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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation MURIEL WHITESIDE CHARITABLE TR 14905500		A Employer identification number 41-6370669
Number and street (or P O box number if mail is not delivered to street address) P O BOX 64713 TRUST TAX SERVICES	Room/suite	B Telephone number (see instructions) (218) 723-2870
City or town, state or province, country, and ZIP or foreign postal code ST PAUL, MN 551640713		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 17,259,854	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	56	56		
	4 Dividends and interest from securities	330,768	330,768		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	508,574			
	b Gross sales price for all assets on line 6a 2,242,385				
	7 Capital gain net income (from Part IV, line 2)		508,574		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1,858,261	1,858,261			
12 Total. Add lines 1 through 11	2,697,659	2,697,659			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	244,125	176,728		67,397
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	38,420	19,210	0	19,210
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	44,467	44,467		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	148,328	107,328		0
	19 Depreciation (attach schedule) and depletion	0	275,490		
	20 Occupancy				
	21 Travel, conferences, and meetings	153	0	0	153
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	48,234	48,209		25
	24 Total operating and administrative expenses. Add lines 13 through 23	523,727	671,432	0	86,785
	25 Contributions, gifts, grants paid	1,445,261			1,445,261
26 Total expenses and disbursements. Add lines 24 and 25	1,968,988	671,432	0	1,532,046	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	728,671				
b Net investment income (if negative, enter -0-)		2,026,227			
c Adjusted net income (if negative, enter -0-)			0		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13,340	30,446	30,446		30,446
	2	Savings and temporary cash investments	53,406	856,009	856,009		856,009
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			0		0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	7,599,485 <input checked="" type="checkbox"/>	7,848,134	10,652,418		
	c	Investments—corporate bonds (attach schedule)	3,323,068 <input checked="" type="checkbox"/>	3,011,117	2,896,836		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	9,273 <input checked="" type="checkbox"/>	2,159	2,159		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 2,839,606 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 2,821,986 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 2,821,986 <input checked="" type="checkbox"/>			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,838,178	14,569,851	17,259,854			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 622 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 3,610 <input checked="" type="checkbox"/>			
23	Total liabilities (add lines 17 through 22)	622	3,610				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	8,822,606	8,822,606			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	5,014,950	5,743,635			
30	Total net assets or fund balances (see page 17 of the instructions)	13,837,556	14,566,241				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,838,178	14,569,851				

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	13,837,556
2	Enter amount from Part I, line 27a	2	728,671
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	14
4	Add lines 1, 2, and 3	4	14,566,241
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,566,241

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	508,574
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,427,446	18,640,702	0.076577
2011	1,581,046	18,368,540	0.086074
2010	1,334,947	17,707,046	0.075391
2009	1,039,319	16,431,773	0.063251
2008	2,962,135	18,261,939	0.162203
2	Total of line 1, column (d).		2 0.463496
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 0.092699
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 19,993,511
5	Multiply line 4 by line 3.		5 1,853,378
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 20,262
7	Add lines 5 and 6.		7 1,873,640
8	Enter qualifying distributions from Part XII, line 4.		8 1,532,046

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts for exempt foundations, tax on section 511 trusts, and total tax due/overpayment.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding foundation activities. Columns include question text, 'Yes', and 'No' response boxes.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>U S BANK NATIONAL ASSOCIATION</u> Telephone no ▶ <u>(218) 723-2870</u> Located at ▶ <u>130 W SUPERIOR STREET DULUTH MN</u> ZIP +4 ▶ <u>55802</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display: inline-table;"><tr><td style="width: 50px; text-align: center;">15</td><td style="width: 100px;"></td></tr></table>	15				
15						
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____	16	Yes	No		

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	▶	0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	12,773,689
b	Average of monthly cash balances.	1b	543,382
c	Fair market value of all other assets (see instructions).	1c	6,980,910
d	Total (add lines 1a, b, and c).	1d	20,297,981
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	20,297,981
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	304,470
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,993,511
6	Minimum investment return. Enter 5% of line 5.	6	999,676

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	999,676
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	40,525
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	40,525
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	959,151
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	959,151
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	959,151

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	1,532,046
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,532,046
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,532,046

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				959,151
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	2,108,596			
b From 2009.	238,915			
c From 2010.	479,299			
d From 2011.	698,047			
e From 2012.	531,217			
f Total of lines 3a through e.	4,056,074			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,532,046</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				959,151
e Remaining amount distributed out of corpus	572,895			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,628,969			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	2,108,596			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,520,373			
10 Analysis of line 9				
a Excess from 2009.	238,915			
b Excess from 2010.	479,299			
c Excess from 2011.	698,047			
d Excess from 2012.	531,217			
e Excess from 2013.	572,895			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 1,445,261
b <i>Approved for future payment</i>				
Total				▶ 3b

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

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: ***** Date: 2014-05-15 Title: *****
May the IRS discuss this return with the preparer shown below (see instr.)? [] Yes [x] No

Paid Preparer Use Only
Table with 5 columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN.
Firm's name, Firm's EIN, Firm's address, Phone no.

