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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: AGL FOUNDATION

A Employer identification number: 65-0098771

Number and street (or P.O box number if mail is not delivered to street address): NORTHERN TRUST COMPANY AS AGENT

Room/suite:

B Telephone number (see instructions): 312-630-6000

City or town, state or province, country, and ZIP or foreign postal code: P. O. BOX 803878, CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 12,260,850.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

ENVELOPE POSTMARK DATE NOV 17 2014

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Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	161,301.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	292,873.	273,505.		STMT 1
	4	Dividends and interest from securities				
	5a	Gross rents	35,521.	35,521.		
	b	Net rental income or (loss) -30,920.				
	6a	Net gain or (loss) from sale of assets not on line 10	159,519.			
	b	Gross sales price for all assets on line 6a 2,670,391.				
	7	Capital gain net income (from Part IV, line 2)		159,519.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	649,214.	468,545.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 2	2,137.	NONE	NONE	2,137.
	b	Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 4	72,437.	72,437.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	8,822.	3,331.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	68,737.	35,527.		2,290.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	154,133.	112,295.	NONE	5,427.
	25	Contributions, gifts, grants paid	522,596.			522,596.
	26	**Total expenses and disbursements.** Add lines 24 and 25	676,729.	112,295.	NONE	528,023.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-27,515.			
	b	**Net investment income** (if negative, enter -0-)		356,250.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
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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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	51,239.	279,727.	279,727.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	1,928.		
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	5,266,647.	6,068,060.	7,282,524.
	c	Investments - corporate bonds (attach schedule) STMT 8	3,749,478.	2,693,456.	2,655,192.
	11	Investments - land, buildings, and equipment. basis ▶ 326,723.			
		Less: accumulated depreciation (attach schedule) ▶	326,723.	326,723.	1,386,120.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9	32,555.	32,555.	35,143.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE ATTACHMENTS)	842,785.	843,662.	622,144.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,271,355.	10,244,183.	12,260,850.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶UNSETTLED TRADE @ YEAR END)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	10,271,355.	10,244,183.	
	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)	10,271,355.	10,244,183.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,271,355.	10,244,183.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,271,355.
2	Enter amount from Part I, line 27a	2	-27,515.
3	Other increases not included in line 2 (itemize) ▶COST ADJUSTMENT	3	343.
4	Add lines 1, 2, and 3	4	10,244,183.
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	10,244,183.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,670,391.		2,510,872.	159,519.
b				
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				159,519.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 159,519.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	72,425.	11,392,090.	0.006357
2011	160,784.	4,092,249.	0.039290
2010	11,328.	266,272.	0.042543
2009	51,071.	283,315.	0.180262
2008	11,564.	326,285.	0.035441

2	Total of line 1, column (d)	2	0.303893
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	0.060779
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,090,978.
5	Multiply line 4 by line 3	5	734,878.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,563.
7	Add lines 5 and 6	7	738,441.
8	Enter qualifying distributions from Part XII, line 4	8	528,023.

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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	7,125.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	7,125.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,125.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,745.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	8,245.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,120.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,120. **Refunded** ▶			11	

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?	1a		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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE FL			
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.*	8b	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.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 10	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ THE NORTHERN TRUST COMPANY Telephone no ▶ (312) 630-6000

Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

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

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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD E. GORDON 143 OLD MORRIS TRAIL, WHITEFISH, MT 59937	PRESIDENT 1	-0-	-0-	-0-
PATTI E. PASTOR P.O. BOX 243, BIGFORK, MT 59911	VICE PRESIDENT 1	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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
SEE STATEMENT 11		
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	12,275,105.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,275,105.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,275,105.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	184,127.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,090,978.
6	**Minimum investment return.** Enter 5% of line 5	6	604,549.

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	604,549.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,125.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,125.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	597,424.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	597,424.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	597,424.

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	528,023.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	528,023.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	528,023.

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.

Form **990-PF** (2013)

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					597,424.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				522,596.	
b Total for prior years: 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	NONE				
f Total of lines 3a through e		NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 528,023.					
a Applied to 2012, but not more than line 2a				522,596.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2013 distributable amount					5,427.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					591,997.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

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

ADELYN LUTHER (DECEASED)

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
SEE STATEMENT 20				522,596.
Total . . . . . . ▶ 3a				522,596.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	292,873.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property				-30,920.	
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	159,519.	
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)				421,472.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 421,472.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Patti Paster | 11/14/14 | ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
YUERU GU		10/31/2014		P01315622

Firm's name ▶ THE NORTHERN TRUST COMPANY

Firm's EIN ▶

Firm's address ▶ P.O. BOX 803878
CHICAGO, IL 60680

Phone no 312-630-6000

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

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization
AGL FOUNDATION

Employer identification number
65-0098771

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

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

Name of organization	Employer identification number
AGL FOUNDATION	65-0098771

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ADELYN LUTHER (DECEASED) C/O NORTHERN TRUST COMPANY CHICAGO, IL 60680	$ 161,301.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

RENT AND ROYALTY INCOME

Taxpayer's Name AGL FOUNDATION

Identifying Number 65-0098771

DESCRIPTION OF PROPERTY
100 LEVI COURT BIGFORK, MONTANA 59911

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 3 - VACATION/SHORT-TERM RESIDENCE

OTHER INCOME:		
TOTAL GROSS INCOME		
OTHER EXPENSES:		
CLEANING	1,620.	
INSURANCE	3,075.	
TAXES	6,108.	
UTILITIES	3,820.	
OTHER EXPENSES	1,584.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		16,207.
TOTAL RENT OR ROYALTY INCOME (LOSS)		-16,207.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-16,207.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

HOA ANNUAL DUES	1,584.
	1,584.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
AGL FOUNDATION	65-0098771

DESCRIPTION OF PROPERTY
68-1399 MAUNA LANI DRIVE, UNIT D102

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 3 - VACATION/SHORT-TERM RESIDENCE

RENTAL INCOME		35,521.	
OTHER INCOME:			
TOTAL GROSS INCOME			35,521.
OTHER EXPENSES:			
CLEANING		2,734.	
INSURANCE		820.	
MANAGEMENT FEES		10,878.	
TAXES		9,721.	
UTILITIES		4,314.	
OTHER EXPENSES		21,767.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			50,234.
TOTAL RENT OR ROYALTY INCOME (LOSS)			-14,713.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			-14,713.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

MISCELLANEOUS	4,378.
ASSOCIATION FEE	16,476.
LANDSCAPE	913.
	21,767.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CORPORATE INTEREST		5,733.	5,733.
US GOVERNMENT INTEREST		6,494.	6,494.
DIVIDENDS		261,278.	261,278.
MUNICIPAL INTEREST		11,886.	
ACCRUED/DEFERRED INCOME		1,704.	
RETURN OF CAPITAL		5,778.	
	TOTAL	292,873.	273,505.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FAEGRE BAKER DANIELS LLP	2,137.			2,137.
TOTALS	2,137.	NONE	NONE	2,137.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE		2,000.	1,000.		1,000.
	TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHEN TRUST INVESMNET ADVISO	56,122.	56,122.
BAHL & GAYNOR INVESTMENT FEE	16,315.	16,315.
TOTALS	72,437.	72,437.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX		1,746.	
ESTIMATED TAX		3,745.	
FOREIGN TAX		3,331.	3,331.
	TOTALS	8,822.	3,331.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	66,441.		
RENTAL EXPENSE		35,521.	
ANNUAL REPORT	100.		100.
MISCELLANEOUS	2,190.		2,190.
ADR FEE	6.	6.	
TOTALS	68,737.	35,527.	2,290.

AGL FOUNDATION 65-0098771

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		6,068,060.	7,282,524.
	TOTALS	6,068,060.	7,282,524.

