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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

2013

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation LOWELL N. JOHNSON CHARITABLE FOUNDATION		A Employer identification number 46-0484573
Number and street (or P O box number if mail is not delivered to street address) C/O DAN CHURCHILL, 1610 FIFTH AVENUE	Room/suite	B Telephone number 3097923643
City or town, state or province, country, and ZIP or foreign postal code MOLINE, IL 61265		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,095,734.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		234,162.	234,162.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		552,617.			STATEMENT 1
b Gross sales price for all assets on line 6a 2,130,964.					
7 Capital gain net income (from Part IV, line 2)			519,889.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		786,779.	754,051.		
13 Compensation of officers, directors, trustees, etc		43,000.	43,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		61,800.	3,090.		58,710.
b Accounting fees STMT 4		8,435.	0.		8,435.
c Other professional fees STMT 5		11,750.	11,750.		0.
17 Interest					
18 Taxes STMT 6		4,152.	0.		0.
19 Depreciation and depletion					
20 Occupancy		12,000.	6,000.		6,000.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		5,584.	5,569.		15.
24 Total operating and administrative expenses. Add lines 13 through 23		146,721.	69,409.		73,160.
25 Contributions, gifts, grants paid		455,550.			455,550.
26 Total expenses and disbursements. Add lines 24 and 25		602,271.	69,409.		528,710.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		184,508.			
b Net investment income (if negative, enter -0-)			684,642.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	67,764.	1,158,739.	1,158,739.
	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			
	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			
	b Investments - corporate stock STMT 9	7,000,742.	6,044,252.	9,928,495.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶ PREPAID EXCISE TAX)	2,840.	8,500.	8,500.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	7,071,346.	7,211,491.	11,095,734.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,071,346.	7,211,491.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	7,071,346.	7,211,491.		
31 Total liabilities and net assets/fund balances	7,071,346.	7,211,491.		

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	7,071,346.
2 Enter amount from Part I, line 27a	2	184,508.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,255,854.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	44,363.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,211,491.

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			
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 2,130,964.		1,611,075.	519,889.

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			
b			
c			
d			
e			519,889.

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 } 2 519,889.

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	458,301.	9,212,006.	.049750
2011	520,467.	9,348,541.	.055674
2010	372,911.	8,612,150.	.043301
2009	242,650.	5,106,075.	.047522
2008	124,668.	2,538,451.	.049112

2 Total of line 1, column (d)	2	.245359
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	.049072
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,351,058.
5 Multiply line 4 by line 3	5	507,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,846.
7 Add lines 5 and 6	7	514,793.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	528,710.

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)			
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		1	6,846.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,846.
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	6,846.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,500.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,654.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 6,880. Refunded <input checked="" type="checkbox"/>	11	3,774.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IL		
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

N/A

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 **DANIEL CHURCHILL** Telephone no. **(309) 792-3643**
 Located at **1610 FIFTH AVENUE, , MOLINE, IL** ZIP+4 **61265**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **X**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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?		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 N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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 <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ 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?

N/A

☐ 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 ☒ No

6b

X

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?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
DANIEL CHURCHILL 1610 FIFTH AVENUE MOLINE, IL 61265	PRESIDENT 5.00	43,000.	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

Form 990-PF (2013)

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	9,047,748.
b	Average of monthly cash balances	1b	1,454,562.
c	Fair market value of all other assets	1c	6,378.
d	Total (add lines 1a, b, and c)	1d	10,508,688.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,508,688.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	157,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,351,058.
6	Minimum investment return. Enter 5% of line 5	6	517,553.

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	517,553.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,846.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,846.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	510,707.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	510,707.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	510,707.

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	528,710.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	528,710.
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	5	6,846.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	521,864.

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				510,707.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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				9,277.
e From 2012				4,889.
f Total of lines 3a through e		14,166.		
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 528,710.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				510,707.
e Remaining amount distributed out of corpus	18,003.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,169.			
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	32,169.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				9,277.
d Excess from 2012				4,889.
e Excess from 2013				18,003.