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
70 KRAFT FOODS GROUP INC		2012-10-04	2013-01-04
172 DIAGEO PLC SPONSORED A D R		2012-10-04	2013-01-07
17746 229 NUVEEN EQUITY INDEX FUND CL I		1994-09-27	2013-01-08
NET PROCEEDS CLASS ACTION SUIT			2013-01-09
8 00341 EXTERRAN PARTNERS L P		2012-10-04	2013-01-10
26 99659 EXTERRAN PARTNERS L P		2012-10-04	2013-01-10
96 DEVON ENERGY CORPORATION		2013-01-11	2013-01-14
324 ABBOTT LABORATORIES		2013-01-11	2013-01-15
1134 NINTENDO CO LTD UNSPONS A D R		2012-10-04	2013-01-15
1518 PORSCHE AUTOMOBIL HLDG SE A D R		2012-12-18	2013-01-22
97 QUALCOMM INC		2013-01-11	2013-01-22
211 ROCHE HLDG LTD A D R		2012-10-04	2013-01-22
259 SUNCOR ENERGY INC		2012-10-04	2013-01-22
65 SEAGATE TECHNOLOGY		2013-01-11	2013-01-22
261 AFLAC INC		2013-01-11	2013-01-23
356 EQUITABLE CORP		2013-01-11	2013-01-23
225 ENBRIDGE ENERGY PARTNERS L P		2013-01-11	2013-01-25
109 EXTERRAN PARTNERS L P		2012-10-05	2013-01-25
81 WILLIAMS PARTNERS LP		2013-01-11	2013-01-25
191 AGRIMUM INC		2012-10-04	2013-01-30
1226 SAIPEM SPA UNSPON A D R		2012-10-04	2013-01-30
672 TESCO PLC A D R		2012-10-04	2013-01-30
2369 ATLANTIA SPA A D R		2012-11-15	2013-02-12
73 EXXON MOBIL CORP		2012-10-04	2013-02-20
23 PIONEER NAT RES CO		2013-01-11	2013-02-25
4 ALLEGHENY TECHNOLOGIES INC		2012-10-12	2013-02-26
4 ALTRIA GROUP INC		2012-10-04	2013-02-26
3 ANADARKO PETROLEUM CORP		2013-01-11	2013-02-26
6 ANNALY CAP MGMT INC		2012-10-04	2013-02-26
45 BANK OF AMERICA CORP		2013-01-11	2013-02-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
4 BANKUNITED INC		2013-01-11	2013-02-26
4 CA INC		2013-01-22	2013-02-26
5 CAPITAL ONE FINANCIAL CORP		2013-01-11	2013-02-26
6 CARNIVAL CORP		2012-10-04	2013-02-26
1 CENTERPOINT ENERGY INC		2012-10-04	2013-02-26
4 CHEVRON CORPORATION		2012-10-04	2013-02-26
1 CINEMARK HLDGS INC		2013-01-11	2013-02-26
5 CITIGROUP INC		2013-01-11	2013-02-26
2 CONAGRA FOODS INC		2013-01-11	2013-02-26
3 CONOCOPHILLIPS		2013-01-11	2013-02-26
3 CRANE CO		2013-01-11	2013-02-26
2 DOVER CORP		2013-01-11	2013-02-26
2 DOW CHEM CO		2013-01-11	2013-02-26
1 EMERSON ELEC CO		2013-01-11	2013-02-26
2 GENERAL DYNAMICS CORP		2013-01-11	2013-02-26
10 GENERAL ELECTRIC CO		2012-10-04	2013-02-26
1 GLAXO SMITHKLINE P L C A D R		2012-10-04	2013-02-26
6 INTEL CORP		2012-10-04	2013-02-26
2 J P MORGAN CHASE CO		2013-01-11	2013-02-26
1 JOHNSON JOHNSON		2013-01-11	2013-02-26
2 LIBERTY PPTY TR SBI		2013-01-11	2013-02-26
2 MARATHON OIL CORPORATION		2013-01-11	2013-02-26
2 MAXIM INTEGRATED PRODS INC		2013-01-11	2013-02-26
1 MCDONALDS CORP		2013-01-11	2013-02-26
8 MICROSOFT CORP		2012-10-04	2013-02-26
1 MID-AMER APT CMNTYS INC		2013-01-11	2013-02-26
6 MOLEX INC CL A		2013-01-11	2013-02-26
5 MONDELEZ INTERNATIONAL WI		2012-10-04	2013-02-26
11 MORGAN STANLEY		2013-01-23	2013-02-26
1 OCCIDENTAL PETROLEUM CORPORATION		2012-10-04	2013-02-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5 OLD REP INTL CORP		2013-01-11	2013-02-26
1 P N C FINANCIAL SERVICES GROUP INC		2012-10-04	2013-02-26
2 P P G INDS INC		2013-01-11	2013-02-26
2 P P L CORPORATION		2012-10-04	2013-02-26
16 PFIZER INC		2013-01-11	2013-02-26
1 PHILIP MORRIS INTL		2012-10-04	2013-02-26
1 PINNACLE WEST CAP CORP		2012-10-04	2013-02-26
1 PRAXAIR INC		2013-01-11	2013-02-26
1 PRUDENTIAL FINANCIAL INC		2013-01-11	2013-02-26
4 REDWOOD TRUST INC		2013-01-11	2013-02-26
2 ROYAL DUTCH SHELL PLC A D R		2012-10-04	2013-02-26
2 ST JUDE MED INC		2013-01-11	2013-02-26
1 SCHLUMBERGER LTD		2013-01-11	2013-02-26
2 STAPLES INC		2013-02-20	2013-02-26
2 STARBUCKS CORP		2013-01-11	2013-02-26
3 STATE STR CORP		2013-01-11	2013-02-26
7 SUNTRUST BKS INC		2012-10-04	2013-02-26
1 TEXAS INSTRUMENTS INC		2013-01-11	2013-02-26
1 UNILEVER N V A D R		2013-01-11	2013-02-26
2 UNITED TECHNOLOGIES CORP		2013-01-11	2013-02-26
4 VERIZON COMMUNICATIONS INC		2012-10-04	2013-02-26
5 VODAFONE GROUP PLC A D R		2013-01-25	2013-02-26
2 WALGREEN CO		2013-01-11	2013-02-26
2 WESTAR ENERGY INC		2012-10-04	2013-02-26
1 WHIRLPOOL CORP		2013-01-11	2013-02-26
9 WINDSTREAM CORP		2012-10-04	2013-02-26
1 COVIDIEN PLC		2012-10-04	2013-02-26
1 EATON CORP PLC		2013-01-11	2013-02-26
3 SEAGATE TECHNOLOGY		2013-01-11	2013-02-26
191 FIFTH THIRD BANCORP		2012-10-04	2013-02-28

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
93 REDWOOD TRUST INC		2013-01-11	2013-02-28
106 SUNTRUST BKS INC		2012-10-04	2013-02-28
36 ALLEGHENY TECHNOLOGIES INC		2012-10-12	2013-03-01
56 CLIFFS NATURAL RESOURCES INC		2013-01-11	2013-03-01
100000 HEWLETT PACK CO 4 500% 3/01/13		2009-03-12	2013-03-01
1372 NEW YORK COMMUNITY BANCORP INC		2013-01-11	2013-03-06
190 BANK OF AMERICA CORP		2013-01-11	2013-03-12
59 CARNIVAL CORP		2012-10-04	2013-03-12
17 KIMBERLY CLARK CORP		2012-10-04	2013-03-12
28 P P G INDS INC		2013-01-11	2013-03-12
114 ST JUDE MED INC		2013-01-11	2013-03-12
402 CENTERPOINT ENERGY INC		2013-01-11	2013-03-18
82 BOEING CO		2013-01-11	2013-03-22
93 CINEMARK HLDGS INC		2013-01-11	2013-03-25
140 WINTRUST FINL CORP		2013-01-11	2013-03-25
87 ABBVIE INC		2012-10-04	2013-04-04
14 BLACKROCK INC		2013-01-11	2013-04-04
343 PACCAR INC		2013-01-11	2013-04-04
22 KIMBERLY CLARK CORP		2012-10-04	2013-04-09
59 PHILIP MORRIS INTL		2012-10-04	2013-04-09
13 ADECCO SA A D R		2012-12-14	2013-04-11
48 ADIDAS AG A D R		2012-10-04	2013-04-11
95 AMERICA MOVIL A D R		2013-03-13	2013-04-11
328 ASAHI KASEI CORP A D R		2012-10-04	2013-04-11
109 AXA A D R		2012-10-04	2013-04-11
866 BOMBARDIER INC CL B		2012-10-04	2013-04-11
27 CAPGEMINI SA A D R		2012-10-04	2013-04-11
55 COCA COLA ENTERPRISES INC		2012-10-04	2013-04-11
1 DBS GROUP HLDGS LTD		2012-10-04	2013-04-11
56 DEUTSCHE BOERSE AG UNSPN A D R		2012-10-04	2013-04-11

