Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: WHEELER FOUNDATION

A Employer identification number: 93-0553801

Number and street (or P O box number if mail is not delivered to street address): 900 WASHINGTON STREET, SUITE 900

Room/suite:

B Telephone number (see instructions): 360-693-7442

City or town, state or province, country, and ZIP or foreign postal code: VANCOUVER, WA 98660

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 [ ] 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)* ▶ $ 16,510,904.

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) (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)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	449,688.	445,673.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	307,528.			
b	Gross sales price for all assets on line 6a 3,962,480.				
7	Capital gain net income (from Part IV, line 2)		307,528.		
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)	6,805.	6,805.		STMT 5
12	**Total** Add lines 1 through 11	764,021.	760,006.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	75,363.	18,841.		56,522.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 6	1,610.	161.	NONE	1,449.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 7	11,719.	9,375.		2,344.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 8	29,178.	5,869.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses** Add lines 13 through 23	117,870.	34,246.	NONE	60,315.
25	Contributions, gifts, grants paid	792,151.			792,151.
26	Total expenses and disbursements Add lines 24 and 25	910,021.	34,246.	NONE	852,466.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-146,000.			
b	**Net investment income** (if negative, enter -0-)		725,760.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	927,706.	668,383.	668,383.
	3	Accounts receivable ▶ 28,388.			
		Less: allowance for doubtful accounts ▶		28,388.	28,388.
	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			
	10 a	Investments - U S. and state government obligations (attach schedule)		NONE	
	b	Investments - corporate stock (attach schedule)	8,794,214.	9,124,925.	11,371,448.
	c	Investments - corporate bonds (attach schedule)	4,778,659.	4,479,701.	4,442,685.
	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	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,500,579.	14,301,397.	16,510,904.
Liabilities	17	Accounts payable and accrued expenses	12,663.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	12,663.	NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	14,487,916.	14,301,397.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	14,487,916.	14,301,397.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,500,579.	14,301,397.	

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	14,487,916.
2	Enter amount from Part I, line 27a	2	-146,000.
3	Other increases not included in line 2 (itemize) ▶ ADJ FOR TRANSACTIONS POSTED IN 2013 TAXABLE IN 201	3	45,604.
4	Add lines 1, 2, and 3	4	14,387,520.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	86,123.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,301,397.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,962,480.		3,654,952.	307,528.
b				
c				
d				
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				307,528.
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** 307,528.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	812,493.	15,475,019.	0.052504
2011	748,086.	15,318,002.	0.048837
2010	714,632.	14,764,524.	0.048402
2009	645,702.	13,158,614.	0.049071
2008	866,989.	15,683,004.	0.055282

2	**Total** of line 1, column (d)	2	0.254096
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	0.050819
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,058,362.
5	Multiply line 4 by line 3	5	816,070.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,258.
7	Add lines 5 and 6	7	823,328.
8	Enter qualifying distributions from Part XII, line 4	8	852,466.

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 ▶ [X] and enter 1% of Part I, line 27b	1	7,258.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	7,258.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,258.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . 6a 23,172.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c NONE		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments. Add lines 6a through 6d	7	23,172.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	15,914.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 7,260. **Refunded** ▶	11	8,654.

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. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OR			
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 ▶ Riverview Asset Management Corp Telephone no ▶ (360)693-7442

Located at ▶ 900 WASHINGTON ST, STE. 900, VANCOUVER, WA ZIP+4 ▶ 98660

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

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		75,363.		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,302,906.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	16,302,906.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	16,302,906.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,544.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,058,362.
6	**Minimum investment return.** Enter 5% of line 5	6	802,918.

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	802,918.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,258.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,258.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	795,660.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	795,660.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	795,660.

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	852,466.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	852,466.
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	7,258.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	845,208.

