



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052



2013

Open to Public Inspection


For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation BARTON FAMILY FOUNDATION C/O PETERSON SULLIVAN LLP		A Employer identification number  91-6563332	
Number and street (or P O box number if mail is not delivered to street address) 601 UNION STREET NO 2300		B Telephone number (see instructions)  (206) 382-7777	
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98101		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,502,465	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	1,250			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	471	471		
	4 Dividends and interest from securities. . . . .	70,609	70,609		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	432,228			
	b Gross sales price for all assets on line 6a 2,422,707				
	7 Capital gain net income (from Part IV, line 2) . . .		432,228		
	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) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	504,558	503,308		
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 (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	2,802	1,401		1,401
	c Other professional fees (attach schedule) . . . . .	5,872	5,872		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	5,297	2,972		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .	5,000	0		5,000
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	10,285	0		10,285
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	29,256	10,245		16,686
	25 Contributions, gifts, grants paid . . . . .	694,553			694,553
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	723,809	10,245		711,239
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-219,251			
	b <b>Net investment income</b> (if negative, enter -0-)		493,063		
c <b>Adjusted net income</b> (if negative, enter -0-)					

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 . . . . .	367,601	725,604	725,604
	3	Accounts receivable ▶ <u>946</u>			
		Less allowance for doubtful accounts ▶ _____	2,800	946	946
	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 ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	803,100 	803,100	790,738
	b	Investments—corporate stock (attach schedule) . . . . .	2,455,394 	1,879,794	1,985,177
	c	Investments—corporate bonds (attach schedule). . . . .			
Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,628,895	3,409,444	3,502,465
	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 ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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	3,628,895	3,409,444	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	3,628,895	3,409,444	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,628,895	3,409,444	

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	3,628,895
2	Enter amount from Part I, line 27a . . . . .	2	-219,251
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	3,409,644
5	Decreases not included in line 2 (itemize) ▶ 	5	200
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	3,409,444

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	432,228
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 page 18 of 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	530,255	3,795,900	0.139692
2011	351,780	4,164,698	0.084467
2010	294,695	4,188,412	0.070360
2009	249,827	3,575,907	0.069864
2008	247,530	2,259,423	0.109555

2	Total of line 1, column (d). . . . .	2	0.473938
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	0.094788
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	3,671,725
5	Multiply line 4 by line 3. . . . .	5	348,035
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	4,931
7	Add lines 5 and 6. . . . .	7	352,966
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	711,239

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	4,931
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	4,931
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	4,931
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	644
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	6,200
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	6,844
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	16
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	1,897
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> 1,897 <b>Refunded</b> <input checked="" type="checkbox"/>	<b>11</b>	0

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input checked="" type="checkbox"/> \$ 0 <b>(2)</b> On foundation managers <input checked="" type="checkbox"/> \$ 0			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		<b>No</b>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input checked="" type="checkbox"/> WA			
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<b>8b</b>	<b>Yes</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of PETERSON SULLIVAN LLP Telephone no (206) 382-7777 Located at 601 UNION STREET SUITE 2300 SEATTLE WA ZIP+4 98101			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
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		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 BARTON 601 UNION STREET SUITE 2300 SEATTLE, WA 98101	CO-TRUSTEE 1 00	0	0	0
SARAH BARTON 601 UNION STREET SUITE 2300 SEATTLE, WA 98101	CO-TRUSTEE 1 00	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				
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 (see instructions). 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	
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	
2	
All other program-related investments. See page 24 of the 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	3,169,669
b	Average of monthly cash balances. . . . .	1b	557,971
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	3,727,640
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	3,727,640
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	55,915
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,671,725
6	Minimum investment return. Enter 5% of line 5. . . . .	6	183,586

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	183,586
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	4,931
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,931
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	178,655
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	178,655
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	178,655

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	711,239
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	711,239
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	4,931
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	706,308
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				178,655
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .	52,472			
b From 2009. . . . .	73,302			
c From 2010. . . . .	86,492			
d From 2011. . . . .	147,919			
e From 2012. . . . .	343,554			
f Total of lines 3a through e. . . . .	703,739			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 711,239				
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. . . . .				178,655
e Remaining amount distributed out of corpus	532,584			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,236,323			
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 instructions . . . . .			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) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	52,472			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	1,183,851			
10 Analysis of line 9				
a Excess from 2009. . . .	73,302			
b Excess from 2010. . . .	86,492			
c Excess from 2011. . . .	147,919			
d Excess from 2012. . . .	343,554			
e Excess from 2013. . . .	532,584			