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165 EUROPEAN AERO DEFENSE SPACE CO A D R		2012-10-04	2013-04-11
60 HEINEKEN NV SPN A D R		2012-10-04	2013-04-11
277 IMPERIAL TOB GROUP P L C A D R		2013-01-30	2013-04-11
277 INFINEON TECHNOLOGIES A G A D R		2012-10-04	2013-04-11
148 JULIUS BAER GROUP LTD A D R		2012-10-04	2013-04-11
44 KAO CORP A D R		2012-10-04	2013-04-11
357 MITSUBISHI ESTATE LTD A D R		2012-12-03	2013-04-11
184 NOVARTIS AG A D R		2012-11-09	2013-04-11
71 REPSOL S A		2012-10-04	2013-04-11
50 ROCHE HLDG LTD A D R		2012-10-04	2013-04-11
135 KONINKLIJKE DSM NV ADR		2012-10-17	2013-04-11
99 ROYAL DUTCH SHELL A D R		2012-10-04	2013-04-11
7 SAP AG A D R		2012-10-04	2013-04-11
761 SINGAPORE TELECOMMUNICATNS A D R		2012-10-04	2013-04-11
30 SWISS RE LTD SPN A D R		2012-10-04	2013-04-11
267 SYNGENTA A G A D R		2012-10-04	2013-04-11
34 TESCO PLC A D R		2012-10-04	2013-04-11
193 TOTO LTD		2012-10-04	2013-04-11
33 WPP PLC SPONSORED A D R		2012-11-09	2013-04-11
10 DAIMLER AG		2012-10-04	2013-04-11
74 EXXON MOBIL CORP		2013-01-11	2013-04-12
62 MAXIM INTEGRATED PRODS INC		2013-01-11	2013-04-12
103 MOLEX INC CL A		2013-01-11	2013-04-12
37 QUALCOMM INC		2012-10-04	2013-04-12
104 YUM BRANDS INC		2013-01-11	2013-04-12
306 EMERSON ELEC CO		2013-01-11	2013-04-22
129 FREEPORT MCMORAN COPPER GOLD		2013-03-12	2013-04-22
283 STAPLES INC		2013-02-20	2013-04-24
783 ADECCO SA A D R		2012-12-14	2013-04-25
255 SWISS RE LTD SPN A D R		2012-10-04	2013-04-25

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28 SCHLUMBERGER LTD		2013-01-11	2013-05-02
542 MICROCHIP TECHNOLOGY INC		2013-01-11	2013-05-06
129 VERIZON COMMUNICATIONS INC		2012-10-04	2013-05-06
1827 MARKS & SPENCER PLC A D R		2013-04-11	2013-05-09
3969 SILICONWARE PRECISION IND CO A D R		2013-04-11	2013-05-09
348 VODAFONE GROUP PLC A D R		2013-04-11	2013-05-21
123 ALLEGHENY TECHNOLOGIES INC		2012-10-12	2013-06-07
210 SEAGATE TECHNOLOGY		2012-10-04	2013-06-12
120 ABBVIE INC		2012-10-04	2013-06-17
69 FIDELITY NATL INFORMATION SVCS INC		2013-01-11	2013-06-17
288 ROYAL DUTCH SHELL PLC A D R		2013-01-11	2013-06-17
37 CAPITAL ONE FINANCIAL CORP		2013-01-11	2013-06-19
183 OLD REP INTL CORP		2013-01-11	2013-06-19
138 BEST BUY CO INC		2012-10-04	2013-06-28
83 ALLEGHENY TECHNOLOGIES INC		2013-01-11	2013-07-02
32 ANADARKO PETROLEUM CORP		2013-01-11	2013-07-02
315 ANNALY CAP MGMT INC		2013-01-11	2013-07-02
117 MICROSOFT CORP		2012-10-04	2013-07-02
38 MID-AMER APT CMNTYS INC		2013-01-11	2013-07-02
82 OCCIDENTAL PETROLEUM CORPORATION		2013-01-14	2013-07-02
119 RIO TINTO PLC A D R		2013-04-22	2013-07-02
85 ROYAL DUTCH SHELL PLC A D R		2012-10-04	2013-07-02
83 SCHLUMBERGER LTD		2012-10-04	2013-07-02
320 ROYAL DUTCH SHELL A D R		2012-10-04	2013-07-03
32 MALLINCKRODT PLC WI		2013-03-06	2013-07-08
229 BANK OF AMERICA CORP		2013-01-11	2013-07-16
125 CITIGROUP INC		2013-01-11	2013-07-16
52 PRUDENTIAL FINANCIAL INC		2013-01-11	2013-07-16
56 VERIZON COMMUNICATIONS INC		2012-10-04	2013-07-16
388 WINDSTREAM CORP		2012-10-04	2013-07-16

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17 MALLINCKRODT PLC WI		2013-01-11	2013-07-16
1 ANADARKO PETROLEUM CORP		2013-01-11	2013-07-18
4 ASTRAZENECA P L C SPSD A D R		2013-01-25	2013-07-18
47 BANK OF AMERICA CORP		2013-01-11	2013-07-18
1 BANKUNITED INC		2013-01-11	2013-07-18
3 BEST BUY CO INC		2012-10-04	2013-07-18
1 C M S ENERGY CORP		2013-04-09	2013-07-18
2 CARNIVAL CORP		2012-10-04	2013-07-18
1 CHEVRON CORPORATION		2012-10-04	2013-07-18
2 CITIGROUP INC		2013-01-11	2013-07-18
2 COMERICA INC		2013-07-02	2013-07-18
3 CONAGRA FOODS INC		2013-01-11	2013-07-18
2 DEVON ENERGY CORPORATION		2013-04-12	2013-07-18
4 DOVER CORP		2013-01-11	2013-07-18
1 DOW CHEM CO		2013-01-11	2013-07-18
2 EMERSON ELEC CO		2013-01-11	2013-07-18
1 EXXON MOBIL CORP		2013-01-11	2013-07-18
8 GENERAL ELECTRIC CO		2012-10-04	2013-07-18
3 GLAXO SMITHKLINE P L C A D R		2012-10-04	2013-07-18
1 HASBRO INC		2012-10-04	2013-07-18
6 INTEL CORP		2012-10-04	2013-07-18
5 J P MORGAN CHASE CO		2013-01-11	2013-07-18
2 JOHNSON JOHNSON		2013-01-11	2013-07-18
3 KIMBERLY CLARK CORP		2012-10-04	2013-07-18
2 LIBERTY PPTY TR SBI		2013-01-11	2013-07-18
5 LINCOLN NATL CORP IND		2013-03-12	2013-07-18
4 MARATHON OIL CORPORATION		2013-01-11	2013-07-18
1 MERCK AND CO INC		2012-10-04	2013-07-18
28 MORGAN STANLEY		2013-01-23	2013-07-18
1 OLD REP INTL CORP		2012-10-04	2013-07-18