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				795,660.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ...... 60,427.				
b	From 2009 ...... NONE				
c	From 2010 ...... NONE				
d	From 2011 ...... NONE				
e	From 2012 ...... 85,086.				
f	**Total** of lines 3a through e	145,513.			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 852,466.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				795,660.
e	Remaining amount distributed out of corpus	56,806.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	202,319.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	60,427.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	141,892.			
10	Analysis of line 9				
a	Excess from 2009 ... NONE				
b	Excess from 2010 ... NONE				
c	Excess from 2011 ... NONE				
d	Excess from 2012 ... 85,086.				
e	Excess from 2013 ... 56,806.				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ ☐ 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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED (STMT 11)				792,151.
Total . . . . ▶ 3a				792,151.
b *Approved for future payment*				
SEE ATTACHED				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	449,688.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	307,528.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b THE BLACKSTONE GRO			14	2,684.	
c ENTERPRISE PRODUCT			14	1,202.	
d KKR & CO. LP			14	2,919.	
e					
12 Subtotal. Add columns (b), (d), and (e)				764,021.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 764,021.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] — Date: 05/09/2014 — Title: DIRECTOR

WHEELER FOUNDATION

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GORDON POWERS	[signature]	05/09/2014		P00260194

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 200 CLARENDON STREET BOSTON, MA 02116 — Phone no 617-587-9019

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: WHEELER FOUNDATION

Employer identification number: 93-0553801

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	2,433,772.	2,417,381.		16,391.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	681.	384.		297.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	16,688.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	977,179.	861,070.		116,109.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	293,943.	273,407.		20,536.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	136,408.	102,710.		33,698.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	120,497.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	290,840.

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			16,688.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			290,840.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			30.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			307,528.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Riverview ASSET MANAGEMENT CORP

12/31/13 Form 990-PF
Balance Sheet - Part 1 of 2

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST (Book)	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
CASH		0.00	0 00	0.00		
TOTAL CASH		**$ 0.00**	**$ 0.00**	**$ 0.00**	**$ 0.00**	**0.00%**
CASH EQUIVALENTS						
TRUST INSURED MMA #001	250,000	250,000 00 1 00	250,000.00 1.00	0 00	500 00	0 20%
TRUST LIQUIDITY BANK FUND A	245,000	245,000 00 1.00	245,000 00 1 00	0.00	735 00	0 30%
TRUST LIQUIDITY BANK FUND B	139,478.55	139,478.55 1.00	139,478 55 1 00	0 00	278 00	0.20%
TRUST LIQUIDITY BANK FUND C		0 00 1.00	0.00 0 00	0.00		
TOTAL CASH EQUIVALENTS		**$ 634,478.55**	**$ 634,478.55**	**$ 0.00**	**$ 1,513.00**	**0.24%**
TOTAL CASH & EQUIVALENTS		**$ 634,478.55**	**$ 634,478.55**	**$ 0.00**	**$ 1,513.00**	**0.24%**

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
FIXED INCOME						
MUNICIPAL BONDS						
CALIFORNIA STATE GO GEN PURP/PUB IMP 6.875% DUE 11/01/2026 BUILD AMERICA BONDS - TAXABLE	30,000	35,466.00 118.22	30,885.07 102 95	4,580 93	2,062 00	5 82%
CHICAGO, IL BOARD OF ED GO 5 182% DUE 12/01/2021 BUILD AMERICA BONDS - TAXABLE	50,000	50,601 50 101 20	50,872 05 101 74	-270 55	2,591 00	5 12%
COOK COUNTY IL SCH DIST LTGO 5 70% DUE 12/1/25 CALLABLE 12/1/19 BUILD AMERICA BONDS - TAXABLE	50,000	51,797 50 103.60	50,971 48 101 94	826.02	2,850 00	5.50%
CROSWELL & LEXINGTON MI CMNTY SCHS 6 05% DUE 5/1/2029 CALLABLE 5/1/2019 BUILD AMERICA BONDS - TAXABLE	50,000	51,108.00 102.22	51,046.58 102.09	61.42	3,025.00	5.92%
DEARBORN MI SCH DIST FAC GO 7 30% DUE 5/1/2039 CALLABLE 5/1/2019 BUILD AMERICA BONDS - TAXABLE	50,000	51,314.00 102 63	52,820.96 105 64	-1,506.96	3,650.00	7.11%
MICHIGAN FIN AUTH REV 6 246% 9/1/23 SCH LOAN REVOLVING FUND TAXABLE BOND	30,000	33,143 10 110.48	30,576 65 101.92	2,566 45	1,873.00	5 65%
TOTAL MUNICIPAL BONDS		**$ 273,430 10**	**$ 267,172.79**	**$ 6,257.31**	**$ 16,051.00**	**5.87%**
CORPORATE BONDS						

