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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 DONALD WEESNER CHARITABLE TR UA 35417410		A Employer identification number 41-6463406	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 64713 TRUST TAX SERVICES		B Telephone number (see instructions) (651) 466-8040	
City or town, state or province, country, and ZIP or foreign postal code ST PAUL, MN 551640713		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 13,305,460		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities.	289,958	289,958		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	179,918			
	b Gross sales price for all assets on line 6a 1,411,669				
	7 Capital gain net income (from Part IV, line 2) . . .		179,918		
	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)	15,593	13,668		
	12 Total. Add lines 1 through 11	485,478	483,553		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	118,459	94,317		24,142
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	7,522	3,761	0	3,761
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	7,373	4,873		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	285	0	0	285
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	10,580			10,580
	24 Total operating and administrative expenses. Add lines 13 through 23	144,219	102,951	0	38,768
	25 Contributions, gifts, grants paid	559,842			559,842
	26 Total expenses and disbursements. Add lines 24 and 25	704,061	102,951	0	598,610
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-218,583			
	b Net investment income (if negative, enter -0-)		380,602		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				25,444	25,444
	2	Savings and temporary cash investments			133,568	41,684	41,684
	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)			5,849,261	6,047,948	8,695,909
	c	Investments—corporate bonds (attach schedule).			2,787,094	2,386,422	2,194,002
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)			2,184,681	2,253,627	2,341,811
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
Liabilities	15	Other assets (describe ▶ _____)			20,745	6,610	6,610
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			10,975,349	10,761,735	13,305,460
	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)					
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			1,335	6,314	
	23	Total liabilities (add lines 17 through 22)			1,335	6,314	
		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			15,783,217	15,783,217	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			-4,809,203	-5,027,796	
	30	Total net assets or fund balances (see page 17 of the instructions)			10,974,014	10,755,421	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			10,975,349	10,761,735	

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	10,974,014
2	Enter amount from Part I, line 27a	2	-218,583
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,755,431
5	Decreases not included in line 2 (itemize) ▶ _____	5	10
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,755,421

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	179,918
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	492,839	10,741,415	0 045882
2011	805,268	12,127,128	0 066402
2010	470,256	11,830,367	0 03975
2009	442,287	10,645,605	0 041546
2008	701,600	12,913,466	0 054331

2	Total of line 1, column (d).	2	0 247911
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 049582
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	12,653,649
5	Multiply line 4 by line 3.	5	627,393
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,806
7	Add lines 5 and 6.	7	631,199
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	598,610

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,612
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	7,612
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,612
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,152
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	9,652
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,040
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 2,040 Refunded	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> MN _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of U S BANK NATIONAL ASSOCIATION Telephone no (651) 466-8040 Located at 101 EAST 5TH STREET ST PAUL MN ZIP+4 55101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK NATIOANAL ASSOC	CORPORATE	118,459		
101 EAST 5TH STREET	TRUSTEE			
ST PAUL,MN 55101	8			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,390,388
b	Average of monthly cash balances.	1b	210,547
c	Fair market value of all other assets (see instructions).	1c	2,245,409
d	Total (add lines 1a, b, and c).	1d	12,846,344
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	12,846,344
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	192,695
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,653,649
6	Minimum investment return. Enter 5% of line 5.	6	632,682

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	632,682
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,612
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,612
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	625,070
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	625,070
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	625,070

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	598,610
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	598,610
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	598,610
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				625,070
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				0
c From 2010.				0
d From 2011.				27,669
e From 2012.				0
f Total of lines 3a through e.	27,669			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 598,610				
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.				598,610
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	26,460			26,460
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,209			
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). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,209			
10 Analysis of line 9				
a Excess from 2009. . . .				0
b Excess from 2010. . . .				0
c Excess from 2011. . . .				1,209
d Excess from 2012. . . .				0
e Excess from 2013. . . .				0

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	559,842
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
46 B E AEROSPACE INC		2011-03-15	2013-01-03
141 ALTERRA CAPITAL HOLDINGS LTD		2012-07-31	2013-01-04
60 B E AEROSPACE INC		2011-03-15	2013-01-09
18 LITHIA MOTORS INC CL A		2012-07-25	2013-01-09
63 SONIC AUTOMOTIVE INC CLASS A		2011-03-10	2013-01-09
138 ALTERRA CAPITAL HOLDINGS LTD		2012-08-03	2013-01-09
44 AMERISTAR CASINOS INC		2011-09-27	2013-01-10
54 SABRA HEALTH CARE REIT INC		2012-06-11	2013-01-10
64 NU SKIN ENTERPRISES INC - A		2012-07-27	2013-01-11
8 MULTI FINELINE ELECTRONIX INC		2012-12-11	2013-01-15
24 TRIUMPH GROUP INC		2010-11-05	2013-01-15
217 BRANDYWINE REALTY TRUST		2011-08-24	2013-01-23
68 MASTEC INC		2010-08-09	2013-01-23
108 RAMCO GERSHENSON PROPERTIES		2012-01-11	2013-01-23
201 ASHFORD HOSPITALITY TR INC		2011-06-24	2013-01-24
278 DUPONT FABROS TECHNOLOGY		2011-02-18	2013-01-24
85 NORTHWESTERN CORP		2012-06-28	2013-01-24
498 HMS HLDGS CORP		2010-07-08	2013-01-25
41 GARDNER DENVER INC		2009-05-04	2013-01-30
68 B E AEROSPACE INC		2008-10-16	2013-02-01
72 B E AEROSPACE INC		2012-05-29	2013-02-01
46 CINEMARK HLDGS INC		2010-04-22	2013-02-01
339 DARLING INGREDIENTS INC		2011-08-29	2013-02-14
82 RENASANT CORP		2010-07-26	2013-02-15
59 COMMUNITY BK SYS INC		2011-10-21	2013-02-19
60 SONIC AUTOMOTIVE INC CLASS A		2011-06-22	2013-02-19
147 FOSSIL INC		2012-02-06	2013-02-21
194 CIRRUS LOGIC INC		2012-11-30	2013-02-22
110 RENASANT CORP		2011-06-09	2013-02-22
58 TITAN MACHY INC		2011-09-09	2013-02-22

