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 , and ending

Name of foundation: ARCTOS FOUNDATION

A Employer identification number: 80-0561039

Number and street (or P O box number if mail is not delivered to street address): 5201 KELLOGG AVENUE | Room/suite

B Telephone number: 952-844-2500

City or town, state or province, country, and ZIP or foreign postal code: MINNEAPOLIS, MN 55424

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 10,616,879.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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).)

	Line		(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	200,000.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	237,525.	237,525.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	167,060.			
	b	Gross sales price for all assets on line 6a 1,179,940.				
	7	Capital gain net income (from Part IV, line 2)		167,060.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	21,150.	21,150.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	625,735.	425,735.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	338.	0.		338.
	b	Accounting fees STMT 4	26,104.	0.		26,104.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	1,753.	1,753.		0.
	19	Depreciation and depletion				
	20	Occupancy	12,888.	6,444.		6,444.
	21	Travel, conferences, and meetings	8,761.	5,246.		3,515.
	22	Printing and publications				
	23	Other expenses STMT 6	49,191.	44,582.		4,609.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	99,035.	58,025.		41,010.
	25	Contributions, gifts, grants paid	157,400.			157,400.
	26	**Total expenses and disbursements.** Add lines 24 and 25	256,435.	58,025.		198,410.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	369,300.			
	b	**Net investment income** (if negative, enter -0-)		367,710.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

11011008 781033 11325 2013.03061 ARCTOS FOUNDATION 6/18 11325__1 8

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	210,490.	353,217.	353,217.
	2 Savings and temporary cash investments	1,311,571.	1,139,200.	1,139,200.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons	50,000.		
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,327.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,122,474.	2,150,359.	2,698,283.
	c Investments - corporate bonds STMT 8	526,671.	558,463.	559,635.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	5,042,475.	5,435,439.	5,866,544.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ SECURITY DEPOSITS)	370.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,267,378.	9,636,678.	10,616,879.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,267,378.	9,636,678.	
	30 Total net assets or fund balances	9,267,378.	9,636,678.	
	31 Total liabilities and net assets/fund balances	9,267,378.	9,636,678.	

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	9,267,378.
2 Enter amount from Part I, line 27a	2	369,300.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,636,678.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,636,678.

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	FIDELITY - SHORT TERM - SEE ATTACHED	P	01/01/13	12/31/13
b	FIDELITY - LONG TERM - SEE ATTACHED	P	01/01/12	12/31/13
c	BESSEMER TRUST - SHORT TERM - SEE ATTACHED	P	01/01/13	12/31/13
d	BESSEMER TRUST - LONG TERM - SEE ATTACHED	P	01/01/12	12/31/13
e	CAPITAL GAINS DIVIDENDS			

	(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	82,199.		82,443.	<244.>
b	258,030.		256,869.	1,161.
c	107,118.		88,872.	18,246.
d	665,606.		584,696.	80,910.
e	66,987.			66,987.

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				<244.>
b				1,161.
c				18,246.
d				80,910.
e				66,987.

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	167,060.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes [X] 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	3,763,284.	8,857,286.	.424880
2011	25,089.	3,292,694.	.007620
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	.432500
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	.216250
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,951,327.
5	Multiply line 4 by line 3	5	2,151,974.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,677.
7	Add lines 5 and 6	7	2,155,651.
8	Enter qualifying distributions from Part XII, line 4	8	198,410.

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	7,354.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	7,354.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	7,354.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 5,998.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	5,998.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	17.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,373.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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			
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	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 ▶ CHRISTOPHER VOJTA Telephone no. ▶ 612-965-9547

Located at ▶ EDINA EXEC PLZ, 5200 WILSON RD, STE 150, EDINA, M ZIP+4 ▶ 55424

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER VOJTA C/O BOECKERMANN GRAFSTROM & MAYER 447 BLOOMINGTON, MN 55435	PERSIDENT, DIRECTOR 10.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	8,595,631.
b	Average of monthly cash balances		1b	1,507,239.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,102,870.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	10,102,870.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	151,543.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,951,327.
6	**Minimum investment return.** Enter 5% of line 5		6	497,566.

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	497,566.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 7,354.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,354.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	490,212.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	490,212.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	490,212.

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	198,410.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	198,410.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	198,410.

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				490,212.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012 3,188,822.				
f Total of lines 3a through e	3,188,822.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 198,410.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				198,410.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	291,802.			291,802.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,897,020.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,897,020.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012 2,897,020.				
e Excess from 2013				

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

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

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
2 a 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).)

NONE

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 ▶ [X] 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*				
THE BLAKE SCHOOL 110 BLAKE RD S HOPKINS, MN 55343		501(C)(3)	CHARITABLE	11,000.
MALI HEALTH PO BOX 426081 CAMBRIDGE, MA 02142		501(C)(3)	CHARITABLE	200.
OPEN ARMS 2500 BLOOMINGTON AVENUE SOUTH MINNEAPOLIS, MN 55404		501(C)(3)	CHARITABLE	3,000.
USS MINNESOTA 9587 BROOKVIEW CIRCLE WOODURY, MN 55125		501(C)(3)	CHARITABLE	25,000.
COMMUNITY ATHLETIC DEVELOPMENT PROGRAM PO BOX 240355 APPLE VALLEY, MN 55124		501(C)(3)	CHARITABLE	68,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	157,400.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	237,525.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	21,150.	
8 Gain or (loss) from sales of assets other than inventory			18	167,060.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		425,735.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 425,735.

(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).

323621 10-10-13

Form **990-PF** (2013)

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
		N/A	

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
N/A		

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

Signature of officer or trustee: [signature] Date: 10/10/2014 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARK COSSETTE	MARK COSSETTE	10/08/14		P00096275

Firm's name ▶ BOECKERMANN GRAFSTROM & MAYER, LLC — Firm's EIN ▶ 20-0472826

Firm's address ▶ 4470 W 78TH ST CIRCLE, STE 200
BLOOMINGTON, MN 55435-5416 — Phone no. 952-844-2500

Form 990-PF (2013)

323622
10-10-13

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	Employer identification number
ARCTOS FOUNDATION	80-0561039

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	[X] 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

[X] 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).

Name of organization	Employer identification number
ARCTOS FOUNDATION	80-0561039

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	ESTATE OF GEORGE VOJTA PROSKAUER, ELEVENT IMES SQUARE NEW YORK, NY 10036-8299	$ 200,000.	Person [X] 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)