AGL FOUNDATION 65-0098771

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		2,693,456.	2,655,192.
	TOTALS	2,693,456.	2,655,192.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	32,555.	35,143.
TOTALS		32,555.	35,143.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

ADELYN LUTHER (DECEASED)
C/O NORTHERN TRUST COMPANY
CHICAGO, IL 60680

STATEMENT 10

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
  THE NORTHERN TRUST COMPANY
ADDRESS:
  P.O. BOX 803878
  CHICAGO, IL 60680
TYPE OF SERVICE:
  INVESTMENT ADVISORY
COMPENSATION .... 56,122.
COMPENSATION EXPLANATION:
  INVESTMENT ADVISORY FEE

TOTAL COMPENSATION: 56,122.
==============

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

===

RECIPIENT NAME:
BLAINE COUNTY EDUCATION
FOUNDATION
ADDRESS:
.
HAILEY, ID
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 21,000.

RECIPIENT NAME:
FOOTLOOSE MONTANA
ADDRESS:
P O BOX 8884
MISSOULA, MT 59807
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WHITEFISH REVIEW
ADDRESS:
708 LUFER AVE
WHITEFISH, MT 59937
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WHITEFISH LEGACY PARTNERS
ADDRESS:
525 RAILWAY ST.
WHITEFISH, MT 59937
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FRIENDS OF MONTANA PBS
ADDRESS:
VIAUAL COMMU ICATION BLDG. 183
BOZEMAN, MT 59717
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNITED WAY OF FLATHEAD
COUNTY
ADDRESS:
40 APPLEWAY DRIVE
KALISPELL, MT 59901
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KALISPELL MONTESSORI ELEMENTARY
ADDRESS:
349 WILLOW GLEN DR.
KALISPELL, MT 59901
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,200.

RECIPIENT NAME:
HUMANE SOCIETY OF WESTERN MONTANA
ADDRESS:
5930 U.S. 93,
MISSOULA, MT 59804
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ANIMEALS
ADDRESS:
1700 RANKIN STREET
MISSOULA, MT 59808
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
NORTHWEST MONTANA HUMANE
SOCIETY
ADDRESS:
US HIGHWAY 93 NORTH
KALISPELL, MT 59901
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FLATHEAD SHELTER FRIENDS, INC
ADDRESS:
.
LAKESIDE, MT 59922
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FLATHEAD LAKE BIOLOGICAL STATION
ADDRESS:
32125 BIO STATION LN
POLSON, MT 59860
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
KALISPELL REGIONAL HEALTHCARE
FOUNDATION
ADDRESS:
310 SUNNYVIEW LANE
KALISPELL, MT 59901
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LIVING WITH WOLVES
ADDRESS:
.
SUN VALLEY, ID 83353
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HIGHER GROUND SUN VALLEY
ADDRESS:
120 N 2ND AVE
KETCHUM, ID 83340
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NORTH VALLEY HOSPITAL FOUNDATION
ADDRESS:
1600 HOSPITAL WAY
WHITEFISH, MT 59937
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NURTURE FOUNDATION
ADDRESS:
.
SANTA BARBARA, CA 93108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
WHITEFISH COMMUNITY FOUNDATION
ADDRESS:
214 2ND ST W # W
WHITEFISH, MT 59937
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 251,996.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DUKE UNIVERSITY
ADDRESS:
450 RESEARCH DRIVE
DURHAM, NC 27710
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FLATHEAD LAND TRUST
ADDRESS:
33 2ND STREET EAST
KALISPELL, MT 59901
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE GLACIER INSTITUTE
ADDRESS:
P. O BOX 1887
KALISPELL, MT 59903
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FLATHEAD SPAY NEUTER TASK FORCE
ADDRESS:
P. O. BOX 2095
WHITEFISH, MT 59937
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MAYO CLINIC
ADDRESS:
200 1ST ST, SW # W4
ROCHESTER, MN 55905
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
STEM CELL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
MONTANA LAND RELIANCE
ADDRESS:
470 ELECTRIC AVE, P. O. BOX 460
BIGFORK, MT 59911
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HUNGER COALITION-BELLEVUE
ADDRESS:
121 HONEYSUCKLE STREET
BELLEVUE, ID 83313
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,900.

RECIPIENT NAME:
EAGLE BEND JUNIOR GOLF ASSOCIATION
ADDRESS:
300 BRIDGE ST
BIGFORK, MT 59911
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
HAWAII ISLAND HUMANE SOCIETY
ADDRESS:
74-5225 QUEEN KAAHUMANU HWY.
KAILUA KONA, HI 96740
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 522,596.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
100 LEVI COURT BIGFO			16,207.	-16,207.
68-1399 MAUNA LANI D	35,521.		50,234.	-14,713.
TOTALS	35,521.		66,441.	-30,920.

STATEMENT 21

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: AGL FOUNDATION

Employer identification number: 65-0098771

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	740,417.	703,620.		36,797.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . ▶	7	36,797.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,914,220.	1,807,252.		106,968.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13 Capital gain distributions.	13	15,754.
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . ▶	16	122,722.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			36,797.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			122,722.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			291.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			159,519.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 21
22 Enter the **smaller** of line 18a or 19 in column (2) but not less than zero . . . 22
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 23
24 Add lines 22 and 23 . . . 24
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 25
26 Subtract line 25 from line 24. If zero or less, enter -0- . . . 26
27 Subtract line 26 from line 21. If zero or less, enter -0- . . . 27
28 Enter the **smaller** of the amount on line 21 or $2,450 . . . 28
29 Enter the **smaller** of the amount on line 27 or line 28 . . . 29
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . ▶ 30
31 Enter the smaller of line 21 or line 26 . . . 31
32 Subtract line 30 from line 26 . . . 32
33 Enter the **smaller** of line 21 or $11,950 . . . 33
34 Add lines 27 and 30 . . . 34
35 Subtract line 34 from line 33. If zero or less, enter -0- . . . 35
36 Enter the **smaller** of line 32 or line 35 . . . 36
37 Multiply line 36 by 15% . . . ▶ 37
38 Enter the amount from line 31 . . . 38
39 Add lines 30 and 36 . . . 39
40 Subtract line 39 from line 38. If zero or less, enter -0- . . . 40
41 Multiply line 40 by 20% . . . ▶ 41
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42
43 Add lines 37, 41, and 42 . . . 43
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44
45 **Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ▶ 45

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs gov/form8949.*

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
AGL FOUNDATION	65-0098771

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
908. ABBOTT LABORATORIES	08/23/2012	01/16/2013	29,699.00	28,357.00			1,342.00
16. ANALOG DEVICES INC	03/19/2012	02/28/2013	728.00	640.00			88.00
16. BANK N S HALIFAX COM S	08/23/2012	07/05/2013	838.00	846.00			-8.00
137. BANK N S HALIFAX COM	08/23/2012	07/08/2013	7,219.00	7,246.00			-27.00
10. BAXTER INTL INC	08/15/2012	02/28/2013	679.00	595.00			84.00
2. BAXTER INTL INC	08/15/2012	08/01/2013	146.00	119.00			27.00
227. CDN IMPERIAL BK COMM COM STKCOM	08/23/2012	03/15/2013	18,295.00	16,624.00			1,671.00
29. CISCO SYS INC	03/14/2013	08/01/2013	746.00	627.00			119.00
270. CRESCENT POINT ENERGY	08/23/2012	01/16/2013	10,420.00	10,956.00			-536.00
300. CRESCENT POINT ENERGY	07/27/2012	01/17/2013	11,628.00	11,490.00			138.00
2. CULLEN FROST BANKERS IN	07/08/2013	08/01/2013	147.00	145.00			2.00
158. DIGITAL RLTY TR INC C	07/27/2012	05/15/2013	10,116.00	12,319.00			-2,203.00
88. DIGITAL RLTY TR INC CO	07/27/2012	05/16/2013	5,611.00	6,861.00			-1,250.00
171. DIGITAL RLTY TR INC C	08/23/2012	08/02/2013	9,370.00	12,781.00			-3,411.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: AGL FOUNDATION