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)
172 PERRY ELLIS INTERNATIONAL		2011-09-15	2013-02-27
54 MEDIDATA SOLUTIONS INC		2011-02-18	2013-02-27
95 RENASANT CORP		2011-06-09	2013-02-28
100000 NATL RURAL UTIL 5 500% 7/01/13		2008-08-26	2013-03-01
141 AMERISTAR CASINOS INC		2011-09-27	2013-03-07
103 AMERISTAR CASINOS INC		2012-06-11	2013-03-07
41 GULFPORT ENERGY CORP		2010-06-14	2013-03-07
24 MEDIDATA SOLUTIONS INC		2011-02-18	2013-03-07
57 SINCLAIR BROADCAST GROUP INC A		2013-02-01	2013-03-07
63 TEXAS ROADHOUSE INC		2010-10-08	2013-03-07
33 UMB FINL CORP		2011-04-19	2013-03-08
88 COMMUNITY BK SYS INC		2011-10-21	2013-03-12
41 COMMUNITY BK SYS INC		2012-07-19	2013-03-12
36 PROASSURANCE CORPORATION		2011-09-27	2013-03-13
394 SPECTRUM PHARMACEUTICALS INC		2013-02-01	2013-03-14
205 T ROWE PRICE GROUP INC		2011-04-19	2013-03-15
29 MEDIDATA SOLUTIONS INC		2011-02-09	2013-03-18
37 SABRA HEALTH CARE REIT INC		2012-01-26	2013-03-18
84 TWO HARBORS INVESTMENT CORP		2011-05-20	2013-03-18
30 UMB FINL CORP		2011-04-19	2013-03-18
29 UMB FINL CORP		2011-12-02	2013-03-22
44 UMB FINL CORP		2012-10-22	2013-03-22
5 JARDEN CORP		2012-10-12	2013-03-26
34 MEDIDATA SOLUTIONS INC		2011-06-13	2013-03-26
194 PROASSURANCE CORPORATION		2011-09-27	2013-03-26
235 TWO HARBORS INVESTMENT CORP		2011-05-26	2013-03-26
313 LINCOLN ELEC HLDGS INC		2012-05-03	2013-04-03
110 PANERA BREAD COMPANY CL A		2010-01-28	2013-04-08
81 SINCLAIR BROADCAST GROUP INC A		2013-02-01	2013-04-11
32 MEDIDATA SOLUTIONS INC		2012-12-19	2013-04-17

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)
30 MEDIDATA SOLUTIONS INC		2011-06-13	2013-04-17
NET SETTLEMENT FROM CLASS ACTION SUIT			2013-04-17
351 NETGEAR INC		2012-02-06	2013-04-19
181 OIL STATES INTERNATIONAL INC		2012-03-05	2013-04-19
118 VEECO INSTRS INC DEL		2011-11-21	2013-04-22
28 GULFPORT ENERGY CORP		2010-06-14	2013-04-30
47 ARCTIC CAT INC		2013-01-09	2013-05-02
15 OIL STATES INTERNATIONAL INC		2011-10-10	2013-05-02
12 BUFFALO WILD WINGS INC		2012-04-26	2013-05-03
99 AMERICAN AXLE & MFG HLDGS INC		2012-03-26	2013-05-06
110 V F CORP		2011-04-19	2013-05-07
17 ICU MED INC		2009-10-13	2013-05-09
138 FIRST FINANCIAL BANCORP		2012-07-27	2013-05-14
27 FIRST FINANCIAL BANCORP		2012-05-07	2013-05-14
129 FLUSHING FINANCIAL CORPORATION		2009-02-18	2013-05-14
76 AMERICAN AXLE & MFG HLDGS INC		2012-03-26	2013-05-17
115 FLUSHING FINANCIAL CORPORATION		2009-03-18	2013-05-17
15 OIL STATES INTERNATIONAL INC		2011-10-10	2013-05-17
329 FIRST FINANCIAL BANCORP		2012-05-07	2013-05-20
83 SINCLAIR BROADCAST GROUP INC A		2012-10-22	2013-05-20
39 ENERSYS		2010-08-16	2013-05-22
860 HARMONIC INC		2011-10-13	2013-05-24
236 MCDERMOTT INTL INC		2013-05-01	2013-05-24
119 FLUSHING FINANCIAL CORPORATION		2009-03-18	2013-05-28
77 TITAN MACHY INC		2011-09-09	2013-05-28
52 TITAN MACHY INC		2012-06-11	2013-05-28
126 TITAN MACHY INC		2011-01-13	2013-05-30
60 AMERICAN AXLE & MFG HLDGS INC		2012-04-19	2013-06-03
250 CACI INTERNATIONAL INC CL A		2012-02-13	2013-06-05
118 AMERICAN AXLE & MFG HLDGS INC		2012-04-19	2013-06-13