## Part XIV

---

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

**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

**1**

See Additional Data Table

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

## 2

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 of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	694,553
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
93 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	P	2012-11-20	2013-02-08
35 SHS WASTE CONNECTIONS INC CMN	P	2013-02-05	2013-02-08
76 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	P	2012-11-14	2013-02-08
59 SHS WASTE CONNECTIONS INC CMN	P	2013-02-04	2013-02-08
19 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	P	2012-11-13	2013-02-08
164 SHS WASTE CONNECTIONS INC CMN	P	2013-01-31	2013-02-08
2 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	P	2012-11-15	2013-02-08
70 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	P	2012-12-18	2013-02-08
9 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-08-23	2013-02-08
87 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-05	2013-02-08
51 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-08-29	2013-02-08
58 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-08-28	2013-02-08
31 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-19	2013-02-08
33 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-08-30	2013-02-08
102 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-04	2013-02-08
25 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-14	2013-02-08
42 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-20	2013-02-08
30 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-17	2013-02-08
27 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-18	2013-02-08
36 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-24	2013-02-08
30 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-25	2013-02-08
21 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-26	2013-02-08
9 SHS AGILENT TECHNOLOGIES, INC CMN	P	2012-09-27	2013-02-08
30 SHS VECTREN CORP CMN	P	2012-03-14	2013-02-08
30 SHS ENDO HEALTH SOLUTIONS INC CMN	P	2012-08-13	2013-02-08
11 SHS DAVITA HEALTHCARE PARTNERS INC CMN	P	2012-08-13	2013-02-08
8 SHS J M SMUCKER CO CMN	P	2012-08-06	2013-02-08
8 SHS J M SMUCKER CO CMN	P	2012-08-07	2013-02-08
8 SHS J M SMUCKER CO CMN	P	2012-08-09	2013-02-08
7 SHS J M SMUCKER CO CMN	P	2012-08-14	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
8 SHS J M SMUCKER CO CMN	P	2012-08-16	2013-02-08
9 SHS J M SMUCKER CO CMN	P	2012-08-10	2013-02-08
7 SHS J M SMUCKER CO CMN	P	2012-08-15	2013-02-08
17 SHS J M SMUCKER CO CMN	P	2012-08-17	2013-02-08
6 SHS J M SMUCKER CO CMN	P	2012-08-27	2013-02-08
7 SHS J M SMUCKER CO CMN	P	2012-08-23	2013-02-08
3 SHS J M SMUCKER CO CMN	P	2012-08-22	2013-02-08
8 SHS J M SMUCKER CO CMN	P	2012-09-25	2013-02-08
7 SHS J M SMUCKER CO CMN	P	2012-09-24	2013-02-08
7 SHS J M SMUCKER CO CMN	P	2012-09-26	2013-02-08
5 SHS J M SMUCKER CO CMN	P	2012-10-01	2013-02-08
9 SHS J M SMUCKER CO CMN	P	2012-09-28	2013-02-08
7 SHS J M SMUCKER CO CMN	P	2012-10-03	2013-02-08
17 SHS J M SMUCKER CO CMN	P	2012-10-08	2013-02-08
36 SHS CME GROUP INC CMN CLASS A	P	2012-08-06	2013-02-08
12 SHS CME GROUP INC CMN CLASS A	P	2012-08-03	2013-02-08
23 SHS CME GROUP INC CMN CLASS A	P	2012-08-07	2013-02-08
22 SHS CME GROUP INC CMN CLASS A	P	2012-08-13	2013-02-08
12 SHS CME GROUP INC CMN CLASS A	P	2012-08-10	2013-02-08
81 SHS CME GROUP INC CMN CLASS A	P	2012-08-09	2013-02-08
26 SHS CME GROUP INC CMN CLASS A	P	2012-08-15	2013-02-08
24 SHS CME GROUP INC CMN CLASS A	P	2012-08-14	2013-02-08
31 SHS CME GROUP INC CMN CLASS A	P	2012-12-17	2013-02-08
100 SHS CME GROUP INC CMN CLASS A	P	2012-12-18	2013-02-08
108 SHS TIME WARNER INC CMN	P	2012-08-01	2013-02-08
50 SHS TIME WARNER INC CMN	P	2012-08-13	2013-02-08
180 SHS AMERICAN INTL GROUP, INC CMN	P	2013-01-25	2013-02-08
47 SHS CIT GROUP INC CMN CLASS	P	2012-10-23	2013-02-08
61 SHS CIT GROUP INC CMN CLASS	P	2012-10-24	2013-02-08
196 SHS AMERICAN EXPRESS CO CMN	P	2012-02-16	2013-02-08