Pg. 2/9

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CITIGROUP 5.000% DUE 04/15/2026 CALLABLE 04/15/2016 STEP UP NOTE STEPS TO 5.5% 4/15/16, 6 0% 4/15/26	100,000	100,795 00 100 80	100,000 00 100.00	795 00	5,000 00	4 96%
HEALTH CARE PPTY INVS INC NT 6 300% DUE 09/15/2016 CALLABLE AT MAKE WHOLE	25,000	28,152 75 112.61	25,333 42 101 33	2,819 33	1,575.00	5 59%
TOTAL CORPORATE BONDS		**$ 128,947.75**	**$ 125,333.42**	**$ 3,614.33**	**$ 6,575.00**	**5.10%**
MUTUAL FUNDS - FIXED TAXABLE						
DFA ONE-YEAR FIXED-INCOME I	85,757 44	884,159 21 10 31	885,016.78 10 32	-857 57	3,461.00	0 39%
FEDERATED TOTAL RETURN BOND FD INSTL	117,684 129	1,281,580.16 10.89	1,334,784 66 11 34	-53,204 50	46,882 00	3.66%
METWEST TOTAL RETURN BOND FD I	83,996.722	886,165.42 10.55	902,386 47 10.74	-16,221.05	17,333 00	1 96%
TEMPLETON GLOBAL BOND FUND ADV SHS	75,508.166	988,401 89 13.09	965,006.71 12.78	23,395 18	38,735 00	3.92%
TOTAL MUTUAL FUNDS - FIXED TAXABLE		**$ 4,040,306.68**	**$ 4,087,194.62**	**$ -46,887.94**	**$ 106,411.00**	**2.63%**
TOTAL FIXED INCOME		**$ 4,442,684.53**	**$ 4,479,700.83**	**$ -37,016.30**	**$ 129,037.00**	**2.90%**

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
EQUITIES						
COMMON STOCK						
APPLIED MATERIALS INC.	3,413	60,341 84 17.68	44,846.48 13.14	15,495.36	1,365.00	2.26%
ARCHER-DANIELS-MIDLAND	1,048	45,483.20 43.40	42,976 59 41.01	2,506.61	1,006 00	2 21%
AT&T INC	754	26,510 64 35.16	27,257 10 36 15	-746.46	1,387 00	5 23%
AUTOMATIC DATA PROCESSING	450	36,359 55 80 80	20,967 22 46 59	15,392.33	864.00	2.38%
BOSTON PROPERTIES INC.	432	43,359 84 100.37	44,391.11 102.76	-1,031.27	1,123 00	2 59%
BRINKER INTERNATIONAL, INC	687	31,835 58 46.34	21,743.48 31.65	10,092 10	659.00	2.07%
CATERPILLAR INC.	453	41,136.93 90.81	38,330 42 84 62	2,806.51	1,087.00	2 64%
CHEVRON CORP NEW	449	56,084 59 124.91	23,408 84 52.14	32,675.75	1,796.00	3 20%
CHUBB CORP	450	43,483.50 96.63	39,931.92 88.74	3,551.58	792 00	1.82%