Social security number or taxpayer identification number: 65-0098771

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
17. ARTHUR J GALLAGER & CO	08/20/2012	02/28/2013	656.00	612.00			44.00
2. ARTHUR J GALLAGER & CO	08/20/2012	08/01/2013	90.00	72.00			18.00
543. H J HEINZ CO	10/02/2012	02/19/2013	39,170.00	30,391.00			8,779.00
533. H J HEINZ CO	07/27/2012	03/14/2013	38,625.00	29,496.00			9,129.00
356. H J HEINZ CO	07/27/2012	03/15/2013	25,792.00	19,199.00			6,593.00
3850. MFC ISHARES IBOXX $ CORPORATEBOND ETF	08/15/2012	02/13/2013	358,658.00	352,391.00			6,267.00
13. KRAFT FOODS GROUP INC	03/14/2013	08/01/2013	744.00	657.00			87.00
19. MICROSOFT CORP COM	01/17/2013	08/01/2013	606.00	518.00			88.00
234. NATIONAL RETAIL PPTYS	08/23/2012	08/23/2013	7,323.00	7,077.00			246.00
271. PRAXAIR INC	08/23/2012	05/06/2013	30,861.00	29,213.00			1,648.00
166. PRAXAIR INC	07/27/2012	05/07/2013	18,896.00	17,502.00			1,394.00
129. RPM INC OHIO	07/27/2012	02/22/2013	3,841.00	3,399.00			442.00
372. RPM INC OHIO	06/26/2012	02/25/2013	11,177.00	9,747.00			1,430.00
321. RPM INC OHIO	06/26/2012	02/26/2013	9,607.00	8,405.00			1,202.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
AGL FOUNDATION	65-0098771

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
2. TUPPERWARE CORP	02/19/2013	08/01/2013	174.00	157.00			17.00
12. US BANCORP DEL NEW	02/19/2013	08/01/2013	453.00	409.00			44.00
84. UNITED TECHNOLOGIES CO	08/23/2012	01/16/2013	7,185.00	6,664.00			521.00
204. UNITED TECHNOLOGIES C	08/23/2012	01/17/2013	17,502.00	15,651.00			1,851.00
128. VERMILION ENERGY INC	07/27/2012	01/16/2013	6,612.00	6,047.00			565.00
343. VERMILION ENERGY INC	08/23/2012	01/17/2013	17,620.00	15,487.00			2,133.00
545. ACCENTURE PLC SHS CL	02/20/2013	07/02/2013	39,183.00	40,920.00			-1,737.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			740,417.	703,620.			36,797.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
3X2615 2 000

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
AGL FOUNDATION	65-0098771

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example· 100 sh XYZ Co.)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions**		**(h) Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
18. AT&T INC	01/05/2012	02/28/2013	650.00	547.00			103.00
3. AT&T INC	07/27/2012	08/01/2013	106.00	112.00			-6.00
430. ABBOTT LABORATORIES	01/05/2012	01/16/2013	14,064.00	11,646.00			2,418.00
40. ABBVIE INC COM USD0.01	01/05/2012	02/28/2013	1,478.00	1,175.00			303.00
7. ABBVIE INC COM USD0.01	07/27/2012	08/01/2013	317.00	242.00			75.00
19. ALTRIA GROUP INC	01/05/2012	02/28/2013	640.00	547.00			93.00
12. ALTRIA GROUP INC	07/27/2012	08/01/2013	423.00	431.00			-8.00
11. ANALOG DEVICES INC	03/19/2012	08/01/2013	545.00	440.00			105.00
382. ANALOG DEVICES INC	07/27/2012	08/20/2013	18,301.00	15,203.00			3,098.00
219. ANALOG DEVICES INC	07/27/2012	08/21/2013	10,251.00	8,634.00			1,617.00
90. ANALOG DEVICES INC	07/27/2012	08/22/2013	4,249.00	3,548.00			701.00
74. ANALOG DEVICES INC	07/27/2012	08/23/2013	3,489.00	2,917.00			572.00
10. AUTOMATIC DATA PROCESS	01/05/2012	02/28/2013	616.00	548.00			68.00
146. AUTOMATIC DATA PROCES	01/05/2012	05/15/2013	10,414.00	8,007.00			2,407.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Form 8949 (2013) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
AGL FOUNDATION	65-0098771

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1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
5. AUTOMATIC DATA PROCESSI	07/27/2012	08/01/2013	357.00	289.00			68.00
194. AUTOMATIC DATA PROCES	08/23/2012	12/06/2013	15,441.00	11,240.00			4,201.00
293. AUTOMATIC DATA PROCES	07/27/2012	12/09/2013	23,074.00	16,904.00			6,170.00
14. BCE INC COM NEW	01/05/2012	02/28/2013	632.00	584.00			48.00
7. BCE INC COM NEW	07/27/2012	08/01/2013	289.00	296.00			-7.00
89. BCE INC COM NEW	07/27/2012	12/23/2013	3,829.00	3,763.00			66.00
11. BANK N S HALIFAX COM S	01/05/2012	02/28/2013	652.00	557.00			95.00
462. BANK N S HALIFAX COM	06/26/2012	07/02/2013	24,492.00	23,614.00			878.00
93. BANK N S HALIFAX COM S	01/05/2012	07/03/2013	4,905.00	4,706.00			199.00
202. BANK N S HALIFAX COM	01/05/2012	07/05/2013	10,576.00	10,221.00			355.00
3. BLACKROCK INC CL A	01/05/2012	02/28/2013	722.00	537.00			185.00
100. BLACKROCK INC CL A	07/27/2012	08/01/2013	28,530.00	17,558.00			10,972.00
67. BLACKROCK INC CL A	07/27/2012	08/02/2013	19,112.00	11,476.00			7,636.00
22. BRISTOL MYERS SQUIBB C	01/05/2012	02/28/2013	815.00	753.00			62.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b (if Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Form **8949** (2013)

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AGL FOUNDATION

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☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
622. BRISTOL MYERS SQUIBB	05/16/2012	06/07/2013	29,286.00	21,221.00			8,065.00
7. BRISTOL MYERS SQUIBB CO	07/27/2012	08/01/2013	306.00	252.00			54.00
677. BRISTOL MYERS SQUIBB	07/27/2012	11/15/2013	35,476.00	24,419.00			11,057.00
148. CDN IMPERIAL BK COMM COM STKCOM	01/06/2012	03/14/2013	11,861.00	10,794.00			1,067.00
2. CDN IMPERIAL BK COMM TO COM STKCOM	01/05/2012	03/15/2013	161.00	143.00			18.00
6. CHEVRONTEXACO CORP	07/27/2012	08/01/2013	757.00	657.00			100.00
17. COCA COLA CO	01/05/2012	02/28/2013	661.00	591.00			70.00
11. COCA COLA CO	07/27/2012	08/01/2013	447.00	441.00			6.00
220. CRESCENT POINT ENERGY	01/06/2012	01/16/2013	8,490.00	9,841.00			-1,351.00
10. DIGITAL RLTY TR INC CO	01/05/2012	02/28/2013	669.00	656.00			13.00
245. DIGITAL RLTY TR INC C	01/05/2012	05/15/2013	15,687.00	16,063.00			-376.00
319. DIGITAL RLTY TR INC C	07/27/2012	08/01/2013	17,449.00	23,655.00			-6,206.00
40. DIGITAL RLTY TR INC CO	06/26/2012	08/02/2013	2,192.00	2,901.00			-709.00
13. EMERSON ELECTRIC CO	02/03/2012	02/28/2013	742.00	685.00			57.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Form 8949 (2013) Attachment Sequence No **12A** Page **2**

