144	
99	CLOUD PEAK ENERGY INC	16911Q102		1/12/2012	6/27/2013	4,963		0	6,131	-1,168	0	0	0	-1,168	
100	CLOUD PEAK ENERGY INC	16911Q102		1/13/2012	6/27/2013	11,035		0	13,411	-2,376	0	0	0	-2,376	
101	DENTSPLY INTL INC COM	249030107		9/7/2012	5/31/2013	8,676		0	7,635	1,041	0	0	0	1,041	
102	DODGE & COX INCOME FUND #147	256210105		12/28/2011	4/30/2013	80,000		0	76,484	3,516	0	0	0	3,516	
103	DODGE & COX INCOME FUND #147	256210105		12/28/2011	4/30/2013	35,000		0	33,316	1,684	0	0	0	1,684	
104	DODGE & COX INCOME FUND #147	256210105		8/6/2012	12/27/2013	78,320		0	85,098	-6,778	0	0	0	-6,778	
105	DODGE & COX INCOME FUND #147	256210105		12/28/2011	12/27/2013	185,937		0	189,068	-3,031	0	0	0	-3,031	
106	EPIX INC	27813Z006		6/13/2011	5/31/2013	3,865		0	4,066	-201	0	0	0	-201	
107	EPIX INC	27813Z006		6/13/2011	5/31/2013	3,865		0	3,711	154	0	0	0	154	
108	EPIX INC	27813Z006		6/13/2011	5/31/2013	3,865		0	3,711	154	0	0	0	154	
109	EPIX INC	27813Z006		6/13/2011	5/31/2013	3,865		0	3,711	154	0	0	0	154	
110	EPIX INC	27813Z006		6/13/2011	5/31/2013	3,865		0	3,711	154	0	0	0	154	
111	EDISON INTL COM	281030107		1/14/2009	3/12/2013	23,640		0	14,673	8,967	0	0	0	8,967	
112	EDISON INTL COM	281030107		1/14/2009	3/12/2013	29,550		0	16,481	13,069	0	0	0	13,069	
113	EDISON INTL COM	281030107		1/14/2009	3/12/2013	23,640		0	14,673	8,967	0	0	0	8,967	
114	EDISON INTL COM	281030107		1/14/2009	3/12/2013	29,550		0	16,481	13,069	0	0	0	13,069	
115	FPA NEW INCOME FUND #78	302544101		10/31/2012	12/11/2013	110,000		0	112,761	-2,761	0	0	0	-2,761	
116	GNC HOLDINGS INC	371901109		1/23/2012	5/31/2013	6,398		0	6,398	0	0	0	0	0	
117	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,656		0	2,663	-1,007	0	0	0	-1,007	
118	GENTEX CORP	371901109		3/12/2012	10/2/2013	7,121		0	9,488	-2,367	0	0	0	-2,367	
119	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
120	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
121	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
122	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
123	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
124	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
125	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
126	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
127	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
128	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
129	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
130	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
131	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
132	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
133	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
134	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
135	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
136	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
137	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
138	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
139	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
140	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
141	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
142	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
143	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
144	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
145	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
146	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
147	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
148	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
149	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
150	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
151	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
152	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
153	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
154	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
155	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
156	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
157	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
158	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
159	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
160	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
161	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
162	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
163	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
164	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
165	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
166	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
167	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	
168	GENTEX CORP	371901109		3/12/2012	10/2/2013	1,436		0	1,436	0	0	0	0	0	

