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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
1	Cash – non-interest-bearing					
2	Savings and temporary cash investments		94,724	78,590	78,590	
3	Accounts receivable ►					
	Less allowance for doubtful accounts ►					
4	Pledges receivable ►					
	Less allowance for doubtful accounts ►					
5	Grants receivable					
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
7	Other notes and loans receivable (att schedule) ►	0				
	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 (attach schedule)	STMT 5				
b	Investments – corporate stock (attach schedule)	SEE STMT 6	49,926	775,288	1,128,923	
c	Investments – corporate bonds (attach schedule)					
11	Investments – land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach sch) ►					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach sch) ►					
15	Other assets (describe ►)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		875,788	853,878	1,207,513	
Liabilities	17 Accounts payable and accrued expenses		61	2,102		
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ►)					
	23 Total liabilities (add lines 17 through 22)		61	2,102		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>				
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		875,727	851,776		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)		875,727	851,776		
	31 Total liabilities and net assets/fund balances (see instructions)		875,788	853,878		

### 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	875,727
2	Enter amount from Part I, line 27a	2	-23,951
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	851,776
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	851,776

## 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 SOUTHERN CO			P	VARIOUS	02/06/13
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 19,571		13,414	6,157		
b 18			18		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			6,157		
b			18		
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	6,175	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	6,157	

## 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	54,499	1,059,679	0.051430
2011	64,828	1,078,115	0.060131
2010	33,050	915,529	0.036099
2009	45,991	687,017	0.066943
2008	44,901	795,389	0.056452

2 Total of line 1, column (d)

2 0.271055

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.054211

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 1,147,341

5 Multiply line 4 by line 3

5 62,199

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 264

7 Add lines 5 and 6

7 62,463

8 Enter qualifying distributions from Part XII, line 4

8 49,920

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 ►  and enter "N/A" on line 1  
 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations – tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► Refunded ► 11

1	527
2	0
3	527
4	0
5	527
7	
8	9
9	536
10	
11	

## 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)? 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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
 (1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b 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

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **FL, WI**

8b 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	<input checked="" type="checkbox"/>
1b	<input checked="" type="checkbox"/>
1c	<input checked="" type="checkbox"/>
2	<input checked="" type="checkbox"/>
3	<input checked="" type="checkbox"/>
4a	<input checked="" type="checkbox"/>
4b	
5	<input checked="" type="checkbox"/>
6	<input checked="" type="checkbox"/>
7	<input checked="" type="checkbox"/>
8b	<input checked="" type="checkbox"/>
9	<input checked="" type="checkbox"/>
10	<input checked="" type="checkbox"/>

**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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <b>GOLDSTEIN ZUGMAN WEINSTEIN &amp; POOLE</b> Telephone no ► <b>954-351-9000</b> <b>701 W CYPRESS CREEK ROAD, STE 300</b>	FL	ZIP+4 ► <b>33309</b>
15	Located at ► <b>FORT LAUDERDALE</b>		► <b>15</b> <input type="checkbox"/>
16	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	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	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 ►		

**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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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	<b>N/A</b>	► <input type="checkbox"/>
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?	<b>N/A</b>	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► <b>20 20 20 20</b>		
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 )	<b>N/A</b>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <b>20 20 20 20</b>		
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 )	<b>N/A</b>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<input checked="" type="checkbox"/>
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?	<b>4b</b>	<input checked="" type="checkbox"/>

## 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	<b>N/A</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>N/A</b>		

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

## 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNIFER FRIEDMAN HILLIS 951 E. WYE LANE	MILWAUKEE WI 53217	DIRECTOR 1.00	0	0
ROBERT JOSEPH HILLIS 951 E. WYE LANE	MILWAUKEE WI 53217	DIRECTOR 1.00	0	0
ELIZABETH FRIEDMAN O'CONNOR 730 ISLE OF PALMS	FT. LAUDERDALE FL 33301	DIRECTOR 1.00	0	0

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

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

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

► 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

Total number of others receiving over \$50,000 for professional services ►

**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 (see instructions)

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 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities	1a	1,164,813	
b	Average of monthly cash balances	1b	0	
c	Fair market value of all other assets (see instructions)	1c	0	
d	<b>Total</b> (add lines 1a, b, and c)	1d	<b>1,164,813</b>	
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	<b>1,164,813</b>	
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	<b>17,472</b>	
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	<b>1,147,341</b>	
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	<b>57,367</b>	