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
92 SHS ELECTRONIC ARTS CMN	P	2012-03-14	2013-02-08
36 SHS MC DONALDS CORP CMN	P	2012-08-22	2013-02-08
50 SHS PEPSICO INC CMN	P	2012-04-13	2013-02-08
71 SHS MC DONALDS CORP CMN	P	2012-08-08	2013-02-08
71 SHS MC DONALDS CORP CMN	P	2012-08-13	2013-02-08
32 SHS MC DONALDS CORP CMN	P	2012-12-17	2013-02-08
36 SHS MC DONALDS CORP CMN	P	2012-12-18	2013-02-08
25 SHS PEPSICO INC CMN	P	2012-04-17	2013-02-08
7 SHS PEPSICO INC CMN	P	2012-07-27	2013-02-08
95 SHS PEPSICO INC CMN	P	2012-04-12	2013-02-08
22 SHS PEPSICO INC CMN	P	2012-04-18	2013-02-08
39 SHS PEPSICO INC CMN	P	2012-07-30	2013-02-08
24 SHS PEPSICO INC CMN	P	2012-08-01	2013-02-08
23 SHS PEPSICO INC CMN	P	2012-07-31	2013-02-08
47 SHS PEPSICO INC CMN	P	2012-08-03	2013-02-08
25 SHS ECOLAB INC CMN	P	2012-03-14	2013-02-08
11 SHS ECOLAB INC CMN	P	2012-08-06	2013-02-08
13 SHS ECOLAB INC CMN	P	2012-08-03	2013-02-08
15 SHS ECOLAB INC CMN	P	2012-08-09	2013-02-08
32 SHS E I DU PONT DE NEMOURS AND CO CMN	P	2012-12-18	2013-02-08
65 SHS MARSH & MCLENNAN CO INC CMN	P	2012-08-13	2013-02-08
20 SHS E I DU PONT DE NEMOURS AND CO CMN	P	2012-03-14	2013-02-08
30 SHS E I DU PONT DE NEMOURS AND CO CMN	P	2012-12-17	2013-02-08
488 SHS MARSH & MCLENNAN CO INC CMN	P	2012-03-14	2013-02-08
74 SHS ORACLE CORPORATION CMN	P	2012-03-14	2013-02-08
105 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2012-06-27	2013-02-08
86 SHS BOEING COMPANY CMN	P	2012-11-07	2013-02-08
17 SHS APPLE, INC CMN	P	2012-10-05	2013-02-08
11 SHS APPLE, INC CMN	P	2012-11-09	2013-02-08
73 SHS UNITED TECHNOLOGIES CORP CMN	P	2012-03-14	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
75 SHS UNITED TECHNOLOGIES CORP CMN	P	2012-03-13	2013-02-08
502 SHS KOHL'S CORP (WISCONSIN) CMN	P	2012-05-18	2013-02-08
114 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2012-04-12	2013-02-08
15 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2012-10-15	2013-02-08
63 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2012-05-15	2013-02-08
53 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2012-06-07	2013-02-08
20 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2012-10-26	2013-02-08
4 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2012-09-27	2013-02-08
22 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2012-10-25	2013-02-08
56 SHS CAPITAL ONE FINANCIAL CORP CMN	P	2013-01-18	2013-02-08
123 SHS NATIONAL OILWELL VARCO, INC COMMON STOCK CMN	P	2012-05-18	2013-02-08
25 SHS CVS HEALTH CORP CMN	P	2013-01-14	2013-02-08
103 SHS CVS HEALTH CORP CMN	P	2013-01-11	2013-02-08
89 SHS CVS HEALTH CORP CMN	P	2013-01-10	2013-02-08
11 SHS CVS HEALTH CORP CMN	P	2013-01-16	2013-02-08
72 SHS CVS HEALTH CORP CMN	P	2013-01-31	2013-02-08
25 SHS CVS HEALTH CORP CMN	P	2013-01-18	2013-02-08
60 SHS WASTE CONNECTIONS INC CMN	P	2013-01-25	2013-02-08
70 SHS CVS HEALTH CORP CMN	P	2013-02-07	2013-02-08
60 SHS WASTE CONNECTIONS INC CMN	P	2013-02-06	2013-02-08
75 SHS AGCO CORP CMN	P	2013-01-25	2013-02-11
48 SHS AGCO CORP CMN	P	2013-01-29	2013-02-11
50 SHS AGCO CORP CMN	P	2013-01-30	2013-02-11
27 SHS AGCO CORP CMN	P	2013-01-31	2013-02-11
96 SHS AGCO CORP CMN	P	2013-02-04	2013-02-11
16 SHS AGCO CORP CMN	P	2013-02-08	2013-02-11
7 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-15	2013-01-10
16 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-13	2013-01-10
14 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-15	2013-01-11
23 SHS DEERE & COMPANY CMN	P	2011-09-15	2013-01-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
61 SHS INGREDION INC CMN	P	2011-09-13	2013-01-25
59 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-15	2013-01-25
16 SHS DEERE & COMPANY CMN	P	2011-09-13	2013-01-25
21 SHS DEERE & COMPANY CMN	P	2011-09-15	2013-01-28
23 SHS DEERE & COMPANY CMN	P	2011-11-03	2013-01-30
42 SHS DEERE & COMPANY CMN	P	2011-09-15	2013-01-30
21 SHS DEERE & COMPANY CMN	P	2011-11-03	2013-01-31
35 SHS DEERE & COMPANY CMN	P	2011-11-03	2013-02-01
53 SHS INGREDION INC CMN	P	2011-09-13	2013-02-04
55 SHS INGERSOLL-RAND PLC CMN	P	2011-09-13	2013-02-08
368 SHS INGERSOLL-RAND PLC CMN	P	2011-09-15	2013-02-08
7 SHS CENTURYLINK INC CMN	P	2011-09-13	2013-02-08
231 SHS CENTURYLINK INC CMN	P	2011-09-15	2013-02-08
187 SHS CENTURYLINK INC CMN	P	2011-10-03	2013-02-08
17 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-01-25	2013-02-08
41 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-03-01	2013-02-08
185 SHS CENTURYLINK INC CMN	P	2011-11-08	2013-02-08
64 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-02-01	2013-02-08
49 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-07-11	2013-02-08
58 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-09-15	2013-02-08
108 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-03-21	2013-02-08
28 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-07-18	2013-02-08
69 SHS BLACKROCK, INC CMN	P	2011-09-15	2013-02-08
36 SHS BLACKROCK, INC CMN	P	2011-09-13	2013-02-08
42 SHS EXXON MOBIL CORPORATION CMN	P	2011-09-13	2013-02-08
142 SHS VECTREN CORP CMN	P	2011-11-09	2013-02-08
326 SHS EXXON MOBIL CORPORATION CMN	P	2011-09-15	2013-02-08
235 SHS VECTREN CORP CMN	P	2011-11-10	2013-02-08
140 SHS UNITEDHEALTH GROUP INCORPORATE CMN	P	2011-09-13	2013-02-08
23 SHS VECTREN CORP CMN	P	2011-11-11	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
192 SHS WABTEC CORP CMN	P	2011-09-15	2013-02-08
300 SHS UNITEDHEALTH GROUP INCORPORATE CMN	P	2011-09-15	2013-02-08
150 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-15	2013-02-08
171 SHS DAVITA HEALTHCARE PARTNERS INC CMN	P	2011-09-15	2013-02-08
520 SHS ENDO HEALTH SOLUTIONS INC CMN	P	2011-09-15	2013-02-08
223 SHS ENDO HEALTH SOLUTIONS INC CMN	P	2011-09-13	2013-02-08
92 SHS ROCKWELL COLLINS, INC CMN	P	2011-09-13	2013-02-08
77 SHS DAVITA HEALTHCARE PARTNERS INC CMN	P	2011-09-13	2013-02-08
185 SHS ROCKWELL COLLINS, INC CMN	P	2011-09-15	2013-02-08
157 SHS AETNA INC CMN	P	2011-09-13	2013-02-08
370 SHS AETNA INC CMN	P	2011-09-15	2013-02-08