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)
46 GULFPORT ENERGY CORP		2010-07-13	2013-06-13
49 KAPSTONE PAPER & PACKAGING CORP		2012-02-13	2013-06-13
86 RUE21 INC		2012-04-19	2013-06-13
55 SPIRIT AIRLINES INC		2012-02-21	2013-06-13
761 BELO CORPORATION A		2013-03-12	2013-06-14
46 GULFPORT ENERGY CORP		2010-07-13	2013-06-14
79 KAPSTONE PAPER & PACKAGING CORP		2012-01-26	2013-06-20
27 OIL STATES INTERNATIONAL INC		2010-08-09	2013-06-20
125 RUE21 INC		2011-12-13	2013-06-20
200000 NATL RURAL UTIL 5 500% 7/01/13		2008-08-26	2013-07-01
33 ARCTIC CAT INC		2013-02-22	2013-07-11
59 KAPSTONE PAPER & PACKAGING CORP		2012-01-26	2013-07-11
18 OIL STATES INTERNATIONAL INC		2012-09-10	2013-07-11
39 OIL STATES INTERNATIONAL INC		2010-08-16	2013-07-11
22 DSW INC CL A		2011-12-05	2013-07-16
35 KAPSTONE PAPER & PACKAGING CORP		2012-01-30	2013-07-16
17 MEDNAX INC		2012-06-29	2013-07-16
28 MICROS SYS INC		2011-09-26	2013-07-16
71 TEXAS ROADHOUSE INC		2012-06-07	2013-07-16
18 TUPPERWARE BRANDS CORP		2010-12-06	2013-07-16
245 MACK CALI REALTY CORP		2013-01-24	2013-07-18
38 TUPPERWARE BRANDS CORP		2010-12-06	2013-07-22
42 PROSPERITY BANCSHARES INC		2011-04-07	2013-07-24
98 SWIFT TRANSPORTATION CO		2012-06-21	2013-07-24
62 TUPPERWARE BRANDS CORP		2007-12-28	2013-07-24
29 TENNECO AUTOMOTIVE INC		2011-06-01	2013-07-31
15 QUESTCOR PHARMACEUTICALS		2013-06-20	2013-08-01
106 FIRSTMERIT CORP		2013-03-18	2013-08-05
25 PROSPERITY BANCSHARES INC		2011-04-07	2013-08-05
20 QUESTCOR PHARMACEUTICALS		2013-06-20	2013-08-05

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)
132 PACWEST BANCORP		2013-03-18	2013-08-06
182 PACWEST BANCORP		2013-01-10	2013-08-08
NET SETTLEMENT FROM CLASS ACTION SUIT			2013-08-13
260 NEW RESIDENTIAL INVESTMENT CORP		2013-05-15	2013-08-21
465 NEW RESIDENTIAL INVESTMENT CORP		2013-05-15	2013-08-26
300000 PEPSICO INC 3 750% 3/01/14		2009-02-26	2013-08-26
87 VOLTERRA SEMICONDUCTOR CORP		2010-09-27	2013-08-28
144 VOLTERRA SEMICONDUCTOR CORP		2011-10-20	2013-08-30
143 VOLTERRA SEMICONDUCTOR CORP		2013-07-18	2013-08-30
80 AMERICAN STATES WATER CO		2012-01-11	2013-09-04
58 CARDTRONICS INC		2010-11-09	2013-09-04
286 TETRA TECH INC		2013-01-09	2013-09-04
80 AMERICAN STATES WATER CO		2012-01-11	2013-09-05
119 NU SKIN ENTERPRISES INC - A		2012-05-07	2013-09-11
119 STERLING FINL CORP SPOKANE		2013-05-14	2013-09-13
258 TERADATA CORP DEL		2011-05-06	2013-09-16
120 MULTI FINELINE ELECTRONIX INC		2012-12-11	2013-09-17
9 AMTRUST FINANCIAL SERVICES		2009-08-12	2013-09-19
97 ORBITAL SCIENCES CORP		2012-07-30	2013-09-23
8 MULTI FINELINE ELECTRONIX INC		2012-12-11	2013-09-27
25 MULTI FINELINE ELECTRONIX INC		2010-10-15	2013-09-27
69 AMERICAN EQUITY INVT LIFE HL		2011-01-19	2013-10-04
43 MAXIMUS INC		2011-11-18	2013-10-04
56 MULTI FINELINE ELECTRONIX INC		2010-10-15	2013-10-04
75 HOME BANCSHARES INC		2013-08-07	2013-10-08
81 MULTI FINELINE ELECTRONIX INC		2011-05-11	2013-10-16
32 BERKSHIRE HILLS BANCORP INC		2012-04-19	2013-10-17
49 STONE ENERGY CORP		2012-09-11	2013-10-17
49 BERKSHIRE HILLS BANCORP INC		2012-04-19	2013-10-22
1356 852 CREDIT SUISSE COMM RET ST CO		2011-03-29	2013-10-22