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2 P N C FINANCIAL SERVICES GROUP INC		2012-10-04	2013-07-18
1 P P G INDS INC		2012-10-04	2013-07-18
5 P P L CORPORATION		2012-10-04	2013-07-18
3 PINNACLE WEST CAP CORP		2012-10-04	2013-07-18
2 POLARIS INDS INC		2013-03-25	2013-07-18
2 PRUDENTIAL FINANCIAL INC		2013-01-11	2013-07-18
7 REDWOOD TRUST INC		2013-01-11	2013-07-18
9 REGIONS FINL CORP		2013-07-02	2013-07-18
1 ROCKWELL AUTOMATION INC		2013-01-11	2013-07-18
2 SLM CORP		2013-01-11	2013-07-18
2 SPECTRA ENERGY CORP		2013-03-18	2013-07-18
4 STAPLES INC		2013-02-20	2013-07-18
2 STARBUCKS CORP		2013-01-11	2013-07-18
2 STARWOOD PROPERTY TRUST INC		2013-02-28	2013-07-18
4 STATE STR CORP		2013-01-11	2013-07-18
4 SUNTRUST BKS INC		2012-10-04	2013-07-18
1 TEXAS INSTRUMENTS INC		2013-01-11	2013-07-18
3 UNILEVER N V A D R		2013-01-11	2013-07-18
13 UNITED HEALTH GROUP INC		2012-10-04	2013-07-18
2 VODAFONE GROUP PLC A D R		2013-01-25	2013-07-18
5 WALGREEN CO		2013-01-11	2013-07-18
5 WESTAR ENERGY INC		2012-10-04	2013-07-18
2 XYLEM INC		2013-03-22	2013-07-18
1 COVIDIEN PLC		2012-10-04	2013-07-18
3 EATON CORP PLC		2013-01-11	2013-07-18
25 MALLINCKRODT PLC WI		2013-03-06	2013-07-18
5 MALLINCKRODT PLC WI		2012-10-04	2013-07-18
421 ADIDAS AG A D R		2012-10-04	2013-07-24
96 STARBUCKS CORP		2013-01-11	2013-07-26
174 CRANE CO		2013-01-11	2013-07-31

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1424 NIDEC CORPORATION A D R		2013-04-11	2013-08-01
2319 SOFTWARE AG A D R		2013-04-11	2013-08-01
1168 TOTO LTD		2012-10-04	2013-08-01
66 KIMBERLY CLARK CORP		2013-01-11	2013-08-02
207 PFIZER INC		2013-01-11	2013-08-02
12 INTERNATIONAL BUSINESS MACHINES CORP		2012-10-04	2013-08-08
72 LOWES CO INC		2013-01-11	2013-08-08
21 V F CORP		2012-10-04	2013-08-08
217 WINDSTREAM CORP		2012-10-04	2013-08-08
66 BANK OF AMERICA CORP		2013-01-11	2013-08-12
8 POLARIS INDS INC		2013-03-25	2013-08-12
31 STATE STR CORP		2013-01-11	2013-08-12
200000 BERKSHIRE HATHAWAY 5 000% 8/15/13		2009-06-09	2013-08-15
275 KOMATSU LTD A D R REPSTG 4 ORD SHS		2013-04-11	2013-08-20
45 MCCORMICK CO NON VTG SHRS		2013-01-11	2013-08-23
461 VODAFONE GROUP PLC A D R		2013-08-20	2013-09-04
94 INTERNATIONAL BUSINESS MACHINES CORP		2013-01-11	2013-09-06
99 NEXTERA ENERGY INC		2013-01-11	2013-09-06
72 BEST BUY CO INC		2012-10-04	2013-09-09
171 ROCHE HLDG LTD A D R		2013-06-25	2013-09-09
585 LORILLARD INC		2013-03-06	2013-09-19
321 BARCLAYS PLC SPON ADR RTS 10/01/13		2013-09-18	2013-09-25
1955 TOKYO ELECTRON LTD ADR		2013-04-11	2013-09-27
504 CAPGEMINI SA A D R		2012-10-04	2013-10-08
3108 EUTELSAT COMMUNICAT UNSP A D R		2013-07-25	2013-10-08
104 HOLLYFRONTIER CORP		2013-07-31	2013-10-09
75 BARCLAYS PLC SPON ADR RTS 10/01/13		2013-09-18	2013-10-17
2735 INFINEON TECHNOLOGIES A G A D R		2012-10-04	2013-10-17
1331 ITAU UNIBANCO HOLDINGS SA A D R		2013-01-07	2013-10-17
156 CA INC		2013-05-06	2013-10-18