Name of organization	Employer identification number
ARCTOS FOUNDATION	80-0561039

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

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

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

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

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

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

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

Name of organization: ARCTOS FOUNDATION

Employer identification number: 80-0561039

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MINNESOTA WHITECAPS 10355 HEATHER LANE CORCORAN, MN 55374		501(C)(3)	CHARITABLE	50,000.
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE SUITE 4600 BOSTON, MA 02110		501(C)(3)	CHARITABLE	100.
PARKINSONS UNITY WALK 4454 ROUTE 27 FL 2 KINGSTON, NJ 08528		501(C)(3)	CHARITABLE	100.
Total from continuation sheets				50,200.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	163,209.	0.	163,209.	163,209.	
INTEREST	74,316.	0.	74,316.	74,316.	
LT CAPITAL GAIN DISTRIBUTION	66,987.	66,987.	0.	0.	
TO PART I, LINE 4	304,512.	66,987.	237,525.	237,525.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NORTHWEST CAPITAL PARTNERS II, LP	<75.>	<75.>	
FGI OPPORTUNITY INVESTMENT FUND I	4,074.	4,074.	
FGI OPPORTUNITY INVESTMENT FUND II	17,151.	17,151.	
TOTAL TO FORM 990-PF, PART I, LINE 11	21,150.	21,150.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	338.	0.		338.
TO FM 990-PF, PG 1, LN 16A	338.	0.		338.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	26,104.	0.		26,104.
TO FORM 990-PF, PG 1, LN 16B	26,104.	0.		26,104.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,753.	1,753.		0.
TO FORM 990-PF, PG 1, LN 18	1,753.	1,753.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,094.	0.		4,094.
OTHER GENERAL	515.	0.		515.
FEES	44,582.	44,582.		0.
TO FORM 990-PF, PG 1, LN 23	49,191.	44,582.		4,609.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	2,150,359.	2,698,283.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,150,359.	2,698,283.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE BONDS	558,463.	559,635.
TOTAL TO FORM 990-PF, PART II, LINE 10C	558,463.	559,635.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESMENTS - OTHER	COST	5,435,439.	5,866,544.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,435,439.	5,866,544.

ARCTOS FOUNDATION
EIN:80-0561039
FORM 990-PF, PART II - BALANCE SHEET, LINE 10B - CORPORATE STOCK
YEAR ENDED DECEMBER 31, 2013

	Total Cost Basis	Total Value December 31, 2013
AMERICAN EXPRESS	30,101	53,984
ANHEUSER-BUSCH	23,938	36,196
BAXTER INTL INC	23,739	31,993
CHURCH & DWIGHT INC	42,575	60,978
COLTGATE-PALMOLIVE CO	42,471	61,297
CONOCOPHILLIPS	23,435	30,026
DISNEY WALT CO	30,348	59,592
DIRECTV COM	23,904	39,019
EXXON MOBIL CORP	24,152	28,336
FIFTH THIRD BANCORP	24,277	38,485
FIRST REPUBLIC BANK SAN FRANCISCO	22,945	35,598
FRANKLIN RES INC	24,201	42,432
GENERAL ELECTRIC CO	24,261	35,878
HALLIBURTON CO HOLDING COMPANY	19,542	19,539
HASBRO INC	24,004	39,882
INTL BUSINESS MACH	38,886	40,328
ISHARES CORE TOTAL US BOND MARKET ETF	17,340	16,497
ISHARES CORE S&P SMALL-CAP ETF	43,344	63,295
ISHARES MSCI ACWI EX US ETF	63,581	69,305
ISHARES INTERMEDIATE GOVERNMENT CREDIT BOND ETF	79,423	77,688
ISHARES INTERMEDIATE CREDIT BOND ETF	57,957	57,716
ISHARES TRUST CMBS ETF	99,868	102,100
ISHARESBOND 2018 CORPORATE	39,816	39,124
JPMORGAN CHASE & CO	31,403	50,293
JOHNSON CTLS INC	27,122	33,602
MERCK & CO INC NEW COM	22,753	25,025
MYLAN INC	30,769	41,881
ORACLE CORPORATION	35,003	47,251
PFIZER INC	22,954	28,026
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1	88,375	123,321
SELECT SECTOR SPDR TR SHS BEN INT	18,119	22,879
SECTOR SPDR TR SHS BEN INT UTILITIES	29,314	27,338
TEXAS INSTRUMENTS INC	34,273	45,227
TRAVELERS COS INC COM	23,254	30,784
UNION PACIFIC CORP	30,296	46,200
UNITED TECHNOLOGIES CORP	22,856	33,571
VANGUARD INDEX FDS VANGUARD TOTAL	30,443	43,644
VERIZON COMMUNICATIONS	17,854	22,604
CHECKPOINT SOFTWARE TECHNOLOGIES	40,189	45,472
ABBOTT LABORATORIES	14,322	20,698
ABBVIE INC COM	15,531	28,517

FIDELITY CONSERVATIV INCOME BOND	65,106	65,106
DOLLAR GENERAL CORP	14,442	19,604
L BRANDS INC	12,924	13,916
MACY'S INC	12,688	19,224
TARGET CORP	12,150	14,235
VIACOM INC CL B NEW	7,873	10,917
CVS\CAREMARK CORP	8,497	15,387
LORILLARD INC COM	7,834	8,869
WALGREEN CO	6,293	10,052
CONOCOPHILLIPS	9,364	12,010
MARATHON OIL CORP	6,980	8,472
ACE LIMITED	13,347	20,188
AMERICAN INTL GROUP INC	9,230	11,486
CITIGROUP	7,639	13,027
KEYCORP NEW	6,016	6,374
MORGAN STANLEY GRP INC	6,584	7,056
AETNA INC NEW	9,640	15,432
MYLAN INC	20,611	21,700
PFIZER INC	20,115	20,675
THERMO FISHER SCIENTIFIC	10,225	19,486
ZIMMER HLDGS INC	17,418	25,627
CUMMINS INC	6,441	7,048
ILLINOIS TOOL WORKS INC	13,559	16,816
NIELSEN HOLDINGS BV	6,543	9,178
UNION PACIFIC CORP	15,863	16,800
ACCENTURE PLC CL A	7,624	11,099
APPLE INC	21,596	25,245
AVAGO TECHNOLOGIES	11,431	17,185
INTERNATIONAL BUS MACHINES	17,468	16,881
QUALCOMM INC	17,288	20,418
CENTURYLINK INC	8,869	7,644
AMERICAN WATER WORKS CO	20,265	21,130
BRIDGESTONE CORP	11,389	12,117
DAIHATSU MOTOR CO LTD	8,534	7,629
NIKON CORP PLC	14,246	10,512
SWATCH GROUP AG	7,897	8,285
VOLKSWAGEN AG	9,091	14,065
IMERIAL TOBACCO LT	17,050	17,425
J SAINSBURY SPN	18,500	19,344
SVENSKA CL AKTIBLGT	14,102	16,185
ENI S.P.A.	9,031	10,182
SINOPEC/CHINA PETE&CHM	16,222	15,940
TOTAL SA	16,789	19,606
ALLIANZ AKTIENGES	4,080	7,274
BNP PARIBAS SPON	11,896	17,563
CHINA CONSTRUCTION	15,348	15,316
MUNICH RE GROUP	10,636	18,978

RSA INS GRP INC SPON	18,898	15,138
SKANDINAVISKA ENSKILD	5,860	6,585
WHARF HOLDINGS	6,287	10,248
SANOFI	12,122	18,234
ITOCHU CORP	17,389	19,650
WEIR GROUP PLC	15,503	15,449
SUMITOMO METAL MIN CO LTD	14,242	13,101
CHINA TELECOM	19,265	17,193
KDDI CORP	7,799	13,850
TELE2 AB	18,804	15,198
TIM PARTICIPACOES SA	8,962	9,708
TOKYO GAS LTD	9,560	9,600
TOTAL	2,150,359	2,698,283

ARCTOS FOUNDATION
EIN:80-0561039
FORM 990-PF, PART II - BALANCE SHEET, LINE 10C - CORPORATE BONDS
YEAR ENDED DECEMBER 31, 2013