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)
29 MEDNAX INC		2007-12-28	2013-10-22
46 LIBBEY INC		2013-08-02	2013-10-23
51 EPL OIL GAS INC		2012-10-16	2013-10-24
84 MULTI FINELINE ELECTRONIX INC		2011-06-06	2013-10-24
36 ROSETTA RESOURCES INC		2013-05-24	2013-10-24
45 MAXIMUS INC		2011-11-18	2013-10-25
82 SPIRIT AIRLINES INC		2012-02-21	2013-10-28
52 BERKSHIRE HILLS BANCORP INC		2012-04-05	2013-10-29
36 ICU MED INC		2009-10-13	2013-10-29
66 LIBBEY INC		2013-08-02	2013-10-29
102 BLUCORA INC		2013-01-09	2013-10-30
11 BUFFALO WILD WINGS INC		2012-06-11	2013-10-31
61 LIBBEY INC		2013-07-25	2013-11-04
845 MERITOR INC		2013-07-16	2013-11-04
71 ICU MED INC		2009-10-13	2013-11-05
63 MEDNAX INC		2007-12-28	2013-11-08
76 SWIFT TRANSPORTATION CO		2012-06-21	2013-11-08
54 TEREX CORP NEW		2012-11-02	2013-11-08
32 BIO-REFERENCE LABS INC		2012-11-01	2013-11-13
82 PERICOM SEMICONDUCTOR CORP		2009-10-07	2013-11-13
121 STERLING FINL CORP SPOKANE		2013-02-22	2013-11-14
66 HILLTOP HOLDINGS INC		2013-11-13	2013-11-18
8449 287 NUVEEN HIGH INCOME BOND FD CL I		2011-03-28	2013-11-19
134 HOME BANCSHARES INC		2013-08-07	2013-11-21
161 STERLING FINL CORP SPOKANE		2013-03-08	2013-11-21
39 QUESTCOR PHARMACEUTICALS		2013-09-23	2013-11-27
54 BIO-REFERENCE LABS INC		2012-11-01	2013-11-29
NET SETTLEMENT FROM CLASS ACTION SUIT			2013-12-02
84 MYRIAD GENETICS INC		2013-08-07	2013-12-04
16 MYRIAD GENETICS INC		2012-11-01	2013-12-04

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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)
93 AMERICAN AIRLINES GROUP INC		2013-10-25	2013-12-12
17 ALLIANCE DATA SYSTEMS CORP		2013-06-05	2013-12-13
57 AMERICAN EQUITY INVT LIFE HL		2011-01-19	2013-12-13
21 ANSYS INC		2010-12-13	2013-12-13
35 CHURCH AND DWIGHT CO INC		2011-04-19	2013-12-13
63 F E I CO		2012-10-02	2013-12-13
44 F M C CORPORATION		2011-04-19	2013-12-13
223 FAMILY DOLLAR STORES		2012-10-08	2013-12-13
12 GRAINGER W W INC		2009-10-21	2013-12-13
63 JACK HENRY & ASSOCIATES INC		2012-08-28	2013-12-13
77 HEXCEL CORP NEW		2011-09-30	2013-12-13
67 JARDEN CORP		2012-10-12	2013-12-13
102 MYLAN INC		2011-04-19	2013-12-13
23 OCEANEERING INTERNATIONAL INC		2012-08-28	2013-12-13
51 SIGNATURE BK		2008-09-25	2013-12-13
80 SMITH A O CORP		2013-02-21	2013-12-13
135 UNS ENERGY CORP		2013-11-04	2013-12-13
57 UNITED THERAPEUTICS CORP		2012-07-20	2013-12-13
122 WABTEC CORP		2012-04-10	2013-12-13
53 WOLVERINE WORLD WIDE INC		2013-05-07	2013-12-13
7 CORE LABORATORIES N V		2007-12-28	2013-12-13
314 AMERICAN AIRLINES GROUP INC		2013-10-25	2013-12-27
NET SETTLEMENT FROM CLASS ACTION SUIT			2013-12-27
44837 28 COMMON SENSE FD REDEMPTION HOLDBACK		2013-12-31	2013-12-31
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)
2,339		1,531	808
4,028		3,345	683
3,048		603	2,445
704		483	221
1,420		938	482
4,011		3,226	785
1,171		782	389
1,277		781	496
2,650		3,041	-391
132		151	-19
1,657		1,076	581
2,825		2,063	762
1,922		775	1,147
1,574		1,055	519
2,307		2,236	71
6,691		4,631	2,060
3,104		3,094	10
14,019		9,313	4,706
2,884		1,240	1,644
3,547		628	2,919
3,755		3,251	504
1,298		869	429
5,693		5,794	-101
1,792		1,253	539
1,709		1,507	202
1,440		872	568
14,998		14,751	247
4,881		7,085	-2,204
2,391		1,653	738
1,653		1,415	238

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)
2,816		4,480	-1,664
2,796		1,438	1,358
2,082		1,371	711
101,687		103,027	-1,340
3,694		2,499	1,195
2,698		1,973	725
1,703		558	1,145
1,292		634	658
1,022		799	223
1,238		951	287
1,513		1,234	279
2,545		2,247	298
1,186		1,129	57
1,695		1,306	389
3,083		5,847	-2,764
15,431		12,471	2,960
1,574		725	849
1,015		495	520
1,158		911	247
1,429		1,122	307
1,394		1,046	348
2,114		2,009	105
22		18	4
1,874		781	1,093
9,013		5,386	3,627
3,253		2,506	747
16,223		15,734	489
19,242		7,941	11,301
1,928		1,108	820
1,735		1,291	444

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)
1,627		664	963
34			34
9,476		14,763	-5,287
13,242		15,036	-1,794
3,749		3,701	48
1,450		381	1,069
2,056		1,748	308
1,366		863	503
1,093		1,039	54
1,498		1,290	208
19,623		7,877	11,746
1,133		616	517
2,124		2,248	-124
416		457	-41
2,003		1,044	959
1,260		907	353
1,807		788	1,019
1,519		768	751
5,184		5,565	-381
2,173		1,028	1,145
1,932		878	1,054
5,375		4,810	565
2,054		2,469	-415
1,874		743	1,131
1,562		1,692	-130
1,055		1,381	-326
2,558		2,683	-125
1,058		713	345
16,101		14,909	1,192
2,139		1,276	863