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

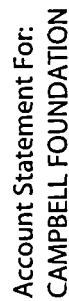
Long Term CG Distributions										Amount			
Short Term CG Distributions										10,417			
CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of F.M.V. Over Adj. Basis	Gains Minus Excess of F.M.V. Over Adjusted Basis or Losses
169	SHARES DOW JONES SELECT DIVIDEN		3/14/2013	6/21/2013	17,580		0	17,582	178	0	0	0	178
170	VANGUARD FTSE EMERGING MARKET		5/15/2013	5/15/2013	25,600		0	12,113	13,487	0	0	0	13,487
171	VANGUARD FTSE EMERGING MARKET		5/15/2013	5/15/2013	22,525		0	11,999	11,326	0	0	0	11,326
172	WASTE MANAGEMENT INC		1/19/2008	5/31/2013	22,372		0	18,980	3,492	0	0	0	3,492
173	WASTE MANAGEMENT INC		7/27/2011	10/17/2013	17,214		0	13,414	3,800	0	0	0	3,800
174	WASTE MANAGEMENT INC		8/4/2011	11/27/2013	956		0	639	317	0	0	0	317
175	WASTE MANAGEMENT INC		8/4/2011	11/29/2013	10,486		0	5,994	3,492	0	0	0	3,492
176	WASTE MANAGEMENT INC		8/4/2011	12/2/2013	31,011		0	20,950	10,061	0	0	0	10,061
177	WEX INC		10/29/2008	3/6/2013	3,327		0	567	2,760	0	0	0	2,760
178	WILEY JOHN & SONS INC		10/29/2008	5/31/2013	9,528		0	1,516	7,012	0	0	0	7,012
179	WILEY JOHN & SONS INC		8/19/2009	12/8/2013	4,623		0	3,659	614	0	0	0	614
180	WILEY JOHN & SONS INC		8/20/2009	12/8/2013	3,630		0	3,093	530	0	0	0	530
181	WILEY JOHN & SONS INC		8/27/2009	12/8/2013	2,871		0	1,423	1,448	0	0	0	1,448
182	WILEY JOHN & SONS INC		8/19/2009	12/8/2013	1,299		0	1,044	255	0	0	0	255
183	WILEY JOHN & SONS INC		8/19/2009	12/8/2013	10,987		0	10,988	45	0	0	0	45
184	SHARES DOW JONES SELECT DIVIDEN		10/17/2012	6/21/2013	5,948		0	10,988	625	0	0	0	625
185	SHARES BARCLAYS 1 YEAR TREAS		6/11/2009	12/2/2013	591		0	581	10	0	0	0	10
186	SHARES BARCLAYS 1 YEAR TREAS		4/6/2010	12/2/2013	7,177		0	7,061	116	0	0	0	116
187	SHARES BARCLAYS 1 YEAR TREAS		12/18/2012	12/2/2013	169		0	169	0	0	0	0	0
188	SHARES BARCLAYS 1 YEAR TREAS		12/11/2012	12/2/2013	1,520		0	1,521	0	0	0	0	0
189	SHARES BARCLAYS 1 YEAR TREAS		12/11/2012	12/2/2013	2,192		2	2,197	0	0	0	0	0
190	SHARES BARCLAYS 1 YEAR TREAS		12/11/2012	12/2/2013	1,942		2	1,944	0	0	0	0	0
191	SHARES BARCLAYS 1 YEAR TREAS		12/12/2012	12/2/2013	5,742		2	5,744	0	0	0	0	0
192	SHARES BARCLAYS 1 YEAR TREAS		12/12/2012	12/2/2013	5,573		2	5,576	-2	0	0	0	-2
193	SHARES BARCLAYS 1 YEAR TREAS		12/18/2012	12/2/2013	1,520		1	1,521	0	0	0	0	0
194	SHARES BARCLAYS 1 YEAR TREAS		12/21/2012	2/27/2013	2,196		1	2,197	0	0	0	0	0
195	SHARES BARCLAYS 1 YEAR TREAS		12/21/2012	2/27/2013	1,942		2	1,944	0	0	0	0	0
196	SHARES BARCLAYS 1 YEAR TREAS		12/22/2012	2/27/2013	3,669		2	3,671	424	0	0	0	424
197	ZEBRA TECHNOLOGIES CORP CL A		3/12/2012	3/6/2013	2,572		0	2,572	329	0	0	0	329
198	ZEBRA TECHNOLOGIES CORP CL A		3/12/2012	3/7/2013	2,901		0	2,901	284	0	0	0	284
199	ZEBRA TECHNOLOGIES CORP CL A		3/12/2012	3/8/2013	4,120		0	4,120	598	0	0	0	598
200	ZEBRA TECHNOLOGIES CORP CL A		3/12/2012	5/31/2013	5,555		0	4,729	826	0	0	0	826
201	ZEBRA TECHNOLOGIES CORP CL A		3/9/2012	5/31/2013	10,000		0	10,000	0	0	0	0	0
202	VCTA PRIV EQ PTRNS IV		12/19/2002	2/7/2013	1,013		0	1,014	-1	0	0	0	-1
203	SHARES BARCLAYS 1 YEAR TREAS		12/18/2012	2/27/2013	1,521		1	1,522	0	0	0	0	0
204	SHARES BARCLAYS 1 YEAR TREAS		1/19/2013	5/2/2013	1,521		1	1,522	0	0	0	0	0
205	SHARES BARCLAYS 1 YEAR TREAS		1/19/2013	5/2/2013	2,197		1	2,198	0	0	0	0	0
206	SHARES BARCLAYS 1 YEAR TREAS		1/19/2013	5/2/2013	1,943		2	1,945	0	0	0	0	0
207	SHARES BARCLAYS 1 YEAR TREAS		1/25/2013	5/2/2013	1,014		0	1,014	0	0	0	0	0
208	SHARES BARCLAYS 1 YEAR TREAS		4/26/2013	5/2/2013	5,661		2	5,662	1	0	0	0	1
209	SHARES BARCLAYS 1 YEAR TREAS		14/2013	5/31/2013	1,518		4	1,522	0	0	0	0	0
210	SHARES BARCLAYS 1 YEAR TREAS		1/6/2013	5/31/2013	2,193		5	2,198	0	0	0	0	0
211	SHARES BARCLAYS 1 YEAR TREAS		1/6/2013	5/31/2013	1,945		5	1,945	0	0	0	0	0
212	SHARES BARCLAYS 1 YEAR TREAS		1/11/2013	5/31/2013	1,012		2	1,014	0	0	0	0	0
213	SHARES BARCLAYS 1 YEAR TREAS		4/12/2013	5/31/2013	2,614		6	2,620	0	0	0	0	0
214	SHARES BARCLAYS 1 YEAR TREAS		1/28/2012	6/10/2013	1,096		2	1,098	0	0	0	0	0
215	SHARES BARCLAYS 1 YEAR TREAS		4/16/2013	6/10/2013	9,830		14	9,844	0	0	0	0	0
216	SHARES BARCLAYS 1 YEAR TREAS		4/28/2013	6/10/2013	10,310		24	10,310	0	0	0	0	0
217	SHARES BARCLAYS 1 YEAR TREAS		4/28/2013	6/10/2013	10,310		24	10,310	0	0	0	0	0
218	SHARES BARCLAYS 1 YEAR TREAS		1/27/2012	6/10/2013	1,916		6	1,924	0	0	0	0	0
219	SHARES BARCLAYS 1 YEAR TREAS		1/27/2012	6/10/2013	1,916		6	1,924	0	0	0	0	0
220	SHARES BARCLAYS 1 YEAR TREAS		1/27/2012	6/10/2013	1,916		6	1,924	0	0	0	0	0
221	SHARES BARCLAYS 1 YEAR TREAS		1/27/2012	6/10/2013	1,916		6	1,924	0	0	0	0	0
222	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
223	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
224	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
225	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
226	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
227	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
228	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
229	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
230	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
231	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
232	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
233	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
234	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
235	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
236	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
237	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
238	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
239	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
240	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
241	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
242	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
243	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
244	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
245	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
246	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
247	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
248	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
249	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
250	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
251	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
252	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
253	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
254	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
255	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
256	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
257	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
258	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
259	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
260	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
261	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
262	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
263	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
264	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
265	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
266	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
267	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
268	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1
269	ST LOUIS FROM VCTA PRIVATE EQUITY		12/29/2012	6/10/2013	1,939		8	1,950	1	0	0	0	1