	Total Cost Basis	Total Value December 31, 2013
WYANDANCH N Y UN FREE SCH DIST	62,310	62,711
GENERAL ELECTRIC CAPITAL CORP	68,984	67,020
JPMORGAN CHASE & CO SR NT	42,704	44,361
GOLDMAN SACHS GROUP INC	34,887	33,200
BANK AMER CORP SR NT-L	41,889	45,976
SAN FRANCISCO CALIF CITY & CNTY	55,696	54,374
TRADITIONAL DEBENTURE	251,993	251,993
Total	558,463	559,635

ARCTOS FOUNDATION
EIN:80-0561039
FORM 990-PF, PART II - BALANCE SHEET, LINE 13 - INVESTMENTS - OTHER
YEAR ENDED DECEMBER 31, 2013

	Total Cost Basis	Total Value December 31, 2013
ALLY BK MIDVALE UTAH CD	115,601	118,164
GOLDMAN SACHS BK USA NY	115,668	117,317
OW FIXED INCOME FUND	1,117,835	1,090,356
OW LARGE CAP STRATEGIES FD	936,734	1,178,575
OW GLOBAL SML & MID CAP FD	714,795	877,814
OW GLOBAL OPPORTUNITIES FD	748,502	832,737
OW REAL RETURN FUND	308,398	271,225
NORTHWEST CAPITAL PARTNERS	21,153	21,153
FGI OPPORTUNITY FUND II	810,214	810,214
INREIT	546,540	548,989
TOTAL	5,435,439	5,866,544

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

ARCTOS FOUNDATION

Account No **648-676411** Customer Service 518-641-6860
Recipient ID No **80-0561039** Payer's Fed ID Number: 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description; **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES CORE TOTAL US BOND MARKET ETF, AGG, 464287226										
Sale	05/22/13	08/07/12	180 000	19,797 86	20,136 60	-338.74				
SECTOR SPDR TR SHS BEN INT UTILITIES, XLU, 81369Y886										
Sale	07/17/13	04/23/13	165 000	6,429 87	6,717.83	-287 96				
VANGUARD FTSE DEVELOPED MARKET ETF, VEA, 921943858										
Sale	07/17/13	12/19/12	1,050.000	39,338 87	37,247.78	2,091.09				
VANGUARD INTL EQUITYINDEX FDS MSCI EMERG, VWO, 922042858										
Sale	07/17/13	12/19/12	415 000	16,632 13	18,340.41	-1,708 28				
TOTALS				**82,198.73**	**82,442.62**			**0.00**		
	Short-Term Realized Gain					**2,091.09**				
	Short-Term Realized Loss					**-2,334.98**				
	Wash Sale Loss Disallowed						**0.00**			

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

ARCTOS FOUNDATION

Account No. **648-676411** Customer Service. 518-641-6860
Recipient ID No **80-0561039** Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**16** State Tax Withheld
COACH INC, COH, 189754104										
Sale	08/22/13	01/18/12	510 000	26,730 24	32,647 77	-5,917.53				
ENSCO PLC COM USD0.10 A, ESV, G3157S106										
Sale	10/21/13	01/18/12	360.000	19,818.10	18,727 95	1,090 15				
HARRIS CORP DEL, HRS, 413875105										
Sale	04/23/13	01/18/12	470 000	20,196 25	18,345 99	1,850 26				
INTL BUSINESS MACH, IBM, 459200101										
Sale	08/20/13	01/18/12	45.000	8,339.77	8,138.96	200 81				
ISHARES CORE TOTAL US BOND MARKET ETF, AGG, 464287226										
Sale	09/03/13	08/07/12	900.000	95,227.80	100,683.00	-5,455.20				
ORACLE CORPORATION, ORCL, 68389X105										
Sale	08/20/13	01/18/12	500.000	16,177 97	14,171 14	2,006.83				
SECTOR SPDR TR SHS BEN INT UTILITIES, XLU, 81369Y886										
Sale	07/17/13	01/18/12	670 000	26,109 15	23,300 25	2,808 90				
TEXAS INSTRUMENTS INC, TXN, 882508104										
Sale	08/20/13	01/18/12	130.000	5,041.52	4,325 73	715 79				
VANGUARD FTSE DEVELOPED MARKET ETF, VEA, 921943858										
Sale	07/17/13	01/18/12	120.000	4,495 87	3,782 53	713 34				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

ARCTOS FOUNDATION

Account No **648-676411** Customer Service. 518-641-6860
Recipient ID No **80-0561039** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**16** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
VANGUARD INTL EQUITYINDEX FDS MSCI EMERG, VWO, 922042858										
Sale	04/10/13	01/18/12	335.000	14,403.42	13,735.96	667.46				
Sale	07/17/13	01/18/12	110.000	4,408.52	4,510.32	-101.80				
Subtotals				**18,811.94**	**18,246.28**					
VANGUARD TAX-MANAGEDINTL FD MSCI EAFE ET, VEA, 921943858										
Sale	04/10/13	01/18/12	460 000	17,081 22	14,499 71	2,581 51				
TOTALS				**258,029.83**	**256,869.31**			**0.00**		
		Long-Term Realized Gain				**12,635.05**				
		Long-Term Realized Loss				**-11,474.53**				
		Wash Sale Loss Disallowed					**0.00**			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

(b) Gross proceeds less commissions

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Bessemer Trust Company of Florida

2013

Proceeds Not Reported to the IRS

Account 9D7K14

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
AETNA INC NEW / CUSIP: 00817Y108 / Symbol: AET							
	2 tax lots for 06/11/13.						
	25.000	*1,543.65*	*11/05/12*	*1,106.59*	*0.00*	*437.06*	*Sale*
	75.000	*4,630.94*	*01/04/13*	*3,402.94*	*0.00*	*1,228.00*	*Sale*
06/11/13	100.000	6,174 59	VARIOUS	4,509.53	0.00	1,665.06	Total of 2 lots
AIR PRODUCTS & CHEMICALS / CUSIP: 009158106 / Symbol. APD							
07/25/13	65.000	6,897.02	03/07/13	5,702.63	0 00	1,194 39	Sale
AKZO NOBEL NV ADR / CUSIP. 010199305 / Symbol: AKZO Y							
	2 tax lots for 01/08/13.						
	75.000	*1,602 76*	*02/17/12*	*1,474.04*	*0 00*	*128.72*	*Sale*
	15.000	*320.55*	*03/12/12*	*286.35*	*0.00*	*34.20*	*Sale*
01/08/13	90.000	1,923.31	VARIOUS	1,760 39	0.00	162.92	Total of 2 lots
	2 tax lots for 01/09/13.						
	50.000	*1,056.55*	*02/16/12*	*944.18*	*0.00*	*112.37*	*Sale*
	20.000	*422.62*	*03/12/12*	*381.80*	*0.00*	*40.82*	*Sale*
01/09/13	70.000	1,479.17	VARIOUS	1,325.98	0.00	153.19	Total of 2 lots
Security total:		3,402 48		3,086 37	0.00	316.11	
AB FOODS LTD ADR / CUSIP: 045519402 / Symbol: ASBF Y							
02/26/13	70.000	1,920 63	03/13/12	1,357.43	0 00	563.20	Sale
BNP PARIBAS SPON ADR / CUSIP: 05565A202 / Symbol· BNPQ Y							
	2 tax lots for 09/24/13.						
	75.000	*2,572.04*	*03/20/13*	*2,043.67*	*0 00*	*528 37*	*Sale*
	75.000	*2,572.04*	*03/21/13*	*2,049.47*	*0 00*	*522 57*	*Sale*
09/24/13	150 000	5,144.08	VARIOUS	4,093.14	0.00	1,050.94	Total of 2 lots
BARRICK GOLD CORP / CUSIP: 067901108 / Symbol:							
02/14/13	25.000	816.04	03/12/12	1,138.25	0.00	-322.21	Sale
	2 tax lots for 02/15/13.						
	20.000	*630.84*	*03/12/12*	*910.60*	*0.00*	*-279.76*	*Sale*