N/A

▶

	4942(i)(3) or		4942(i)(5)
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(4) Gross investment income

[illegible]

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).)

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.

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.

DANIEL CHURCHILL, 309-762-3643
1610 FIFTH AVENUE, MOLINE, IL 61265

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

SEE ATTACHED "APPLICATION PROCESS" STATEMENT.

c Any submission deadlines:

SEE ATTACHED "APPLICATION PROCESS" STATEMENT.

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

SEE ATTACHED "APPLICATION PROCESS" STATEMENT.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ARROWHEAD RANCH 12200 - 104TH STREET COAL VALLEY, IL 61240	NONE	PC	CHARITABLE SUPPORT	1,000.
ARROWHEAD RANCH - BASEBALL FIELD PROJECT 12200 - 104TH STREET COAL VALLEY, IL 61240	NONE	PC	CHARITABLE SUPPORT	3,500.
BETHANY HOME 1150 - 12TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	10,000.
BLACK HAWK PARK FOUNDATION 1505 - 32ND STREET ROCK ISLAND, IL 61201	NONE	PC	CHARITABLE SUPPORT	1,500.
BOYS AND GIRLS CLUB 338 - 6TH STREET MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			455,550.
b Approved for future payment				
NONE				
Total				0.

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	10,003 SHS ADVISORS DISCIPINES	P	02/09/12	02/12/13
b	11,000 SHS CITIGROUP INC	P	VARIOUS	05/16/13
c	500 SHS EXXON MOBILE CORP	P	09/26/03	01/16/13
d	1,725.441 SHS FIDELITY PURITAN FUND	P	VARIOUS	07/19/13
e	3,000 SHS JOHNSON & JOHNSON	P	VARIOUS	
f	2,000 SHS JP MORGAN CHASE & CO	P	VARIOUS	01/16/13
g	2,000 SHS LINN ENERGY LLC	P	08/05/11	07/17/13
h	500 SHS MARKWEST ENERGY PARTNERSHIP	P	09/25/12	07/17/13
i	600 SHS PROCTOR & GAMBLE CO	P	03/02/05	01/16/13
j	35.763 SHS VANGUARD INTERNATIONAL FUND	P	12/18/12	07/19/13
k	102.164 SHS VANGUARD INTERNATIONAL FUND	P	VARIOUS	07/19/13
l	0.226 SHS AMERICAN AIRLINES GROUP	D	VARIOUS	12/10/13
m	1,000 SHS CATERPILLAR INC	D	11/25/08	01/16/13
n	500 SHS DEERE & CO	D	11/25/08	01/16/13
o	15,140.862 SHS FIDELITY PURITAN FUND	D	VARIOUS	07/19/13

(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 101,518.		99,999.	1,519.
b 561,124.		497,434.	63,690.
c 44,264.		18,702.	25,562.
d 36,873.		30,751.	6,122.
e 253,274.		180,088.	73,186.
f 91,490.		69,787.	21,703.
g 52,036.		39,057.	12,979.
h 33,314.		23,406.	9,908.
i 41,439.		32,460.	8,979.
j 737.		679.	58.
k 2,107.		1,747.	360.
l 6.			6.
m 94,622.		41,250.	53,372.
n 44,538.		19,770.	24,768.
o 323,560.		288,028.	35,532.

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			1,519.
b			63,690.
c			25,562.
d			6,122.
e			73,186.
f			21,703.
g			12,979.
h			9,908.
i			8,979.
j			58.
k			360.
l			6.
m			53,372.
n			24,768.
o			35,532.