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
1	CARMEN D CAMPBELL		90 SOUTH 7TH STREET	MINNEAPOLIS	MN	55402		PRESIDENT / DIRECTOR	1 00			
2	JAMES R CAMPBELL		90 SOUTH 7TH STREET	MINNEAPOLIS	MN	55402		VICE PRES / DIRECTOR	1 00			
3	PETER I CAMPBELL		90 SOUTH 7TH STREET	MINNEAPOLIS	MN	55402		VICE PRES / DIRECTOR	1 00			
4	KATHRYN A CAMPBELL		90 SOUTH 7TH STREET	MINNEAPOLIS	MN	55402		VICE PRES / DIRECTOR	1 00			
5	LAURIE RIVARD		90 SOUTH 7TH STREET	MINNEAPOLIS	MN	55402		SEC/ TREAS	1 00			

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

	Date	Amount
1 Credit from prior year return		1 349
2 First quarter estimated tax payment	5/10/2013	2 1,547
3 Second quarter estimated tax payment	6/11/2013	3 1,547
4 Third quarter estimated tax payment	10/29/2013	4 1,547
5 Fourth quarter estimated tax payment	12/9/2013	5 1,547
6 Other payments		6
7 Total		7 6,537



Period Covered: December 1, 2013 - December 31, 2013

ASSET DESCRIPTION

Cash & Equivalents

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
Fixed Income							
GOVERNMENT OBLIGATIONS							
FED HOME LN BK	100,000,000	\$104.453	\$104,453.00	\$99,962.00	\$4,491.00	1.46%	\$167.71
DTD 12/03/10 2.625 12/08/2017							
CUSIP: 313371ZX7							
MOODY'S RATING: AAA							
STANDARD & POOR'S RATING: AA+							
Total Government Obligations			\$104,453.00	\$99,962.00	\$4,491.00		\$167.71



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

MUNICIPAL BONDS

ANOKA CNTY MINN
TAXABLE-OPEB-SER D
DTD 09/22/09 4 410 02/01/2018
CUSIP: 036213549
MOODY'S RATING: AA1
STANDARD & POOR'S RATING AA+

LA CROSSE WIS
REF-TAXABLE-SER D
DTD 12/15/10 2 900 12/01/2016
CUSIP: 502768X25
MOODY'S RATING: AA2
STANDARD & POOR'S RATING: AA+

METROPOLITAN COUNCIL MINN
MINNEAPOLIS-ST PAUL MET AREA
BUILD AMERICA BONDS
DTD 12/22/10 2 400 02/01/2015
CUSIP: 591852PR3
MOODY'S RATING: AAA
STANDARD & POOR'S RATING: AAA

Total Municipal Bonds

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
ANOKA CNTY MINN TAXABLE-OPEB-SER D DTD 09/22/09 4 410 02/01/2018 CUSIP: 036213549 MOODY'S RATING: AA1 STANDARD & POOR'S RATING AA+	200,000,000	\$106.820	\$213,640.00	\$210,422.00	\$3,218.00	2.64%	\$3,675.00
LA CROSSE WIS REF-TAXABLE-SER D DTD 12/15/10 2 900 12/01/2016 CUSIP: 502768X25 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA+	200,000,000	102.329	204,658.00	200,000.00	4,658.00	2.07	483.33
METROPOLITAN COUNCIL MINN MINNEAPOLIS-ST PAUL MET AREA BUILD AMERICA BONDS DTD 12/22/10 2 400 02/01/2015 CUSIP: 591852PR3 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	200,000,000	101.017	202,034.00	200,776.00	1,258.00	1.45	2,000.00
Total Municipal Bonds			\$620,332.00	\$611,198.00	\$9,134.00		\$6,158.33