696 SHS COMCAST CORPORATION CMN CLASS A NON VOTING	P	2011-09-15	2013-02-08
119 SHS FIDELITY NATL INFO SVCS INC CMN	P	2011-09-13	2013-02-08
246 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-09-15	2013-02-08
273 SHS FIDELITY NATL INFO SVCS INC CMN	P	2011-09-15	2013-02-08
134 SHS TD AMERITRADE HOLDING CORP CMN	P	2011-09-13	2013-02-08
688 SHS TD AMERITRADE HOLDING CORP CMN	P	2011-09-15	2013-02-08
32 SHS CAMERON INTERNATIONAL CORP CMN	P	2011-03-07	2013-02-08
76 SHS CAMERON INTERNATIONAL CORP CMN	P	2011-09-13	2013-02-08
86 SHS CAMERON INTERNATIONAL CORP CMN	P	2011-06-15	2013-02-08
110 SHS CAMERON INTERNATIONAL CORP CMN	P	2011-09-15	2013-02-08
41 SHS CAMERON INTERNATIONAL CORP CMN	P	2011-06-17	2013-02-08
260 SHS DANA HOLDING CORPORATION CMN	P	2011-09-13	2013-02-08
194 SHS VISA INC CMN CLASS A	P	2011-09-15	2013-02-08
586 SHS DANA HOLDING CORPORATION CMN	P	2011-09-15	2013-02-08
288 SHS TIME WARNER INC CMN	P	2011-09-15	2013-02-08
140 SHS TIME WARNER INC CMN	P	2011-09-13	2013-02-08
197 SHS CIT GROUP INC CMN CLASS	P	2011-09-15	2013-02-08
63 SHS CIT GROUP INC CMN CLASS	P	2011-09-13	2013-02-08
144 SHS CIT GROUP INC CMN CLASS	P	2011-11-03	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
87 SHS VISTEON CORPORATION CMN	P	2011-09-13	2013-02-08
190 SHS VISTEON CORPORATION CMN	P	2011-09-15	2013-02-08
15 SHS INGREDION INC CMN	P	2011-09-13	2013-02-08
311 SHS INGREDION INC CMN	P	2011-09-15	2013-02-08
287 SHS ABBVIE INC CMN	P	2011-09-15	2013-02-08
205 SHS AMERICAN EXPRESS CO CMN	P	2011-09-13	2013-02-08
123 SHS ABBVIE INC CMN	P	2011-09-13	2013-02-08
144 SHS ABBVIE INC CMN	P	2012-02-01	2013-02-08
13 SHS AMERICAN EXPRESS CO CMN	P	2011-08-09	2013-02-08
123 SHS ABBOTT LABORATORIES CMN	P	2011-09-13	2013-02-08
49 SHS GENUINE PARTS CO CMN	P	2011-09-13	2013-02-08
472 SHS WISCONSIN ENERGY CORP(HLDG CO ) CMN	P	2011-09-15	2013-02-08
144 SHS ABBOTT LABORATORIES CMN	P	2012-02-01	2013-02-08
287 SHS ABBOTT LABORATORIES CMN	P	2011-09-15	2013-02-08
315 SHS GENUINE PARTS CO CMN	P	2011-09-15	2013-02-08
448 SHS ELECTRONIC ARTS CMN	P	2011-09-15	2013-02-08
199 SHS ELECTRONIC ARTS CMN	P	2011-09-13	2013-02-08
52 SHS WISCONSIN ENERGY CORP(HLDG CO ) CMN	P	2011-09-13	2013-02-08
90 SHS TJX COMPANIES INC (NEW) CMN	P	2011-09-13	2013-02-08
492 SHS TJX COMPANIES INC (NEW) CMN	P	2011-09-15	2013-02-08
131 SHS ECOLAB INC CMN	P	2011-09-15	2013-02-08
57 SHS ECOLAB INC CMN	P	2011-09-13	2013-02-08
109 SHS E I DU PONT DE NEMOURS AND CO CMN	P	2011-09-13	2013-02-08
388 SHS MASCO CORPORATION CMN	P	2011-09-13	2013-02-08
925 SHS MASCO CORPORATION CMN	P	2011-09-15	2013-02-08
235 SHS E I DU PONT DE NEMOURS AND CO CMN	P	2011-09-15	2013-02-08
266 SHS INTL GAME TECHNOLOGY CMN	P	2011-09-13	2013-02-08
620 SHS INTL GAME TECHNOLOGY CMN	P	2011-09-15	2013-02-08
279 SHS MICROSOFT CORPORATION CMN	P	2011-02-18	2013-02-08
28 SHS MICROSOFT CORPORATION CMN	P	2009-01-26	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
175 SHS MICROSOFT CORPORATION CMN	P	2011-04-27	2013-02-08
457 SHS MICROSOFT CORPORATION CMN	P	2011-09-13	2013-02-08
145 SHS MICROSOFT CORPORATION CMN	P	2010-05-27	2013-02-08
112 SHS MICROSOFT CORPORATION CMN	P	2009-04-24	2013-02-08
79 SHS ORACLE CORPORATION CMN	P	2009-05-18	2013-02-08
439 SHS ORACLE CORPORATION CMN	P	2011-09-13	2013-02-08
377 SHS MICROSOFT CORPORATION CMN	P	2011-09-15	2013-02-08
256 SHS ORACLE CORPORATION CMN	P	2009-10-12	2013-02-08
683 SHS STAPLES, INC CMN	P	2011-09-13	2013-02-08
233 SHS STAPLES, INC CMN	P	2011-09-15	2013-02-08
172 SHS STAPLES, INC CMN	P	2010-10-26	2013-02-08
3 SHS STAPLES, INC CMN	P	2010-10-07	2013-02-08
91 SHS STAPLES, INC CMN	P	2011-03-03	2013-02-08
72 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2011-09-15	2013-02-08
443 SHS TEXAS INSTRUMENTS INC CMN	P	2011-09-13	2013-02-08
33 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2011-04-01	2013-02-08
2 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2011-09-13	2013-02-08
17 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2009-12-23	2013-02-08
33 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2010-05-03	2013-02-08
44 SHS BOEING COMPANY CMN	P	2010-05-24	2013-02-08
217 SHS BOEING COMPANY CMN	P	2011-09-15	2013-02-08
34 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2010-05-27	2013-02-08
345 SHS TEXAS INSTRUMENTS INC CMN	P	2011-09-15	2013-02-08
54 SHS BOEING COMPANY CMN	P	2011-01-27	2013-02-08
214 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2011-09-13	2013-02-08
19 SHS APPLE, INC CMN	P	2009-08-07	2013-02-08
38 SHS APPLE, INC CMN	P	2011-09-13	2013-02-08
36 SHS PRAXAIR, INC CMN SERIES	P	2011-02-23	2013-02-08
187 SHS PRAXAIR, INC CMN SERIES	P	2011-09-13	2013-02-08
15 SHS PRAXAIR, INC CMN SERIES	P	2011-02-07	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
40 SHS PRAXAIR, INC CMN SERIES	P	2011-09-15	2013-02-08
67 SHS ROCK-TENN CO CL A CMN CLASS A	P	2011-09-13	2013-02-08
172 SHS ROCK-TENN CO CL A CMN CLASS A	P	2011-09-15	2013-02-08
82 SHS NATIONAL OILWELL VARCO, INC COMMON STOCK CMN	P	2011-09-13	2013-02-08
157 SHS NATIONAL OILWELL VARCO, INC COMMON STOCK CMN	P	2011-09-15	2013-02-08
36 SHS VENTAS, INC CMN	P	2011-09-13	2013-02-08
143 SHS VENTAS, INC CMN	P	2011-09-15	2013-02-08
2000 SHS ISHARES RUSSELL 3000 ETF	P	2013-02-08	2013-05-16
3900 SHS ISHARES RUSSELL 3000 ETF	P	2013-02-08	2013-09-18
2400 SHS ISHARES MSCI EAFE ETF	P	2009-01-23	2013-05-16
1220 SHS ISHARES MSCI EAFE ETF	P	2009-01-23	2013-09-18
3530 SHS ISHARES MSCI EAFE ETF	P	2010-10-04	2013-09-18
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,322		6,064	1,258
1,250		1,257	-7
5,984		4,920	1,064
2,107		2,110	-3
1,496		1,244	252
5,858		5,899	-41
157		130	27
5,511		5,176	335
406		334	72
3,926		3,198	728
2,302		1,896	406
2,617		2,154	463
1,399		1,232	167
1,489		1,222	267
4,603		3,777	826
1,128		993	135
1,895		1,653	242
1,354		1,189	165
1,218		1,070	148
1,625		1,396	229
1,354		1,159	195
948		801	147
406		347	59
968		883	85
898		966	-68
1,308		1,059	249
712		613	99
712		615	97
712		613	99
623		546	77