pg. 4/9

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CISCO SYS INC	1,748	39,207.64 22.43	33,439 24 19.13	5,768 40	1,188.00	3.03%
CLOROX COMPANY	492	45,637.92 92.76	42,412 42 86 20	3,225.50	1,397.00	3 06%
DUKE ENERGY CORP NEW	516	35,609.16 69.01	31,300.46 60 66	4,308 70	1,609.00	4 52%
GENERAL ELECTRIC COMPANY	2,725	76,381.75 28.03	67,035.00 24.60	9,346.75	2,398.00	3 14%
GENERAL MILLS INC	681	33,988.71 49.91	34,000.49 49.93	-11 78	1,035.00	3.05%
HCP INC REIT	570	20,702.40 36.32	26,505 51 46 50	-5,803.11	1,197.00	5.78%
INTEL CORP	1,650	42,825.75 25.96	33,885.87 20 54	8,939 88	1,485.00	3.47%
INTERNATIONAL PAPER COMPANY	887	43,489.61 49.03	31,377.54 35.38	12,112.07	1,241.00	2.86%
JOHNSON & JOHNSON	675	61,823.25 91.59	33,367.04 49.43	28,456 21	1,782.00	2.88%
LILLY ELI & CO	890	45,390 00 51.00	35,608.81 40 01	9,781.19	1,744.00	3 84%

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
MARATHON OIL CORP	1,217	42,960.10 35 30	42,438.74 34 87	521.36	924.00	2.15%
NUCOR CORP.	513	27,383 94 53 38	21,068 86 41.07	6,315.08	759.00	2.77%
PEPSICO INC	540	44,787.60 82.94	35,659 32 66 04	9,128 28	1,225 00	2.74%
PFIZER INC	1,350	41,350.50 30 63	23,256 58 17.23	18,093 92	1,404.00	3 40%
PG&E CORP	890	35,849.20 40 28	38,329.41 43.07	-2,480.21	1,619 00	4.52%
SPECTRA ENERGY CORP COM	1,270	45,237.40 35.62	35,002 31 27 56	10,235.09	1,549.00	3 43%
STAPLES INC	2,896	46,017.44 15.89	41,036.32 14.17	4,981.12	1,390.00	3.02%
SYMANTEC CORP.	1,687	39,779.46 23.58	41,727.95 24 74	-1,948 49	1,012.00	2.54%
TIME WARNER INC. NEW	920	64,142 40 69.72	31,252 31 33 97	32,890 09	1,058.00	1.65%
VERIZON COMMUNICATIONS	1,065	52,334.10 49.14	43,963.09 41.28	8,371 01	2,257 00	4.31%

pg. 6/9

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TOTAL COMMON STOCK		**$ 1,269,494.00**	**$ 1,026,520.43**	**$ 242,973.57**	**$ 38,352.00**	**3.02%**
MUTUAL FUNDS - BALANCED						
FRANKLIN INCOME FUND CLASS A	71,447.898	172,903.91 2.42	112,887.68 1 58	60,016 23	9,145.00	5.29%
PIMCO ALL-ASSET ALL-AUTHORITY FUND	78,400 687	776,166 80 9 90	806,601.15 10 29	-30,434 35	46,178.00	5 95%
TOTAL MUTUAL FUNDS - BALANCED		**$ 949,070.71**	**$ 919,488.83**	**$ 29,581.88**	**$ 55,323.00**	**5.83%**
MUTUAL FUNDS - LARGE CAP						
T ROWE PRICE NEW AMERICA GROWTH FUND	15,524 525	685,718 27 44.17	513,861 78 33.10	171,856 49		
VANGUARD DIVIDEND GROWTH INV	44,530.27	951,166.57 21 36	704,468 87 15 82	246,697 70	17,099 00	1.80%
TOTAL MUTUAL FUNDS - LARGE CAP		**$ 1,636,884.84**	**$ 1,218,330.65**	**$ 418,554.19**	**$ 17,099.00**	**1.04%**
MUTUAL FUNDS - MID CAP						
NICHOLAS EQUITY INCOME I	54,744 939	1,078,475 30 19 70	809,677.65 14 79	268,797.65	22,335.00	2.07%
TOTAL MUTUAL FUNDS - MID CAP		**$ 1,078,475.30**	**$ 809,677.65**	**$ 268,797.65**	**$ 22,335.00**	**2.07%**
MUTUAL FUNDS - SMALL CAP						