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

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	1,000 SHS JOHNSON & JOHNSON	D	09/01/05	05/16/13
b	1,000 SHS NUCOR CORP	D	11/25/08	01/16/13
c	1,000 SHS PHIZER INC	D	10/29/08	01/16/13
d	600 SHS PHILIP MORRIS INTL	D	06/02/83	01/16/13
e	0.976 SPRINT CORP	D	11/25/08	07/12/13
f	4,000 SHS SPRINT NEXTEL CORP	D	VARIOUS	
g	1,000 SHS UNITED HEALTH	D	10/29/08	01/16/13
h	1,856.029 SHS VANGUARD INTERNATIONAL FUND	D	VARIOUS	07/19/13
i	5,000 SHS WELLS FARGO CAP	D	03/15/13	03/15/13
j	CAPITAL LOSS ON PARTNERSHIP K-1	P	VARIOUS	
k				
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 86,941.		68,843.	18,098.
b 45,241.		29,500.	15,741.
c 26,294.		17,779.	8,515.
d 52,506.		1,356.	51,150.
e 7.		64.	-57.
f 22,591.		10,590.	12,001.
g 53,211.		21,923.	31,288.
h 38,271.		39,757.	-1,486.
i 125,000.		77,756.	47,244.
j		349.	-349.
k			
l			
m			
n			
o			

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			18,098.
b			15,741.
c			8,515.
d			51,150.
e			-57.
f			12,001.
g			31,288.
h			-1,486.
i			47,244.
j			-349.
k			
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

519,889.

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 XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILD ABUSE COUNCIL 525 SIXTEENTH STREET MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	2,500.
CHILDREN'S THERAPY CENTER OF THE QUAD CITIES 15004 - 13TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	2,500.
CHRISTIAN FRIENDLINESS / YOUTH HOPE 3928 - 12TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	15,000.
CHURCHES UNITED 630 - 9TH STREET ROCK ISLAND, IL 61201	NONE	PC	CHARITABLE SUPPORT	2,500.
CHURCHES UNITED - PARKING LOT PROJECT 630 - 9TH STREET ROCK ISLAND, IL 61201	NONE	PC	CHARITABLE SUPPORT	1,000.
DISPATCH ARGUS GOOD FELLOW FUND 1720 FIFTH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	3,500.
FAMILY MUSEUM FOUNDATION 2900 LEARNING CAMPUS DRIVE BETTENDORF, IA 52722	NONE	PC	CHARITABLE SUPPORT	1,500.
JUNIOR ACHIEVEMENT 600 - 12TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	2,500.
KIWANIS FOUNDATION PO BOX 3434 ROCK ISLAND, IL 61204	NONE	PC	CHARITABLE SUPPORT	2,500.
MOLINE PUBLIC LIBRARY 3210 - 41ST STREET MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	1,500.
Total from continuation sheets				434,550.