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
712		633	79
801		690	111
623		551	72
1,513		1,417	96
534		512	22
623		586	37
267		252	15
712		695	17
623		613	10
623		603	20
445		435	10
801		774	27
623		610	13
1,513		1,455	58
2,060		1,869	191
687		612	75
1,316		1,221	95
1,259		1,174	85
687		641	46
4,634		4,326	308
1,487		1,371	116
1,373		1,269	104
1,773		1,594	179
5,721		5,209	512
5,682		4,293	1,389
2,630		2,128	502
7,007		6,570	437
2,017		1,734	283
2,617		2,285	332
12,085		10,361	1,724

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,604		1,571	33
3,420		3,185	235
3,625		3,267	358
6,745		6,208	537
6,745		6,242	503
3,040		2,869	171
3,420		3,259	161
1,812		1,660	152
507		507	0
6,887		6,213	674
1,595		1,457	138
2,827		2,837	-10
1,740		1,741	-1
1,667		1,672	-5
3,407		3,419	-12
1,858		1,502	356
817		711	106
966		838	128
1,115		966	149
1,518		1,435	83
2,372		2,201	171
949		1,057	-108
1,423		1,334	89
17,812		16,061	1,751
2,581		2,221	360
9,281		8,442	839
6,580		6,038	542
8,114		11,177	-3,063
5,250		6,023	-773
6,568		6,306	262