**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	<b>57,367</b>
2a	Tax on investment income for 2013 from Part VI, line 5	2a	<b>527</b>
b	Income tax for 2013 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	<b>527</b>
3	Distributable amount before adjustments Subtract line 2c from line 1	3	<b>56,840</b>
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	<b>56,840</b>
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	<b>56,840</b>

**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	<b>49,920</b>	
b	Program-related investments – total from Part IX-B	1b		
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2		
3	Amounts set aside for specific charitable projects that satisfy the	3a		
a	Suitability test (prior IRS approval required)	3b		
b	Cash distribution test (attach the required schedule)	4	<b>49,920</b>	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5		
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	<b>49,920</b>	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4			

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				<b>56,840</b>
2 Undistributed income, if any, as of the end of 2013			<b>26,008</b>	
a Enter amount for 2012 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <b>49,920</b>			<b>26,008</b>	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				<b>23,912</b>
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				<b>32,928</b>
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon							
a	"Assets" alternative test – enter							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test – enter							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)****1 Information Regarding Foundation Managers:**

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

**N/A**

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

**N/A****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

**N/A**

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

**N/A**

c Any submission deadlines.

**N/A**

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

**N/A**

Form 990-PF (2013) **JENNIFER FRIEDMAN HILLIS****58-2464615**

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**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
<b>Name and address (home or business)</b>				
a Paid during the year <b>SEE ATTACHED SCHEDULE B</b>	<b>N/A</b>	<b>PUBLIC</b>	<b>GENERAL</b>	<b>49,920</b>
<b>Total</b>			► 3a	<b>49,920</b>
b Approved for future payment <b>N/A</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions )
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					
5 Net rental income or (loss) from real estate				14	28,264
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	6,175
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		34,439	0
13 Total. Add line 12, columns (b), (d), and (e)				13	34,439

(See worksheet in line 13 instructions to verify calculations )

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



**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 1,980	\$ 1,980	\$ 1,980	\$ 0
<b>TOTAL</b>	<b>\$ 1,980</b>	<b>\$ 1,980</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISORY FEES	\$ 1,593	\$ 1,593	\$ 1,593	\$ 0
QUARTERLY TRUSTEE FEES	3,056	3,056	3,056	\$ 0
CASH MANAGEMENT SERVICE FEES	291	291	291	\$ 0
<b>TOTAL</b>	<b>\$ 4,940</b>	<b>\$ 4,940</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 3 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES-CURRENT YEAR	\$ 403	\$ 403	\$ 403	\$ 0
CORPORATE ANNUAL REPORTS	76	76	76	\$ 0
FOREIGN TAXES	1,068	1,068	1,068	\$ 0
<b>TOTAL</b>	<b>\$ 1,547</b>	<b>\$ 1,547</b>	<b>\$ 1,144</b>	<b>\$ 0</b>

**Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				\$
MISC EXPENSES	3	3	3	\$ 0
<b>TOTAL</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>\$ 0</b>

**Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. TREASURY BILLS (SEE SCHEDULE A)	\$ 49,926	\$ 49,926	\$ 0	\$ 0
<b>TOTAL</b>	<b>\$ 49,926</b>	<b>\$ 49,926</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COMMON STOCKS (SEE SCHEDULE "A")	\$ 731,138	\$ 775,288	\$ 775,288	\$ 1,128,923
<b>TOTAL</b>	<b>\$ 731,138</b>	<b>\$ 775,288</b>	<b>\$ 775,288</b>	<b>\$ 1,128,923</b>

## Account Statement

October 1, 2013 - December 31, 2013

Account Number 03-01327  
HILLIS FDN JENNIFER F.

## Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrued	Estimated Annual Income	Yield	Assets	% of Assets
<b>Equity Securities - Large Cap</b>										
ABOTT LABORATORIES, COMMON STOCK. NO PAR [ABT]	\$38.330	850.00	\$32,580.50	\$22,512.26	\$10,068.24				\$748.00	2.3%
ABBYVILLE INC COM USD0.01 (ABV)	52.810	550.00	29,045.50	12,818.29	16,227.21				880.00	3.0%
AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK. \$1 PAR [APD]	111.780	300.00	33,534.00	23,891.25	9,642.75	213.00			852.00	2.5%
AUTOMATIC DATA PROCESSING INC COM (ADP)	80.810	400.00	32,324.00	18,364.99	13,959.01	192.00			768.00	2.4%
COCA COLA CO COM [KO]	41.310	600.00	24,786.00	16,079.36	8,706.64				672.00	2.7%
DAIRY FARM INT'L HDGS LTD UNSPONSORED ADR ADR [DFHLY]	47.500	500.00	23,750.00	16,868.00	6,882.00				533.50	2.2%
ELI LILLY & CO COM [LLY]	51.000	125.00	6,375.00	7,989.06	( 1,614.06)				245.00	3.8%
EMERSON ELECTRIC CO COM [EMR]	70.180	550.00	38,599.00	19,038.00	19,561.00				946.00	2.5%
EXXON MOBIL CORP COM [XOM]	101.200	250.00	25,300.00	9,666.00	15,634.00				630.00	2.5%
GENERAL ELECTRIC CO [GE]	28.030	650.00	18,219.50	20,719.50	( 2,500.00)	143.00			572.00	3.1%
HOME DEPOT INC., COMMON STOCK. \$0.05 PAR [HD]	82.340	400.00	32,936.00	15,903.56	17,032.44				624.00	1.9%
INTEL CORP COM [INTC]	25.960	400.00	10,384.00	10,142.00	242.00				360.00	3.5%
INTERNATIONAL BUSINESS MACHINES CORP COM [IBM]	187.570	100.00	18,757.00	9,368.79	9,388.21				380.00	2.0%
INTUIT COM [INTU]	76.320	150.00	11,448.00	9,401.43	2,046.57				114.00	1.0%
										1.0%

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## Account Statement

October 1, 2013 - December 31, 2013

Account Number 03-0132.  
HILLIS FDN JENNIFER F.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Annual Income	Estimated Yield	% of Assets
JOHNSON & JOHNSON COM (USD) (JNJ)	91.590	400.00	36,636.00	✓27,339.65	9,296.35			1,056.00	2.9% 3.2%
MC DONALDS CORP. COMMON STOCK. NO PAR (MCD)	97.030	250.00	24,257.50	✓16,031.60	8,225.90			810.00	3.3% 2.1%
MEDTRONIC INC COMMON STOCK. \$10 PAR (MDT)	57.390	350.00	20,086.50	✓15,623.51	4,462.99	98.00		392.00	2.0% 1.8%
NORFOLK SOUTHN CORP COM (NSC)	92.830	325.00	30,169.75	✓22,976.74	7,193.01			676.00	2.2% 2.7%
ORACLE CORPORATION COM (ORCL)	38.260	300.00	11,478.00	✓10,129.50	1,348.50			144.00	1.3% 1.0%
PAYCHEX INC. COMMON STOCK (PAYX)	45.530	500.00	22,765.00	✓16,687.62	6,077.38			700.00	3.1% 2.0%
PEPSICO INC COM (PEP)	82.940	250.00	20,735.00	✓13,605.00	7,130.00	141.87		567.50	2.7% 1.8%
PFIZER INC COM (PFE)	30.630	350.00	10,720.50	✓9,697.00	1,023.50			336.00	3.1% 0.9%
PRAAXAIR INC COMMON STOCK (PX)	130.030	200.00	26,006.00	✓16,689.25	9,316.75			480.00	1.8% 2.3%
PROCTER & GAMBLE COM NPV (PG)	81.410	250.00	20,352.50	✓13,917.50	6,435.00			601.50	3.0% 1.8%
QUALCOMM INC COM (QCOM)	74.250	150.00	11,137.50	✓6,738.00	4,399.50			210.00	1.9% 1.0%
SPECTRA ENERGY CORP COM STK (SE)	35.620	750.00	26,715.00	✓18,888.68	7,826.32			915.00	3.4% 2.4%
STRYKER CORP (SYK)	75.140	125.00	9,392.50	✓3,528.43	5,864.07	38.12		152.50	1.6% 0.8%
SYSCO CORP. COMMON STOCK. \$1 PAR (SY)	36.100	600.00	21,660.00	✓13,606.50	8,053.50	174.00		696.00	3.2% 1.9%
UNITED TECHNOLOGIES CORP COM (UTX)	113.800	200.00	22,760.00	✓13,425.00	9,335.00			472.00	2.1% 2.0%
<b>Total Large Cap</b>	<b>\$652,910.25</b>		<b>\$431,646.47</b>	<b>\$221,263.78</b>	<b>\$999.99</b>		<b>\$16,533.00</b>	<b>2.5%</b>	<b>57.8%</b>

