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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 separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013**Open to Public Inspection****For calendar year 2013 or tax year beginning , 2013, and ending , 20**

Name of foundation LEWIS & MARY PECKHAM FND TR 470018002		A Employer identification number 43-6936781
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 314-515-4918
City or town, state or province, country, and ZIP or foreign postal code ST. LOUIS, MO 63166-6916		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,175,928.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, 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 ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,798	25,942		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	205,201			
	b Gross sales price for all assets on line 6a	926,162			
	7 Capital gain net income (from Part IV, line 2)		205,201		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	229,999	231,143			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	11,632	11,632		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600	NONE	NONE	600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	660	247		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	12,892	11,879	NONE	600
	25 Contributions, gifts, grants paid	51,252			51,252
26 Total expenses and disbursements. Add lines 24 and 25	64,144	11,879	NONE	51,852	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	165,855				
b Net investment income (if negative, enter -0-)		219,264			
c Adjusted net income (if negative, enter -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		278.		
	2	Savings and temporary cash investments		57,392.	25,671.	25,671.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)			890,566.	1,088,406.	1,150,257.
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			948,236.	1,114,077.	1,175,928.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds			948,236.	1,114,077.
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)			948,236.	1,114,077.
	31	Total liabilities and net assets/fund balances (see instructions)			948,236.	1,114,077.

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	948,236.
2	Enter amount from Part I, line 27a	2	165,855.
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	3.
4	Add lines 1, 2, and 3	4	1,114,094.
5	Decreases not included in line 2 (itemize) ▶ <u>AMORTIZED BOND PREMIUM</u>	5	17.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,114,077.

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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 PUBLICLY TRADED SECURITIES					
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 926,162.		720,961.	205,201.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			205,201.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	205,201.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	50,600.	1,031,441.	0.049058
2011	50,600.	1,026,146.	0.049311
2010	50,600.	994,228.	0.050894
2009	50,400.	894,867.	0.056321
2008	50,400.	1,067,410.	0.047217
2 Total of line 1, column (d)			2 0.252801
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 0.050560
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,094,524.
5 Multiply line 4 by line 3			5 55,339.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,193.
7 Add lines 5 and 6			7 57,532.
8 Enter qualifying distributions from Part XII, line 4			8 51,852.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,385.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,385.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,385.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	633.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	633.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,752.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ EDWARD JONES TRSUT COMPANY Telephone no ▶ (314) 515-4918			
	Located at ▶ 12555 MANCHESTER ROAD, ST. LOUIS, MO ZIP+4 ▶ 63131			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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 the 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 X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ▶	☐ Yes ☒ No	
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. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
EDWARD JONES TRUST COMPANY 12555 MANCHESTER ROAD, ST. LOUIS, MO 63131	TRUSTEE	11,632.	-0-	-0-

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

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

Total number of other employees paid over \$50,000

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,072,768.
b	Average of monthly cash balances	1b	38,424.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,111,192.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,111,192.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,668.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,094,524.
6	Minimum investment return. Enter 5% of line 5	6	54,726.

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	54,726.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,385.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,385.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	50,341.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	50,341.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	50,341.

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	51,852.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	51,852.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	51,852.

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				50,341.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	6,000.			
c From 2010	1,189.			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	7,189.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 51,852.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				50,341.
e Remaining amount distributed out of corpus	1,511.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,700.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,700.			
10 Analysis of line 9:				
a Excess from 2009	6,000.			
b Excess from 2010	1,189.			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	1,511.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information (continued)**

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

Recipient		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>					
CREEKSIDE PLACE, INC. 102 MAPLE STREET EVANSVILLE WI 53536		NONE	PC	PROGRAM SUPPORT	51,252.
Total ► 3a					51,252.
b <i>Approved for future payment</i>					
Total ► 3b					

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

JSA

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I prepared this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here		05/02/2014		May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

**Paid
Preparer
Use Only**

Print/Type preparer's name WESLEY HIRSCHBERG		Preparer's signature <i>Wesley Hirschberg</i>		Date 05/02/2014	Check ☐ if self-employed	PTIN P00162244
Firm's name ▶ ERNST & YOUNG U.S. LLP					Firm's EIN ▶ 34-6565596	
Firm's address ▶ 155 N. WACKER DRIVE CHICAGO, IL 60606					Phone no 312-879-2000	