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
BELLSOUTH CORP DTD 09/13/04 5.200 09/15/2014 CUSIP: 079860AG7 MOODY'S RATING: WR STANDARD & POOR'S RATING: A-	100,000,000	\$103.261	\$103,261.00	\$99,468.00	\$3,793.00	0.56%	\$1,531.11
NUCOR CORP DTD 06/02/08 5.850 06/01/2018 CUSIP: 670346AK1 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A	100,000,000	113.298	113,298.00	100,000.00	13,298.00	2.64	487.50
TARGET CORP DTD 07/14/06 5.875 07/15/2016 CUSIP: 87612EAN6 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A	100,000,000	112.528	112,528.00	101,886.00	10,642.00	0.88	2,709.03
Total Corporate Obligations			\$329,087.00	\$301,354.00	\$27,733.00		\$4,727.64

ASSET DESCRIPTION

Fixed Income

PREFERRED SECURITIES

HSBC FINANCE CORPORATION 6.36% PFD CUSIP: 40429C607 STANDARD & POOR'S RATING: BBB+	5,000,000	\$22.900	\$114,500.00	\$114,978.00	-\$478.00	6.94%	\$0.00
JPM CHASE CAPITAL XXIX 6.70% PFD CUSIP: 48125E207 STANDARD & POOR'S RATING: BBB	4,355,000	25.320	110,268.60	112,228.35	-1,959.75	6.61	1,823.66
Total Preferred Securities			\$224,768.60	\$227,206.35	-\$2,437.75	6.78%	\$1,823.66



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Fixed Income (continued)							
DOMESTIC MUTUAL FUNDS							
FPA NEW INCOME FUND #78 SYMBOL: FPNIX CUSIP: 302544101	6,331.392	\$10.270	\$65,023.40	\$67,239.38	-\$2,215.98	3.60%	\$0.00
ISHARES 1-3 YEAR TREASURY BOND SYMBOL: SHY CUSIP: 464287457	914.000	84.380	77,123.32	77,192.74	-69.42	0.26	0.00
PRINCIPAL PREFERRED SECURITIES FUND CLASS INS #4929	31,305.807	9.820	307,423.02	320,546.50	-13,123.48	5.85	0.00
SYMBOL: PPSIX CUSIP: 74253Q416							
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND CLASS I #5203	39,690.020	9.060	359,591.58	355,000.00	4,591.58	4.18	0.00
SYMBOL: SAMBX CUSIP: 76628T678							
Total Domestic Mutual Funds			\$809,161.32	\$819,978.62	-\$10,817.30	4.40%	\$0.00
INTERNATIONAL MUTUAL FUNDS							
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616	18,413.041	\$13.090	\$241,026.71	\$228,137.58	\$12,889.13	3.92%	\$0.00
SYMBOL: TGBAX CUSIP: 880208400							
Total International Mutual Funds			\$241,026.71	\$228,137.58	\$12,889.13	3.92%	\$0.00
Total Fixed Income			\$2,328,828.63	\$2,287,836.55	\$40,992.08		\$12,877.34



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities							
CONSUMER DISCRETIONARY							
ALLISON TRANSMISSION HOLDINGS SYMBOL: ALSN CUSIP: 01973R101	1,655,000	\$27.610	\$45,694.55	\$33,442.34	\$12,252.21	1.74%	\$0.00
COACH INC SYMBOL: COH CUSIP: 189754104	982,000	56.130	55,119.66	53,538.25	1,581.41	2.40	331.43
GENTEX CORP SYMBOL: GNTX CUSIP: 371901109	2,350,000	32.980	77,503.00	41,594.82	35,908.18	1.70	0.00
GENTHERM INC. SYMBOL: THRM CUSIP: 37253A103	2,406,000	26.810	64,504.86	44,613.56	19,891.30	0.00	0.00
IRIDIUM COMMUNICATIONS INC SYMBOL: IRDM CUSIP: 46269C102	5,946,000	6.251	37,168.45	40,153.14	- 2,984.69	0.00	0.00
MATTEL INC SYMBOL: MAT CUSIP: 577081102	1,580,000	47.580	75,176.40	71,280.89	3,895.51	3.19	0.00
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	930,000	97.030	90,237.90	53,527.63	36,710.27	3.34	0.00
MORNINGSTAR INC COM SYMBOL: MORN CUSIP: 617700109	482,000	78.090	37,639.38	15,678.75	21,960.63	0.87	0.00
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103	1,640,000	78.640	128,969.60	33,829.79	95,139.81	1.22	393.60
NORDSTROM INC SYMBOL: JWN CUSIP: 655664100	1,592,000	61.800	98,385.60	59,341.80	39,043.80	2.14	0.00
PETSMART INC COM SYMBOL: PETM CUSIP: 716768106	1,478,000	72.750	107,524.50	107,702.69	- 178.19	1.07	0.00



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

CONSUMER DISCRETIONARY (continued)