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(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
574 COCA COLA ENTERPRISES INC		2012-10-04	2013-10-25
235 SHIRE PLC A D R		2013-04-25	2013-10-25
8 BLACKROCK INC		2012-10-04	2013-10-30
98 LOWES CO INC		2012-10-05	2013-10-30
24 WHIRLPOOL CORP		2013-04-22	2013-10-30
37 EATON CORP PLC		2013-01-11	2013-10-30
35 ONEOK INC		2012-10-04	2013-11-20
42 TIME WARNER CABLE INC		2012-10-04	2013-11-20
67 YUM BRANDS INC		2012-10-04	2013-11-20
5263 ALSTOM SA UNSPON A D R		2013-04-11	2013-12-03
175 YUM BRANDS INC		2012-10-04	2013-12-06
78 YUM BRANDS INC		2013-01-11	2013-12-06
235 MOLEX INC CL A		2012-10-04	2013-12-09
93 MCDONALDS CORP		2012-10-04	2013-12-16
27 MCDONALDS CORP		2013-01-11	2013-12-16
55 ROYAL DUTCH SHELL PLC A D R		2013-01-11	2013-12-16
84 ROYAL DUTCH SHELL PLC A D R		2012-11-13	2013-12-16
4212 TELE2 AB B A D R		2013-11-01	2013-12-16
172 DEVON ENERGY CORPORATION		2013-05-02	2013-12-18
91 KBR INC		2013-09-09	2013-12-18
NET PROCEEDS CLASS ACTION SUIT			2013-12-27
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,194		3,259	-65
20,010		19,961	49
398,758		189,074	209,684
5			5
179		180	-1
604		609	-5
5,200		5,682	-482
10,702		10,985	-283
14,222		20,060	-5,838
12,751		10,683	2,068
6,250		6,146	104
11,204		10,310	894
8,889		8,804	85
2,326		2,157	169
13,698		12,931	767
21,287		21,167	120
6,778		6,579	199
2,480		2,376	104
4,093		4,054	39
21,610		19,921	1,689
16,759		30,123	-13,364
11,350		10,503	847
20,965		19,162	1,803
6,547		6,747	-200
2,917		2,492	425
119		126	-7
137		136	1
236		233	3
90		100	-10
497		523	-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
110		102	8
97		98	-1
257		310	-53
208		223	-15
21		22	-1
459		470	-11
28		28	
205		210	-5
67		62	5
173		175	-2
158		143	15
145		134	11
62		68	-6
56		55	1
134		142	-8
230		229	1
44		48	-4
124		135	-11
95		92	3
76		72	4
77		74	3
66		64	2
62		59	3
96		92	4
219		239	-20
69		65	4
135		142	-7
133		140	-7
244		251	-7
82		85	-3

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
59		58	1
61		65	-4
265		284	-19
61		59	2
431		427	4
91		93	-2
55		53	2
111		114	-3
54		57	-3
79		75	4
130		140	-10
82		77	5
76		74	2
26		29	-3
107		110	-3
170		152	18
191		211	-20
34		33	1
38		38	
178		171	7
184		187	-3
123		135	-12
81		78	3
62		60	2
110		105	5
75		89	-14
62		60	2
59		56	3
94		100	-6
2,999		3,058	-59

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,836		1,746	90
2,917		3,189	-272
1,083		1,135	-52
1,446		1,917	-471
100,000		102,399	-2,399
18,328		19,949	-1,621
2,302		2,210	92
2,091		2,188	-97
1,596		1,476	120
3,872		3,776	96
4,865		4,046	819
9,313		8,553	760
6,945		5,827	1,118
2,703		2,466	237
5,169		5,425	-256
3,606		3,211	395
3,497		3,085	412
16,672		14,595	2,077
2,180		1,910	270
5,562		5,508	54
357		332	25
2,485		2,049	436
2,012		1,852	160
4,359		3,385	974
1,974		1,669	305
3,408		3,421	-13
626		565	61
2,058		1,751	307
51		47	4
342		318	24

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,276		5,569	2,707
2,236		1,898	338
19,908		20,778	-870
2,199		1,853	346
1,148		1,015	133
1,481		1,283	198
11,481		7,108	4,373
13,443		11,146	2,297
1,576		1,367	209
3,047		2,443	604
2,099		1,790	309
6,636		7,086	-450
550		496	54
22,030		20,045	1,985
2,580		2,118	462
22,296		19,938	2,358
604		531	73
3,518		2,847	671
2,728		2,133	595
539		503	36
6,558		6,777	-219
1,989		1,837	152
2,477		2,383	94
2,458		2,315	143
7,015		6,909	106
16,317		15,508	809
3,569		4,370	-801
3,535		4,083	-548
20,953		19,980	973
19,826		18,003	1,823

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,063		2,057	6
20,441		17,736	2,705
6,744		6,045	699
23,622		21,717	1,905
23,542		22,455	1,087
10,522		10,085	437
3,353		3,878	-525
9,186		6,355	2,831
5,154		4,429	725
3,030		2,542	488
18,960		20,085	-1,125
2,295		2,295	
2,392		1,978	414
3,836		2,545	1,291
2,156		2,564	-408
2,802		2,484	318
3,906		5,119	-1,213
4,002		3,499	503
2,577		2,461	116
7,468		6,951	517
4,859		5,952	-1,093
5,427		5,930	-503
6,064		5,962	102
20,948		22,906	-1,958
1,374		1,457	-83
3,181		2,663	518
6,501		5,259	1,242
4,010		2,984	1,026
2,812		2,624	188
3,093		3,759	-666

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
704		717	-13
90		78	12
200		199	1
691		547	144
28		25	3
86		55	31
28		28	
73		74	-1
125		117	8
105		84	21
84		82	2
110		92	18
113		112	1
334		269	65
35		34	1
115		110	5
94		89	5
189		183	6
157		143	14
46		38	8
139		135	4
281		230	51
180		145	35
297		260	37
79		74	5
207		166	41
146		128	18
47		46	1
776		638	138
14		10	4

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
152		129	23
159		117	42
157		147	10
179		160	19
206		181	25
157		115	42
117		131	-14
92		89	3
93		86	7
49		35	14
72		58	14
67		58	9
136		110	26
50		55	-5
280		202	78
137		120	17
38		33	5
123		115	8
915		756	159
58		54	4
253		196	57
168		149	19
58		57	1
61		55	6
202		167	35
11		11	
21		21	
23,030		17,968	5,062
6,997		4,976	2,021
10,609		7,891	2,718

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
29,674		21,652	8,022
17,472		25,335	-7,863
27,142		17,229	9,913
6,493		5,690	803
6,039		5,521	518
2,261		2,528	-267
3,292		2,575	717
4,192		3,435	757
1,762		2,102	-340
949		746	203
903		726	177
2,121		1,567	554
200,000		209,552	-9,552
6,132		7,007	-875
3,154		2,919	235
14,881		13,728	1,153
17,276		19,411	-2,135
7,939		7,100	839
2,673		1,328	1,345
10,824		9,858	966
26,400		22,820	3,580
1,759			1,759
26,490		22,033	4,457
14,819		10,554	4,265
22,823		23,175	-352
4,154		4,730	-576
4			4
26,365		18,297	8,068
20,224		20,891	-667
4,666		4,254	412

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
23,439		18,270	5,169
31,562		21,848	9,714
2,469		1,471	998
4,924		3,108	1,816
3,546		2,798	748
2,656		2,051	605
2,004		1,725	279
5,086		4,166	920
4,857		4,445	412
18,180		22,228	-4,048
12,976		11,611	1,365
5,784		5,207	577
9,090		5,058	4,032
8,880		8,472	408
2,578		2,471	107
3,699		3,830	-131
5,649		5,722	-73
22,054		25,456	-3,402
10,103		9,586	517
2,681		2,820	-139
37			37
			220,724

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-65
			49
			209,684
			5
			-1
			-5
			-482
			-283
			-5,838
			2,068
			104
			894
			85
			169
			767
			120
			199
			104
			39
			1,689
			-13,364
			847
			1,803
			-200
			425
			-7
			1
			3
			-10
			-26