Part XV: Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOLINE FOUNDATION / MOLINE ROTARY LITERACY COMMITTEE 817 - 11TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	2,000.
MOLINE SCHOOL DISTRICT 40 1619 - 11TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	1,550.
MORNING STAR ACADEMY 2000 - 16TH AVENUE, SUITE 12 ROCK ISLAND, IL 61201	NONE	PC	CHARITABLE SUPPORT	2,500.
NEW KINGDOM TRAILRIDERS 4500 - 16TH STREET MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	5,000.
NIABI ZOO NIABI ZOO ROAD COAL VALLEY, IL 61240	NONE	PC	CHARITABLE SUPPORT	2,500.
PUTNAM MUSEUM 1717 W. 12TH STREET DAVENPORT, IA 52807	NONE	PC	CHARITABLE SUPPORT	1,500.
QUAD CITY MUSIC GUILD (ENDOWMENT) 1584 - 34TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	2,500.
QUAD CITY SYMPHONY 327 BRADY STREET DAVENPORT, IA 52801	NONE	PC	CHARITABLE SUPPORT	500.
ROCK ISLAND COUNTY FARM BUREAU FOUNDATION 1601 - 52ND AVENUE, SUITE 3 MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	1,500.
SETON SCHOOL 1320 - 16TH AVENUE MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRINITY HEALTH FOUNDATION (COLLEGE OF NURSING ENDOWMENT) 2121 - 1ST STREET A MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	5,000.
YMCA 2040 - 53RD STREET MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	7,500.
AUGUSTANA COLLEGE 639 - 38TH STREET ROCK ISLAND, IL 61201	NONE	PC	CHARITABLE SUPPORT	32,500.
UNIVERSITY OF ILLINOIS / COLLEGE OF BUSINESS 2001 SOUTH FIRST STREET, SUITE 109 CHAMPAIGN, IL 61820	NONE	PC	CHARITABLE SUPPORT	32,500.
BLACKHAWK COLLEGE 3901 - 25TH STREET MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	100,000.
ST. AMBROSE UNIVERSITY 1950 EAST 54TH STREET DAVENPORT, IA 52807	NONE	PC	CHARITABLE SUPPORT	100,000.
WESTERN ILLINOIS UNIVERSITY FOUNDATION 3561 - 60TH STREET MOLINE, IL 61265	NONE	PC	CHARITABLE SUPPORT	100,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,003 SHS ADVISORS DISCIPLINES	PURCHASED	02/09/12	02/12/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,518.	99,999.	0.	0.	1,519.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,000 SHS CITIGROUP INC	PURCHASED	VARIOUS	05/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
561,124.	497,434.	0.	0.	63,690.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS EXXON MOBILE CORP	PURCHASED	09/26/03	01/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,264.	18,702.	0.	0.	25,562.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,725.441 SHS FIDELITY PURITAN FUND	36,873.	30,751.	0.	0.	6,122.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000 SHS JOHNSON & JOHNSON	253,274.	180,088.	0.	0.	73,186.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS JP MORGAN CHASE & CO	91,490.	69,787.	0.	0.	21,703.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHS LINN ENERGY LLC	52,036.	39,057.	0.	0.	12,979.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS MARKWEST ENERGY PARTNERSHIP	33,314.	23,406.	0.	0.	9,908.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SHS PROCTOR & GAMBLE CO	41,439.	32,460.	0.	0.	8,979.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35.763 SHS VANGUARD INTERNATIONAL FUND	737.	679.	0.	0.	58.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102.164 SHS VANGUARD INTERNATIONAL FUND	2,107.	1,747.	0.	0.	360.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
0.226 SHS AMERICAN AIRLINES GROUP			DONATED	VARIOUS	12/10/13
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6.	0.	0.	0.	6.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS CATERPILLAR INC	94,622.	33,040.	0.	0.	61,582.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS DEERE & CO			DONATED	11/25/08	01/16/13
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
44,538.	19,975.	0.	0.	24,563.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15,140.862 SHS FIDELITY PURITAN FUND	DONATED	VARIOUS	07/19/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
323,560.	211,366.	0.	0.	112,194.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS JOHNSON & JOHNSON	86,941.	63,843.	0.	0.	23,098.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS NUCOR CORP	45,241.	44,430.	0.	0.	811.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS PHIZER INC	26,294.	15,000.	0.	0.	11,294.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SHS PHILIP MORRIS INTL	52,506.	12,500.	0.	0.	40,006.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.976 SPRINT CORP					
	7.	6.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,000 SHS SPRINT NEXTEL CORP					
	22,591.	13,131.	0.	0.	9,460.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS UNITED HEALTH					
	53,211.	24,980.	0.	0.	28,231.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,856.029 SHS VANGUARD INTERNATIONAL FUND					
	38,271.	25,817.	0.	0.	12,454.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000 SHS WELLS FARGO CAP	125,000.	119,800.	0.	0.	5,200.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CAPITAL LOSS ON PARTNERSHIP K-1	0.	349.	0.	0.	-349.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 552,617.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	233,444.	0.	233,444.	233,444.	
INTEREST	718.	0.	718.	718.	
TO PART I, LINE 4	234,162.	0.	234,162.	234,162.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	61,800.	3,090.		58,710.
TO FM 990-PF, PG 1, LN 16A	61,800.	3,090.		58,710.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,435.	0.		8,435.
TO FORM 990-PF, PG 1, LN 16B	8,435.	0.		8,435.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL INVESTMENTS	11,750.	11,750.		0.
TO FORM 990-PF, PG 1, LN 16C	11,750.	11,750.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	558.	0.		0.
EXCISE TAXES	3,594.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,152.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE REGISTRATION FEES	15.	0.		15.
MISCELLANEOUS	446.	446.		0.
PTP DEDUCTIONS	5,123.	5,123.		0.
TO FORM 990-PF, PG 1, LN 23	5,584.	5,569.		15.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
KINDER MORGAN ASSET PREVIOUSLY REPORTED AS CONTRIBUTION IN ERROR	44,363.
TOTAL TO FORM 990-PF, PART III, LINE 5	44,363.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - CORPORATE STOCK	6,018,316.	9,878,031.
SEE ATTACHED - PREFERRED STOCK	0.	0.
SEE ATTACHED - OTHER INVESTMENTS	25,936.	50,464.
SEE ATTACHED - MUTUAL FUNDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,044,252.	9,928,495.