SELECT COMFORT CORPORATION
SYMBOL: SCSS CUSIP: 81616X103

STAPLES INC

SYMBOL: SPLS CUSIP: 855030102

STARWOOD HOTELS & RESORTS WORLDWIDE
INC COM

SYMBOL: HOT CUSIP: 85590A401

TUPPERWARE BRANDS CORPORATION
SYMBOL: TUP CUSIP: 899896104

Total Consumer Discretionary

CONSUMER STAPLES

COLGATE PALMOLIVE CO
SYMBOL: CL CUSIP: 194162103

GNC HOLDINGS INC

SYMBOL: GNC CUSIP: 36191G107

PEPSICO INC

SYMBOL: PEP CUSIP: 713448108

SPECTRUM BRANDS HOLDINGS INC

SYMBOL: SPB CUSIP: 84763R101

WAL MART STORES INC

SYMBOL: WMT CUSIP: 931142103

Total Consumer Staples

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
SELECT COMFORT CORPORATION SYMBOL: SCSS CUSIP: 81616X103	1,486,000	21.090	31,339.74	28,503.06	2,836.68	0.00	0.00
STAPLES INC SYMBOL: SPLS CUSIP: 855030102	2,384,000	15.890	37,881.76	27,044.33	10,837.43	3.02	286.08
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM SYMBOL: HOT CUSIP: 85590A401	1,535,000	79.450	121,955.75	69,573.88	52,381.87	1.70	0.00
TUPPERWARE BRANDS CORPORATION SYMBOL: TUP CUSIP: 899896104	494,000	94.530	46,697.82	31,787.22	14,910.60	2.88	306.28
Total Consumer Discretionary			\$1,055,798.97	\$711,612.15	\$344,186.82	1.76%	\$1,317.39
COLGATE PALMOLIVE CO SYMBOL: CL CUSIP: 194162103	1,674,000	\$65.210	\$109,161.54	\$51,578.45	\$57,583.09	2.21%	\$0.00
GNC HOLDINGS INC SYMBOL: GNC CUSIP: 36191G107	897,000	58.450	52,429.65	33,503.93	18,925.72	1.09	0.00
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	1,056,000	82.940	87,584.64	64,284.50	23,300.14	2.74	599.28
SPECTRUM BRANDS HOLDINGS INC SYMBOL: SPB CUSIP: 84763R101	748,000	70.550	52,771.40	30,437.46	22,333.94	1.42	0.00
WAL MART STORES INC SYMBOL: WMT CUSIP: 931142103	1,207,000	78.690	94,978.83	69,680.28	25,298.55	2.44	567.29
Total Consumer Staples			\$396,926.06	\$249,484.62	\$147,441.44	2.13%	\$1,166.57



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

ENERGY

AMX ENERGY SELECT SPDR
SYMBOL: XLE CUSIP: 81369Y506

APACHE CORP
SYMBOL: APA CUSIP: 037411105

CHEVRON CORP
SYMBOL: CVX CUSIP: 166764100

FMC TECHNOLOGIES INC
SYMBOL: FTI CUSIP: 30249U101

GEOSPACE TECHNOLOGIES CORP
SYMBOL: GEOS CUSIP: 37364X109

OIL STATES INTERNATIONAL INC
SYMBOL: OIS CUSIP: 678026105

Total Energy

FINANCIALS

AFLAC INC
SYMBOL: AFL CUSIP: 001055102

AMERICAN EXPRESS CO
SYMBOL: AXP CUSIP: 025816109

BERKSHIRE HATHAWAY INC.
SYMBOL: BRKB CUSIP: 084670702

BLACKROCK INC
SYMBOL: BLK CUSIP: 09247X101

CAPITAL ONE FINANCIAL CORP
SYMBOL: COF CUSIP: 14040H105

GOLDMAN SACHS GROUP INC
SYMBOL: GS CUSIP: 38141G104

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
840,000	\$88.510	\$74,348.40	\$59,992.80	\$14,355.60	1.72%	\$0.00
816,000	85.940	70,127.04	52,412.42	17,714.62	1.16	0.00
879,000	124.910	109,795.89	64,737.14	45,058.75	3.20	0.00
4,280,000	52.210	223,458.80	94,395.70	129,063.10	0.00	0.00
757,000	94.636	71,639.45	61,010.70	10,628.75	0.00	0.00
382,000	101.720	38,857.04	23,469.47	15,387.57	0.00	0.00
		\$588,226.62	\$356,018.23	\$232,208.39	0.95%	\$0.00
2,300,000	\$66.800	\$153,640.00	\$92,383.78	\$61,256.22	2.22%	\$0.00
2,472,000	90.730	224,284.56	108,880.60	115,403.96	1.01	0.00
1,040,000	118.560	123,302.40	66,510.28	56,792.12	0.00	0.00
318,000	316.470	100,637.46	48,546.93	52,090.53	2.44	0.00
1,576,000	76.610	120,737.36	97,862.19	22,875.17	1.57	0.00
706,000	177.260	125,145.56	94,998.97	30,146.59	1.24	0.00



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

FINANCIALS (continued)