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14

2013 **Proceeds Not Reported to the IRS** (continued)

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
Description / CUSIP / Symbol							
BARRICK GOLD CORP / CUSIP: 067901108 / Symbol: (cont'd)							
	75.000	*2,365.63*	*05/29/12*	*2,951.54*	*0.00*	*-585.91*	*Sale*
02/15/13	95.000	2,996.47	VARIOUS	3,862.14	0.00	-865.67	Total of 2 lots
Security total:		3,812.51		5,000.39	0.00	-1,187.88	
DOLLAR GENERAL CORP / CUSIP: 256677105 / Symbol: DG							
09/16/13	100.000	5,715.24	01/04/13	4,456.33	0.00	1,258.91	Sale
KDDI CORP ADR / CUSIP: 48667L106 / Symbol: KDDI Y							
	2 tax lots for 05/10/13.						
	400.000	*4,581.66*	*01/22/13*	*3,476.64*	*0.00*	*1,105.02*	*Sale*
	100.000	*1,145.41*	*01/25/13*	*882.19*	*0.00*	*263.22*	*Sale*
05/10/13	500.000	5,727.07	VARIOUS	4,358.83	0.00	1,368.24	Total of 2 lots
05/14/13	200.000	2,315 99	01/22/13	1,738.32	0.00	577.67	Sale
05/15/13	50.000	598.77	01/22/13	434.58	0.00	164.19	Sale
07/03/13	400.000	4,971.59	01/22/13	3,476.64	0.00	1,494.95	Sale
	2 tax lots for 07/05/13.						
	50.000	*618.11*	*01/22/13*	*434.58*	*0.00*	*183.53*	*Sale*
	100.000	*1,236.21*	*01/23/13*	*866 98*	*0.00*	*369.23*	*Sale*
07/05/13	150.000	1,854.32	VARIOUS	1,301.56	0.00	552.76	Total of 2 lots
Security total:		15,467.74		11,309.93	0.00	4,157.81	
KONINKLIJKE PHILIPS NV ADR / CUSIP: 500472303 / Symbol: PHG							
	4 tax lots for 01/24/13.						
	20.000	*588.01*	*03/12/12*	*407.32*	*0.00*	*180.69*	*Sale*
	50.000	*1,470.03*	*03/12/12*	*1,009.05*	*0.00*	*460.98*	*Sale*
	99.236	*2,917.60*	*03/13/12*	*2,044.52*	*0.00*	*873.08*	*Sale*
	15.764	*463.47*	*05/31/12*	*278.94*	*0.00*	*184.53*	*Sale*
01/24/13	185.000	5,439.11	VARIOUS	3,739.83	0.00	1,699.28	Total of 4 lots
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW							
01/04/13	100.000	3,558.45	03/12/12	2,987.16	0.00	571.29	Sale

\# Less commissions.

Bessemer Trust Company of Florida
2013

Proceeds Not Reported to the IRS
(continued)

Account 9D7K14

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
MERCK KGAA ADR / CUSIP: 589339100 / Symbol. MKGA Y							
	2 tax lots for 01/24/13.						
	100.000	*4,501.89*	*01/24/12*	*3,348.57*	*0.00*	*1,153 32*	*Sale*
	10.000	*450.19*	*03/13/12*	*352.67*	*0 00*	*97.52*	*Sale*
01/24/13	110.000	4,952.08	VARIOUS	3,701.24	0.00	1,250 84	Total of 2 lots
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol: NEM							
02/13/13	75.000	3,370.21	02/15/12	4,486.28	0.00	-1,116.07	Sale
02/14/13	35.000	1,559.27	03/12/12	1,951.25	0.00	-391.98	Sale
	Security total:	4,929.48		6,437.53	0 00	-1,508.05	
THERMO FISHER SCIENTIFIC / CUSIP: 883556102 / Symbol· TMO							
04/23/13	50.000	4,029.71	10/18/12	2,944.56	0 00	1,085.15	Sale
VIACOM INC CL B NEW / CUSIP: 92553P201 / Symbol: VIAB							
09/17/13	75.000	6,244 57	04/08/13	4,874 33	0.00	1,370.24	Sale
09/18/13	75.000	6,239.06	03/14/13	4,767.75	0.00	1,471.31	Sale
	Security total:	12,483.63		9,642 08	0.00	2,841.55	
VODAFONE GP PLC NEW ADR / CUSIP: 92857W209 / Symbol· VOD							
03/07/13	150.000	4,018.59	06/21/12	4,176.68	0.00	-158.09	Sale
WASTE MANAGEMENT INC NEW / CUSIP. 94106L109 / Symbol: WM							
	2 tax lots for 04/05/13.						
	75.000	*2,882.83*	*08/02/12*	*2,566.96*	*0.00*	*315.87*	*Sale*
	25.000	*960.94*	*08/03/12*	*871.68*	*0.00*	*89 26*	*Sale*
04/05/13	100.000	3,843.77	VARIOUS	3,438.64	0.00	405.13	Total of 2 lots
SEAGATE TECHNOLOGY PLC / CUSIP: G7945M107 / Symbol: STX							
	2 tax lots for 01/22/13						
	75.000	*2,774.17*	*04/02/12*	*2,063.29*	*0.00*	*710.88*	*Sale*
	25 000	*924 73*	*04/03/12*	*699.36*	*0.00*	*225.37*	*Sale*
01/22/13	100.000	3,698.90	VARIOUS	2,762.65	0.00	936.25	Total of 2 lots
01/23/13	100.000	3,665.70	04/02/12	2,751.05	0.00	914.65	Sale
	Security total:	7,364.60		5,513.70	0.00	1,850.90	

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14
2013

Proceeds Not Reported to the IRS (continued)

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part I, with Box C checked

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
NIELSEN HOLDINGS BV / CUSIP: N63218106 / Symbol: NLSN							
11/11/13	25.000	997.98	06/12/13	849.61	0.00	148 37	Sale
	2 tax lots for 11/12/13.						
	50.000	*1,984.30*	*06/11/13*	*1,694.00*	*0.00*	*290.30*	*Sale*
	50.000	*1,984.30*	*06/12/13*	*1,699.23*	*0.00*	*285.07*	*Sale*
11/12/13	100.000	3,968.60	VARIOUS	3,393.23	0.00	575.37	Total of 2 lots
11/13/13	75.000	2,997.39	02/13/13	2,532.09	0.00	465.30	Sale
	Security total:	7,963.97		6,774.93	0.00	1,189.04	
	Totals:	**107,117.68**		**88,872.10**	**0.00**	**18,245.58**	