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AGL FOUNDATION

Social security number or taxpayer identification number

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	 (g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
8. EMERSON ELECTRIC CO	02/03/2012	08/01/2013	500.00	422.00			78.00
69. EMERSON ELECTRIC CO	02/03/2012	12/23/2013	4,781.00	3,638.00			1,143.00
250000. FHLB CONS BD DTD 1 1.48 08-12-2015	07/29/2011	08/12/2013	250,000.00	250,000.00			
.65 GNMAII POOL #000529 SE DUE 04-20-2016 REG	08/31/1989	01/22/2013	1.00	1.00			
.65 GNMAII POOL #000529 SE DUE 04-20-2016 REG	08/31/1989	02/20/2013	1.00	1.00			
5.34 GNMAII POOL #000529 S DUE 04-20-2016 REG	08/31/1989	03/20/2013	5.00	6.00			-1.00
.62 GNMAII POOL #000529 SE DUE 04-20-2016 REG	08/31/1989	04/22/2013	1.00	1.00			
.55 GNMAII POOL #000529 SE DUE 04-20-2016 REG	08/31/1989	05/20/2013	1.00	1.00			
.56 GNMAII POOL #000529 SE DUE 04-20-2016 REG	08/31/1989	06/20/2013	1.00	1.00			
.56 GNMAII POOL #000529 SE DUE 04-20-2016 REG	08/31/1989	07/22/2013	1.00	1.00			
.57 GNMAII POOL #000529 SE DUE 04-20-2016 REG	08/31/1989	08/20/2013	1.00	1.00			
5.12 GNMAII POOL #000529 S DUE 04-20-2016 REG	08/31/1989	09/20/2013	5.00	6.00			-1.00
4.12 GNMA POOL #256963 9% BEO	11/30/1988	01/15/2013	4.00	5.00			-1.00
4.15 GNMA POOL #256963 9% BEO	11/30/1988	02/15/2013	4.00	5.00			-1.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side) AGL FOUNDATION

Social security number or taxpayer identification number 65-0098771

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
4.18 GNMA POOL #256963 9% BEO	11/30/1988	03/15/2013	4.00	5.00			-1.00
4.21 GNMA POOL #256963 9% BEO	11/30/1988	04/15/2013	4.00	5.00			-1.00
4.25 GNMA POOL #256963 9% BEO	11/30/1988	05/15/2013	4.00	5.00			-1.00
4.28 GNMA POOL #256963 9% BEO	11/30/1988	06/17/2013	4.00	5.00			-1.00
4.32 GNMA POOL #256963 9% BEO	11/30/1988	07/15/2013	4.00	5.00			-1.00
4.35 GNMA POOL #256963 9% BEO	11/30/1988	08/15/2013	4.00	5.00			-1.00
4.38 GNMA POOL #256963 9% BEO	11/30/1988	09/16/2013	4.00	5.00			-1.00
4.42 GNMA POOL #256963 9% BEO	11/30/1988	10/15/2013	4.00	5.00			-1.00
4.45 GNMA POOL #256963 9% BEO	11/30/1988	11/15/2013	4.00	5.00			-1.00
4.49 GNMA POOL #256963 9% BEO	11/30/1988	12/16/2013	4.00	5.00			-1.00
6.1 GOVERNMENT NATIONAL MT #331868X DTD 06/01/93 7	01/01/1970	01/15/2013	6.00	6.00			
6.14 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	02/15/2013	6.00	6.00			
6.18 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	03/15/2013	6.00	6.00			
6.22 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	04/15/2013	6.00	7.00			-1.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Form 8949 (2013) Attachment Sequence No **12A** Page **2**

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6.26 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	05/15/2013	6.00	7.00			-1.00
6.29 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	06/17/2013	6.00	7.00			-1.00
6.33 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	07/15/2013	6.00	7.00			-1.00
6.37 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	08/15/2013	6.00	7.00			-1.00
6.41 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	09/16/2013	6.00	7.00			-1.00
6.45 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	10/15/2013	6.00	7.00			-1.00
6.49 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	11/15/2013	6.00	7.00			-1.00
6.53 GOVERNMENT NATIONAL M #331868X DTD 06/01/93 7	01/01/1970	12/16/2013	7.00	7.00			
33. GENERAL ELECTRIC CO	07/27/2012	08/01/2013	814.00	693.00			121.00
9. GENUINE PARTS CO	01/05/2012	02/28/2013	640.00	559.00			81.00
4. GENUINE PARTS CO	07/27/2012	08/01/2013	333.00	258.00			75.00
190. GENUINE PARTS CO	07/27/2012	09/13/2013	15,158.00	12,270.00			2,888.00
47. GENUINE PARTS CO	07/27/2012	09/16/2013	3,764.00	3,035.00			729.00
15. GLAXO PLC	01/05/2012	02/28/2013	663.00	690.00			-27.00
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					(f) Code(s) from instructions	(g) Amount of adjustment	
3. GLAXO PLC	06/26/2012	08/01/2013	155.00	138.00			17.00
25000. GLENDALE ARIZ 4% 07	07/19/2004	07/01/2013	25,000.00	25,000.00			
14. HCP, INC	01/05/2012	02/28/2013	687.00	560.00			127.00
12. HCP, INC	07/27/2012	08/01/2013	513.00	562.00			-49.00
11. HEALTH CARE REIT INC C	01/05/2012	02/28/2013	708.00	576.00			132.00
360. H J HEINZ CO	01/05/2012	02/19/2013	25,969.00	19,143.00			6,826.00
400. H J HEINZ CO	05/02/2012	06/10/2013	29,000.00	20,511.00			8,489.00
31. INTEL CORP	01/05/2012	02/28/2013	650.00	788.00			-138.00
10. JOHNSON & JOHNSON	07/27/2012	08/01/2013	938.00	696.00			242.00
100000. KENT WASH COMB UTI 12-01-2013 BEO	08/21/2009	12/02/2013	100,000.00	100,000.00			
10. KIMBERLY CLARK CORP	01/05/2012	02/28/2013	949.00	729.00			220.00
5. KIMBERLY CLARK CORP	07/27/2012	08/01/2013	494.00	436.00			58.00
25. KINDER MORGAN INC DEL	01/05/2012	02/28/2013	935.00	816.00			119.00
15. KINDER MORGAN INC DEL	07/27/2012	08/01/2013	569.00	538.00			31.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side) AGL FOUNDATION

Social security number or taxpayer identification number 65-0098771

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☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
813. KINDER MORGAN INC DEL	07/27/2012	09/13/2013	28,620.00	29,149.00			-529.00
789. KINDER MORGAN INC DEL	08/23/2012	09/16/2013	27,711.00	27,160.00			551.00
129. KINDER MORGAN INC DEL	05/16/2012	09/17/2013	4,468.00	4,245.00			223.00
594. KINDER MORGAN INC DEL	06/26/2012	12/06/2013	19,917.00	19,308.00			609.00
352. KINDER MORGAN INC DEL	06/26/2012	12/09/2013	11,779.00	10,859.00			920.00
150000. KING CNTY WASH SCH BELLEVUE 4% 12-01-2013	06/23/2010	12/02/2013	150,000.00	150,000.00			
18. MATTEL INC	01/05/2012	02/28/2013	736.00	506.00			230.00
12. MATTEL INC	07/27/2012	08/01/2013	512.00	416.00			96.00
124. MATTEL INC	07/27/2012	12/23/2013	5,686.00	4,212.00			1,474.00
12. MCDONALDS CORP	01/05/2012	02/28/2013	1,151.00	1,200.00			-49.00
8. MCDONALDS CORP	01/05/2012	08/01/2013	792.00	800.00			-8.00
15. MERCK & CO INC	01/05/2012	02/28/2013	644.00	581.00			63.00
19. NATIONAL RETAIL PPTYS	01/05/2012	02/28/2013	657.00	504.00			153.00
2. NATIONAL RETAIL PPTYS I	07/27/2012	08/01/2013	69.00	58.00			11.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Form 8949 (2013) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
AGL FOUNDATION	65-0098771