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)
2,250		597	1,653
1,756		865	891
3,593		2,288	1,305
1,740		1,066	674
10,498		7,327	3,171
2,289		596	1,693
3,089		1,390	1,699
2,469		1,233	1,236
5,183		2,841	2,342
200,000		206,054	-6,054
1,653		1,213	440
2,541		1,038	1,503
1,727		1,488	239
3,742		1,698	2,044
1,718		1,034	684
1,500		613	887
1,614		1,181	433
1,289		1,278	11
1,756		1,268	488
1,408		863	545
6,026		6,641	-615
2,987		1,733	1,254
2,535		1,854	681
1,605		1,025	580
5,132		2,058	3,074
1,412		1,192	220
1,027		709	318
2,418		1,724	694
1,502		1,104	398
1,316		940	376

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,663		3,619	1,044
6,347		4,831	1,516
13			13
1,582		1,751	-169
2,990		3,132	-142
305,196		301,017	4,179
1,983		1,950	33
3,291		3,067	224
3,268		2,091	1,177
2,082		1,378	704
2,065		1,022	1,043
6,532		7,776	-1,244
2,047		1,378	669
11,235		5,429	5,806
3,387		2,705	682
15,467		13,962	1,505
1,923		2,262	-339
34		10	24
2,012		1,326	686
129		151	-22
404		576	-172
1,461		896	565
1,987		862	1,125
844		1,289	-445
2,156		2,047	109
1,186		1,848	-662
809		736	73
1,800		1,273	527
1,257		1,122	135
10,000		13,094	-3,094

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)
3,129		1,991	1,138
999		1,150	-151
1,880		1,126	754
1,136		1,807	-671
2,085		1,715	370
2,193		839	1,354
3,471		1,333	2,138
1,343		1,181	162
2,252		1,299	953
1,420		1,628	-208
2,470		1,673	797
1,566		916	650
1,295		1,492	-197
5,763		6,138	-375
4,325		1,892	2,433
6,784		4,324	2,460
1,606		795	811
1,850		1,265	585
1,143		892	251
693		892	-199
3,714		2,690	1,024
1,454		1,309	145
77,733		77,480	253
4,644		2,636	2,008
4,987		3,522	1,465
2,209		2,086	123
1,575		1,505	70
41			41
2,105		2,465	-360
401		431	-30

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)
2,427		2,149	278
4,238		2,993	1,245
1,386		740	646
1,756		1,103	653
2,285		1,385	900
5,523		3,272	2,251
3,237		1,769	1,468
14,221		15,463	-1,242
3,020		1,166	1,854
3,573		2,343	1,230
3,209		1,680	1,529
3,801		2,419	1,382
4,260		2,362	1,898
1,762		1,266	496
5,301		1,841	3,460
4,189		2,778	1,411
7,899		6,232	1,667
5,064		3,000	2,064
8,374		4,461	3,913
1,696		1,338	358
1,324		436	888
7,991		5,919	2,072
237			237
47,637		44,837	2,800
			27,152

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	
			808
			683
			2,445
			221
			482
			785
			389
			496
			-391
			-19
			581
			762
			1,147
			519
			71
			2,060
			10
			4,706
			1,644
			2,919
			504
			429
			-101
			539
			202
			568
			247
			-2,204
			738
			238

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	
			-1,664
			1,358
			711
			-1,340
			1,195
			725
			1,145
			658
			223
			287
			279
			298
			57
			389
			-2,764
			2,960
			849
			520
			247
			307
			348
			105
			4
			1,093
			3,627
			747
			489
			11,301
			820
			444

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	
			963
			34
			-5,287
			-1,794
			48
			1,069
			308
			503
			54
			208
			11,746
			517
			-124
			-41
			959
			353
			1,019
			751
			-381
			1,145
			1,054
			565
			-415
			1,131
			-130
			-326
			-125
			345
			1,192
			863

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	
			1,653
			891
			1,305
			674
			3,171
			1,693
			1,699
			1,236
			2,342
			-6,054
			440
			1,503
			239
			2,044
			684
			887
			433
			11
			488
			545
			-615
			1,254
			681
			580
			3,074
			220
			318
			694
			398
			376

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	
			1,044
			1,516
			13
			-169
			-142
			4,179
			33
			224
			1,177
			704
			1,043
			-1,244
			669
			5,806
			682
			1,505
			-339
			24
			686
			-22
			-172
			565
			1,125
			-445
			109
			-662
			73
			527
			135
			-3,094


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	
			1,138
			-151
			754
			-671
			370
			1,354
			2,138
			162
			953
			-208
			797
			650
			-197
			-375
			2,433
			2,460
			811
			585
			251
			-199
			1,024
			145
			253
			2,008
			1,465
			123
			70
			41
			-360
			-30


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	
			278
			1,245
			646
			653
			900
			2,251
			1,468
			-1,242
			1,854
			1,230
			1,529
			1,382
			1,898
			496
			3,460
			1,411
			1,667
			2,064
			3,913
			358
			888
			2,072
			237
			2,800