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,748		6,435	313
23,152		23,786	-634
6,515		6,213	302
857		862	-5
3,600		3,236	364
3,029		2,736	293
1,143		1,197	-54
229		224	5
1,257		1,320	-63
3,200		3,181	19
8,493		7,934	559
1,281		1,290	-9
5,276		5,278	-2
4,559		4,554	5
563		570	-7
3,688		3,690	-2
1,281		1,300	-19
2,143		2,097	46
3,585		3,576	9
2,143		2,141	2
4,069		4,013	56
2,604		2,594	10
2,712		2,691	21
1,465		1,439	26
5,208		5,030	178
868		869	-1
611		579	32
1,397		1,307	90
1,209		1,158	51
2,153		1,813	340

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,270		2,708	1,562
5,219		4,878	341
1,498		1,234	264
1,966		1,656	310
2,188		1,742	446
3,995		3,311	684
1,978		1,591	387
3,325		2,651	674
3,392		2,353	1,039
2,930		1,793	1,137
19,607		12,513	7,094
289		243	46
9,549		7,976	1,573
7,730		6,049	1,681
1,027		1,445	-418
2,476		3,709	-1,233
7,648		6,952	696
3,865		5,716	-1,851
2,959		3,872	-913
3,503		3,813	-310
6,522		10,016	-3,494
1,691		2,229	-538
16,427		10,939	5,488
8,571		5,504	3,067
3,711		3,019	692
4,582		4,090	492
28,808		24,065	4,743
7,583		6,800	783
8,107		6,684	1,423
742		676	66

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,523		11,672	6,851
17,373		15,093	2,280
13,584		12,402	1,182
20,332		12,586	7,746
15,568		15,887	-319
6,676		6,654	22
5,563		4,483	1,080
9,155		5,524	3,631
11,187		9,604	1,583
7,950		6,327	1,623
18,736		15,233	3,503
25,940		15,493	10,447
4,465		3,048	1,417
16,349		11,050	5,299
10,243		7,084	3,159
2,635		1,905	730
13,527		10,237	3,290
2,093		1,985	108
4,971		3,864	1,107
5,625		3,902	1,723
7,195		5,769	1,426
2,682		1,892	790
4,342		3,167	1,175
30,543		17,502	13,041
9,786		7,542	2,244
15,151		8,934	6,217
7,365		4,137	3,228
8,453		6,694	1,759
2,703		2,059	644
6,179		5,105	1,074

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,924		4,022	902
10,754		9,109	1,645
979		666	313
20,289		14,353	5,936
10,360		7,643	2,717
12,640		9,829	2,811
4,440		3,241	1,199
5,198		4,069	1,129
802		581	221
4,226		2,989	1,237
3,419		2,622	797
18,889		14,953	3,936
4,948		3,752	1,196
9,862		7,048	2,814
21,977		17,163	4,814
7,813		10,282	-2,469
3,470		4,412	-942
2,081		1,607	474
4,110		2,373	1,737
22,471		13,658	8,813
9,733		7,220	2,513
4,235		3,071	1,164
5,171		4,885	286
6,896		3,011	3,885
16,440		7,354	9,086
11,148		10,925	223
4,458		3,889	569
10,391		9,436	955
7,680		7,542	138
771		498	273

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,817		4,598	219
12,579		11,951	628
3,991		3,792	199
3,083		2,272	811
2,755		1,490	1,265
15,309		12,136	3,173
10,377		10,175	202
8,927		5,312	3,615
8,889		9,644	-755
3,032		3,486	-454
2,239		3,551	-1,312
39		62	-23
1,184		1,910	-726
6,364		6,055	309
15,084		11,841	3,243
2,917		3,484	-567
177		162	15
1,503		1,393	110
2,917		2,979	-62
3,366		2,817	549
16,602		13,982	2,620
3,005		2,774	231
11,747		9,581	2,166
4,131		3,820	311
15,943		11,133	4,810
9,069		3,162	5,907
18,138		14,675	3,463
4,017		3,503	514
20,864		17,937	2,927
1,674		1,429	245

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,463		3,989	474
5,523		3,652	1,871
14,178		9,411	4,767
5,662		5,272	390
10,841		10,356	485
2,421		1,838	583
9,616		7,447	2,169
197,000		180,701	16,299
401,162		352,367	48,795
150,477		89,640	60,837
78,261		45,567	32,694
226,444		193,338	33,106
3,274			3,274



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,258
			-7
			1,064
			-3
			252
			-41
			27
			335
			72
			728
			406
			463
			167
			267
			826
			135
			242
			165
			148
			229
			195
			147
			59
			85
			-68
			249
			99
			97
			99
			77

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			79
			111
			72
			96
			22
			37
			15
			17
			10
			20
			10
			27
			13
			58
			191
			75
			95
			85
			46
			308
			116
			104
			179
			512
			1,389
			502
			437
			283
			332
			1,724

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33
			235
			358
			537
			503
			171
			161
			152
			0
			674
			138
			-10
			-1
			-5
			-12
			356
			106
			128
			149
			83
			171
			-108
			89
			1,751
			360
			839
			542
			-3,063
			-773
			262

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			313
			-634
			302
			-5
			364
			293
			-54
			5
			-63
			19
			559
			-9
			-2
			5
			-7
			-2
			-19
			46
			9
			2
			56
			10
			21
			26
			178
			-1
			32
			90
			51
			340