pg. 7/9

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
ALLIANZ GLOBAL SMALL-CAP FUND INSTL	25,943 979	1,148,539.95 44.27	880,514 85 33.94	268,025.10		
TOTAL MUTUAL FUNDS - SMALL CAP		**$ 1,148,539.95**	**$ 880,514.85**	**$ 268,025.10**	**$ 0.00**	**0.00%**
MUTUAL FUNDS - DEVELOPED INT'L						
HARBOR INTERNATIONAL FUND	26,500 715	1,881,815.77 71 01	1,379,097.21 52 04	502,718.56	39,618 00	2.11%
TOTAL MUTUAL FUNDS - DEVELOPED INT'L		**$ 1,881,815.77**	**$ 1,379,097.21**	**$ 502,718.56**	**$ 39,618.00**	**2.11%**
MUTUAL FUNDS EMERGING MKTS						
LAZARD EMERGING MARKETS EQUITY PORT INSTL CLASS	35,813 711	668,641 98 18 67	622,061.10 17 37	46,580 88	12,821 00	1.92%
TOTAL MUTUAL FUNDS EMERGING MKTS		**$ 668,641.98**	**$ 622,061.10**	**$ 46,580.88**	**$ 12,821.00**	**1.92%**
MUTUAL FUNDS - COMMODITY						
PIMCO COMMODITY REAL RETURN INST'L CLASS	105,866.99	581,209 78 5 49	638,921 11 6 04	-57,711.33	8,778 00	1.51%
TOTAL MUTUAL FUNDS - COMMODITY		**$ 581,209.78**	**$ 638,921.11**	**$ -57,711.33**	**$ 8,778.00**	**1.51%**
MUTUAL FUNDS - REAL ESTATE						
ING GLOBAL REAL ESTATE FUND CLASS I	35,678 122	653,623.20 18 32	580,900 21 16 28	72,722.99	15,305.00	2 34%

pg. 8/9

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - RAMC

ACCOUNT NUMBER: 67-0015-01-5
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TOTAL MUTUAL FUNDS - REAL ESTATE		**$ 653,623.20**	**$ 580,900.21**	**$ 72,722.99**	**$ 15,305.00**	**2.34%**
FOREIGN EQUITIES						
TRANSOCEAN LTD SWITZ	995	49,172.90 49.42	53,126 13 53.39	-3,953.23	2,228.00	4.53%
TOTAL FOREIGN EQUITIES		**$ 49,172.90**	**$ 53,126.13**	**$ -3,953.23**	**$ 2,228.00**	**4.53%**
TOTAL EQUITIES		**$ 9,916,928.43**	**$ 8,128,638.17**	**$ 1,788,290.26**	**$ 211,859.00**	**2.14%**
TOTAL MARKET VALUE		**$ 14,994,091.51**	**$ 13,242,817.55**	**$ 1,751,273.96**	**$ 342,409.00**	**2.28%**