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
AKZO NOBEL NV ADR / CUSIP: 010199305 / Symbol: AKZO Y							
01/04/13	25.000	543.81	12/13/11	380.75	0.00	163.06	Sale
01/07/13	75.000	1,625 42	12/13/11	1,142.25	0.00	483.17	Sale
01/08/13	35.000	747.95	12/13/11	533.05	0.00	214.90	Sale
	Security total:	2,917.18		2,056.05	0.00	861.13	
ALLIANZ AKTIENGES ADR / CUSIP: 018805101 / Symbol: AZSE Y							
	3 tax lots for 05/10/13.						
	45.000	*681.18*	*02/15/12*	*521.93*	*0.00*	*159.25*	*Sale*
	100.000	*1,513.74*	*02/17/12*	*1,180.95*	*0.00*	*332.79*	*Sale*
	55.000	*832.55*	*03/12/12*	*646.25*	*0.00*	*186.30*	*Sale*
05/10/13	200.000	3,027.47	VARIOUS	2,349.13	0.00	678.34	Total of 3 lots
AB FOODS LTD ADR / CUSIP: 045519402 / Symbol· ASBF Y							
01/17/13	100.000	2,612 48	12/14/11	1,725.26	0.00	887.22	Sale
01/18/13	125.000	3,230.39	12/14/11	2,156.58	0.00	1,073.81	Sale
01/22/13	75.000	1,953.61	12/14/11	1,293.94	0.00	659.67	Sale
02/25/13	200.000	5,470.74	12/14/11	3,450.52	0.00	2,020.22	Sale

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14

2013 **Proceeds Not Reported to the IRS** (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
	Security total:	13,267.22		8,626 30	0 00	4,640.92	
BHP BILLITON PLC-ADR / CUSIP: 05545E209 / Symbol· BBL							
	3 tax lots for 07/31/13.						
	50.000	*2,855.49*	*12/13/11*	*2,953.50*	*0.00*	*-98.01*	*Sale*
	35.000	*1,998.85*	*12/21/11*	*2,029.85*	*0 00*	*-31 00*	*Sale*
	15.000	*856.65*	*03/12/12*	*946.35*	*0 00*	*-89.70*	*Sale*
07/31/13	100.000	5,710.99	VARIOUS	5,929.70	0.00	-218.71	Total of 3 lots
08/01/13	40.000	2,307.70	12/21/11	2,319.82	0.00	-12.12	Sale
	Security total.	8,018.69		8,249.52	0.00	-230.83	
BARRICK GOLD CORP / CUSIP: 067901108 / Symbol:							
	2 tax lots for 02/15/13.						
	5.000	*157.71*	*02/06/12*	*246 32*	*0.00*	*-88.61*	*Sale*
	100.000	*3,154.18*	*02/07/12*	*4,934.76*	*0.00*	*-1,780.58*	*Sale*
02/15/13	105.000	3,311.89	VARIOUS	5,181.08	0.00	-1,869.19	Total of 2 lots
	2 tax lots for 04/23/13.						
	55.000	*965.75*	*12/13/11*	*2,598.20*	*0.00*	*-1,632.45*	*Sale*
	45.000	*790.16*	*02/06/12*	*2,216.84*	*0.00*	*-1,426.68*	*Sale*
04/23/13	100.000	1,755.91	VARIOUS	4,815.04	0.00	-3,059.13	Total of 2 lots
04/24/13	95.000	1,738.74	12/13/11	4,487.80	0.00	-2,749.06	Sale
	Security total:	6,806 54		14,483 92	0.00	-7,677.38	
COACH INC / CUSIP: 189754104 / Symbol: COH							
	2 tax lots for 10/16/13.						
	90.000	*4,847.75*	*09/06/12*	*5,385.82*	*0.00*	*-538 07*	*Sale*
	35.000	*1,885.24*	*09/27/12*	*1,898.32*	*0.00*	*-13 08*	*Sale*
10/16/13	125.000	6,732.99	VARIOUS	7,284.14	0 00	-551.15	Total of 2 lots
10/17/13	90.000	4,878.38	09/27/12	4,881.41	0.00	-3 03	Sale
	Security total:	11,611.37		12,165.55	0.00	-554.18	

Less commissions.

Bessemer Trust Company of Florida | Account 9D7K14

2013

Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
DETROIT ENERGY CO / CUSIP: 233331107 / Symbol: DTE							
	2 tax lots for 09/23/13.						
	85.000	*5,745.62*	*12/13/11*	*4,463.35*	*0.00*	*1,282.27*	*Sale*
	10.000	*675.96*	*03/12/12*	*560.30*	*0.00*	*115.66*	*Sale*
09/23/13	95.000	6,421.58	VARIOUS	5,023.65	0.00	1,397.93	Total of 2 lots
ENI S.P.A. ADR / CUSIP: 26874R108 / Symbol: E							
	2 tax lots for 09/24/13.						
	140.000	*6,498 17*	*12/13/11*	*5,810.65*	*0.00*	*687.52*	*Sale*
	35.000	*1,624.54*	*03/12/12*	*1,663.11*	*0 00*	*-38.57*	*Sale*
09/24/13	175.000	8,122.71	VARIOUS	7,473.76	0.00	648.95	Total of 2 lots
EAST JAPAN RAIL ADR / CUSIP. 273202101 / Symbol: EJPR Y							
	2 tax lots for 03/22/13						
	440.000	*6,009.48*	*12/13/11*	*4,514 40*	*0.00*	*1,495.08*	*Sale*
	160.000	*2,185.26*	*03/12/12*	*1,737.60*	*0.00*	*447.66*	*Sale*
03/22/13	600.000	8,194.74	VARIOUS	6,252.00	0.00	1,942 74	Total of 2 lots
04/08/13	500.000	7,328.79	12/13/11	5,130.00	0.00	2,198.79	Sale
04/09/13	275.000	3,935.00	12/13/11	2,821.50	0.00	1,113.50	Sale
04/10/13	85.000	1,222.58	12/13/11	872.10	0.00	350.48	Sale
	Security total:	20,681.11		15,075.60	0.00	5,605.51	
EMBRAER SA ADR / CUSIP: 29082A107 / Symbol: ERJ							
04/01/13	25.000	863.68	03/26/12	805.23	0.00	58.45	Sale
04/02/13	100.000	3,461.52	03/26/12	3,220.93	0.00	240.59	Sale
08/26/13	25.000	839.06	03/26/12	805.23	0.00	33.83	Sale
08/28/13	25.000	813.68	03/26/12	805.24	0.00	8.44	Sale
08/29/13	25.000	817.06	03/26/12	805.23	0.00	11.83	Sale
08/30/13	75.000	2,467.08	07/23/12	1,916.63	0.00	550.45	Sale
09/03/13	75.000	2,478.22	07/23/12	1,916.62	0.00	561.60	Sale
	Security total:	11,740.30		10,275.11	0.00	1,465.19	
EXELON CORP / CUSIP: 30161N101 / Symbol: EXC							
06/11/13	100.000	3,131.99	12/13/11	4,369.00	0.00	-1,237.01	Sale

Less commissions.