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,562
			341
			264
			310
			446
			684
			387
			674
			1,039
			1,137
			7,094
			46
			1,573
			1,681
			-418
			-1,233
			696
			-1,851
			-913
			-310
			-3,494
			-538
			5,488
			3,067
			692
			492
			4,743
			783
			1,423
			66

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,851
			2,280
			1,182
			7,746
			-319
			22
			1,080
			3,631
			1,583
			1,623
			3,503
			10,447
			1,417
			5,299
			3,159
			730
			3,290
			108
			1,107
			1,723
			1,426
			790
			1,175
			13,041
			2,244
			6,217
			3,228
			1,759
			644
			1,074

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			902
			1,645
			313
			5,936
			2,717
			2,811
			1,199
			1,129
			221
			1,237
			797
			3,936
			1,196
			2,814
			4,814
			-2,469
			-942
			474
			1,737
			8,813
			2,513
			1,164
			286
			3,885
			9,086
			223
			569
			955
			138
			273

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			219
			628
			199
			811
			1,265
			3,173
			202
			3,615
			-755
			-454
			-1,312
			-23
			-726
			309
			3,243
			-567
			15
			110
			-62
			549
			2,620
			231
			2,166
			311
			4,810
			5,907
			3,463
			514
			2,927
			245




Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			474
			1,871
			4,767
			390
			485
			583
			2,169
			16,299
			48,795
			60,837
			32,694
			33,106
			3,274

**Form 990PF Part XV Line 1a - 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).**

RICHARD BARTON
SARAH BARTON


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
12 AVE ARTS 1402 3RD AVE SUITE 200 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
A PLUS YOUTH PROGRAM 3815 S OTHELLO ST STE 100 PMB 134 SEATTLE,WA 98118	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
A PLUS YOUTH PROGRAM 3815 S OTHELLO ST STE 100 PMB 134 SEATTLE,WA 98118	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
AMERICAN FRIENDS OF WHISTLER 998 3RD AVE LOBBY LEVEL SEATTLE,WA 98103	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
AMERICAN FRIENDS OF WHISTLER 998 3RD AVE LOBBY LEVEL SEATTLE,WA 98103	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
ARCS PRIVATE MAIL BOX 429 4616 25TH AVENUE NE SEATTLE,WA 98105	N/A	PUBLIC	GENERAL AND UNRESTRICTED	7,500
ARCS PRIVATE MAIL BOX 429 4616 25TH AVENUE NE SEATTLE,WA 98105	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
BIG BROTHERS BIG SISTERS OF KING COUNTY 1600 SOUTH GRAHAM ST SEATTLE,WA 98108	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
BOSTON CHILDREN'S HOSPITAL 300 LONGWOOD AVE BOSTON,MA 02115	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
BOSTON CHILDREN'S HOSPITAL 300 LONGWOOD AVE BOSTON,MA 02115	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
BOYS & GIRLS CLUBS OF BELLEVUE 209 100TH AVE NE BELLEVUE,WA 98004	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
CITY YEAR SEATTLEKING COUNTY 2203 23RD AVENUE SOUTH SUITE 101 SEATTLE,WA 98144	N/A	PUBLIC	GENERAL AND UNRESTRICTED	12,500
CODEORG 1511 3RD AVE SUITE 301 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
COLLEGE ACCESS NOW 1700 21ST AVE S 201 SEATTLE,WA 98144	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
COLLIER SENIOR RESOURCES 4755 TAMIAMI TRAIL NORTH STE 140 NAPLES,FL 34103	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
<b>Total</b> . . . . .  <b>3a</b>				694,553


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
COMMON SENSE MEDIA 650 TOWNSEND STREET STE 435 SAN FRANCISCO,CA 94102	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
COPPER CANYON PRESS PO BOX 271 PORT TOWSEND,WA 98368	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
CROSSCUT 105 S MAIN STREET SUITE 330 SEATTLE,WA 98104	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
FRED HUTCHINSON CANCER RESEARCH CENTER MAIL STOP J5-200 PO BOX 19024 SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	90
FRED HUTCHINSON CANCER RESEARCH CENTER MAIL STOP J5-200 PO BOX 19024 SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	3,750
FRIENDS OF THE CHILDREN PO BOX 22801 SEATTLE,WA 98122	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
GRASSROOT SOCCER PO BOX 712 NORWICH,VT 05055	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
HABITAT FOR HUMANITY 270 PEACHTREE STREET NW SUITE 1300 ATLANTA,GA 30303	N/A	PUBLIC	GENERAL AND UNRESTRICTED	250
HENRY ART GALLERY U OF W BOX 351410 SEATTLE,WA 981951410	N/A	PUBLIC	GENERAL AND UNRESTRICTED	50,000
HENRY ART GALLERY U OF W BOX 351410 SEATTLE,WA 981951410	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
JOE MARTIN ALS FOUNDATION 100 N TRYON ST STE 3420 CHARLOTTE,NC 28202	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
KENILWORTH UNION CHURCH 211 KENILWORTH AVE KENILWORTH,IL 60043	N/A	PUBLIC	GENERAL AND UNRESTRICTED	100
KINDERING 16120 NE 8TH ST BELLEVUE,WA 98008	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
KINDERING 16120 NE 8TH ST BELLEVUE,WA 98008	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
KPLU PO BOX 34820 SEATTLE,WA 98124	N/A	PUBLIC	GENERAL AND UNRESTRICTED	250
<b>Total . . . . . ▶ 3a</b>				694,553