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☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
689. NATIONAL RETAIL PPTYS	07/27/2012	08/20/2013	21,545.00	19,543.00			2,002.00
350. NATIONAL RETAIL PPTYS	05/16/2012	08/21/2013	10,917.00	9,254.00			1,663.00
104. NATIONAL RETAIL PPTYS	01/05/2012	08/22/2013	3,211.00	2,742.00			469.00
10. NATIONAL RETAIL PPTYS	01/05/2012	08/23/2013	313.00	264.00			49.00
50000. NEW HAMPSHIRE ST 4% BEO 10-15-2013 BEO N/C	12/15/2006	10/15/2013	50,000.00	50,000.00			
7. NEXTERA ENERGY INC COM	07/27/2012	08/01/2013	617.00	499.00			118.00
30396.71 MFB NORTHN HI YIE FD	11/07/2011	02/13/2013	231,015.00	225,995.00			5,020.00
10. ADR NOVARTIS AG SPONSO #US66987V1098	01/05/2012	02/28/2013	679.00	574.00			105.00
6. ADR NOVARTIS AG SPONSOR #US66987V1098	07/27/2012	08/01/2013	431.00	352.00			79.00
18. ONEOK INC NEW	01/05/2012	02/28/2013	813.00	787.00			26.00
11. ONEOK INC NEW	07/27/2012	08/01/2013	582.00	498.00			84.00
10. PHILIP MORRIS INTERNAT	01/05/2012	02/28/2013	919.00	781.00			138.00
6. PHILIP MORRIS INTERNATI	07/27/2012	08/01/2013	537.00	542.00			-5.00
62. PHILIP MORRIS INTERNAT	07/27/2012	12/23/2013	5,286.00	5,604.00			-318.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
AGL FOUNDATION	65-0098771

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1 (a) Description of property (Example· 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
6. PRAXAIR INC	01/05/2012	02/28/2013	679.00	649.00			30.00
131. PRAXAIR INC	01/05/2012	05/06/2013	14,918.00	14,165.00			753.00
10. PROCTER & GAMBLE CO	01/05/2012	02/28/2013	764.00	665.00			99.00
6. PROCTER & GAMBLE CO	01/05/2012	08/01/2013	489.00	399.00			90.00
357. RPM INC OHIO	01/05/2012	02/19/2013	11,129.00	8,367.00			2,762.00
152. RPM INC OHIO	01/05/2012	02/20/2013	4,689.00	3,562.00			1,127.00
246. RPM INC OHIO	01/05/2012	02/21/2013	7,217.00	5,765.00			1,452.00
55. RPM INC OHIO	01/05/2012	02/22/2013	1,638.00	1,289.00			349.00
10. RLTY INC CORP COM	07/27/2012	08/01/2013	432.00	407.00			25.00
15. SOUTHERN CO	01/05/2012	02/28/2013	677.00	675.00			2.00
9. SOUTHERN CO	07/27/2012	08/01/2013	397.00	436.00			-39.00
517. SOUTHERN CO	07/27/2012	11/15/2013	21,767.00	25,036.00			-3,269.00
491. SOUTHERN CO	08/23/2012	11/18/2013	20,757.00	22,684.00			-1,927.00
362. SOUTHERN CO	08/23/2012	11/19/2013	15,249.00	16,405.00			-1,156.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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282. SOUTHERN CO	01/05/2012	11/20/2013	11,733.00	12,692.00			-959.00
207. UNITED TECHNOLOGIES C	01/05/2012	01/16/2013	17,705.00	15,376.00			2,329.00
4. UNITED TECHNOLOGIES COR	07/27/2012	08/01/2013	429.00	298.00			131.00
266. UNITED TECHNOLOGIES C	07/27/2012	08/20/2013	27,195.00	19,790.00			7,405.00
109. UNITED TECHNOLOGIES C	07/27/2012	08/21/2013	11,126.00	8,082.00			3,044.00
70. UNITED TECHNOLOGIES CO	06/26/2012	08/22/2013	7,183.00	5,161.00			2,022.00
90. UNITED TECHNOLOGIES CO	06/26/2012	08/23/2013	9,279.00	6,632.00			2,647.00
200000. UNIVERSITY NEB FAC 07-15-2013 BEO	12/10/2009	07/15/2013	200,000.00	200,000.00			
215. VERMILION ENERGY INC	01/06/2012	01/16/2013	11,106.00	9,921.00			1,185.00
35000. WASHOE CNTY NEV SCH 06-01-2013 BEO	03/12/2003	06/03/2013	35,000.00	35,000.00			
115000. WASHOE CNTY NEV SC 06-01-2013 BEO	03/12/2003	06/03/2013	115,000.00	115,000.00			
26. WILLIAMS COS INC	02/03/2012	02/28/2013	904.00	770.00			134.00
17. WILLIAMS COS INC	07/27/2012	08/01/2013	612.00	538.00			74.00
.63 MALLINCKRODT PLC COMMO	10/02/2008	07/01/2013	28.00	23.00			5.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,914,220.	1,807,252.			106,968.

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108 BHP							
300 000	68 20	0 00	20,460 00	22,844 93	-2 384 93	0 00	-2,384 93
Total USD		0 00	20,460 00	22,844 93	-2,384 93	0 00	-2,384 93
Total Australia		0 00	20,460 00	22,844 93	-2,384 93	0 00	-2,384 93
Canada - USD							
BCE INC COM NEW CUSIP 05534B760							
1,411 000	43 29	838 80	61,082 19	58,468 13	2,614 06	0 00	2,614 06
SUNCOR ENERGY INC NEW COM STK CUSIP 867224107							
180 000	35 05	0 00	6,309 00	6,832 95	-523 95	0 00	-523 95
Total USD		838 80	67,391 19	65,301 08	2,090 11	0 00	2,090 11
Total Canada		838 80	67,391 19	65,301 08	2,090 11	0 00	2,090 11
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109							
1,211 000	80 38	0 00	97,340 18	68,971 63	28,368 55	0 00	28,368 55
Total USD		0 00	97,340 18	68,971 63	28,368 55	0 00	28,368 55
Total Switzerland		0 00	97,340 18	68,971 63	28,368 55	0 00	28,368 55
United Kingdom - USD							
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105							
1,182 000	53 39	728 21	63,106 98	54,230 65	8,876 33	0 00	8,876 33
Total USD		728 21	63,106 98	54,230 65	8,876 33	0 00	8,876 33

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Total United Kingdom		728 21	63,106 98	54,230 65	8,876 33	0 00	8,876 33
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
400 000	38 33	0 00	15,332 00	9,969 82	5,362 18	0 00	5,362 18
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
2,377 000	52 81	0 00	125,529 37	87,993 78	37,535 59	0 00	37,535 59
ALTERA CORP COM CUSIP 021441100							
400 000	32 53	0 00	13,012 00	11,162 02	1,849 98	0 00	1,849 98
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
2,053 000	38 39	985 44	78,814 67	67,902 70	10,911 97	0 00	10,911 97
AMAZON COM INC COM CUSIP 023135106							
37 000	398 79	0 00	14,755 23	2,846 50	11,908 73	0 00	11,908 73
AMERICAN EXPRESS CO CUSIP 025816109							
550 000	90 73	0 00	49,901 50	30,556 80	19,344 70	0 00	19,344 70
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
300 000	42 26	0 00	12,678 00	10,242 00	2,436 00	0 00	2,436 00
AMGEN INC COM CUSIP 031162100							
450 000	114 16	0 00	51,372 00	31,815 00	19,557 00	0 00	19,557 00
ANALOG DEVICES INC COM CUSIP 032654105							
1,049 000	50 93	0 00	53,425 57	39 545 39	13,880 18	0 00	13,880 18