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Northern Trust  
58-2464615

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HILLIS

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## Account Statement

October 1, 2013 - December 31, 2013

## Portfolio Details (*continued*)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Annual Income	Estimated Yield	% of Assets
<b>Equity Securities - Mid Cap</b>									
GENUINE PARTS CO COM (GPC)	\$83.190	450.00	\$37,435.50	\$25,605.46	\$11,830.04	\$241.87	\$967.50	2.6%	3.3%
LINEAR TECH CORP DEL (LTC)	45.550	575.00	26,191.25	18,332.76	7,858.49		598.00	2.3%	2.3%
SIGMA-ALDRICH CORP., COMMON STOCK. \$1 PAR (SIAL)	94.010	150.00	14,101.50	10,767.00	3,334.50		129.00	0.9%	1.2%
<b>Total Mid Cap</b>		<b>\$77,728.25</b>		<b>\$54,705.22</b>	<b>\$23,023.03</b>	<b>\$241.87</b>	<b>\$1,694.50</b>	<b>2.2%</b>	<b>6.9%</b>
<b>Equity Securities - International Developed</b>									
WOODSIDE PETROLEUM LTD SPONSORED ADR (WOFYY)	\$34.724	375.00	\$13,021.50	\$15,204.10	(\$2,182.60)		\$362.54	2.8%	1.2%
<b>Total Asia Region - USD</b>		<b>\$13,021.50</b>		<b>\$15,204.10</b>	<b>(\$2,182.60)</b>		<b>\$362.54</b>	<b>2.8%</b>	<b>1.2%</b>
COCA COLA AMTIL LTD SPONSORED (CCLAY)	21.400	800.00	17,120.00	19,679.00	(2,559.00)		1,422.40	8.3%	1.5%
CSL LTD ADR (CMXHY)	30.770	850.00	26,154.50	15,975.50	10,179.00		72.85	0.3%	2.3%
<b>Total Australia - USD</b>		<b>\$43,274.50</b>		<b>\$35,654.50</b>	<b>\$7,620.00</b>		<b>\$1,495.25</b>	<b>3.5%</b>	<b>3.8%</b>
CANADIAN NATL RY CO COM (CNI)	57.020	550.00	31,361.00	14,333.12	17,027.88		459.80	1.5%	2.8%
CANADIAN OIL SANDS LTD (COSWF)	18.810	600.00	11,286.00	18,662.00	(7,376.00)		792.00	7.0%	1.0%
CENOVUS ENERGY INC COM (CVE)	28.650	575.00	16,473.75	14,784.12	1,689.63		535.90	3.3%	1.5%
ENBRIDGE INC COM (ENB)	43.680	650.00	28,392.00	16,347.26	12,044.74		852.15	3.0%	2.5%
ENCANA CORP COM NPV (ECA)	18.050	250.00	4,512.50	5,831.57	(1,319.07)		70.00	1.6%	0.4%
TRANSCANADA CORP COM STK (TRP)	45.660	200.00	9,132.00	9,775.92	(643.92)	88.28	291.96	3.2%	0.8%

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## Account Statement

October 1, 2013 - December 31, 2013

Account Number 03-0132  
HILLIS FDN JENNIFER F.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Annual Income	Estimated Yield	% of Assets
<b>Total Canada - USD</b>									
SAP AG SPONSORED ADR (SAP)	87.140	150.00	13,071.00	✓ 7,420.76	\$21,423.26	\$88.28	\$3,001.81	3.0%	9.0%
<b>Total Germany - USD</b>					5,650.24		119.70	0.9%	1.2%
JARDINE MATHESON HLDGS LTD ADR (JMHLY)	52.810	700.00	36,967.00	✓ 19,318.50	\$5,650.24		\$119.70	0.9%	1.2%
<b>Total Hong Kong - USD</b>					17,648.50		899.50	2.4%	3.3%
HEINEKEN NV SPONSORED ADR LEVEL 1 (HEINY)	33.815	275.00	9,299.12	✓ 7,862.00	\$17,648.50		\$899.50	2.4%	3.3%
UNILEVER NV NEW YORK SHS NEW (UN)	40.230	700.00	28,161.00	✓ 23,739.96	1,437.12		131.45	1.4%	0.8%
<b>Total Netherlands - USD</b>					4,421.04		609.07	2.2%	2.5%
NESTLE SA SPONSORED ADR REPSTG REG SH (NSRGY)	73.590	525.00	38,634.75	✓ 21,550.94	\$31,601.96		\$740.52	2.0%	3.3%
NOVARTIS AG (NVS)	80.380	300.00	24,114.00	✓ 17,624.99	\$23,572.82		953.40	2.5%	3.4%
<b>Total Switzerland - USD</b>					6,489.01		617.10	2.6%	2.1%
ARM HLDGS PLC SPONSORED (ISIN US0420481048) (ARMH)	54.740	200.00	10,948.00	✓ 5,751.50	\$62,748.75		\$1,570.50	2.5%	5.6%
DIAGEO PLC SPONSORED ADR NEW (DEO)	132.420	250.00	33,105.00	✓ 15,738.50	5,196.50		749.50	2.3%	2.9%
<b>Total United Kingdom - USD</b>					17,366.50		\$789.90	1.8%	3.9%
<b>Total International Developed</b>					\$247,599.74		\$102,153.38	2.6%	31.2%
<b>Equity Securities - International Emerging</b>					\$88.28		\$8,971.72	2.6%	
AMBREV SA SPONSORED ADR (ABEV)	\$7.350	3,000.00	\$22,050.00	✓ 18,062.80			\$3,987.20		
								\$2,916.00	13.2%
									2.0%