LOWELL N. JOHNSON CHARITABLE FOUNDATION

46-0484573

990-PF Attachment

12/31/2013

Part II. Line 10b, Columns (b & c), Investments - corporate stock

Shares	Description	(b) Book Value	(c) Fair Market Value
1,000.000	Abbott Laboratories	18,912	38,330
1,000.000	AbbVie, Inc	25,360	52,810
4,000.000	Alcoa Inc	41,320	42,520
2,000.000	Altria Group Inc	18,288	76,780
22 000	American Airlines Group	-	556
250.000	Amgen Inc	13,235	28,520
8,000.000	AT&T Inc	204,718	281,280
3,000.000	Bank of America Corp	88,809	46,710
1,000.000	Baxter International Inc	47,791	69,550
13 000	Biglari Holdings Inc	4,954	6,586
1,000.000	Blackberry Ltd	76,290	7,450
3,000.000	BP PLC	141,008	145,830
1,000.000	Cardinal Health Inc	21,880	66,810
6,000.000	Caterpillar Inc	198,240	544,860
600.000	Chevron Corp	39,750	74,946
10,000.000	Citigroup Inc	500,813	521,100
2,000.000	Coco-Cola Company	47,990	82,620
2,100 000	Conocophillips	46,298	148,365
2,000.000	CVS Caremark Corp	65,554	143,140
4,500.000	Deere & Company	180,336	410,985
4,000.000	DOW Chemical Company	64,560	177,600
333.000	Duke Energy Corp New Common	13,028	22,980
500.000	Entergy Corp	39,240	31,635
334.000	Escrow AMR Corp	156	-
1,500 000	Exxon Mobil Corp	78,713	151,800
480.000	Frontier Communications Corp	3,763	2,232
400.000	General Dynamics	22,156	38,220
17,000.000	General Electric Company	296,098	476,510
1,400.000	Hartford Financial	57,426	50,722
1,000.000	Honeywell International Inc	24,330	91,370
38,000.000	JP Morgan Chase & Company	1,319,571	2,222,240
1,000.000	KKK Financial Holdings LLC	25,663	24,100
1,000.000	Lilly Eli & Co Common	60,287	51,000
5,000.000	Manitowoc Company Inc	26,300	116,600
1,000 000	Medtronic Inc	34,890	57,390
10,100.000	Microsoft Corp	263,866	377,841
1,000.000	National Oilwell Varco Inc	70,359	79,530
1,000.000	National Retail Pptys Inc	22,706	22,150
500.000	Northrop Grumman Corp.	31,903	57,305
4,000.000	Nucor Corp	177,720	213,520
1,000.000	Pepsico Inc	54,960	82,940
3,000.000	Pepco Holdings Inc	43,755	57,390

