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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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THEWES FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

355 S. OLD WOODWARD, SUITE 200

A Employer identification number

45-3660252

City or town, state or province, country, and ZIP or foreign postal code

BIRMINGHAM, MI 48009

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 275,003. (Part I, column (d) must be on cash basis.)

J Accounting method

 Cash Accrual Other (specify) _____Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(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	1,484,125.		N/A
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	3,487.	3,487.	STATEMENT 1
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	25,290.		
	b Gross sales price for all assets on line 6a	879,483.		
	7 Capital gain net income (from Part IV, line 2)		25,290.	
	8 Net short-term capital gain			
	9 Income modifications			
	Gross sales less returns and allowances			
Operating and Administrative Expenses	10a			
	b Less Cost of goods sold			
	c Gross profit or (loss)			
	11 Other income			
	12 Total. Add lines 1 through 11	1,512,902.	28,777.	
	13 Compensation of officers, directors, trustees, etc	0.	0.	0.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees			
	c Other professional fees	STMT 2	10,899.	10,899.
	17 Interest			
	18 Taxes			
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications	2014		
	23 Other expenses			
	24 Total operating and administrative expenses. Add lines 13 through 23	10,899.	10,899.	0.
	25 Contributions, gifts, grants paid	1,457,000.		1,457,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,467,899.	10,899.	1,457,000.
	27 Subtract line 26 from line 12	45,003.		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0)		17,878.	
	c Adjusted net income (if negative, enter -0)			N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		199,499.	160,455.	160,455.
	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			1,000.	1,000.
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations	STMT 3			
	b Investments - corporate stock		0.	55,596.	71,440.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans	STMT 4			
	13 Investments - other		13,369.	40,820.	42,108.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		212,868.	257,871.	275,003.
	17 Accounts payable and accrued expenses	Liabilities			
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	Net Assets or Fund Balances			
	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		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		212,868.	257,871.	
	30 Total net assets or fund balances		212,868.	257,871.	
	31 Total liabilities and net assets/fund balances		212,868.	257,871.	

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	212,868.
2 Enter amount from Part I, line 27a	2	45,003.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	257,871.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	257,871.

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.)
a					
b	SEE ATTACHED STATEMENTS				
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					
b					
c					
d					
e	879,483.	854,193.			25,290.
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					
b					
c					
d					
e					25,290.
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		25,290.
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) If (loss), enter -0- in Part I, line 8	{ }		3		N/A

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	488,500.	290,117.	1.683803
2011	0.	0.	.000000
2010			
2009			
2008			
2 Total of line 1, column (d)			2 1.683803
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 .841902
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 445,161.
5 Multiply line 4 by line 3			5 374,782.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 179.
7 Add lines 5 and 6			7 374,961.
8 Enter qualifying distributions from Part XII, line 4			8 1,457,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	179.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	179.
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	179.
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	179.
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 ►	11	Refunded ►

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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a	X
1c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ 0. (2) On foundation managers ► \$ 0.	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	2	X
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>	3	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 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	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MI</u>	8b	X
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>	9	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	10	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	STMT	5

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► LEONARD J. GAYESKI Located at ► 355 S. OLD WOODWARD, SUITE 200, BIRMINGHAM, MI	Telephone no. ► 248-258-8900 ZIP+4 ► 48009
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	Yes X 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?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	X 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	N/A	►
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 ►	<input type="checkbox"/> Yes	X 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)	N/A	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?	<input type="checkbox"/> Yes	X 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.)	N/A	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

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)? 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)?

N/A

►

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

N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?

b If "Yes" did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

N/A

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.

(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
BEVERLY A. THEWES 3032 WEST RIDGE BLOOMFIELD HILLS, MI 48302	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
GEORGE V. CASSAR, JR. 28400 NORTHWESTERN HIGHWAY, 3RD FLOOR SOUTHFIELD, MI 48034	SECRETARY/VICE-PRESIDENT/D 1.00	0.	0.	0.
LEONARD J. GAYESKI 355 S. OLD WOODWARD, SUITE 200 BIRMINGHAM, MI 48009	TREASURER/VICE-PRESIDENT/D 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A

2

3

4

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments See instructions

3

Total. Add lines 1 through 3 ►

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities	219,899.
b	Average of monthly cash balances	231,041.
c	Fair market value of all other assets	1,000.
d	Total (add lines 1a, b, and c)	451,940.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	0.
2	Acquisition indebtedness applicable to line 1 assets	0.
3	Subtract line 2 from line 1d	451,940.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	6,779.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3 Enter here and on Part V, line 4	445,161.
6	Minimum investment return . Enter 5% of line 5	22,258.