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8
			-1
			-53
			-15
			-1
			-11
			-5
			5
			-2
			15
			11
			-6
			1
			-8
			1
			-4
			-11
			3
			4
			3
			2
			3
			4
			-20
			4
			-7
			-7
			-7
			-3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			-4
			-19
			2
			4
			-2
			2
			-3
			-3
			4
			-10
			5
			2
			-3
			-3
			18
			-20
			1
			7
			-3
			-12
			3
			2
			5
			-14
			2
			3
			-6
			-59

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			90
			-272
			-52
			-471
			-2,399
			-1,621
			92
			-97
			120
			96
			819
			760
			1,118
			237
			-256
			395
			412
			2,077
			270
			54
			25
			436
			160
			974
			305
			-13
			61
			307
			4
			24

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,707
			338
			-870
			346
			133
			198
			4,373
			2,297
			209
			604
			309
			-450
			54
			1,985
			462
			2,358
			73
			671
			595
			36
			-219
			152
			94
			143
			106
			809
			-801
			-548
			973
			1,823

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6
			2,705
			699
			1,905
			1,087
			437
			-525
			2,831
			725
			488
			-1,125
			414
			1,291
			-408
			318
			-1,213
			503
			116
			517
			-1,093
			-503
			102
			-1,958
			-83
			518
			1,242
			1,026
			188
			-666

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-13
			12
			1
			144
			3
			31
			-1
			8
			21
			2
			18
			1
			65
			1
			5
			5
			6
			14
			8
			4
			51
			35
			37
			5
			41
			18
			1
			138
			4

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			23
			42
			10
			19
			25
			42
			-14
			3
			7
			14
			14
			9
			26
			-5
			78
			17
			5
			8
			159
			4
			57
			19
			1
			6
			35
			5,062
			2,021
			2,718

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8,022
			-7,863
			9,913
			803
			518
			-267
			717
			757
			-340
			203
			177
			554
			-9,552
			-875
			235
			1,153
			-2,135
			839
			1,345
			966
			3,580
			1,759
			4,457
			4,265
			-352
			-576
			4
			8,068
			-667
			412

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,169
			9,714
			998
			1,816
			748
			605
			279
			920
			412
			-4,048
			1,365
			577
			4,032
			408
			107
			-131
			-73
			-3,402
			517
			-139
			37

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UMD MEDICAL SCHOOL 10 UNIVERSITY DRIVE DULUTH, MN 558122496	NONE	N/A	MEDICAL SCHOOL	216,789
ST LUKES 915 EAST FIRST STREET DULUTH, MN 55805	NONE	PRIVATE	GENERAL	216,789
Y M C A 302 WEST FIRST STREET DULUTH, MN 55802	NONE	N/A	GENERAL	202,337
Y W C A 202 WEST 2ND STREET DULUTH, MN 55802	NONE	N/A	GENERAL	202,337
WDSE EDUCATIONAL TV 632 NIAGARA COURT DULUTH, MN 55811	NONE	PRIVATE	GENERAL	28,905
ANIMAL ALLIES 407 WEST MICHIGAN STR DULUTH, MN 55802	NONE	PUBLIC	GENERAL	115,621
PILGRIM CONGREGATIONAL CHURCH 2310 EAST 4TH ST DULUTH, MN 55812	NONE	N/A	GENERAL	28,905
UNITED WAY OF DULUTH ATTN FINANCE DIRECTOR 402 ORDEAN BLDG DULUTH, MN 55802	NONE	PUBLIC	GENERAL	101,168
BOYS AND GIRLS CLUB 2623 W SECOND STREET DULUTH, MN 558166435	NONE	N/A	GENERAL	158,979
DULUTH SUPERIOR SYMPHONY ATTN MIKE BEERY 506 W MICHIGAN ST DULUTH, MN 55802	NONE	N/A	GENERAL	28,905
AMERICAN CANCER SOCIETY 130 WEST SUPERIOR STREET DULUTH, MN 55802	NONE	PUBLIC	GENERAL	28,905
DEPOT FOUNDATION 314 W SUPERIOR STREET DULUTH, MN 55802	NONE	PUBLIC	GENERAL	115,621
Total			▶ 3a	1,445,261

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a RLTY INCOME			01	1,836,601	
b RLTY LEASE BONUS			01	8,187	
c DU NORD LAND INCOM			01	119	
d WAYLAND INCOME			01	11,763	
e EXTERRAN PARTNERS			01	2	
f ENBRIDGE PARTNERS			01	-41	
g ROYALTY PAYMENT			01	1,630	

**TY 2013 Investments Corporate
Bonds Schedule****Name:** MURIEL WHITESIDE CHARITABLE TR 14905500**EIN:** 41-6370669

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GEN ELEC CAP CRP	257,100	264,968
CS FIRST BOSTON USA	249,400	250,415
HSBC FIN CORP	149,730	150,249
WACHOVIA CORP	173,595	179,758
HEWLETT PACK CO		
BERKSHIRE HATHAWAY		
CREDIT SUISSE COMMOD RET STRAT	675,000	539,212
NUVEEN SHORT TERM BD FD Y	675,219	679,769
ISHARES S&P PEF STK INDEX FD	79,920	73,660
PIMCO TOTAL RETURN FD	200,000	195,073
EI DU PONT DE NEMOUR C	101,153	102,869
DRIEHAUS ACTIVE INCOME FUND	250,000	258,397
NUVEEN HIGH INCOME BOND FD CI	200,000	202,466

**TY 2013 Investments Corporate
Stock Schedule****Name:** MURIEL WHITESIDE CHARITABLE TR 14905500**EIN:** 41-6370669

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WESTAR ENERGY INC	8,318	9,008
EXXON MOBIL CORP	29,371	53,838
JOHNSON & JOHNSON	43,658	80,324
MICROSOFT CORP	105,991	133,217
TEXAS INSTRUMENTS	72,259	58,269
GENERAL ELECTRIC	132,414	123,080
PEPSICO INC	34,010	66,352
PFIZER INC	95,580	120,192
WELLS FARGO & CO	57,573	84,308
VERIZON COMMUNICATIONS	62,645	87,518
UNITED TECHNOLOGIES CORP	28,579	81,253
INTEL CORP	34,242	45,707
FREEMONT-MCMORAN COPPER & GOLD	19,676	15,096
REPUBLIC SVCS INC	25,796	39,840
3M CO	42,153	70,125
APACHE CORP	29,294	38,673
MCDONALD'S CORP	36,655	106,733
ALLSTATE CORP	28,809	32,724
CISCO SYS INC	57,420	50,243
QUALCOMM	63,785	95,411
FED EX CORP	22,360	28,754
SCHLUMBERGER LTD	73,108	97,139
OMNICOM GROUP INC	33,962	59,496
COSTCO WHSL CORP	30,886	71,412
WAL MART STORES INC	46,163	78,690
ACE LTD	54,475	86,448
BANK OF AMERICA CORP	95,989	53,016
GOLDMAN SACHS GROUP INC	30,458	35,452
EXELON CORPORATION	48,890	26,075
ACCENTURE LTD	55,582	119,548