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
APPLE INC COM STK CUSIP 037833100							
163 000	561 11	0 00	91,460 93	54,243 54	37,217 39	0 00	37,217 39
AT&T INC COM CUSIP 00206R102 T							
2,117 000	35 16	0 00	74,433 72	69,370 49	5,063 23	0 00	5,063 23
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
891 000	80 81	427 68	72,001 71	53,993 60	18,008 11	0 00	18,008 11
BAXTER INTL INC COM CUSIP 071813109							
812 000	69 55	397 88	56,474 60	48,166 14	8,308 46	0 00	8,308 46
BERKSHIRE HATHAWAY INC-CL B CUSIP 084670702 BRK–B							
150 000	118 56	0 00	17,784 00	11,960 00	5,824 00	0 00	5,824 00
BLACKROCK INC COM STK CUSIP 09247X101							
158 000	316 47	0 00	50,002 26	27,277 73	22,724 53	0 00	22,724 53
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
1,938 000	53 15	697 68	103,004 70	63,235 38	39,769 32	0 00	39,769 32
CHEVRON CORP COM CUSIP 166764100 CVX							
1,167 000	124 91	0 00	145,769 97	122,842 57	22,927 40	0 00	22,927 40
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
5 086 000	22 45	0 00	114,180 70	106,681 35	7,499 35	0 00	7,499 35

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
CITRIX SYS INC COM CUSIP 177376100							
400 000	63 25	0 00	25,300 00	33,220 49	-7,920 49	0 00	-7,920 49
COCA COLA CO COM CUSIP 191216100							
2,415 000	41 31	0 00	99,763 65	89,237 69	10,525 96	0 00	10,525 96
CONOCOPHILLIPS COM CUSIP 20825C104							
300 000	70 65	0 00	21,195 00	16,023 92	5,171 08	0 00	5,171 08
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
250 000	119 01	0 00	29,752 50	19,202 08	10,550 42	0 00	10,550 42
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
125 000	68 10	0 00	8,512 50	5,104 79	3,407 71	0 00	3,407 71
CULLEN / FROST BANKERS INC COM CUSIP 229899109							
1,306 000	74 43	0 00	97,205 58	94,806 94	2,398 64	0 00	2,398 64
DANAHER CORP COM CUSIP 235851102							
500 000	77 20	12 50	38,600 00	24,047 64	14,552 36	0 00	14,552 36
DEERE & CO COM CUSIP 244199105 DE							
500 000	91 33	255 00	45,665 00	43,676 00	1,989 00	0 00	1,989 00
DOMINION RES INC VA NEW COM CUSIP 25746U109							
350 000	64 69	0 00	22,641 50	16,922 12	5,719 38	0 00	5,719 38

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109 DD							
500 000	64 97	0 00	32,485 00	23,264 90	9,220 10	0 00	9,220 10
EMC CORP COM CUSIP 268648102 EMC							
800 000	25 15	0 00	20,120 00	20,277 02	-157 02	0 00	-157 02
EMERSON ELECTRIC CO COM CUSIP 291011104							
1,785 000	70 18	0 00	125,271 30	86,846 83	38,424 47	0 00	38,424 47
EXXON MOBIL CORP COM CUSIP 30231G102							
400 000	101 20	0 00	40,480 00	21,848 78	18,631 22	0 00	18,631 22
FREEPORT-MCMORAN INC CUSIP 35671D857 FCX							
1,200 000	37 74	0 00	45,288 00	41,976 00	3,312 00	0 00	3,312 00
FRKLN RES INC COM CUSIP 354613101							
165 000	57 73	19 80	9,525 45	6,326 78	3,198 67	0 00	3,198 67
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
1,277 000	46 93	0 00	59,929 61	45,636 86	14,292 75	0 00	14,292 75
GENERAL ELECTRIC CO CUSIP 369604103 GE							
6,589 000	28 03	1,449 58	184,689 67	131,062 88	53,626 79	0 00	53,626 79
GENUINE PARTS CO COM CUSIP 372460105							
631 000	83 19	339 16	52,492 89	39,471 65	13,021 24	0 00	13,021 24

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
GOOGLE INC CL A CL A CUSIP 38259P508 GOOG							
15 000	1,120 71	0 00	16,810 65	5,901 90	10,908 75	0 00	10,908 75
GRAINGER W W INC COM CUSIP 384802104 GWW							
200 000	255 42	0 00	51,084 00	33,110 98	17,973 02	0 00	17,973 02
INTEL CORP COM CUSIP 458140100 INTC							
5,557 000	25 96	0 00	144,259 72	139,164 70	5,095 02	0 00	5,095 02
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101 IBM							
200 000	187 57	0 00	37,514 00	33,052 64	4,461 36	0 00	4,461 36
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
1,752 000	91 59	0 00	160,465 68	118,667 47	41,798 21	0 00	41,798 21
JOHNSON CTL INC COM CUSIP 478366107							
300 000	51 30	66 00	15,390 00	9,189 26	6,200 74	0 00	6,200 74
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
800 000	58 48	0 00	46,784 00	30,177 59	16,606 41	0 00	16,606 41
JUNIPER NETWORKS INC COM CUSIP 48203R104							
75 000	22 57	0 00	1,692 75	2,775 09	-1,082 34	0 00	-1,082 34
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
1,182 000	104 46	957 42	123,471 72	98,975 46	24,496 26	0 00	24,496 26

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
KRAFT FOODS GROUP INC COM CUSIP 50076Q106							
1,872 000	53 92	982 80	100,938 24	87,664 54	13,273 70	0 00	13,273 70
LOCKHEED MARTIN CORP COM CUSIP 539830109							
686 000	148 66	0 00	101,980 76	84,505 37	17,475 39	0 00	17,475 39
LOWES COS INC COM CUSIP 548661107 LOW							
1,050 000	49 55	0 00	52,027 50	28,982 40	23,045 10	0 00	23,045 10
MALLINCKRODT PLC COMMON STOCK CUSIP G5785G107							
15 000	52 26	0 00	783 90	466 24	317 66	0 00	317 66
MATTEL INC COM CUSIP 577081102							
1,881 000	47 58	0 00	89,497 98	61,512 28	27,985 70	0 00	27,985 70
MC DONALDS CORP COM CUSIP 580135101							
1,362 000	97 03	0 00	132,154 86	124,977 11	7,177 75	0 00	7,177 75
MERCK & CO INC NEW COM CUSIP 58933Y105							
1,699 000	50 05	747 56	85,034 95	76,870 10	8,164 85	0 00	8,164 85
MICROSOFT CORP COM CUSIP 594918104 MSFT							
3,564 000	37 43	0 00	133,400 52	98,323 71	35,076 81	0 00	35,076 81
NATIONAL OILWELL VARCO COM STK CUSIP 637071101 NOV							
100 000	79 53	0 00	7,953 00	6,487 63	1,465 37	0 00	1,465 37

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
NEXTERA ENERGY INC COM CUSIP 65339F101							
424 000	85 62	0 00	36,302 88	27,555 16	8,747 72	0 00	8,747 72
NIKE INC CL B CUSIP 654106103							
230 000	78 64	55 20	18,087 20	7,869 79	10,217 41	0 00	10,217 41
NOBLE ENERGY INC COM CUSIP 655044105							
700 000	68 11	0 00	47,677 00	32,959 95	14,717 05	0 00	14,717 05
NORFOLK SOUTHN CORP COM CUSIP 655844108 NSC							
450 000	92 83	0 00	41,773 50	33,070 50	8,703 00	0 00	8,703 00
OMNICOM GROUP INC COM CUSIP 681919106							
450 000	74 37	180 00	33,466 50	22,383 82	11,082 68	0 00	11,082 68
ONEOK INC COM STK CUSIP 682680103							
1,967 000	62 18	0 00	122,308 06	86,143 31	36,164 75	0 00	36,164 75
ORACLE CORP COM CUSIP 68389X105 ORCL							
1,000 000	38 26	0 00	38,260 00	30,523 64	7,736 36	0 00	7,736 36
PAYCHEX INC COM CUSIP 704326107							
1,141 000	45 53	0 00	51,949 73	45,975 12	5,974 61	0 00	5,974 61
PEPSICO INC COM CUSIP 713448108							
200 000	82 94	113 50	16,588 00	12,207 13	4,380 87	0 00	4,380 87