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	22,258.
2a	Tax on investment income for 2013 from Part VI, line 5	179.
b	Income tax for 2013 (This does not include the tax from Part VI)	
c	Add lines 2a and 2b	179.
3	Distributable amount before adjustments Subtract line 2c from line 1	22,079.
4	Recoveries of amounts treated as qualifying distributions	0.
5	Add lines 3 and 4	22,079.
6	Deduction from distributable amount (see instructions)	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	22,079.

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	1,457,000.
b	Program-related investments - total from Part IX-B	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	
b	Cash distribution test (attach the required schedule)	
4	Qualifying distributions . Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	1,457,000.
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	179.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	1,456,821.

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				22,079.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	473,994.			
f Total of lines 3a through e	473,994.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,457,000.			0.	
a Applied to 2012, but not more than line 2a				
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				22,079.
e Remaining amount distributed out of corpus	1,434,921.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,908,915.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,908,915.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	473,994.			
e Excess from 2013	1,434,921.			

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

N/A

1 a 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 ►

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

	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
1 a					
1 b					
2 a					
2 b					
2 c					
2 d					
2 e					
3 a					
3 b					
3 c					
4 a (1)					
4 a (2)					
4 b					
4 c (1)					
4 c (2)					
4 c (3)					
4 c (4)					

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).)

BEVERLY A. THEWES

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACTON INSTITUTE 98 EAST FULTON STREET GRAND RAPIDS, MI 49503	NONE	PUBLIC CHARITY	PROMOTE A FREE AND VIRTUOUS SOCIETY CHARACTERIZED BY INDIVIDUAL LIBERTY AND SUSTAINED BY RELIGIOUS	1,500.
CHRISTUS MEDICUS FOUNDATION P.O. BOX 2606 SOUTHFIELD, MI 48037	NONE	PUBLIC CHARITY	PROMOTE CHRIST-CENTERED HEALTHCARE IN THE PUBLIC SQUARE AND THE MARKETPLACE	50,000.
ETERNAL WORD TELEVISION NETWORK 5817 OLD LEEDS ROAD IRONDALE, AL 35210	NONE	PUBLIC CHARITY	PROMOTE CATHOLIC RELIGIOUS EDUCATION	500.
ALL SAINTS CATHOLIC CHURCH RIVER RUN FOR HOPE 2443 MOUNT VERNON ROAD DUNWOODY, GA 30338-3099	NONE	CHURCH	SUPPORT MEDICAL SERVICES IN GHANA	1,000.
LC PASTORAL SERVICES INCORPORATED 2460 OPDYKE ROAD BLOOMFIELD HILLS, MI 48304	NONE	PRIVATE NON-PROFIT	PROMOTE THE DELIVERY OF SOCIAL AND WELFARE SERVICES	150,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 1,457,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,487.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	25,290.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		28,777.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		28,777.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

OMB No 1545-0047

2013**Name of the organization****THEWES FAMILY FOUNDATION****Employer identification number****45-3660252****Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THEWES FAMILY FOUNDATION

Employer identification number

45-3660252

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BEVERLY A. THEWES 3032 WEST RIDGE BLOOMFIELD HILLS, MI 48302	\$ 1,484,125.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