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>				
FRIENDS OF THE MINNESOTA VALLEY 10800 LYNDALE AVE S SUITE 120 BLOOMINGTON,MN 55420	NONE	N/A	GENERAL	10,000
WILD LIFE REHABILITATION CENTER 2530 DALE STREET ROSEVILLE,MN 55113	NONE	N/A	GENERAL	25,000
THE NATURE CONSERVANCY 4245 FAIRFAX DR SUITE 100 ARLINGTON,VA 222031637	NONE	N/A	GENERAL	55,984
ANNANDALE PUBLIC SCHOOLS 125 CHERRY AVE N Annandale,MN 55302	NONE	N/A	UNRESTRICTED	9,000
MINNESOTA ZOO FOUNDATION 13000 ZOO BLVD APPLE VALLEY,MN 551244621	NONE	PUBLIC	UNRESTRICTED	65,984
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS,MN 55404	NONE	N/A	GENERAL	27,992
MINNESOTA ORCHESTRAL ASSOCIATION 1111 NICOLLET AVE MINNEAPOLIS,MN 55403	NONE	N/A	UNRESTRICTED	27,992
SCIENCE MUSEUM OF MINN 120 KELLOGG BLVD W ST PAUL,MN 55101	NONE	PUBLIC	UNRESTRICTED	55,984
TWIN CITIES PUBLIC TV 172 EAST FOURTH STREET St Paul,MN 55101	NONE	PUBLIC	UNRESTRICTED	93,722
HARTLEY NATURE CENTER PO BOX 3503 DULUTH,MN 55803	NONE	N/A	UNRESTRICTED	10,000
HAWK RIDGE BIRD OBSERVATORY PO BOX 3006 DULUTH,MN 558033006	NONE	N/A	GENERAL	1,500
THOMAS IRVINE DODGE NATURE CENTER 365 MARIE AVE WEST WEST ST PAUL,MN 55118	NONE	N/A	GENERAL	10,000
WOLF RIDGE ENVIRONMENTAL LEARNING CENTER 6282 CRANBERRY RD FINLAND,MN 55603	NONE	N/A	GENERAL	52,000
FRIENDS OF PRAIRIE WETLAND LEARNING CENTER BOX 229 FERGUS FALLS,MN 56538	NONE	N/A	UNRESTRICTED	7,500
THREE RIVERS PARK DISTRICT 12615 COUNTY ROAD 9 PLYMOUTH,MN 55413	NONE	N/A	GENERAL	10,000
Total  3a				559,842

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MINNESOTA CHILDRENS MUSUEM 10 SOUTH 9TH STREET MINNEAPOLIS,MN 55102	NONE	N/A	GENERAL	10,000
BOYS AND GIRLS CLUB 6500 NICOLLET MALL MINNEAPOLIS,MN 55423	NONE	N/A	GENERAL	6,000
BELWIN CONSEVANCY 1553 STAGECOACH TRAIL SOUTH AFTON,MN 550019703	NONE	N/A	UNRESTRICTED	10,000
FRIENDS OF SAX-ZIM BOG PO BOX 177 WRENSHALL,MN 55797	NONE	N/A	GENERAL	15,200
COURAGE CENTER 3915 GOLDEN VALLEY ROAD MINNEAPOLIS,MN 554224249	NONE	N/A	UNRESTRICTED	55,984
Total  3a				559,842

**TY 2013 Investments Corporate
Bonds Schedule****Name:** DONALD WEESNER CHARITABLE TR UA 35417410**EIN:** 41-6463406

Name of Bond	End of Year Book Value	End of Year Fair Market Value
OPPENHEIMER SR FLOAT RATE Y	300,000	301,794
PEPSICO INC		
GENERAL ELEC CAP	208,750	210,082
NUVEEN HIGH INCOME BD	372,520	408,786
DUPONT EI NEMOUR	300,108	308,607
ONTARIO PROVINCE	218,138	222,500
BARCLAYS BANK PLC	200,000	142,096
CREDIT SUISSE COMM RET ST CO	486,906	364,801
INV BALANCE RISK COMM STR Y	300,000	235,336
NATL RURAL UTIL		

**TY 2013 Investments Corporate
Stock Schedule**

Name: DONALD WEESNER CHARITABLE TR UA 35417410
EIN: 41-6463406

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CISCO SYS INC	120,293	134,580
CLOROX CO	91,737	185,520
EMERSON ELEC CO	65,371	210,540
EXXON MOBIL CORP	112,511	404,800
GENERAL ELEC CO	299,365	280,300
GENERAL MILLS INC	90,457	274,505
HONEYWELL INTL INC	83,861	182,740
INTEL CORP	98,250	129,775
JOHNSON & JOHNSON	96,737	228,975
MEDTRONIC INC	96,000	172,170
MICROSOFT CORP	141,500	149,640
NORFOLK SOUTHN CORP	67,000	185,660
PFIZER INC	329,040	306,300
PROCTER & GAMBLE CO	137,412	244,230
TARGET CORP	134,860	379,620
WELLS FARGO & CO	131,241	317,800
3M CO	59,913	210,375
BEMIS INC	85,751	122,880
STATE STR CORP	136,319	220,170
P G & E CORP	122,136	120,840
BLUCORA INC	5,159	9,419
CHURCH AND DWIGHT INC	8,760	20,215
CRANE CO	7,307	10,020
ENTERTAINMENT PPTYS TR		
F M C CORP	10,500	20,525
I SHARES M S C I E A F E INDEX	698,338	587,081
I SHARES MSCI EMERGING MKTS	302,232	300,924
GARDNER DENVER INC		
HUNT J B TRANS SVC INC	14,851	20,871
IDEXX LABS INC	12,592	20,849