INTERCONTINENTAL EXCHANGE GROUP INC
SYMBOL: ICE CUSIP: 45866F104

JPMORGAN CHASE & CO
SYMBOL: JPM CUSIP: 46625H100

MARKET HOLDINGS
SYMBOL: MKL CUSIP: 57053S104

PNC FINANCIAL SERVICES GROUP
SYMBOL: PNC CUSIP: 69347S105

TCF FINANCIAL
SYMBOL: TCB CUSIP: 87227S102

Total Financials

HEALTH CARE

ABBOTT LABS
SYMBOL: ABT CUSIP: 002824100

AIR METHODS CORP COM
SYMBOL: AIRM CUSIP: 009128307

BAXTER INTL INC
SYMBOL: BAX CUSIP: 071813109

DENTSPLY INTL INC COM
SYMBOL: XRAY CUSIP: 249030107

GILEAD SCIENCES INC
SYMBOL: GILD CUSIP: 375558103

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
499,000	224.920	112,235.08	62,948.63	49,286.45	1.16	0.00
1,564,000	58.480	91,462.72	61,214.29	30,248.43	2.74	0.00
100,000	580.350	58,035.00	18,789.16	39,245.84	0.00	0.00
1,249,000	77.580	96,897.42	77,704.51	19,192.91	2.47	0.00
2,595,000	16.250	42,168.75	32,484.64	9,684.11	1.23	0.00
		\$1,248,546.31	\$762,323.98	\$486,222.33	1.47%	\$0.00
2,973,000	\$38.330	\$113,955.09	\$89,757.31	\$24,197.78	2.30%	\$0.00
996,000	58.260	58,026.96	41,398.19	16,628.77	0.00	0.00
1,270,000	69.550	88,328.50	63,801.37	24,527.13	2.82	622.30
883,000	48.480	42,807.84	29,785.61	13,022.23	0.55	55.19
1,222,000	75.100	91,772.20	48,974.95	42,797.25	0.00	0.00



Period Covered: December 1, 2013 - December 31, 2013

ASSET DESCRIPTION

HEALTH CARE (continued)

HEALTH CARE (continued)

JOHNSON & JOHNSON

SYMBOL: JNJ CUSIP: 478160104

MCKESSON CORP

SYMBOL: MCK CUSIP: 58155Q103

MEDNAX INC

SYMBOL: MD CUSIP: 58502B106

THERMO FISHER SCIENTIFIC INC

SYMBOL: TMO CUS

VCA ANTECH INC

SYMBOL: WOOF CUSIP: 918194101

Total Health Care

INDUSTRIALS

GRACO INC.

SYMBOL: GGG CUSIP: 384109104

ILLINOIS TOOL WORKS INC.

SYMBOL: ITW CUSIP: 452308109

MASTEC INC COM

SYMBOL: MTZ CUSIP: 576323109

ORBITAL SCIENCES CORP.

SYMBOL: ORB CUSIP: 685564106

PRECISION CASTPARTS CORP.

SYMBOL: PCP CUSIP: 740189105

UNITED PARCEL SERVICE-CI B

SYMBOL: UPS CUSIP: 911312106

UNITED TECHNOLOGIES CORP.

SYMBOL: UTX CUSIP: 913017109

3M CO

STUDIO
COM

SYMBOL: MMM CUSIP: 88579Y101

Total Industrials

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
Equities (continued)							
HEALTH CARE (continued)							
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	1,320,000	91.590	120,898.80	76,620.63	44,278.17	3.06	0.00
MCKESSON CORP SYMBOL: MCK CUSIP: 58155Q103	1,128,000	161.400	182,059.20	99,208.29	82,850.91	0.59	270.72
MEDNAX INC SYMBOL: MD CUSIP: 58502B106	1,170,000	53.380	62,454.60	25,590.72	36,863.88	0.00	0.00
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102	1,335,000	111.350	148,652.25	64,476.78	84,175.47	0.54	200.25
AVCA ANTECH INC SYMBOL: WOOF CUSIP: 918194101	1,559,000	31.360	48,890.24	32,961.51	15,928.73	0.00	0.00
Total Health Care			\$957,845.68	\$572,575.36	\$385,270.32	1.14%	\$1,148.46
INDUSTRIALS							
GRACO INC SYMBOL: GGG CUSIP: 384109104	616,000	\$78.120	\$48,121.92	\$19,675.18	\$28,446.74	1.41%	\$0.00
ILLINOIS TOOL WORKS INC SYMBOL: ITW CUSIP: 452308109	1,175,000	84.080	98,794.00	45,488.42	53,305.58	2.00	493.50
MASTEC INC COM SYMBOL: MTZ CUSIP: 576323109	1,328,000	32.720	43,452.16	31,118.07	12,334.09	0.00	0.00
ORBITAL SCIENCES CORP SYMBOL: ORB CUSIP: 685564106	2,346,000	23.300	54,661.80	28,116.95	26,544.85	0.00	0.00
PRECISION CASTPARTS CORP SYMBOL: PCP CUSIP: 740189105	332,000	269.300	89,407.60	41,182.69	48,224.91	0.04	0.00
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	881,000	105.080	92,575.48	66,663.36	25,912.12	2.55	0.00
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109	1,155,000	113.800	131,439.00	34,831.70	96,607.30	2.07	0.00
3M CO COM	1,095,000	140.250	153,573.75	82,488.08	71,085.67	2.44	0.00
SYMBOL: MMM CUSIP: 88579Y101							
Total Industrials			\$712,025.71	\$349,564.45	\$362,461.26	1.62%	\$493.50
							16 of 40