THEWEŚ FAMILY FOUNDATION

Employer identification number

45-3660252

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THEWE'S FAMILY FOUNDATION

45-3660252

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.)* ► \$ _____

(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THEWES FAMILY FOUNDATION

45-3660252

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEGIONARIES OF CHRIST 2640 OPDYKE ROAD BLOOMFIELD HILLS, MI 48304	NONE	PRIVATE NON-PROFIT	PROMOTE CHRISTIAN RELIGION	30,000.
MEDIA RESEARCH CENTER 1900 CAMPUS COMMONS DRIVE, SUITE 600 RESTON, VA 20191	NONE	PUBLIC CHARITY	PROMOTE TRUTH IN MEDIA	100,000.
BREAST CANCER PREVENTION INSTITUTE 30 REHILL AVENUE, SITE 3400 SOMERVILLE, NJ 08876	NONE	PUBLIC CHARITY	PROMOTE BREAST CANCER PREVENTION	500.
THE CARDINAL NEWMAN SOCIETY 9720 CAPITAL COURT, STE 201 MANASSAS, VA 20110	NONE	PUBLIC CHARITY	PROMOTE CATHOLIC HIGHER EDUCATION	7,000.
EVEREST ACADEMY 5935 CLARKSTON ROAD CLARKSTON, MI 48348	NONE	SCHOOL	PROMOTE AND SUPPORT EDUCATION	1,000,000.
GUEST HOUSE 1601 JOSLYN ROAD LAKE ORION, MI 48360	NONE	PUBLIC CHARITY	PROMOTE THE CARE OF PRIESTS, DEACONS AND RELIGIOUS SUFFERING FROM ALCOHOLISM OR OTHER CHEMICAL	500.
SERVANTS OF JESUS THE DIVINE MERCY 33826 BEACONSFIELD CLINTON TOWNSHIP, MI 48035	NONE	PUBLIC CHARITY	PROMOTE PRAYER, WORKS OF MERCY, AND A SPIRITUAL WAY OF LIFE	10,000.
ST. THOMAS MORE ACADEMY 6456 EAST BRISTOL ROAD BURTON, MI 48519	NONE	SCHOOL	PROMOTE CATHOLIC EDUCATION	100,000.
THE BECKET FUND FOR RELIGIOUS LIBERTY 3000 K ST NW, SUITE 220 WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	PROMOTE RELIGIOUS LIBERTY	1,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	PROMOTE CONSERVATIVE PUBLIC POLICY AGENDA	5,000.
Total from continuation sheets				1,254,000.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ACTON INSTITUTE

PROMOTE A FREE AND VIRTUOUS SOCIETY CHARACTERIZED BY INDIVIDUAL LIBERTY
AND SUSTAINED BY RELIGIOUS PRINCIPLES

NAME OF RECIPIENT - GUEST HOUSE

PROMOTE THE CARE OF PRIESTS, DEACONS AND RELIGIOUS SUFFERING FROM
ALCOHOLISM OR OTHER CHEMICAL DEPENDENCY

THEWES FAMILY FOUNDATION

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	ACME PACKET INC	P	01/02/13	04/01/13
b	SMITHFIELD FOODS INC	P	01/07/13	09/30/13
c	SMITHFIELD FOODS INC	P	04/15/13	09/30/13
d	ISHARES MSCI ALL COUNTRY ASIA EX JAPAN ETF	P	01/02/13	01/29/13
e	ISHARES MSCI ALL COUNTRY ASIA EX JAPAN ETF	P	01/02/13	01/29/13
f	ISHARES MSCI ALL COUNTRY ASIA EX JAPAN ETF	P	05/14/13	06/07/13
g	ISHARES MSCI ALL COUNTRY ASIA EX JAPAN ETF	P	08/02/13	08/28/13
h	AGCO CORP	P	03/04/13	04/22/13
i	AGCO CORP	P	04/15/13	04/22/13
j	AGCO CORP	P	05/06/13	06/24/13
k	AGCO CORP	P	08/26/13	11/07/13
l	AEROPOSTALE	P	01/22/13	06/17/13
m	AEROPOSTALE	P	04/15/13	06/17/13
n	INVESCO ASIA PACIFIC GROWTH CLA	P	09/23/13	11/07/13
o	INVESCO ASIA PACIFIC GROWTH CLA	P	09/23/13	12/16/13

(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 4,475.		3,425.	1,050.
b 5,236.		3,551.	1,685.
c 4,284.		3,204.	1,080.
d 11,325.		11,617.	-292.
e 6,024.		6,178.	-154.
f 37,238.		39,376.	-2,138.
g 35,697.		37,962.	-2,265.
h 4,233.		4,417.	-184.
i 2,092.		2,116.	-24.
j 6,575.		7,061.	-486.
k 1,842.		1,864.	-22.
l 4,494.		4,444.	50.
m 1,962.		1,926.	36.
n 40,731.		41,355.	-624.
o 9,055.		10,026.	-971.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
(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			1,050.
b			1,685.
c			1,080.
d			-292.
e			-154.
f			-2,138.
g			-2,265.
h			-184.
i			-24.
j			-486.
k			-22.
l			50.
m			36.
n			-624.
o			-971.