Bessemer Trust Company of Florida
2013

Proceeds Not Reported to the IRS
(continued)

Account 9D7K14

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
EXELON CORP / CUSIP: 30161N101 / Symbol: EXC (cont'd)							
	3 tax lots for 06/12/13.						
	25.000	*761 01*	*12/13/11*	*1,092 25*	*0 00*	*-331 24*	*Sale*
	55.000	*1,674.22*	*02/06/12*	*2,186 40*	*0.00*	*-512.18*	*Sale*
	45.000	*1,369.82*	*03/12/12*	*1,795.50*	*0.00*	*-425.68*	*Sale*
06/12/13	125.000	3,805 05	VARIOUS	5,074.15	0 00	-1,269 10	Total of 3 lots
06/13/13	45.000	1,371.84	02/06/12	1,788.87	0.00	-417.03	Sale
Security total:		8,308.88		11,232.02	0.00	-2,923.14	
GENERAL DYNAMICS CORP / CUSIP: 369550108 / Symbol: GD							
	3 tax lots for 03/19/13.						
	55.000	*3,843.62*	*12/13/11*	*3,546.40*	*0.00*	*297.22*	*Sale*
	35.000	*2,445.94*	*02/15/12*	*2,445.67*	*0 00*	*0.27*	*Sale*
	10.000	*698.84*	*03/12/12*	*718.90*	*0.00*	*-20.06*	*Sale*
03/19/13	100.000	6,988 40	VARIOUS	6,710.97	0.00	277.43	Total of 3 lots
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol: JNJ							
04/23/13	75.000	6,397.61	02/15/12	4,854 42	0.00	1,543.19	Sale
	2 tax lots for 05/09/13.						
	20.000	*1,703 87*	*12/13/11*	*1,272.60*	*0.00*	*431.27*	*Sale*
	30.000	*2,555.81*	*02/15/12*	*1,941.77*	*0.00*	*614.04*	*Sale*
05/09/13	50 000	4,259.68	VARIOUS	3,214 37	0 00	1,045.31	Total of 2 lots
06/11/13	80.000	6,773.33	12/13/11	5,090.40	0.00	1,682.93	Sale
Security total.		17,430.62		13,159.19	0.00	4,271.43	
KON AHOLD ADR / CUSIP: 500467402 / Symbol: AHON Y							
	2 tax lots for 06/12/13.						
	100.000	*1,573.41*	*02/21/12*	*1,465 91*	*0 00*	*107.50*	*Sale*
	100.000	*1,573.42*	*02/21/12*	*1,469.00*	*0.00*	*104 42*	*Sale*
06/12/13	200.000	3,146.83	VARIOUS	2,934.91	0 00	211.92	Total of 2 lots
	2 tax lots for 06/14/13.						
	50.000	*779 58*	*02/15/12*	*702.22*	*0.00*	*77.36*	*Sale*

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14
2013

Proceeds Not Reported to the IRS
(continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
KON AHOLD ADR / CUSIP: 500467402 / Symbol: AHON Y (cont'd)							
	100.000	*1,559.17*	*02/17/12*	*1,447.16*	*0.00*	*112.01*	*Sale*
06/14/13	150.000	2,338.75	VARIOUS	2,149.38	0.00	189.37	Total of 2 lots
06/17/13	50.000	796 28	04/02/12	699.63	0 00	96.65	Sale
	2 tax lots for 08/26/13.						
	50.000	*858 66*	*04/02/12*	*699.62*	*0.00*	*159.04*	*Sale*
	50.000	*858.66*	*04/04/12*	*687.13*	*0.00*	*171.53*	*Sale*
08/26/13	100.000	1,717.32	VARIOUS	1,386.75	0.00	330.57	Total of 2 lots
08/27/13	50.000	841.37	04/04/12	687.14	0.00	154.23	Sale
	2 tax lots for 08/28/13.						
	50.000	*819.16*	*03/12/12*	*678.50*	*0.00*	*140 66*	*Sale*
	50.000	*819 17*	*04/04/12*	*687.13*	*0.00*	*132.04*	*Sale*
08/28/13	100.000	1,638.33	VARIOUS	1,365.63	0.00	272.70	Total of 2 lots
	2 tax lots for 08/29/13.						
	25.000	*402.96*	*03/12/12*	*339.25*	*0.00*	*63.71*	*Sale*
	25.000	*402 96*	*04/05/12*	*337 31*	*0.00*	*65.65*	*Sale*
08/29/13	50.000	805.92	VARIOUS	676.56	0.00	129.36	Total of 2 lots
	2 tax lots for 09/24/13.						
	125.000	*2,176.30*	*12/13/11*	*1,603.75*	*0.00*	*572.55*	*Sale*
	25.000	*435.26*	*04/05/12*	*337.31*	*0.00*	*97.95*	*Sale*
09/24/13	150.000	2,611.56	VARIOUS	1,941.06	0.00	670.50	Total of 2 lots
09/25/13	150.000	2,611 50	12/13/11	1,924.50	0.00	687 00	Sale
09/26/13	125.000	2,171.61	12/13/11	1,603 75	0.00	567.86	Sale
09/27/13	50.000	866.43	12/13/11	641.50	0.00	224.93	Sale
	Security total:	19,545.90		16,010 81	0.00	3,535.09	
KONINKLIJKE PHILIPS NV ADR / CUSIP: 500472303 / Symbol: PHG							
01/24/13	125.000	3,675.08	12/13/11	2,470.00	0 00	1,205.08	Sale
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW							
	2 tax lots for 07/02/13.						
	100.000	*4,241.54*	*03/12/12*	*2,987.16*	*0.00*	*1,254.38*	*Sale*

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14

2013 **Proceeds Not Reported to the IRS** (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW (cont'd)							
	125.000	*5,301.93*	*06/21/12*	*3,497 33*	*0.00*	*1,804.60*	*Sale*
07/02/13	225.000	9,543.47	VARIOUS	6,484.49	0 00	3,058.98	Total of 2 lots
07/03/13	25.000	1,056.15	06/21/12	699.47	0.00	356.68	Sale
Security total:		10,599 62		7,183.96	0.00	3,415.66	
MAGNA INTERNATIONAL INC / CUSIP: 559222401 / Symbol.							
03/01/13	75.000	4,139 49	02/15/12	3,224.90	0.00	914.59	Sale
2 tax lots for 04/05/13.							
	20.000	*1,144 66*	*12/13/11*	*684.00*	*0 00*	*460.66*	*Sale*
	30.000	*1,717.00*	*03/12/12*	*1,418.10*	*0.00*	*298.90*	*Sale*
04/05/13	50.000	2,861 66	VARIOUS	2,102.10	0.00	759.56	Total of 2 lots
04/08/13	80.000	4,562 91	12/13/11	2,736.00	0.00	1,826.91	Sale
Security total.		11,564.06		8,063.00	0.00	3,501.06	
MARATHON OIL CORP / CUSIP: 565849106 / Symbol: MRO							
3 tax lots for 09/24/13.							
	10.000	*355.70*	*02/06/12*	*326 79*	*0.00*	*28.91*	*Sale*
	75.000	*2,667.73*	*02/07/12*	*2,477.07*	*0.00*	*190.66*	*Sale*
	65.000	*2,312.03*	*03/12/12*	*2,182.70*	*0.00*	*129.33*	*Sale*
09/24/13	150.000	5,335.46	VARIOUS	4,986.56	0.00	348.90	Total of 3 lots
MERCK KGAA ADR / CUSIP: 589339100 / Symbol: MKGA Y							
01/24/13	90.000	4,051.71	12/13/11	2,905.20	0 00	1,146.51	Sale
MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT							
09/16/13	200.000	6,562.35	12/13/11	5,204.00	0.00	1,358.35	Sale
10/22/13	150.000	5,183.25	12/13/11	3,903 00	0.00	1,280.25	Sale
10/23/13	200.000	6,787.40	12/13/11	5,204 00	0 00	1,583 40	Sale
Security total:		18,533.00		14,311.00	0 00	4,222 00	
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol· NEM							
02/14/13	25.000	1,113.77	12/21/11	1,566.73	0.00	-452 96	Sale