LOWELL N. JOHNSON CHARITABLE FOUNDATION

46-0484573

990-PF Attachment

12/31/2013

9,000.000	Pfizer Inc	148,683	275,670
1,500.000	Philip Morris International Inc.	33,561	130,695
1,050.000	Phillips 66	13,762	80,987
4,000.000	PNC Financial Services	191,478	310,320
4,500.000	Proctor & Gamble Company	238,219	366,345
800.000	Qualcomm Inc	36,160	59,400
3,000.000	Repos Therapeutics Inc	53,293	54,900
1,000.000	Schlumberger Ltd	54,110	90,110
1,200.000	Spartan Stores Inc	19,437	29,136
1,046.000	Sprint Corp	6,109	11,245
650.000	Stryker Corp	24,838	48,841
4,400.000	Textron Inc	42,504	161,744
600.000	Total SA Sponsored ADR	26,828	36,762
2,000.000	Transocean Limited	148,580	98,840
2,000.000	UnitedHealth Group Inc	49,960	150,600
2,100.000	United Technologies Corp	119,934	238,980
3,000.000	VMWare Inc	144,580	269,130
2,500.000	Walgreen Company	75,783	143,600
1,600.000	Wal-Mart Stores	77,504	125,904
	CORPORATE STOCK	6,018,316	9,878,031
800.000	Ishares TR Dow Jones US R/E Index	25,936	50,464
	OTHER	25,936	50,464
	TOTAL INVESTMENTS	6,044,252	9,928,495

LOWELL N. JOHNSON CHARITABLE FOUNDATION

Application Process

Not-for-profit organizations that meet the Foundation's funding criteria can submit requests for contributions in writing to the Foundation office in accordance with these guidelines.

Contribution Requests

Please provide a cover letter providing the following information.

- the organization name and its mission
- geographic region served
- the program or project to be considered for funding
- other anticipated or confirmed funding sources and contribution amounts

Please ensure that a member of the organization's board of directors or the executive director signs the letter. Attach a copy of the organization's IRS 501(c)(3) determination letter to the request.

Completed requests should be sent to: Lowell N. Johnson Charitable Foundation, 1610 5th Avenue, Moline, IL 61265

Restrictions

The Foundation does not make grants to individuals, political organizations, labor organizations or fraternal organizations.

Funding Eligibility

Not-for-profit organizations that meet the following criteria can be considered for funding by the Foundation:

- Recognized as tax-exempt by the IRS under Section 501(c)(3)
- Provide programs or services in the following Illinois counties: Rock Island, Henry, Mercer; or for the benefit of residents in those counties.
- Offer programs or services consistent with the Foundation's funding priorities

Priorities

The Foundation focuses its giving in the following program areas:

- Community Development - programs or initiatives that provide vital human services, incentives for educational development, or economic stimulus for our communities.
- Youth Development - programs that encourage our youth to reach their full potential and develop needed skills for the workforce of tomorrow.
- Arts & Culture - artistic and cultural initiatives that enrich our communities, with special consideration given to those that provide access to the arts for financially disadvantaged youth.

Evaluation

Applicants will be evaluated based upon the following:

- The need for the expenditure in the community
- The impact on the recipient, as well as the number of people who will be served
- The location of the community served
- The uniqueness of the program or project
- The impact of the request on the organization requesting it
- The soundness of the organization and its financial management
- Accuracy and completeness of the application
- Level of volunteer support and organization

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	LOWELL N. JOHNSON CHARITABLE FOUNDATION	Employer identification number (EIN) or 46-0484573
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DAN CHURCHILL, 1610 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOLINE, IL 61265	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DANIEL CHURCHILL

- The books are in the care of ► **1610 FIFTH AVENUE, - MOLINE, IL 61265**

Telephone No. ► **(309) 792-3643**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	17,500.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	8,500.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	9,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.