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	
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) If (loss), enter "-0-" in Part I, line 8		3	

THEWES FAMILY FOUNDATION

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)
a	INVESCO ASIA PACIFIC GROWTH CLA	P	12/16/13	12/16/13
b	INVESCO ASIA PACIFIC GROWTH CLA	P	12/16/13	12/16/13
c	BIG LOTS INC	P	10/28/13	12/09/13
d	BIG LOTS INC	P	11/07/13	12/09/13
e	CELGENE CORP	P	02/26/13	08/05/13
f	CELGENE CORP	P	02/26/13	11/07/13
g	CIRRUS LOGIC INC	P	08/05/13	11/07/13
h	CST BRANDS INC	P	01/02/13	05/08/13
i	DECKERS OUTDOOR CORP	P	03/04/13	05/06/13
j	DECKERS OUTDOOR CORP	P	03/04/13	11/07/13
k	DOLLAR TREE INC	P	01/28/13	11/07/13
l	DOLLAR TREE INC	P	01/28/13	12/02/13
m	DOLLAR TREE INC	P	04/15/13	12/02/13
n	ISHARES MSCIEAFE ETF	P	06/10/13	08/02/13
o	ISHARES MSCIEAFE ETF	P	06/10/13	11/07/13

(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 514.		513.	1.
b 84.		84.	0.
c 443.		522.	-79.
d 3,324.		3,762.	-438.
e 2,933.		1,989.	944.
f 2,340.		1,591.	749.
g 2,779.		2,484.	295.
h 27.		23.	4.
i 1,131.		993.	138.
j 4,087.		2,884.	1,203.
k 4,811.		3,414.	1,397.
l 1,507.		1,111.	396.
m 2,678.		2,286.	392.
n 6,144.		6,034.	110.
o 17,820.		16,594.	1,226.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1.
b			0.
c			-79.
d			-438.
e			944.
f			749.
g			295.
h			4.
i			138.
j			1,203.
k			1,397.
l			396.
m			392.
n			110.
o			1,226.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

THEWES FAMILY FOUNDATION

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	ISHARES JPMORGAN USDEMERGING MARKETS BONDETF	P	01/14/13	01/22/13
b	FIDELITY ADVISOR HIGH INCOME ADVANTAGE CLA	P	01/23/13	05/21/13
c	FIDELITY ADVISOR HIGH INCOME ADVANTAGE CLA	P	02/01/13	05/21/13
d	FIDELITY ADVISOR HIGH INCOME ADVANTAGE CLA	P	03/01/13	05/21/13
e	FIDELITY ADVISOR HIGH INCOME ADVANTAGE CLA	P	04/01/13	05/21/13
f	FIDELITY ADVISOR HIGH INCOME ADVANTAGE CLA	P	05/01/13	05/21/13
g	FAMILY DOLLAR STORES INC	P	04/15/13	11/07/13
h	FAMILY DOLLAR STORES INC	P	04/15/13	11/11/13
i	F5 NETWORKS INC	P	01/07/13	03/04/13
j	F5 NETWORKS INC	P	07/29/13	11/07/13
k	GANNETT COMPANY INC DE	P	01/02/13	02/26/13
l	GAMESTOP CORP NEW CLASS A	P	01/02/13	02/26/13
m	GOOGLE INC CL A	P	01/02/13	10/14/13
n	GOOGLE INC CL A	P	04/15/13	10/14/13
o	HUMANA INC	P	01/22/13	03/04/13

(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 10,614.		10,598.	16.
b 24,177.		23,483.	694.
c 12.		12.	0.
d 83.		81.	2.
e 95.		93.	2.
f 91.		90.	1.
g 3,643.		3,272.	371.
h 3,883.		3,454.	429.
i 3,348.		3,502.	-154.
j 2,097.		2,274.	-177.
k 4,093.		3,991.	102.
l 2,496.		2,672.	-176.
m 3,467.		2,883.	584.
n 4,334.		3,949.	385.
o 4,154.		4,408.	-254.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			16.
b			694.
c			0.
d			2.
e			2.
f			1.
g			371.
h			429.
i			-154.
j			-177.
k			102.
l			-176.
m			584.
n			385.
o			-254.