pg. 9/9

Riverview ASSET MANAGEMENT CORP

12/31/13 Form 990-PF
Balance Sheet - Part 2 of 2

WHEELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST (BOOK)	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
CASH		0.00	0.00	0.00		
TOTAL CASH		**$ 0.00**	**$ 0.00**	**$ 0.00**	**$ 0.00**	**0.00%**
CASH EQUIVALENTS						
TRUST LIQUIDITY BANK FUND A	33,904 23	33,904 23 1.00	33,904 23 1.00	0 00	101 00	0.30%
TOTAL CASH EQUIVALENTS		**$ 33,904.23**	**$ 33,904.23**	**$ 0.00**	**$ 101.00**	**0.30%**
TOTAL CASH & EQUIVALENTS		**$ 33,904.23**	**$ 33,904.23**	**$ 0.00**	**$ 101.00**	**0.30%**
EQUITIES						
COMMON STOCK						
ABBVIE INC.	500	26,405 00 52 81	12,638.01 25 28	13,766 99	800.00	3 03%
ALLEGHENY TECHNOLOGIES INC	800	28,504 00 35.63	25,257 86 31 57	3,246 14	576.00	2.02%

Riverview ASSET MANAGEMENT CORP

WHELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
APPLE COMPUTER INC	100	56,102 00 561.02	60,718 95 607.19	-4,616 95	1,220.00	2.17%
AT&T INC.	1,000	35,160.00 35 16	34,022.56 34 02	1,137 44	1,840 00	5.23%
BRISTOL-MYERS SQUIBB CO	500	26,575.00 53 15	16,642.95 33 29	9,932.05	720.00	2.71%
CHEVRON CORP NEW	600	74,946 00 124 91	40,488.95 67.48	34,457 05	2,400.00	3 20%
CISCO SYS INC	1,500	33,645 00 22.43	35,545 04 23.70	-1,900 04	1,020 00	3.03%
COSTCO WHOLESALE CORP NEW	400	47,608.00 119 02	17,567.20 43.92	30,040.80	496.00	1 04%
CUMMINS INC	100	14,097 00 140.97	12,894.45 128.95	1,202.55	250.00	1 77%
DISNEY WALT CO.	600	45,840.00 76 40	14,999.05 25 00	30,840.95	516.00	1 13%
DOW CHEMICAL COMPANY	600	26,640 00 44 40	20,604.89 34 34	6,035 11	768.00	2.88%
DU PONT E I DE NEMOURS & CO	1050	68,218.50 64.97	37,324.28 39.39	30,894.22	2,160.00	2 77%

pg. 2/6

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
EMERSON ELECTRIC CO	300	21,054.00 70.18	14,050.00 46.83	7,004.00	516.00	2 45%
EXPRESS SCRIPTS HOLDING COMPANY	200	14,048 00 70 24	12,212.93 61.07	1,835.07		
INTEL CORP	2,000	51,910.00 25 96	43,708.70 22 27	8,201.30	2,340.00	3.47%
JOHNSON & JOHNSON	800	73,272 00 91 59	49,360.73 61 70	23,911 27	2,112 00	2 88%
JP MORGAN CHASE & CO	1,000	58,480.00 58.48	44,446.28 44 45	14,033.72	1,520 00	2 60%
MARATHON OIL CORP	800	28,240 00 35 30	17,943.43 22.43	10,296.57	608.00	2.15%
MARATHON PETROLEUM CORP	200	18,346.00 91.73	5,183.37 25.92	13,162.63	336 00	1 83%
MCDONALDS CORP	300	29,109 00 97 03	17,132 30 57.11	11,976 70	972 00	3.34%
MEDTRONIC INC	600	34,434 00 57 39	20,909 97 34.85	13,524 03	672.00	1 95%
MICROSOFT CORP	500	18,705 00 37 41	14,726 90 29 45	3,978.10	560.00	2.99%