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROS SYS INC	19,807	28,685
P M C SIERRA INC		
T ROWE PRICE GROUP INC		
TUPPERWARE BRANDS CORP		
V F CORP		
CORE LABS N V	6,545	20,050
B E AEROSPACE INC		
CELADON GROUP INC	5,473	5,688
OREILLY AUTOMOTIVE INC	7,059	20,465
PERRIGO CO		
ICU MED INC		
PROASSURANCE CORPORATION		
SIGNATURE BK	6,858	20,410
VCA ANTECH INC	10,149	11,321
HARMONIC INC		
J2 GLOBAL COMMUNICATIONS INC	5,727	11,002
WABASH NATL CORP	8,128	9,386
RAYMOND JAMES FINL INC	18,113	21,241
TITAN MACHY INC		
GEOEYE INC		
GRAINGER W W INC	7,673	20,178
BBCN BANCORP INC	8,153	8,179
EQUIFAX INC	17,070	20,589
MEDNAX INC		
AMTRUST FINL SERV	4,322	8,924
BRANDYWINE REALTY TRUST	6,013	8,369
DUPONT FABROS TECH		
FLUSHING FINL CORP		
LINCOLN ELEC HLDGS INC		
ENERSYS	3,806	13,668

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOME BANCSHARES INC	2,366	4,781
INTEGRATED SILICON SOL INC	4,224	4,776
MASTEC INC	4,332	12,826
PERICOM SEMICONDUCTOR CORP	4,842	4,758
SKYWORKS SOLUTIONS INC	21,404	20,506
ENERGY SELECT SECTOR SPDR FD	50,569	79,659
KAPSTONE PAPER & PACKAGING COR	1,945	6,256
LSB INDS INC	7,179	10,214
SAPIENT CORP	5,893	8,975
CARDTRONICS INC	5,929	13,687
DONALDSON CO INC	10,318	20,165
LITTLEFUSE INC	7,676	12,453
MEASUREMENT SPECIALTIES INC	3,124	7,950
MYR GROUP INC DE	4,069	4,539
TRIUMPH GROUP INC	11,087	16,735
GULFPORT ENERGY CORP		
OIL STATES INTERNATIONAL INC		
STONE ENERGY CORP	7,478	13,248
BUFFALO WILD WINGS INC	3,316	9,568
CINEMARK HLDGS INC	6,491	11,765
GRAPHIC PACKAGING HLDG CO	8,869	11,789
PANERA BREAD COMPANY		
ROSS STORES INC	9,697	21,130
TEXAS ROADHOUSE INC	22,949	30,997
ALERE INC	6,692	10,462
INGREDION INC	21,650	20,743
HILLTOP HOLDINGS INC	10,582	15,081
HMS HLDGS CORP		
MADDEN STEVEN LTD	9,052	10,318
MYLAN INC	8,682	20,658

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NU SKIN ENTERPRISES INC - A		
TIBCO SOFTWARE INC	20,144	18,996
ASHFORD HOSPITALITY TR INC	6,095	5,134
AUXILIUM PHARM INC	7,683	8,955
MEDASSETS INC	10,947	11,184
RENASANT CORP		
CINTAS INC	15,958	21,631
NEXTERA ENERGY INC	43,498	171,240
ANSYS INC	12,581	20,928
ENTEGRIS INC	6,240	9,318
FINISAR CORP	6,475	9,520
JARDEN CORP	12,675	21,534
MAXIMUS INC	5,597	12,669
MULTI FINELINE ELECTRONIX INC		
NETGEAR INC	5,925	7,346
QUESTCOR PHARMACEUTICALS	5,010	5,990
VEECO INSTRS INC DEL		
VOLTERRA SEMICONDUCTOR CORP		
ALLIANCE DATA SYSTEMS CORP	14,086	21,034
AMERICAN AXLE & MFG HLDGS INC	4,661	11,145
AMERICAN EQUITY INVT LIFE	5,837	13,454
AMERICAN CASINOS INC		
ASHFORD HOSPITALITY PRIME IN	2,570	2,257
ATWOOD OCEANICS INC	11,254	12,653
BUCKLE INC	16,443	20,761
CAMDEN PPTY TR	21,792	19,965
BOISE CASCADE CO	4,792	4,717
CENTENE CORP	6,213	10,670
CARMIKE CINEMAS INC	7,437	10,607
CARTERS INC	21,126	20,460

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMUNITY BK SYS INC	3,703	4,922
CYBERONICS INC	6,257	10,991
DARLING INTL INC		
CNO FINANCIAL GROUP INC	7,714	11,782
COOPER COS INC	17,136	20,310
DSW INC CL A	4,302	8,802
ELECTRONICS FOR IMAGING INC	7,633	12,665
FIRSTMERIT CORP	6,751	9,915
GRAND CANYON EDUCATION INC	8,867	8,240
GT ADVANCED TECHNOLOGIES INC		
HEXCEL CORP NEW	10,427	21,362
IGATE CAPITAL CORP	5,748	9,518
HURON CONSULTING GROUP INC	53	63
KORN FERRY INTL	9,968	10,108
LAKELAND FINANCIAL CORP	4,269	7,917
MENTOR GRAPHICS CORP	9,623	10,254
MEDIDATE SOLUTIONS INC		
MATRIX SERVICE CO	4,771	8,013
PERRY ELLIS INTL		
ROSETTA RESOURCES INC	9,463	9,848
SMITH A O CORP	13,195	20,497
PROSPERITY BANCSHARES INC	5,516	8,621
PROTECTIVE LIFE CORP	4,744	14,134
RUE21 INC		
RPX CORP	6,181	6,895
SIGMA ALDRICH CORP	15,717	20,964
SONIC AUTOMOTIVE INC CLASS A	4,456	7,026
SPIRIT AIRLINES INC	3,530	9,491
TAL INTL GROUP INC	6,975	12,216
TENNECO AUTOMOTIVE INC	7,708	12,106