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
994 000	87 13	992 64	86,607 22	84,608 62	1,998 60	0 00	1,998 60
PRINCIPAL FINL GROUP INC COM STK CUSIP 74251V102							
225 000	49 31	0 00	11,094 75	6,799 36	4,295 39	0 00	4,295 39
PROCTER & GAMBLE COM NPV CUSIP 742718109							
1,471 000	81 41	0 00	119,754 11	93,368 56	26,385 55	0 00	26,385 55
QUALCOMM INC COM CUSIP 747525103 QCOM							
1,205 000	74 25	0 00	89,471 25	76,870 44	12,600 81	0 00	12,600 81
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB							
250 000	90 11	78 12	22,527 50	19,642 79	2,884 71	0 00	2,884 71
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
3,148 000	35 62	0 00	112,131 76	102,261 54	9,870 22	0 00	9,870 22
TRAVELERS COS INC COM STK CUSIP 89417E109							
300 000	90 54	0 00	27,162 00	16,908 90	10,253 10	0 00	10,253 10
TUPPERWARE BRANDS CORPORATION CUSIP 899896104 TUP							
414 000	94 53	256 68	39,135 42	32,419 25	6,716 17	0 00	6,716 17
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
400 000	113 80	0 00	45,520 00	28,034 62	17,485 38	0 00	17,485 38

Custom Reporting

31 DEC 13

Account number U3847

AGL FOUNDATION

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/	Accrued			Unrealized gain/loss		
Shares/PAR value	local market price	income/expense	Market Value	Cost	Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
UNITEDHEALTH GROUP INC COM CUSIP 91324P102 UNH							
400 000	75 30	0 00	30,120 00	17,598 80	12,521 20	0 00	12,521 20
US BANCORP CUSIP 902973304 USB							
3,155 000	40 40	725 65	127,462 00	106,439 26	21 022 74	0 00	21,022 74
V F CORP COM CUSIP 918204108							
800 000	62 34	0 00	49,872 00	27,152 00	22,720 00	0 00	22,720 00
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
600 000	49 14	0 00	29,484 00	22,200 00	7,284 00	0 00	7,284 00
WAL-MART STORES INC COM CUSIP 931142103 WMT							
200 000	78 69	94 00	15,738 00	11,213 39	4,524 61	0 00	4,524 61
WALT DISNEY CO CUSIP 254687106 DIS							
550 000	76 40	473 00	42,020 00	19,594 91	22,425 09	0 00	22,425 09
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
900 000	45 40	0 00	40,860 00	26,012 87	14,847 13	0 00	14,847 13
WILLIAMS CO INC COM CUSIP 969457100							
2,824 000	38 57	0 00	108,921 68	86,049 98	22,871 70	0 00	22,871 70
WIS ENERGY COM CUSIP 976657106							
1,684 000	41 34	0 00	69,616 56	71,204 53	-1,587 97	0 00	-1,587 97
Total USD		10,307 29	4,874,005 93	3,796,630 89	1,077,375 04	0 00	1,077,375 04

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Total United States		10,307 29	4,874,005 93	3,796,630 89	1,077,375 04	0 00	1,077,375 04
Total Common Stock							
92,267.000		**11,874.30**	**5,122,304.28**	**4,007,979.18**	**1,114,325.10**	**0 00**	**1,114,325.10**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
19,670 680	11 28	0 00	221,885 27	223,883 27	-1 998 00	0 00	-1,998 00
MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858 VWO							
5,000 000	41 14	0 00	205,700 00	213,102 00	-7 402 00	0 00	-7,402 00
Total USD		0 00	427,585 27	436,985 27	-9,400 00	0 00	-9,400 00
Total Emerging Markets Region		0 00	427,585 27	436,985 27	-9,400 00	0 00	-9,400 00
International Region - USD							
MFB NORTHN INTL EQTY FD CUSIP 665162509							
2,781 060	10 02	0 00	27,866 22	27,373 01	493 21	0 00	493 21
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
49,691 500	12 34	0 00	613,193 11	584,365 30	28,827 81	0 00	28,827 81
MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF CUSIP 922042775							
2,000 000	50 73	0 00	101,460 00	86,240 00	15,220 00	0 00	15,220 00
Total USD		0 00	742,519 33	697,978 31	44,541 02	0 00	44,541 02
Total International Region		0 00	742,519 33	697,978 31	44,541 02	0 00	44,541 02
United States - USD							

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Equity funds							
United States - USD							
MFB NORTHN MID CAP INDEX FD CUSIP 665130100							
1,421 770	16 89	0 00	24,013 69	14,261 28	9,752 41	0 00	9,752 41
MFC ISHARES TR RUSSELL 2000 ETF CUSIP 464287655							
450 000	115 31	0 00	51,889 50	27,573 07	24,316 43	0 00	24,316 43
SPDR DOW JONES REIT ETF CUSIP 78464A607							
7,375 000	71 27	0 00	525,616 25	516,344 28	9,271 97	0 00	9,271 97
SPDR S&P MIDCAP 400 ETF TRUST CUSIP 78467Y107							
700 000	244 20	0 00	170,940 00	122,221 85	48,718 15	0 00	48,718 15
Total USD		0 00	772,459 44	680,400 48	92,058 96	0 00	92,058 96
Total United States		0 00	772,459 44	680,400 48	92,058 96	0 00	92,058 96
Total Equity Funds **89,090.010**		**0 00**	**1,942,564.04**	**1,815,364.06**	**127,199.98**	**0.00**	**127,199.98**
Other equity							
United States - USD							
HCP INC COM REIT CUSIP 40414L109 HCP							
1,794 000	36 32	0 00	65,158 08	80,041 45	-14,883 37	0 00	-14,883 37
HEALTH CARE REIT INC COM CUSIP 42217K106							
1,286 000	53 57	0 00	68,891 02	75,898 07	-7,007 05	0 00	-7,007 05

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Other equity							
United States - USD							
RLTY INC CORP COM CUSIP 756109104							
691 000	37 33	125 87	25,795 03	26,535 55	-740 52	0 00	-740 52
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
200 000	152 16	0 00	30,432 00	23,346 25	7,085 75	0 00	7,085 75
VENTAS INC REIT CUSIP 92276F100							
478 000	57 28	0 00	27,379 84	38,895 51	-11,515 67	0 00	-11,515 67
Total USD		125 87	217,655 97	244,716 83	-27,060 86	0 00	-27,060 86
Total United States		125 87	217,655 97	244,716 83	-27,060 86	0 00	-27,060 86
Total Other Equity **4,449.000**		**125 87**	**217,655 97**	**244,716.83**	**-27,060.86**	**0.00**	**-27,060.86**
Total Equity Securities **185,806.010**		**12,000.17**	**7,282,524.29**	**6,068,060.07**	**1,214,464.22**	**0.00**	**1,214,464 22**
Fixed Income Securities							
Corporate/government							
Israel - USD							
ISRAEL ST DLR$ SVGS BD 7TH DEV 0 DUE 11-01-2016 REG CUSIP 4651384Z5							
1,500 000	161 157	0 00	2,417 35	0 00	2,417 35	0 00	2,417 35
Issue Date 01 Nov 01 Rate 4 00% Call Date 01 Nov 15 Call Price 173 17 Yield to Maturity -10 00% Maturity Date 01 Nov 16							
Total USD		0 00	2,417 35	0 00	2,417 35	0 00	2,417 35