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INFORMATION TECHNOLOGY

AMPHENOL CORP CL A
SYMBOL: APH CUSIP: 032095101

APPLE INC
SYMBOL: AAPL CUSIP: 037833100

EBIX, INC.
SYMBOL: EBIX CUSIP: 278715206

GLOBAL PMTS INC W/I
SYMBOL: GPN CUSIP: 37940X102

METTLER-TOLEDO INTL INC
SYMBOL: MTD CUSIP: 592688105

MICROSOFT CORP
SYMBOL: MSFT CUSIP: 594918104

NEUSTAR INC
CL A
SYMBOL: NSR CUSIP: 64126X201

PAYCHEX INC
SYMBOL: PAYX CUSIP: 704326107

QUALCOMM INC
SYMBOL: QCOM CUSIP: 747525103

SYNTEL INC
SYMBOL: SYNT CUSIP: 87162H103

WEX INC.
SYMBOL: WEX CUSIP: 96208T104

ZEBRA TECHNOLOGIES CORP CL A
SYMBOL: ZBRA CUSIP: 989207105

Total Information Technology

MATERIALS

STEEL DYNAMICS INC COM
SYMBOL: STLD CUSIP: 858119100

Total Materials

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
1,505,000	\$89.180	\$134,215.90	\$73,872.91	\$60,342.99	0.90%	\$301.00
181,000	561.020	101,544.62	40,369.17	61,175.45	2.35	0.00
2,387,000	14.710	35,112.77	39,380.72	-4,267.95	0.00	0.00
846,000	64.990	54,981.54	35,706.96	19,274.58	0.12	0.00
160,000	242.590	38,814.40	10,019.02	28,795.38	0.00	0.00
2,759,000	37.410	103,214.19	76,936.92	26,277.27	2.99	0.00
981,000	49.860	48,912.66	15,683.44	33,229.22	0.00	0.00
1,550,000	45.530	70,571.50	46,696.66	23,874.84	3.07	0.00
1,687,000	74.250	125,259.75	74,342.39	50,917.36	2.26	0.00
610,000	90.950	55,479.50	35,590.67	19,888.83	0.00	0.00
466,000	99.030	46,147.98	6,120.93	40,027.05	0.00	0.00
885,000	54.080	47,860.80	18,213.82	29,646.98	0.00	0.00
		\$862,115.61	\$472,933.61	\$389,182.00	1.36%	\$301.00
2,646,000	\$19.540	\$51,702.84	\$34,988.23	\$16,714.61	2.35%	\$291.06
		\$51,702.84	\$34,988.23	\$16,714.61	2.35%	\$291.06
						17 of 40



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL EQUITIES

ABB LTD - ADR SPONSORED ADR CUSIP: 000375204	3,585,000	\$26.560	\$95,217.60	\$48,062.14	\$47,155.46	2.65%	\$0.00
ACCENTURE PLC CUSIP: G1151C101	2,090,000	82.220	171,839.80	50,148.70	121,691.10	2.26	0.00
BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP: 088606108	1,515,000	68.200	103,323.00	24,510.57	78,812.43	3.40	0.00
DANONE CUSIP: 23636T100	3,481,000	14.520	50,544.12	52,433.63	- 1,889.51	1.69	0.00
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	1,720,000	132.420	227,762.40	114,670.02	113,092.38	2.26	0.00
HSBC - ADR SPONSORED ADR CUSIP: 404280406	2,296,000	55.130	126,578.48	120,794.22	5,784.26	4.35	0.00
KOMATSU JPY 500 CUSIP: J35759125	4,384,000	20.332	89,135.70	77,698.69	11,437.01	0.00	0.00
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406	3,042,000	73.590	223,860.78	73,018.39	150,842.39	2.47	0.00
RECKITT BENCKISER PLC GBP CUSIP: G74079107	2,285,000	79.384	181,392.46	55,981.91	125,410.55	0.00	0.00
SAP AG - ADR SPONSORED ADR CUSIP: 803054204	1,910,000	87.140	166,437.40	79,061.37	87,376.03	0.92	0.00
SCHLUMBERGER LTD CUSIP: 806857108	1,588,000	90.110	143,094.68	131,037.90	12,056.78	1.78	496.25
TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR CUSIP: 874039100	8,575,000	17.440	149,548.00	66,404.27	83,143.73	2.30	0.00

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Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities (continued)							
INTERNATIONAL EQUITIES (continued)							
TELEFONICA SA - ADR SPONSORED ADR CUSIP: 879382208	4,446,000	16.340	72,647.64	72,562.86	84.78	2.21	0.00
TESCO PLC SP CUSIP: G87621101	13,935,000	5.538	77,167.40	68,748.17	8,419.23	0.00	0.00
TRANSOCEAN LTD CUSIP: H8817H100	3,252,000	49.420	160,713.84	184,805.65	- 24,091.81	4.53	0.00
UNILEVER PLC - ADR SPONSORED ADR CUSIP: 904767704	2,007,000	41.200	82,688.40	80,790.65	1,897.75	3.39	0.00
VODAFONE GROUP PLC NEW CUSIP: 92857W209	3,170,000	39.310	124,612.70	85,796.08	38,816.62	4.04	1,808.22
Total International Equities			\$2,246,564.40	\$1,386,525.22	\$860,039.18	2.28%	\$2,304.47
DOMESTIC MUTUAL FUNDS							
ISHARES SELECT DIVIDEND ETF SYMBOL: DIVY CUSIP: 464287168	299,000	\$71.350	\$21,333.65	\$15,953.79	\$5,379.86	3.06%	\$0.00
SPDR BARCLAYS CONVERTIBLE SECURITIES ETF SYMBOL: CWB CUSIP: 78464A359	1,570,000	46.730	73,366.10	60,141.83	13,224.27	3.66	492.77
WISDOMTREE JAPAN HEDGED EQUITY FUND SYMBOL: DXJ CUSIP: 97717W851	4,035,000	50.840	205,139.40	155,422.45	49,716.95	1.22	0.00
Total Domestic Mutual Funds			\$299,839.15	\$231,518.07	\$68,321.08	1.95%	\$492.77



Account Statement For:
CAMPBELL FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL MUTUAL FUNDS