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FISERV INC	17,382	47,240
HEWLETT PACKARD CO	73,033	65,753
ORACLE CORPORATION	41,538	99,476
FIDELITY ADV DIVERSIFIED INTL	12,598	21,311
NUVEEN EQUITY INDEX FD	550,963	1,364,696
NUVEEN MID CAP INDEX FD	614,055	903,613
NUVEEN REAL ESTATE SEC FD	375,490	374,495
NUVEEN SMALL CAP SELECT FD	310,577	383,152
I SHARES M S C I E A F E INDEX	100,810	80,514
MONSANTO CO	17,760	17,483
NIKE INC CL B	24,058	62,912
ALTRIA GROUP INC	15,102	21,153
PHILIP MORRIS INTL	51,326	60,642
ST JUDE MED INC	21,538	30,975
ZIMMER HOLDINGS INC	18,870	23,298
P G & E CORP	29,743	32,224
AT & T INC	67,481	80,059
I SHARES MSCI EMERGING MKTS	443,984	472,284
NEUBERGER BERMAN GENESIS INSTL	130,000	238,707
SCOUT INTERNATIONAL FUND	700,000	844,683
GOLDMAN SACHS MC VALUE CL INST	100,000	142,176
T ROWE PRICE MID-CAP GRTH F#64	50,000	71,367
NUVEEN EQUITY INCOME FD		
ABBOTT LABORATORIES		
AFLAC INC		
ALLEGHENY TECHNOLOGIES INC		
ANADARKO PETROLEUM CORP	10,253	11,581
ANNALY CAP MGMT INC		
APPLE INC	38,554	42,077
BANKUNITED INC	3,257	4,280

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BEST BUY CO INC	4,100	9,890
BLACKROCK INC	11,214	18,988
BORING CO		
CAPITAL ONE FINANCIAL CORP	9,789	12,564
CATERPILLAR INC	14,285	14,711
CENTERPOINT ENERGY INC		
CENTURLYLINK	10,573	8,408
CHEVRON CORPORATION	46,988	50,589
CINEMARK HLDGS INC	4,850	6,933
CITIGROUP INC	16,042	23,762
CLIFF NATURAL RESOURCES INC		
COCA COLA COMPANY	24,243	26,356
COCA COLA ENTERPRISES INC		
MOMMUNITY BK SYS INC		
CONAGRA FOODS INC	8,950	10,279
CONOCOPHILLIPS	27,108	56,944
CRANE CO		
CULLEN FROST BANKER INC	16,538	21,361
DEVON ENERGY CORPORATION		
DOVER CORP	7,517	11,199
DOW CHEM CO	7,317	10,700
EMERSON ELEC CO	5,720	7,860
EQUITABLE CORP		
FIFTH THIRD BANCORD	8,045	11,125
GENERAL DYNAMICS CORP	6,039	8,504
HASBRO INC	7,769	11,442
INTERNATIONAL BUSINESS MACHINE		
ITC HIDGS CORP	13,423	16,577
J P MORGAN CHASE CO	38,209	49,650
KIMBERLY CLARK CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KINDER MORGAN INC	22,444	22,320
KRAFT FOODS GROUP INC		
LIBERTY PPTY TR	6,778	6,198
LORILLARD INC		
LOWES CO INC	44,159	67,735
MARATHON OIL CORP	6,036	7,025
MAXIM INTEGRATED PRODS INC	6,310	6,389
MCCORMICK CO INC	15,665	17,161
MERCK AND CO INC NEW	21,021	23,574
MICROCHIP TECHNOLOGY INC		
MID-AMERICA APT CMNTYS INC	4,246	4,009
MOLEX INC		
MONDELEZ INTERNATIONAL W I	7,661	9,708
MOTOROLA SOLUTIONS INC	17,234	22,073
NEW YORK COMMUNITY BANCORP INC		
NEXTERA ENERGY INC	15,470	18,580
OCCIDENTAL PETROLEUM CORPORATI	8,235	9,415
OLD REP INTL CORP	2,992	5,388
ONEOK INC	15,788	20,333
P N C FINANCIAL SERVICES GROUP	4,185	5,120
P P G INDS INC	7,153	11,569
P P L CORPORATION	8,415	8,636
PACCAR INC		
PHILLIPS 66	22,536	47,975
PINNACLE WEST CAP CORP	5,987	5,980
PIONEER NAT RES CO		
PRAXAIR INC	6,335	7,672
PRUDENTIAL FINANCIAL INC	9,247	15,401
REDWOOD TR INC	5,176	6,838
ROCKWELL AUTOMATIC INC	3,824	5,435

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SLM CORP	5,357	8,331
SOUTHERN COPPER CORP DEL	22,420	18,116
STATE STR CORP	10,717	18,054
SUNTRUST BKS INC	8,287	10,859
TARGET CORPORATION	20,883	25,308
TIME WARNER CABLE INC	18,861	25,881
UNION PACIFIC CORP	23,403	30,408
UNITED HEATH GROUP INCORPORATE	28,683	32,078
V F CORP	17,938	27,928
WALGREEN CO	7,800	11,833
WHIRLPOOL CORP	21,199	31,215
WINDSTREAM CORP	6,833	6,153
WINTRUST FINL CORP		
YUM BRANDS INC		
STARBUCKS CORP	5,495	8,780
ADECO SA D R		
ADIDAS AG A D R		
AGRIUM INC		
ASAHI KASEI CORP A D R	16,873	25,817
ASTRAZENECA P L C SPSD A D R	10,299	12,646
ATLANTIA SPA A D R		
AXA A D R	18,433	33,580
BOMBARDIER INC CL B	32,926	33,908
BP PLC SPONS A D R	54,310	44,138
CAPGEMINI SA A D R	19,234	27,909
CARNIVAL CORP	8,862	9,601
COVIDIEN PLC	26,922	31,258
DAIMLER AG	31,130	52,413
DBS GROUP HLDGS LTD	19,966	22,956
DEUTSCH BOERSE AG UNSPN A D R	19,871	28,900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIAGEO PLC SPONSORED A D R		
EATON CORP PLC	23,409	33,873
EUROPEAN AERO DFENSE SPACE CO	14,378	32,632
GEA GROUP AG SPON A D R	20,081	30,050
GLAXO SMITHKLINE P L C D R	10,410	12,173
HEINEKEN NV SPN A D R	18,161	19,378
ICAP PLC A D R	24,573	35,103
INFINEON TECHNOLOGIES A G A D		
JULIUS BAER GROUP LTD A D R	19,249	26,499
KAO CORP A D R	18,831	20,446
KOMATSU LTD A D R	20,512	21,547
KONINKLIJKE DSM NV ADR	18,456	27,478
MARKS & SPENCER PLC A D R		
MITSUBISHI ESTATE LTD A D R	13,479	20,405
NINTENDO CO LTD UNSPONS A D R		
NOVARTIS AG A D R	17,810	23,632
NOVO NORDISK AS A D R	18,401	20,508
PORSCHE AUTOMOBIL HLDG SE A D	17,987	29,508
REPSOL S A	18,701	24,557
ROCHE HIDG LTD A D R	18,689	26,536
ROYAL DUTCH SHELL A D R		
ROYAL DUTCHE SHELL PLC A D R		
SAIPEM SPA UNSPON A D R		
SAP AG A D R	19,493	23,964
SEADRILL LIMITED	23,437	24,689
SEAGATE TECHNOLOGY		
SECOM COMPANY LIMITED A D R	21,807	25,903
SILICONWARE PRECISION IND CO A		
SINGAPORE TELECOMMUNICATNS A D		
SONY FINANCIAL HOLD A D R	27,326	31,646