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
Total Israel		0 00	2,417 35	0 00	2,417 35	0 00	2,417 35
United States - USD							
FEDERAL FARM CR BKS 1 04 DUE 03-26-2018 CUSIP 3133ECJX3							
150,000 000	97 495	411 66	146,242 50	150,000 00	-3,757 50	0 00	-3,757 50
Issue Date 26 Mar 13 Rate 1 04% Yield to Maturity 1 263% Maturity Date 26 Mar 18							
FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS 1 69 02-13-2020 CUSIP 3133ECFB5							
150,000 000	94 795	971 74	142,192 50	150,000 00	-7,807 50	0 00	-7,807 50
Issue Date 13 Feb 13 Rate 1 69% Yield to Maturity 2 092% Maturity Date 13 Feb 20							
FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS TRANCHE 1 08 02-26-2018 CUSIP 3133ECGC2							
150,000 000	98 048	562 50	147,072 00	150,000 00	-2,928 00	0 00	-2,928 00
Issue Date 26 Feb 13 Rate 1 08% Yield to Maturity 1 324% Maturity Date 26 Feb 18							
GNMA POOL #256963 9% 08-15-2018 BEO CUSIP 36219RML2							
295 790	100 471	2 21	297 18	336 06	-38 88	0 00	-38 88
Issue Date 01 Sep 88 Rate 9 00% Yield to Maturity 8 586% Maturity Date 15 Aug 18							
GNMA POOL #331868 7% DUE 06-15-2023 REG CUSIP 36224LTZ0							
1,065 230	101 763	6 21	1,084 01	1,117 36	-33 35	0 00	-33 35
Issue Date 01 Jun 93 Rate 7 00% Yield to Maturity 6 477% Maturity Date 15 Jun 23							
GNMAII POOL #000529 SER 2016 10% DUE 04-20-2016 REG CUSIP 36202ASS7							
9 610	101 433	0 00	9 74	10 55	-0 81	0 00	-0 81
Issue Date 01 Apr 86 Rate 10 00% Yield to Maturity 7 498% Maturity Date 20 Apr 16							
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533							
37,061 120	10 42	0 00	386,176 87	400,390 74	-14,213 87	0 00	-14,213 87

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income Securities							
Corporate/government							
United States - USD							
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
100,803 480	7 49	0 00	755,018 06	723,306 73	31,711 33	0 00	31,711 33
Issue Date 25 Aug 08							
MFB NORTHN SHORT INTERMEDIATE US GOVT CUSIP 665162756							
34,998 200	9 77	0 00	341,932 41	364,974 31	-23,041 90	0 00	-23,041 90
Issue Date 25 Aug 08							
MFO VANGUARD FXD INC SECS FD INC INFLATION-PROTECTED SECS FD #119 CUSIP 922031869							
14,447 930	12 98	0 00	187,534 13	212,454 80	-24,920 67	0 00	-24,920 67
PEPSICO INC 8 DUE 08-25-2014 REG CUSIP 713448BV9							
250,000 000	100 2546	700 00	250,636 50	249,697 50	939 00	0 00	939 00
Rate 0 80% Maturity Date 25 Aug 14							
PROCTER & GAMBLE 1 45% DUE 08-15-2016 CUSIP 742718DV8							
250,000 000	101 4593	1,369 44	253,648 25	249,520 00	4,128 25	0 00	4,128 25
Issue Date 15 Aug 11 Rate 1 45% Yield to Maturity 0 775% Maturity Date 15 Aug 16							
Total USD		4,023 76	2,611,844 15	2,651,808 05	-39,963 90	0 00	-39,963 90
Total United States		4,023 76	2,611,844 15	2,651,808 05	-39,963 90	0 00	-39,963 90
Total Corporate/Government **1,140,181 360**		**4,023.76**	**2,614,261.50**	**2,651,808.05**	**-37,546.55**	**0.00**	**-37,546.55**

Municipal issues

United States - USD

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income Securities							
Municipal issues							
United States - USD							
CARROLLTON TEX FMRS BRH INDPT SCH DIST 4% 02-15-2014 BEO CUSIP 145628QW6							
15,000 000	100 475	226 66	15,071 25	16,353 30	-1,282 05	0 00	-1,282 05
Rate 4 00% Maturity Date 15 Feb 14							
GLENVIEW ILL 4% 12-01-2014 BEO CUSIP 378892NM1							
25,000 000	103 437	83 33	25,859 25	25,294 57	564 68	0 00	564 68
Issue Date 01 Aug 04 Rate 4 00% Maturity Date 01 Dec 14							
Total USD		309 99	40,930 50	41,647 87	-717 37	0 00	-717 37
Total United States		309 99	40,930 50	41,647 87	-717 37	0 00	-717 37
Total Municipal Issues							
40,000 000		**309.99**	**40,930 50**	**41,647.87**	**-717.37**	**0.00**	**-717.37**
Total Fixed Income Securities							
1,180,181 360		**4,333 75**	**2,655,192 00**	**2,693,455.92**	**-38,263.92**	**0.00**	**-38,263.92**
Real Estate							
Direct real estate							
United States - USD							
100 LEVI COURT BIGFORK, MONTANA 59911 CUSIP 991056HQ8							
1 000	490,220 00	0 00	490,220 00	0 00	490,220 00	0 00	490,220 00
68-1399 MAUNA LANI DRIVE UNIT D102 KAMUELA, HAWAII 96743 CUSIP 991056HR6							
1 000	895,900 00	0 00	895,900 00	0 00	895,900 00	0 00	895,900 00

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Real Estate							
Direct real estate							
Total USD		0 00	1,386,120 00	0 00	1,386,120 00	0 00	1,386,120 00
Total United States		0 00	1,386,120 00	0 00	1,386,120 00	0 00	1,386,120 00
Total Direct Real Estate **2.000**		**0.00**	**1,386,120.00**	**0.00**	**1,386,120.00**	**0.00**	**1,386,120.00**
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
3,874 620	9 07	0 00	35,142 80	32,555 00	2,587 80	0 00	2,587 80
Total USD		0 00	35,142 80	32,555 00	2,587 80	0 00	2,587 80
Total United States		0 00	35,142 80	32,555 00	2,587 80	0 00	2,587 80
Total Real Estate Funds **3,874.620**		**0 00**	**35,142.80**	**32,555.00**	**2,587.80**	**0.00**	**2,587 80**
Total Real Estate **3,876.620**		**0.00**	**1,421,262.80**	**32,555.00**	**1,388,707.80**	**0.00**	**1,388,707.80**
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
570 000	116 17	0 00	66,216 90	66,704 02	-487 12	0 00	-487 12
Total USD		0 00	66,216 90	66,704 02	-487 12	0 00	-487 12

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Commodities							
Commodities							
Total Global Region		0 00	66,216 90	66,704 02	-487 12	0 00	-487 12
United States - USD							
MFC ISHARES GOLD TRUST CUSIP 464285105							
43,000 000	11 68	0 00	502,240 00	695,585 10	-193 345 10	0 00	-193,345 10
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
9,779 150	5 49	0 00	53,687 53	81,372 86	-27,685 33	0 00	-27,685 33
Total USD		0 00	555,927 53	776,957 96	-221,030 43	0 00	-221,030 43
Total United States		0 00	555,927 53	776,957 96	-221,030 43	0 00	-221,030 43
Total Commodities **53,349.150**		**0.00**	**622,144.43**	**843,661.98**	**-221,517.55**	**0.00**	**-221,517.55**
Total Commodities **53,349.150**		**0.00**	**622,144.43**	**843,661.98**	**-221,517.55**	**0 00**	**-221,517.55**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	3 83	279,726 50	279,726 50	0 00	0 00	0 00
Total short term - all currencies		3 83	279,726 50	279,726 50	0 00	0 00	0 00
Total short term - all countries		3 83	279,726 50	279,726 50	0 00	0 00	0 00

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Cash and Short Term Investments							
Total Short Term							
279,726.500		**3.83**	**279,726.50**	**279,726.50**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
279,726.500		**3.83**	**279,726.50**	**279,726.50**	**0.00**	**0.00**	**0.00**
Total							
1,702,939.640		**16,337.75**	**12,260,850.02**	**9,917,459.47**	**2,343,390.55**	**0.00**	**2,343,390.55**