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
NEWMONT MINING CORP	400	9,212.00 23.03	17,934.91 44 84	-8,722 91	320.00	3.47%
NORTHWEST NATURAL GAS COMPANY	300	12,846 00 42 82	13,034.96 43.45	-188 96	552 00	4 30%
PEPSICO INC	400	33,176.00 82.94	26,124 15 65.31	7,051.85	908 00	2 74%
PFIZER INC	1,400	42,882 00 30.63	32,580 89 23.27	10,301.11	1,456 00	3.40%
PHILIP MORRIS INT'L INC.	800	69,704.00 87 13	44,079.90 55 10	25,624.10	3,008.00	4.32%
PRECISION CAST PARTS CORP	250	67,325 00 269.30	28,746 30 114 99	38,578.70	30 00	0 04%
PROCTER & GAMBLE CO	400	32,564 00 81 41	24,952.32 62 38	7,611 68	962.00	2 96%
PRUDENTIAL FIN'L INC.	700	64,554.00 92 22	42,336.88 60.48	22,217.12	1,484.00	2.30%
QUALCOMM INC	800	59,400.00 74 25	36,987 06 46.23	22,412.94	1,120.00	1.89%
STONE ENERGY CORP	600	20,754 00 34 59	13,236.89 22 06	7,517.11		

Pg. 4/6

Riverview ASSET MANAGEMENT CORP

WHELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
VALERO ENERGY CORP. NEW	700	35,280 00 50.40	14,476 98 20.68	20,803 02	630.00	1 79%
VERIZON COMMUNICATIONS	800	39,312.00 49 14	27,123.67 33.91	12,188.33	1,696.00	4.31%
3M COMPANY	300	42,075 00 140.25	16,480.95 54.94	25,594 05	1,026 00	2.44%
TOTAL COMMON STOCK		$1,360,422.50	$ 906,474.66	$ 453,947.84	$ 35,594.00	2.57%
FOREIGN EQUITIES						
BP PLC SPONSORED ADR	500	24,305 00 48 61	19,260 70 38.52	5,044 30	1,140 00	4 69%
ENSCO PLC CLASS A	800	45,744 00 57.18	37,805.55 47.26	7,938 45	1,800.00	3.93%
TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	600	24,048 00 40.08	32,746 22 54.58	-8,698.22	651.00	2.71%
TOTAL FOREIGN EQUITIES		$ 94,097.00	$ 89,812.47	$ 4,284.53	$ 3,591.00	3.82%
TOTAL EQUITIES		$ 1,454,519.50	$ 996,287.13	$ 458,232.37	$ 39,185.00	2.65%

RECEIVABLES:

CASH RECEIVABLE ON 12/30/13 SALES 28,388.16 28,388.16
NOT SETTLING UNTIL 1/3/14

pg. 5/6

Riverview ASSET MANAGEMENT CORP

WHEELER FOUNDATION - MENGIS MGMT

ACCOUNT NUMBER: 67-0015-02-3
STATEMENT PERIOD: 01/01/13 - 12/31/13

PORTFOLIO HOLDINGS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TOTAL MARKET VALUE		$1,516,811.89	$1,058,579.52	$458,232.37	$39,286.00	2.60%