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TERADATA CORP DEL		
THOR INDUSTRIES	8,586	12,537
TWO HARBORS INVESTMENT CORP		
THORATEC CORP	10,721	9,406
UMB FINL CORP		
WESBANCO INC	4,773	6,848
WESTERN ALLIANCE BANCORP	10,243	14,054
NUVEEN INTL SELECT FD	1,268,672	1,344,034
AZZ INCORP	5,755	9,625
HUBBELL INC CL B	15,395	20,038
MOOG INC CLASS A	6,614	10,802
ORBITAL SCIENCES CORP	6,523	11,091
PRIMORIS SERVICES CORP	5,714	11,642
SWIFT TRANSPORTATION CO	4,926	10,172
TEREX CORP NEW	6,660	10,707
TETRA TECH INC		
WABTEC CORP	10,604	21,538
EPL OIL GAS INC	7,202	8,579
OCEANEERING INTERNATIONAL INC	14,260	20,430
ARCTIC CAT INC	7,067	11,396
CHESAPEAKE LODGING TRUST	8,807	11,355
FAMILY DOLLAR STORES		
FOSEL INC		
JARDEN CORP		
LITHIA MOTORS INC CL A	3,405	8,816
PETSMART INC	18,506	19,934
SINCLAIR BROADCAST GROUP INC A	5,575	11,362
HAIN CELESTIAL GROUP INC	11,452	22,423
BIO REFERENCE LABS INC	5,998	5,874
HANGER INC	5,305	11,999

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MYRIAD GENETICS INC	4,868	4,217
SCHEIN HENRY INC	14,905	21,367
SPECTRUM PHARMACEUTICALS INC		
UNITED THERAPEUTICS CORP	11,578	24,878
ALTERRA CAPITAL HOLDINGS LTD		
BERSHIRE HILLS BANCORP INC		
CHEMICAL FINANCIAL CORP	4,446	6,144
COMMUNITY TR BANCORP INC		
FIRST FINANCIAL BANCORP		
NEWCASTLE INVT CORP	7,780	6,216
PENNYMAC MTG INV TR	8,086	8,105
RAMCO GERSHENSON PROPERTIES	5,813	7,964
SABRA HEALTH CARE REIT INC	7,057	10,561
AMERICAN STATES WATER CO	4,881	4,740
NORTHWESTERN CORP		
CACI INTERNATIONAL INC CL A		
CIRRUS LOGIC INC	8,553	7,700
F E I CO	11,895	20,463
JACK HENRY & ASSOCIATES INC	13,091	20,842
MICROSEMI CORP	7,330	9,381
RUDOLPH TECHNOLOGIES INC	5,135	4,990
UNISYS CORPORATION	6,887	11,884
UNION FIRST MKT BANKSHRS CORP	4,492	5,036
WILLIAMS SONSMA INC	19,931	19,757
WILSHIRE BANCORP INC	7,396	7,891
WINTRUST FINL CORP	10,835	15,676
WOLVERINE WORLD WIDE INC	15,676	21,089

TY 2013 Investments - Other Schedule**Name:** DONALD WEESNER CHARITABLE TR UA 35417410**EIN:** 41-6463406

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COAST DIVERSIFIED	AT COST	133,431	27,317
COMMON SENSE OFFSHORE LTD	AT COST	1,000,000	982,898
IDR CORE EQUITY RE STRATEGY	AT COST	481,587	596,292
MARATHON CREDIT OPP FD LTD	AT COST	500,000	595,513
IDR FIXED INCOME RE STRATEGY B	AT COST	138,609	139,791

TY 2013 Legal Fees Schedule

Name: DONALD WEESNER CHARITABLE TR UA 35417410

EIN: 41-6463406

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,522	3,761		3,761

TY 2013 Other Assets Schedule

Name: DONALD WEESNER CHARITABLE TR UA 35417410

EIN: 41-6463406

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	20,745	3,810	3,810
PENDING SALES		2,800	2,800

TY 2013 Other Decreases Schedule

Name: DONALD WEESNER CHARITABLE TR UA 35417410

EIN: 41-6463406

Description	Amount
ROUNDING	10

TY 2013 Other Expenses Schedule

Name: DONALD WEESNER CHARITABLE TR UA 35417410

EIN: 41-6463406

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	80	0		80
OTHER EXPENSES	10,500	0		10,500

TY 2013 Other Income Schedule**Name:** DONALD WEESNER CHARITABLE TR UA 35417410**EIN:** 41-6463406

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
IDR CORE EQUITY RE STRATEGY 2010 LP	10,383	10,383	
FEDERAL TAX REFUND	1,925	0	
IDR FIXED INCOME RE STRATEGY B LP	3,285	3,285	

TY 2013 Other Liabilities Schedule**Name:** DONALD WEESNER CHARITABLE TR UA 35417410**EIN:** 41-6463406

Description	Beginning of Year - Book Value	End of Year - Book Value
RETURN OF CAPITAL ADJUSTMENT	1,335	6,272
DEFERRED INCOME		42

TY 2013 Taxes Schedule**Name:** DONALD WEESNER CHARITABLE TR UA 35417410**EIN:** 41-6463406

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	22	22		0
FEDERAL TAX	2,500	0		0
FOREIGN TAXES ON QUALIFIED FOR	2,817	2,817		0
FOREIGN TAXES ON NONQUALIFIED	2,034	2,034		0