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14

Proceeds Not Reported to the IRS
(continued)

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LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

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Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
NORDEA BK SWEDEN AB ADR / CUSIP: 65557A206 / Symbol: NRBA Y							
	3 tax lots for 04/25/13.						
	325.000	*3,637.77*	*12/21/11*	*2,524.05*	*0.00*	*1,113.72*	*Sale*
	50.000	*559 66*	*12/22/11*	*391.27*	*0 00*	*168.39*	*Sale*
	75.000	*839.49*	*03/13/12*	*710.34*	*0.00*	*129.15*	*Sale*
04/25/13	450.000	5,036 92	VARIOUS	3,625 66	0.00	1,411.26	Total of 3 lots
	2 tax lots for 07/31/13						
	25.000	*314.53*	*12/13/11*	*187.25*	*0.00*	*127.28*	*Sale*
	125.000	*1,572.68*	*12/21/11*	*970 79*	*0.00*	*601.89*	*Sale*
07/31/13	150.000	1,887.21	VARIOUS	1,158 04	0.00	729.17	Total of 2 lots
08/01/13	175.000	2,219.75	12/13/11	1,310.75	0.00	909.00	Sale
08/02/13	150.000	1,911.33	12/13/11	1,123.50	0.00	787.83	Sale
08/05/13	25.000	318.59	12/13/11	187.25	0.00	131.34	Sale
	Security total:	11,373 80		7,405.20	0.00	3,968.60	
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol· OWSO X							
01/31/13	12,512.887	97,100.00	12/13/11	87,465.08	0.00	9,634.92	Sale
	2 tax lots for 09/25/13.						
	1,469.816	*11,876.11*	*08/16/12*	*10,803.15*	*0.00*	*1,072.96*	*Sale*
	28,468.303	*230,023.89*	*08/16/12*	*209,242.03*	*0.00*	*20,781.86*	*Sale*
09/25/13	29,938.119	241,900.00	VARIOUS	220,045.18	0.00	21,854.82	Total of 2 lots
	Security total:	339,000.00		307,510 26	0 00	31,489.74	
SSE PLC ADR / CUSIP: 78467K107 / Symbol: SSEZ Y							
	2 tax lots for 06/13/13.						
	70.000	*1,650.98*	*02/21/12*	*1,452.90*	*0 00*	*198.08*	*Sale*
	30.000	*707.56*	*03/13/12*	*626 05*	*0.00*	*81.51*	*Sale*
06/13/13	100.000	2,358.54	VARIOUS	2,078.95	0.00	279.59	Total of 2 lots
	2 tax lots for 06/14/13.						
	45 000	*1,062.70*	*02/17/12*	*931.40*	*0.00*	*131.30*	*Sale*
	30.000	*708.47*	*02/21/12*	*622.67*	*0 00*	*85.80*	*Sale*
06/14/13	75.000	1,771.17	VARIOUS	1,554 07	0.00	217.10	Total of 2 lots
06/17/13	50.000	1,190.38	02/17/12	1,034.88	0.00	155.50	Sale

Less commissions.

Bessemer Trust Company of Florida

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Proceeds Not Reported to the IRS
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Account 9D7K14

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
SSE PLC ADR / CUSIP: 78467K107 / Symbol: SSEZ Y (cont'd)							
	2 tax lots for 06/18/13.						
	95.000	*2,271.59*	*02/16/12*	*1,940.32*	*0.00*	*331.27*	*Sale*
	5.000	*119.56*	*02/17/12*	*103.49*	*0.00*	*16 07*	*Sale*
06/18/13	100.000	2,391 15	VARIOUS	2,043.81	0.00	347.34	Total of 2 lots
	2 tax lots for 06/19/13.						
	45.000	*1,077.91*	*12/13/11*	*895.50*	*0.00*	*182.41*	*Sale*
	5.000	*119.77*	*02/16/12*	*102.12*	*0.00*	*17.65*	*Sale*
06/19/13	50.000	1,197.68	VARIOUS	997 62	0.00	200.06	Total of 2 lots
06/20/13	55.000	1,276.35	12/13/11	1,094.50	0.00	181.85	Sale
	Secunty total:	10,185.27		8,803.83	0.00	1,381 44	
SUMITOMO MITSUI FIN ADR / CUSIP: 86562M209 / Symbol: SMFG							
	2 tax lots for 02/14/13						
	750.000	*6,015 46*	*01/23/12*	*4,723 43*	*0.00*	*1,292.03*	*Sale*
	250.000	*2,005.16*	*01/24/12*	*1,580.80*	*0.00*	*424.36*	*Sale*
02/14/13	1,000.000	8,020.62	VARIOUS	6,304.23	0.00	1,716.39	Total of 2 lots
03/20/13	50.000	419.35	03/12/12	338.00	0.00	81.35	Sale
	3 tax lots for 03/21/13.						
	440.000	*3,663.23*	*12/13/11*	*2,530.00*	*0.00*	*1,133.23*	*Sale*
	200.000	*1,665.10*	*01/25/12*	*1,256 98*	*0.00*	*408.12*	*Sale*
	160.000	*1,332.08*	*03/12/12*	*1,081.60*	*0.00*	*250.48*	*Sale*
03/21/13	800.000	6,660.41	VARIOUS	4,868 58	0.00	1,791.83	Total of 3 lots
03/22/13	360.000	2,978 89	12/13/11	2,070.00	0.00	908.89	Sale
	Security total:	18,079.27		13,580.81	0.00	4,498.46	
SUNCORP GROUP ADR / CUSIP: 86723Y100 / Symbol: SNMY Y							
	2 tax lots for 04/08/13.						
	100.000	*1,189.70*	*02/01/12*	*893.58*	*0.00*	*296.12*	*Sale*
	50.000	*594.85*	*02/17/12*	*446.18*	*0.00*	*148.67*	*Sale*
04/08/13	150.000	1,784.55	VARIOUS	1,339.76	0.00	444.79	Total of 2 lots