ISHARES MSCI ALL COUNTRY ASIA

SYMBOL: AAXJ CUSIP: 464288182

ISHARES MSCI EAFE ETF

SYMBOL: EFA CUSIP: 464287465

VANGUARD FTSE EMERGING MARKETS ETF

SYMBOL: VWO CUSIP: 922042858

Total International Mutual Funds

Total Equities

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
1,940,000	\$60.310	\$117,001.40	\$108,112.95	\$8,888.45	1.77%	\$47.85
824,000	67.095	55,286.28	49,562.12	5,724.16	2.54	0.00
3,458,000	41.140	142,262.12	71,845.48	70,416.64	2.73	0.00
		\$314,549.80	\$229,520.55	\$85,029.25	2.34%	\$47.85
		\$8,734,141.15	\$5,357,064.47	\$3,377,076.68	1.73%	\$7,563.07

ASSET DESCRIPTION

Complementary Strategies

OTHER

DRIEHAUS ACTIVE INCOME FUND

SYMBOL: LCMAX CUSIP: 262028855

Total Other

Total Complementary Strategies

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
30,144.726	\$10.770	\$324,658.70	\$324,658.70	\$0.00	2.01%	\$0.00
		\$324,658.70	\$324,658.70	\$0.00	2.01%	\$0.00
		\$324,658.70	\$324,658.70	\$0.00	2.01%	\$0.00

TOTAL ASSETS

ACCOUNT VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
\$11,312,282.31	\$7,894,213.55	\$3,418,068.76	\$20,440.41



Account Statement For:
CAMPBELL FOUNDATION-SEGREGATED

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

MONEY MARKET

WELLS FARGO ADVANTAGE GOVERNMENT
MONEY MARKET FUND
INSTL CLASS - #1751

WELLS FARGO ADVANTAGE GOVERNMENT
MONEY MARKET FUND
INSTL CLASS - #1751

Asset held in Invested Income Portfolio

Total Money Market

Total Cash & Equivalents

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	38,985.060		\$38,985.06	\$38,985.06	\$0.00	0.01%	\$0.30
WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	5,696.240		5,696.24	5,696.24	0.00	0.01	0.05
Total Money Market			\$44,681.30	\$44,681.30	\$0.00	0.01%	\$0.35
Total Cash & Equivalents			\$44,681.30	\$44,681.30	\$0.00	0.01%	\$0.35

ASSET DESCRIPTION

Complementary Strategies

CLOSELY HELD INTERESTS

MACC LLP

Total Closely Held Interests

OTHER

DRIEHAUS ACTIVE INCOME FUND
SYMBOL: LCMAX CUSIP: 262028855
VCFA PRIVATE EQUITY PARTNERS IV LP

Total Other

Total Complementary Strategies

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
MACC LLP	99.990	\$1.000	\$99.99	\$499,950.00	- \$499,850.01	0.00%	\$0.00
Total Closely Held Interests			\$99.99	\$499,950.00	- \$499,850.01	0.00%	\$0.00
OTHER							
DRIEHAUS ACTIVE INCOME FUND SYMBOL: LCMAX CUSIP: 262028855	7,242.340	\$10.770	\$78,000.00	\$78,000.00	\$0.00	2.01%	\$0.00
VCFA PRIVATE EQUITY PARTNERS IV LP	87,876.000	1.000	87,876.00	87,876.00	0.00	0.00	0.00
Total Other			\$165,876.00	\$165,876.00	\$0.00	0.94%	\$0.00
Total Complementary Strategies			\$165,975.99	\$165,876.00	- \$499,850.01	0.94%	\$0.00



Account Statement For:
CAMPBELL FOUNDATION-SEGREGATED

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Miscellaneous

OTHER

MACC, LLP TITLE INSURANCE POLICY
#O-9301-000571908 FOR
7541 COUNTY RD 117 SW, BYRON, MN
NOT ADMINISTERED BY BANK,
SAFEKEEPING/REFERENCE PURPOSES ONLY

Total Other

Total Miscellaneous

VALUED CARRIED AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
\$0.00	\$0.00	\$0.00	\$0.00
\$0.00	\$0.00	\$0.00	\$0.00
\$0.00	\$0.00	\$0.00	\$0.00

TOTAL ASSETS

ACCOUNT VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
\$210,657.29	\$710,507.30	- \$499,850.01	\$0.35

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	CAMPBELL FOUNDATION CARMEN D CAMPBELL, TRUSTEE	41-1988560
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	90 S 7TH STREET, SUITE 5100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MINNEAPOLIS, MN 55402	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **WELLS FARGO BANK N.A.**
Telephone No. **(888) 730-4933** 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.

- I request an additional 3-month extension of time until **11/15/2014**.
- For calendar year **2013**, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,417
b If this application is for Forms 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 and any amount paid previously with Form 8868.	8b	\$	14,537
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **TAX DIRECTOR** Date **8/14/14**

Form **8868** (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
 - 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	Employer identification number (EIN) or
	CAMPBELL FOUNDATION CARMEN D CAMPBELL, TRUSTEE	41-1988560
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	90 S 7TH STREET, SUITE 5100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MINNEAPOLIS, MN 55402	

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

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 ► ABBOT DOWNING

Telephone No. ► (888) 730-4933 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 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2013, or

► ☐ tax year beginning , and ending

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,975
b If this application is for Forms 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	\$	6,537
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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)