Asset Detail Section

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Asset Detail

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Cash Equivalents						
Federated Govt Obli Fund-Inst SHS	25,670 70	1 00	\$25,670 70	\$25,670 70	\$0 00	\$2 53
Total Cash Equivalents			\$25,670 70	\$25,670 70	\$0 00	\$2 53
Common and Preferred Stock						
BHP Billiton PLC Spons ADR	100 00	62 12	\$6,212 00	\$6,886 40	-\$674 40	\$232 00
Chevron Corporation	100 00	124 91	\$12,491 00	\$11,619 50	\$871 50	\$400 00
Coca Cola Co	200 00	41 31	\$8,262 00	\$7,471 08	\$790 92	\$224 00
Disney Walt Co New	125 00	76 40	\$9,550 00	\$6,768 18	\$2,781 82	\$107 50
International Business Machines Corp	50 00	187 57	\$9,378 50	\$10,185 20	-\$806 70	\$190 00
ITC Holdings Corp	75 00	95 82	\$7,186 50	\$6,058 50	\$1,128 00	\$127 50
Johnson & Johnson	150 00	91 59	\$13,738 50	\$11,111 31	\$2,627 19	\$396 00
JP Morgan Chase & Co	200 00	58 48	\$11,696 00	\$9,435 08	\$2,260 92	\$304 00
Microsoft Corp	250 00	37 41	\$9,352 50	\$6,873 85	\$2,478 65	\$280 00
Oracle Corporation	150 00	38 26	\$5,739 00	\$5,324 31	\$414 69	\$72 00
Pfizer Inc	275 00	30 63	\$8,423 25	\$7,548 72	\$874 53	\$286 00
Procter & Gamble Co	125 00	81 41	\$10,176 25	\$9,370 69	\$805 56	\$300 75
Royal Dutch Shell ADR A SHS	100 00	71 27	\$7,127 00	\$7,078 55	\$48 45	\$272 00
Target Corp	125 00	63 27	\$7,908 75	\$7,590 68	\$318 07	\$215 00
United Technologies Corp	100 00	113 80	\$11,380 00	\$8,842 03	\$2,537 97	\$236 00
US Bancorp New	225 00	40 40	\$9,090 00	\$7,476 73	\$1,613 27	\$207 00
Vodafone Group ADR	250 00	39 31	\$9,827.50	\$6,841 50	\$2,986 00	\$397 50
Wells Fargo & Co	200 00	45 40	\$9,080 00	\$6,976 34	\$2,103 66	\$240 00

Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
3M Co	75 00	140 25	\$10,518 75	\$7,552 50	\$2,966 25	\$256 50
Total Common and Preferred Stock			\$177,137 50	\$151,011 15	\$26,126 35	\$4,743 75
Equity Mutual Funds and Unit Trusts						
American Europacific Growth Fd CL F2	1,222 87	48 98	\$59,896 07	\$55,000 00	\$4,896 07	\$701 93
BlackRock Equity Divid Instl CL	2,725 97	24 33	\$66,322 80	\$55,071 53	\$11,251 27	\$1,229 41
Delaware Select Growth Fd I	679 22	53 35	\$36,236 17	\$35,000 00	\$1,236 17	\$0 00
Fundamental Investors-F2	989 15	51 96	\$51,396 39	\$50,889 04	\$507 35	\$600 42
Goldman Sachs Commodity Strt Intl CL	3,245 06	5 67	\$18,399 49	\$17,945 18	\$454 31	\$0 00
Harbor Cap Appreciation Instit CL	1,008 63	56 69	\$57,179 01	\$46,690 41	\$10,488 60	\$45 49
Harbor Internatl Fd Instl CL	666 13	71 01	\$47,301 96	\$37,036 88	\$10,265 08	\$995 87
Hartford Div & Growth Fd CL Y	2,016 32	25 28	\$50,972 54	\$53,126 99	-\$2,154 45	\$889 20
Invesco Sm Cap Equity Fund-Y	1,489 53	17 27	\$25,724 15	\$26,467 08	-\$742 93	\$0 00
John Hancock US Gbl Lead-I	683 40	44 83	\$30,636 73	\$30,801 58	-\$164 85	\$0 00
JP Morgan Mid Cap Value Fund-I	1,338 24	35 12	\$46,998 81	\$46,959 50	\$39 31	\$409 50
Oppenheimer Developing Mkt CL I	626 40	37 57	\$23,533 74	\$20,246 89	\$3,286 85	\$133 42
Oppenheimer Equity Income-I	1,603 53	31 44	\$50,415 05	\$51,710 74	-\$1,295 69	\$1,605 14
Virtus Foreign Opportunity Fd CL I	927 99	27 34	\$25,371 16	\$25,000 00	\$371 16	\$228 28
Virtus Real Estate Fund Class I	687 49	32 41	\$22,281 65	\$23,888 68	-\$1,607 03	\$344 43
Total Equity Mutual Funds and Unit Trusts			\$612,665 72	\$575,834 50	\$36,831 22	\$7,183 09

Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
<i>Taxable Fixed Income</i>						
Blaine County Idaho School District Revenue DTD 01/27/2011 5 490% 08/01/2020 Non Callable	25,000 00	105 47	\$26,366 50	\$25,170 37	\$1,196 13	\$1,372 50
Clark Cnty Nevada Sales & Excise Tax General Obligation DTD 08/11/2010 5 700% 07/01/2025 Callable	25,000 00	105 83	\$26,458.00	\$24,945 00	\$1,513 00	\$1,425 00
Comerica Bank DTD 06/03/2004 5 700% 06/01/2014 Non Callable	25,000 00	102.06	\$25,514 75	\$24,482 00	\$1,032 75	\$1,425 00
Total Taxable Fixed Income			\$78,339 25	\$74,597 37	\$3,741 88	\$4,222 50
<i>Fixed Income Mutual Funds and Unit Trusts</i>						
Dodge & Cox Income Fd Com	3,657 29	13 53	\$49,483.12	\$50,000 00	-\$516 88	\$1,517 77
Dreyfus Bond Market Index Fd Basic Class Fd #710	5,309 97	10 33	\$54,852 03	\$55,745 38	-\$893 35	\$1,619 54
Janus Invst Fd Flexbl Bnd I SHS	3,809 52	10 37	\$39,504 75	\$40,000 00	-\$495 25	\$1,222 86
JPMorgan TR II High Yield Bd Fd Select CL	2,636 24	7 98	\$21,037 16	\$20,678 93	\$358 23	\$1,323 39
JPMorgan TR II Core Bd Select	7,611 15	11 47	\$87,299 89	\$90,538 67	-\$3,238 78	\$2,397 51
T Rowe Price International Bond Fund	1,572 33	9 50	\$14,937 11	\$15,000 00	-\$62 89	\$339 62

Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
T Rowe Price Short Term Bond Fund	3,131 52	4 79	\$15,000 00	\$15,000 00	\$0 00	\$192 62
Total Fixed Income Mutual Funds and Unit Trusts			\$282,114 06	\$286,962 98	-\$4,848 92	\$8,613 31
Total All Assets			\$1,175,927.23	\$1,114,076.70	\$61,850.53	\$24,765.18

FEDERAL WASH SALES

=====

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
------------------	------------------	--------------	---------------	----------------	--------------------

2.14803 DWS RREEF REAL EST SEC	09/17/2012	06/28/2013	48.00	47.00	-1.00
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FEDERAL CAPITAL GAIN DISTRIBUTIONS

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LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

INVESCO SM CAP EQUITY FUND-Y	1,410.00
BLACKROCK EQUITY DIVID INSTL CL	59.00
DWS RREEF REAL EST SEC-INST CL	45.00
DREYFUS BD MKT INDEX-BASIC CL #710	719.00
JP MORGAN MID CAP VALUE FUND-I	1,449.00
FUNDAMENTAL INVESTORS-F2	889.00
JOHN HANCOCK US GLBL LEAD-I	802.00
HARBOR CAP APPRECIATION INSTIT CL	1,690.00
HARTFORD DIV & GROWTH FD CL Y	2,905.00
JANUS FLEX BOND FUND CL I	429.00
JPMORGAN CORE BOND FUND	465.00
JPMORGAN HIGH YIELD BOND FUND	474.00
MFS VALUE FD CL I	9.00
OPPENHEIMER EQUITY INCOME-I	924.00
OPPENHEIMER DEVELOPING MKT CL I	140.00
T ROWE PRICE INTERNATIONAL BOND FUND	16.00
VIRTUS REAL ESTATE FUND CLASS I	1,389.00

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS

13,814.00

TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS

13,814.00
=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREPARATION FEE	600.			600.
	-----	-----	-----	-----
TOTALS	600.	NONE	NONE	600.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAX WITHHELD	40.	247.
ESTIMATED EXCISE TAX DUE	620.	
	-----	-----
TOTALS	660.	247.
	=====	=====