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
LAKESIDE SCHOOL 14050 1ST AVENUE NE SEATTLE,WA 981253099	N/A	PUBLIC	GENERAL AND UNRESTRICTED	20,000
LAKESIDE SCHOOL 14050 1ST AVENUE NE SEATTLE,WA 981253099	N/A	PUBLIC	GENERAL AND UNRESTRICTED	15,001
LEV FOUNDATION 2734 WESTLAKE AVE N SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
LEV FOUNDATION 2734 WESTLAKE AVE N SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
MAX CURE FOUNDATION 633 3RD AVE 28TH FLOOR NEWYORK,NY 10017	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
MEDIC ONE FOUNDATION 325 NINTH AVENUE MS 359747 SEATTLE,WA 98104	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
NEIGHBORCARE HEALTH 1537 WESTERN AVE SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
NETWORK FOR GOOD 1140 CONNECTICUT AVE NW STE 700 WASHINGTON,DC 20036	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
RAINIER SCHOLARS 2099 24TH AVENUE SOUTH SEATTLE,WA 981444645	N/A	PUBLIC	GENERAL AND UNRESTRICTED	12,500
RAINIER SCHOLARS 2099 24TH AVENUE SOUTH SEATTLE,WA 981444645	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
RECOVERY CAFE PO BOX 2441 SEATTLE,WA 98111	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
RECOVERY CAFE PO BOX 2441 SEATTLE,WA 98111	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
RESURGE INTERNATIONAL 145 N WOLFE ROAD SUNNYVALE,CA 94086	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
SEATTLE ART MUSEUM 1300 FIRST AVENUE SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,500
SKYSTONE FOUNDATION - RODEN CRATER PROJECT PO BOX 220 FLAGSTAFF,AZ 86002	N/A	PUBLIC	GENERAL AND UNRESTRICTED	75,000
<b>Total . . . . .</b>  <b>3a</b>				694,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
STAND FOR CHILDREN LEADERSHIP CENTER 3240 EASTLAKE AVE E STE 100 SEATTLE,WA 98102	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
STOLEN YOUTH PO BOX 296 SEATTLE,WA 98111	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
SUMMER SEARCH NATIONAL OFFICE 500 SANSOME STREET ST 350 SAN FRANCISCO,CA 94111	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
SUMMER SEARCH 1109 FIRST AVE SUITE 205 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
SUMMER SEARCH 1109 FIRST AVE SUITE 205 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	55,000
TECH ACCESS - TAF 4436 RAINIER AVE SOUTH SUITE B SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
THE IF PROJECT PO BOX 456 SEATTLE POLICE FOUNDATIO SEATTLE,WA 98111	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
THE SEATTLE FOUNDATION 1200 FIFTH AVENUE SUITE 1300 SEATTLE,WA 98101	N/A	PUBLIC	CREATIVE ADVANTAGE FUND	25,000
TOWN HALL ASSOCIATION 1119 8TH AVE SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
UW MEDICINE ADVANCEMENT BOX 358045 UNIVERSITY OF WASHINGTON SEATTLE,WA 981059550	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
UW MEDICINE ADVANCEMENT BOX 358045 UNIVERSITY OF WASHINGTON SEATTLE,WA 981059550	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
VITTANA FOUNDATION 617 EASTLAKE AVE E SUITE 210 SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	523
VITTANA FOUNDATION 617 EASTLAKE AVE E SUITE 210 SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	50,000
WILLIAMS COLLEGE - CENTER FOR DEVELOPMENT ECONOMICS 75 PARK STREET WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL AND UNRESTRICTED	100,000
WILLIAMS COLLEGE - CENTER FOR DEVELOPMENT ECONOMICS 75 PARK STREET WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL AND UNRESTRICTED	589
<b>Total</b> . . . . .  <b>3a</b>				694,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YEAR UP PUGET SOUND 2607 2ND AVENUE SEATTLE,WA 98121	N/A	PUBLIC	GENERAL AND UNRESTRICTED	33,000
<b>Total . . . . .</b>  <b>3a</b>				694,553

**TY 2013 Accounting Fees Schedule****Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	2,802	1,401		1,401



**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** BARTON FAMILY FOUNDATION  
C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GS BROKERAGE	1,879,794	1,985,177
GS AVC	0	0

# **TY 2013 Investments Government Obligations Schedule**

**Name:** BARTON FAMILY FOUNDATION  
C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

<b>US Government Securities - End of Year Book Value:</b>	803,100
---------------------------------------------------------------	---------

<b>US Government Securities - End of Year Fair Market Value:</b>	790,738
----------------------------------------------------------------------	---------

<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
----------------------------------------------------------------------------------	---

<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0
-----------------------------------------------------------------------------------------	---

TY 2013 Other Decreases Schedule

**Name:** BARTON FAMILY FOUNDATION  
C/O PETERSON SULLIVAN LLP  
**EIN:** 91-6563332

Description	Amount
INVESTMENT INCOME BOOK TAX DIFFERENCE	200

**TY 2013 Other Expenses Schedule****Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	10,000	0		10,000
MISCELLANEOUS EXPENSE	20	0		20
TRANSACTION FEES	15	0		15
WA STATE LICENSE RENEWAL	250	0		250

TY 2013 Other Professional Fees Schedule

**Name:** BARTON FAMILY FOUNDATION  
C/O PETERSON SULLIVAN LLP  
**EIN:** 91-6563332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT SERVICES	5,872	5,872		0

**TY 2013 Taxes Schedule****Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,972	2,972		0
EXCISE TAX	2,325	0		0