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

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)
If (loss), enter "-0-" in Part I, line 8

THEWES FAMILY FOUNDATION

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 HUMANA INC			P	05/06/13	11/07/13
b ILLUMINA INC			P	01/02/13	05/06/13
c ILLUMINA INC			P	01/02/13	11/07/13
d ILLUMINA INC			P	04/15/13	11/07/13
e SPDR BARCLAYS CAPITAL HIGH YIELD BOND ETF"			P	01/03/13	01/14/13
f KODIAK OIL & GAS CORP			P	09/16/13	11/07/13
g KODIAK OIL & GAS CORP			P	09/16/13	12/09/13
h ALLSCRIPTS HEALTHCARE SOLUTIONS INC"			P	04/15/13	11/07/13
i METLIFE INC			P	01/07/13	11/07/13
j LOOMIS SAYLES STRATEGIC INCOME CL A"			P	01/23/13	06/24/13
k LOOMIS SAYLES STRATEGIC INCOME CL A			P	01/29/13	06/24/13
l LOOMIS SAYLES STRATEGIC INCOME CL A			P	02/26/13	06/24/13
m LOOMIS SAYLES STRATEGIC INCOME CL A			P	03/27/13	06/24/13
n LOOMIS SAYLES STRATEGIC INCOME CL A			P	04/15/13	06/24/13
o LOOMIS SAYLES STRATEGIC INCOME CL A			P	04/26/13	06/24/13
(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 4,780.			3,825.		955.
b 2,318.			1,934.		384.
c 2,597.			1,547.		1,050.
d 2,690.			1,674.		1,016.
e 6,012.			5,982.		30.
f 1,397.			1,317.		80.
g 1,473.			1,505.		-32.
h 3,758.			3,389.		369.
i 4,342.			3,252.		1,090.
j 22,941.			23,475.		-534.
k 70.			71.		-1.
l 85.			85.		0.
m 81.			83.		-2.
n 16,554.			17,003.		-449.
o 130.			135.		-5.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
(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					955.
b					384.
c					1,050.
d					1,016.
e					30.
f					80.
g					-32.
h					369.
i					1,090.
j					-534.
k					-1.
l					0.
m					-2.
n					-449.
o					-5.
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		
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) If (loss), enter "-0-" in Part I, line 8 }		3		

THEWES FAMILY FOUNDATION

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	LOOMIS SAYLES STRATEGIC INCOME CL A	P	05/29/13	06/24/13
b	LOOMIS SAYLES STRATEGIC INCOME CL A	P	10/21/13	11/07/13
c	HARRIS OAKMARK CL I	P	04/15/13	05/10/13
d	HARRIS OAKMARK CL I	P	04/15/13	05/13/13
e	HARRIS OAKMARK CL I	P	07/08/13	08/12/13
f	HARRIS OAKMARK CL I	P	07/08/13	09/16/13
g	OAKMARK	P	12/11/13	12/16/13
h	OPPENHEIMER DEVELOPING MARKETS CL A	P	09/23/13	11/07/13
i	PRICELINE.COM INC NEW	P	01/07/13	11/07/13
j	PRICELINE.COM INC NEW	P	04/15/13	11/07/13
k	ROWE T EMERGING MARKETS BOND	P	01/23/13	05/28/13
l	ROWE T PRIC EMERGING MARKETS BOND	P	02/01/13	05/28/13
m	ROWE T EMERGING MARKETS BOND	P	02/21/13	05/28/13
n	ROWE T PRICE EMERGING MARKETS BOND	P	03/01/13	05/28/13
o	ROWE T PRICE EMERGING MARKETS BOND	P	04/01/13	05/28/13

(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 161.		170.	-9.
b 20,475.		20,563.	-88.
c 46,244.		43,352.	2,892.
d 46,227.		43,352.	2,875.
e 15,000.		14,487.	513.
f 86,647.		82,489.	4,158.
g 29,757.		29,659.	98.
h 41,380.		41,491.	-111.
i 5,115.		3,271.	1,844.
j 1,023.		732.	291.
k 22,334.		23,114.	-780.
l 12.		12.	0.
m 15.		16.	-1.
n 95.		97.	-2.
o 98.		99.	-1.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-9.
b			-88.
c			2,892.
d			2,875.
e			513.
f			4,158.
g			98.
h			-111.
i			1,844.
j			291.
k			-780.
l			0.
m			-1.
n			-2.
o			-1.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