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SUNCOR ENERGY INC	24,365	25,622
WPP PLCSPONSORED A D R	17,255	30,668
VODAFONE GROUP PLC A D R	31,505	44,145
UNILEVER A V A D R	7,384	8,086
TOTO LTD		
TESCO PLC A D R	19,115	20,595
TECHNIP-COFLEXIP A D R	22,710	19,280
SYNGENTA A G A D R		
SWISS RE LTD SPN A D R		
TFS MARKET NEUTRAL FUND	250,000	247,085
CVS CAREMARK CORP	43,558	69,351
ABBVIE INC	17,328	26,458
BANK OF NEW YORK MELLON CORP	22,112	24,772
CMS ENERGY CORP	8,555	8,058
CA INC	7,920	10,903
COMERICA INC	7,357	8,224
COMMUNITY BK SYS INC	3,635	5,119
HONEYWELL INTERNATIONAL INC	17,727	20,284
KOHLS CORP	9,103	9,988
LINCOLN NATL CORP IND	4,973	7,743
MT BANK CORP	11,256	11,526
MACYS INC	18,871	19,811
MFA FINANCIAL INC	7,282	6,100
MORGAN STANLEY	12,782	17,593
NATIONAL RETAIL PROPERTIES INC	5,008	4,944
PACKAGING CORP AMERICA	12,439	15,440
POLARIS INDS INC	10,445	17,040
PROCTER & GAMBLE CO	27,338	27,517
REGAL BELOIT CORP	10,642	11,279
REGIONS FINL CORP	6,756	6,725

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPECTRA ENERGY CORP	8,582	10,579
STAPLES INC	9,945	11,059
STARWOOD PROPERTY TRUST INC	9,684	10,332
STRYKER CORP	3,702	4,058
SYMANTEC CORP	9,091	9,621
TUPPERWARE BRANDS CORP	12,980	14,841
UNUM GROUP	8,457	10,524
XYLEM INC	7,014	8,442
ACCOR SA ADR	23,336	30,864
AISIN SEIDO CO LTD UNSP ADR	25,017	25,420
AMERICA MOVIL ADR	19,827	23,767
BANCO BILBAO	21,666	29,104
BARCLAYS PLC ADR	21,694	23,333
CHECK POINT SOFTWARE TECH LTD	23,170	29,089
GOLAR LNG LTD	5,730	5,444
HITACHI LTD	36,614	43,707
IPSEN SA SPONSORED ADR	25,206	26,827
KONINKLIJKE PHILIPS NVR NY ADR	23,495	27,875
LVMH MOET HENNESSY LOU VUITT	22,483	23,424
LYONDELLBASELL INDUSTRIES CL A	8,013	10,436
NETSCOUT SYSTEMS INC ADR	23,300	22,125
NIPPON TELEGRAPH TELE ADR	34,447	38,424
SEVEN & I HLDGS UNSPN ADR	23,827	25,527
SUMITOMO MITSUE FINL GROUP ADR	25,156	26,005
TAIWAN SEMICONDUCTOR ADR	37,176	37,409
TORAY INDUSTRIES INC ADR	25,120	24,761

TY 2013 Investments - Other Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WAYLAND LAND LLC	AT COST	1,777	1,777
DU NORD LAND LLC	AT COST	382	382
ENBRIDGE ENERGY PARTNERS			
EXTERRAN PARTNERS, L.P.			

TY 2013 Legal Fees Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	38,420	19,210		19,210

TY 2013 Other Assets Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LAND & MINERAL RIGHTS	2,817,746	2,817,746	2,817,746
ACCRUED INTEREST	21,641	4,240	4,240
WASH SALE ADJUSTMENT	219	0	0

TY 2013 Other Expenses Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MN STATE FILING FEE	25	0		25
ADR AGENT FEE	1,238	1,238		0
ROYALTY EXPENSES	46,386	46,386		0
DU NORD LAND EXPENSES	94	94		0
WAYLAND LAND	491	491		0

TY 2013 Other Income Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	1,836,601	1,836,601	
ROYALTY LEASE BONUS	8,187	8,187	
DU NORD LAND INCOME/LOSS	119	119	
WAYLAND INCOME/LOSS	11,763	11,763	
EXTERRAN PARTNERS INCOME/LOSS	2	2	
ENBRIDGE INCOME/LOSS	-41	-41	
ROYALTY PAYMENT	1,630	1,630	

TY 2013 Other Increases Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Description	Amount
ROUNDING	14

TY 2013 Other Liabilities Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Description	Beginning of Year - Book Value	End of Year - Book Value
RETURN OF CAPITAL ADJUSTMENTS	622	3,185
2012 COST CORRECTION		425

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 Other Notes/Loans
Receivable Long Schedule**

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
AMERN PACER MNG							0 %				

TY 2013 Other Professional Fees Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	44,467	44,467		

TY 2013 Taxes Schedule

Name: MURIEL WHITESIDE CHARITABLE TR 14905500

EIN: 41-6370669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,570	3,570		0
REAL ESTATE TAX ON NON-RENTAL	100,252	100,252		0
FEDERAL TAX PAYMENT - PRIOR YE	32,000	0		0
FEDERAL TAX	9,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	3,127	3,127		0
FOREIGN TAXES ON NONQUALIFIED	379	379		0