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14

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Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
SUNCORP GROUP ADR / CUSIP: 86723Y100 / Symbol: SNMY Y (cont'd)							
	5 tax lots for 04/11/13						
	50.000	*618.11*	*01/24/12*	*435.87*	*0.00*	*182 24*	*Sale*
	50.000	*618.12*	*01/25/12*	*437.25*	*0.00*	*180.87*	*Sale*
	50.000	*618.12*	*01/30/12*	*444.07*	*0.00*	*174.05*	*Sale*
	50.000	*618.12*	*01/31/12*	*444.42*	*0.00*	*173.70*	*Sale*
	100.000	*1,236.23*	*02/17/12*	*892.37*	*0.00*	*343.86*	*Sale*
04/11/13	300.000	3,708.70	VARIOUS	2,653.98	0.00	1,054.72	Total of 5 lots
04/12/13	175.000	2,167.26	12/14/11	1,493.43	0.00	673.83	Sale
04/15/13	125.000	1,536 48	12/14/11	1,066.74	0 00	469.74	Sale
04/16/13	100.000	1,220 41	03/13/12	844.81	0.00	375.60	Sale
	Security total:	10,417.40		7,398 72	0.00	3,018.68	
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA							
	4 tax lots for 10/31/13.						
	25.000	*933.19*	*01/24/12*	*1,145.44*	*0.00*	*-212.25*	*Sale*
	25.000	*933.19*	*01/26/12*	*1,140.77*	*0.00*	*-207.58*	*Sale*
	100.000	*3,732.75*	*01/27/12*	*4,523 16*	*0.00*	*-790.41*	*Sale*
	25.000	*933.19*	*03/12/12*	*1,121.00*	*0.00*	*-187.81*	*Sale*
10/31/13	175.000	6,532.32	VARIOUS	7,930.37	0.00	-1,398.05	Total of 4 lots
	2 tax lots for 11/08/13.						
	85.000	*3,171.15*	*12/13/11*	*3,481.19*	*0.00*	*-310.04*	*Sale*
	15.000	*559.61*	*03/12/12*	*672.60*	*0.00*	*-112.99*	*Sale*
11/08/13	100.000	3,730.76	VARIOUS	4,153.79	0.00	-423.03	Total of 2 lots
11/11/13	90.000	3,342.87	12/13/11	3,685.97	0.00	-343.10	Sale
	Security total:	13,605.95		15,770.13	0.00	-2,164.18	
TIM PARTICIPACOES SA ADR / CUSIP: 88706P205 / Symbol: TSU							
	3 tax lots for 10/16/13.						
	5.000	*134.69*	*01/25/12*	*140.46*	*0.00*	*-5.77*	*Sale*
	50.000	*1,346.94*	*02/02/12*	*1,408.56*	*0.00*	*-61.62*	*Sale*
	45.000	*1,212.25*	*03/12/12*	*1,316.88*	*0.00*	*-104.63*	*Sale*
10/16/13	100.000	2,693.88	VARIOUS	2,865.90	0.00	-172.02	Total of 3 lots
10/17/13	50.000	1,352.25	01/25/12	1,404.59	0.00	-52.34	Sale

Less commissions.

Bessemer Trust Company of Florida — Account 9D7K14

2013

Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
TIM PARTICIPACOES SA ADR / CUSIP: 88706P205 / Symbol: TSU (cont'd)							
	3 tax lots for 10/18/13						
	20.000	*542.67*	*01/25/12*	*561.83*	*0.00*	*-19.16*	*Sale*
	50.000	*1,356.68*	*01/31/12*	*1,399.46*	*0.00*	*-42.78*	*Sale*
	30 000	*814.00*	*02/01/12*	*839.64*	*0.00*	*-25.64*	*Sale*
10/18/13	100 000	2,713.35	VARIOUS	2,800.93	0.00	-87.58	Total of 3 lots
Security total:		6,759.48		7,071.42	0.00	-311.94	
UNITEDHEALTH GROUP INC / CUSIP: 91324P102 / Symbol: UNH							
	3 tax lots for 07/17/13.						
	50.000	*3,324.60*	*12/13/11*	*2,430.00*	*0.00*	*894.60*	*Sale*
	50.000	*3,324.60*	*02/15/12*	*2,730.87*	*0.00*	*593 73*	*Sale*
	25.000	*1,662.30*	*03/12/12*	*1,376.75*	*0.00*	*285.55*	*Sale*
07/17/13	125.000	8,311.50	VARIOUS	6,537 62	0 00	1,773.88	Total of 3 lots
	2 tax lots for 08/26/13.						
	25.000	*1,813.51*	*12/13/11*	*1,215.00*	*0.00*	*598.51*	*Sale*
	75.000	*5,440.54*	*07/27/12*	*4,013 62*	*0.00*	*1,426.92*	*Sale*
08/26/13	100.000	7,254.05	VARIOUS	5,228.62	0.00	2,025.43	Total of 2 lots
08/27/13	50.000	3,581.64	12/13/11	2,430.00	0.00	1,151.64	Sale
Security total:		19,147.19		14,196.24	0.00	4,950.95	
VODAFONE GP PLC NEW ADR / CUSIP: 92857W209 / Symbol: VOD							
	2 tax lots for 09/04/13.						
	25.000	*804.36*	*05/29/12*	*677.45*	*0.00*	*126.91*	*Sale*
	50.000	*1,608.73*	*06/21/12*	*1,392.22*	*0.00*	*216.51*	*Sale*
09/04/13	75.000	2,413.09	VARIOUS	2,069.67	0.00	343.42	Total of 2 lots
09/05/13	50.000	1,634.17	05/29/12	1,354.90	0.00	279.27	Sale
09/10/13	75.000	2,451.96	05/29/12	2,032.35	0.00	419 61	Sale
09/11/13	50.000	1,654.18	05/29/12	1,354.90	0.00	299.28	Sale
	2 tax lots for 09/12/13.						
	25.000	*830.77*	*05/29/12*	*677.45*	*0.00*	*153 32*	*Sale*
	75.000	*2,492.32*	*05/29/12*	*2,032.35*	*0.00*	*459.97*	*Sale*
09/12/13	100.000	3,323 09	VARIOUS	2,709.80	0.00	613.29	Total of 2 lots

Less commissions.

Bessemer Trust Company of Florida

2013

Proceeds Not Reported to the IRS
(continued)

Account 9D7K14

LONG-TERM TRANSACTIONS *NOT reported on Form 1099-B*

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
	Security total:	11,476.49		9,521.62	0.00	1,954.87	
WALGREEN CO / CUSIP: 931422109 / Symbol: WAG							
11/08/13	100.000	5,943.30	10/18/12	3,606.44	0 00	2,336.86	Sale
11/11/13	25.000	1,489.32	10/18/12	901.61	0.00	587.71	Sale
	Security total:	7,432.62		4,508.05	0.00	2,924.57	
WASTE MANAGEMENT INC NEW / CUSIP: 94106L109 / Symbol: WM							
08/26/13	50.000	2,102.72	08/02/12	1,711.30	0.00	391.42	Sale
08/27/13	50.000	2,067.99	06/21/12	1,634.96	0.00	433.03	Sale
08/28/13	100.000	4,110.19	06/21/12	3,269.92	0.00	840.27	Sale
	Security total:	8,280.90		6,616.18	0.00	1,664.72	
ACCENTURE PLC CL A / CUSIP: G1151C101 / Symbol: ACN							
03/19/13	75.000	5,699.38	12/13/11	4,391.25	0.00	1,308.13	Sale
AVAGO TECHNOLOGIES / CUSIP: Y0486S104 / Symbol: AVGO							
11/08/13	100.000	4,387.66	09/21/12	3,544.71	0.00	842.95	Sale
	Totals:	**665,606.08**		**584,696.45**	**0.00**	**80,909.63**	

Less commissions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	ARCTOS FOUNDATION	80-0561039
	Number, street, and room or suite no If a P.O box, see instructions. 5201 KELLOGG AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MINNEAPOLIS, MN 55424	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ CHRISTOPHER VOJTA - EDINA EXEC PLZ, 5200 WILSON RD, STE 150 - EDINA, MN 55424

Telephone No ▶ 612-965-9547 Fax No ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO OBTAIN ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 4,267.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 5,998.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ MARK COSSETTE, CPA Date ▶