THEWES FAMILY FOUNDATION

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	ROWE T PRICE EMERGING MARKETS BOND	P	04/15/13	05/28/13
b	ROWE T PRICE EMERGING MARKETS BOND	P	05/01/13	05/28/13
c	QUESTOR PHARMACEUTICAL INC	P	03/04/13	08/05/13
d	QUESTCOR PHARMACEUTICAL INC	P	03/04/13	11/07/13
e	QUESTCOR PHARMACEUTICAL INC	P	03/04/13	12/09/13
f	QUESTCOR PHARMACEUTICAL INC	P	04/15/13	12/09/13
g	RACKSPACE INC	P	01/02/13	02/19/13
h	ISHARES MSCI EAFE SMALL CAP INDEX ETF	P	09/10/12	06/03/13
i	ISHARES MSCI EAFE SMALL CAP INDEX ETF	P	01/02/13	06/03/13
j	ISHARES MSCI EAFE SMALL CAP INDEX ETF	P	04/15/13	06/03/13
k	SEAGATE TECHNOLOGY PLC	P	01/28/13	08/12/13
l	SEAGATE TECHNOLOGY PLC	P	04/15/13	08/12/13
m	TERADATA CORP DEL	P	07/15/13	10/14/13
n	VALERO ENERGY CORP	P	01/02/13	06/24/13
o	VALERO ENERGY CORP	P	04/15/13	06/24/13

(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 16,298.		16,737.	-439.
b 123.		127.	-4.
c 6,688.		3,338.	3,350.
d 1,799.		1,015.	784.
e 603.		393.	210.
f 2,664.		1,459.	1,205.
g 2,654.		3,531.	-877.
h 15,274.		13,369.	1,905.
i 3,491.		3,306.	185.
j 11,172.		11,214.	-42.
k 4,944.		4,562.	382.
l 2,125.		1,864.	261.
m 7,446.		7,971.	-525.
n 3,810.		3,601.	209.
o 5,424.		5,674.	-250.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-439.
b			-4.
c			3,350.
d			784.
e			210.
f			1,205.
g			-877.
h			1,905.
i			185.
j			-42.
k			382.
l			261.
m			-525.
n			209.
o			-250.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

THEWES FAMILY FOUNDATION

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 VALERO ENERGY CORP			P	08/12/13	09/23/13
b VANGUARD FTSE EMERGING MARKETS ETF			P	01/02/13	02/08/13
c VANGUARD FTSE EMERGING MARKETS ETF			P	05/10/13	06/03/13
d VANGUARD FTSE EMERGING MARKETS ETF			P	05/10/13	06/03/13
e VANGUARD FTSE EMERGING MARKETS ETF			P	08/02/13	08/28/13
f WESTERN DIGITAL CORP			P	01/02/13	05/06/13
g WESTERN DIGITAL CORP			P	01/02/13	09/16/13
h WESTERN DIGITAL CORP			P	04/15/13	09/16/13
i WELLPOINT INC			P	04/08/13	11/07/13
j XEROX CORP			P	03/04/13	11/07/13
k CAPITAL GAINS DIVIDENDS					
l					
m					
n					
o					

(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 5,780.		6,270.	-490.
b 17,294.		17,747.	-453.
c 24,936.		26,478.	-1,542.
d 17,289.		18,358.	-1,069.
e 35,300.		37,941.	-2,641.
f 1,344.		990.	354.
g 2,604.		1,722.	882.
h 5,273.		4,270.	1,003.
i 4,328.		3,365.	963.
j 3,918.		3,142.	776.
k 619.			619.
l			.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-490.
b			-453.
c			-1,542.
d			-1,069.
e			-2,641.
f			354.
g			882.
h			1,003.
i			963.
j			776.
k			619.
l			
m			
n			
o			

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	25,290.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THEWES FAMILY FOUNDATION

45-3660252

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LPL FINANCIAL 1512-0149	4,106.	619.	3,487.	3,487.	
TO PART I, LINE 4	4,106.	619.	3,487.	3,487.	

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LPL FINANCIAL 1512-0149 ADVISORY FEES	10,899.	10,899.		0.
TO FORM 990-PF, PG 1, LN 16C	10,899.	10,899.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 3

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	55,596.	71,440.
TOTAL TO FORM 990-PF, PART II, LINE 10B	55,596.	71,440.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES MSCI EAFE SMALL CAP INDEX ETF	FMV	0.	0.
MUTUAL FUNDS, ETFS AND CLOSED-END FUNDS	FMV	40,820.	42,108.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,820.	42,108.

STATEMENT(S) 1, 2, 3, 4

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 5

NAME OF CONTRIBUTOR

ADDRESS

BEVERLY A. THEWES

3032 WEST RIDGE
BLOOMFIELD HILLS, MI 48302