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2013 FORM 990-PF			
HILLIS	#	58-2464615	

Northern Trust

## Account Statement

October 1, 2013 - December 31, 2013

Account Number 03-0132  
HILLIS FDN JENNIFER F.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Annual Income	Estimated Yield	% of Assets
<b>Total Brazil - USD</b>			<b>\$22,050.00</b>	<b>\$18,042.80</b>	<b>\$3,987.20</b>		<b>\$2,916.00</b>	<b>13.2%</b>	<b>2.0%</b>
BIDVEST GROUP LTD SPONSORED ADR 2008(ADR (BDVSY)	51.540	475.00	24,481.50	21,273.99	3,207.51		587.58	2.4%	2.2%
<b>Total South Africa - USD</b>			<b>\$24,481.50</b>	<b>\$21,273.99</b>	<b>\$3,207.51</b>		<b>\$527.58</b>	<b>2.4%</b>	<b>2.2%</b>
<b>Total International Emerging</b>			<b>\$46,531.50</b>	<b>\$39,334.79</b>	<b>\$7,194.71</b>		<b>\$3,503.58</b>	<b>7.5%</b>	<b>4.1%</b>
<b>Total Equity Securities</b>			<b>\$1,128,923.12</b>	<b>\$775,288.22</b>	<b>\$353,634.90</b>	<b>\$1,330.14</b>	<b>\$30,710.79</b>	<b>2.7%</b>	<b>100.0%</b>

## 2013 JFH Foundation Donations

1/16/2013	268	Yellowstone	154 E. Bay St. Costa Mesa, CA 92627	\$1,500.00
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3/6/2013	270	Midnight Mission Golden Hearts Award	601 San Pedro St. Los Angeles, CA 90014	\$5,000.00
3/2/2013	271	Diverse & Resilient	2439 N. Holton Milwaukee, WI 53212	\$100.00
4/19/2013	272	Columbian High School Robert G. Friedman Award	300 S. Monroe St. Tiffin, OH 44883	\$500.00
4/20/2013	273	Women's Care Center	1441 N. Farwell Ave Milwaukee, WI 53202	\$500.00
4/30/2013	274	Marantha Christian Academy	3800 St. Francis St. Santa Ana, CA 92704	\$5,820.00
5/2/2013	275	Ryan Licht Sang Bipolar Foundation	875 N. Michigan Ave. suite 3100 Chicago, IL 60611	\$1,000.00
5/21/2013	276	Midnight Mission	601 San Pedro St. Los Angeles, CA 90014	\$1,000.00
8/18/2013	277	Midnight Mission	601 San Pedro St. Los Angeles, CA 90014	\$25,000.00
10/6/2013	278	Orangewood Children's Foundation	1575 E. 17th St Santa Anna, CA 92705	\$1,000.00
10/6/2013	279	AIDS Resource Center	820 N. Plankington Ave. Milwaukee, WI 53203	\$2,500.00
10/8/2013	280	Wounded Warriors Foundation Of South Florida	1335 Old Dixie Hwy Lake Park, FL 33403	\$500.00
10/15/2013	281	One Heartland	2101 Hennepin South, ste 200 Minneapolis, MN 55405	\$5,000.00
10/31/2013	282	Wi Women's Health Foundation	2503 Todd Drive Madison, WI 53713	\$500.00