Pg. 6/6

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGL RESOURCES, INC.	444.	444.
AT&T INC.	2,479.	2,479.
ABBOTT LABS	140.	140.
ABBVIE INC.	800.	800.
ALLEGHENY TECHNOLOGIES INC.	576.	576.
AMERICAN ELECTRIC POWER CO, INC.	845.	845.
AMERICAN EXPRESS CR CORP MED TERM NT 7.3	4,085.	4,085.
APPLE COMPUTER INC.	1,180.	1,180.
APPLIED MATERIALS INC.	1,024.	1,024.
AUTOMATIC DATA PROCESSING	783.	783.
BP PLC SPONSORED ADR	1,095.	1,095.
BRINKER INTERNATIONAL, INC.	605.	605.
BRISTOL-MYERS SQUIBB CO.	1,085.	1,085.
CALIFORNIA STATE GO GEN PURP/PUB IMP 6.8	2,063.	
CATERPILLAR INC.	386.	386.
CHEVRON CORP NEW	4,091.	4,091.
CHICAGO, IL BOARD OF ED GO 5.182% DUE 12	2,591.	2,591.
CHUBB CORP	198.	198.
CISCO SYS INC	1,401.	1,401.
CITIGROUP 5.000% DUE 04/15/2026 CALLABLE	5,000.	5,000.
CLOROX COMPANY	349.	349.
COMCAST CABLE COMMUNICATIONS 7.125% 06/1	1,069.	1,069.
CONOCOPHILLIPS	617.	617.
COOK COUNTY IL SCH DIST LTGO 5.70% DUE 1	2,850.	2,850.
COSTCO WHOLESALE CORP NEW	482.	482.
CROSWELL & LEXINGTON MI CMNTY SCHS 6.05%	3,025.	3,025.
CUMMINS INC.	63.	63.
DFA ONE-YEAR FIXED-INCOME I	1,029.	1,029.
DEARBORN MI SCH DIST FAC GO 7.30% DUE 5/	3,650.	3,650.
DOW CHEMICAL COMPANY	384.	384.
DU PONT E I DE NEMOURS & CO	2,136.	2,136.
DUKE ENERGY CORP NEW	1,594.	1,594.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EMERSON ELECTRIC CO.	498.	498.
AMERICAN INDEPENDENCE US INFLATION INDEX	1,074.	1,074.
FEDERATED TOTAL RETURN BOND FD INSTL	41,793.	41,793.
FIRSTENERGY CORP	550.	550.
FRANKLIN INCOME FUND CLASS A	9,245.	9,245.
GENERAL ELECTRIC COMPANY	518.	518.
GENERAL MILLS INC	259.	259.
HCP INC. REIT	1,111.	1,033.
HARBOR INTERNATIONAL FUND	41,790.	41,790.
HEALTH CARE PPTY INVS INC NT 6.300% DUE	1,575.	1,575.
ING GLOBAL REAL ESTATE FUND CLASS I	14,743.	14,743.
INTEL CORP	3,825.	3,825.
INTERNATIONAL PAPER COMPANY	1,109.	1,109.
JP MORGAN CHASE & CO.	1,088.	1,088.
JOHNSON & JOHNSON	4,255.	4,255.
LAZARD EMERGING MARKETS EQUITY PORT INST	15,448.	15,448.
LILLY ELI & CO	1,744.	1,744.
MARATHON OIL CORP.	807.	807.
MARATHON PETROLEUM CORP.	308.	308.
MCDONALDS CORP	1,167.	1,167.
MEDTRONIC INC	1,258.	1,258.
MEDTRONIC INC CONVERTIBLE SR NT 1.625% 0	4,247.	4,247.
MERCK & CO. COM NEW	2,322.	2,322.
METWEST TOTAL RETURN BOND FD I	24,243.	24,243.
MICHIGAN FIN AUTH REV 6.246% 9/1/23 SCH	1,874.	
MICROSOFT CORP	485.	485.
FEDERATED GOVN'T OBLIGATIONS FUND IS	5.	5.
MORGAN STANLEY 4.00% DUE 09/22/2020 CALL	4,000.	4,000.
NEWMONT MINING CORP	490.	490.
NICHOLAS EQUITY INCOME I	32,655.	32,655.
NORTHWEST NATURAL GAS COMPANY	548.	548.
NUCOR CORP.	754.	754.
PG&E CORP	1,620.	1,620.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO TOTAL RETURN INST'L CLASS	13,551.	13,551.
PEPSICO INC	2,077.	2,077.
PFIZER INC	2,640.	2,640.
PHILIP MORRIS INT'L INC.	2,613.	2,613.
PHILLIPS 66	502.	502.
PIMCO COMMODITY REAL RETURN INST'L CLASS	16,779.	16,779.
PIMCO ALL-ASSET ALL-AUTHORITY FUND	45,819.	45,819.
PRECISION CAST PARTS CORP.	30.	30.
PROCTER & GAMBLE CO	1,183.	1,183.
PRUDENTIAL FIN'L INC.	931.	931.
QUALCOMM INC	1,040.	1,040.
TRUST LIQUIDITY BANK FUND A	844.	844.
TRUST LIQUIDITY BANK FUND B	480.	480.
TRUST LIQUIDITY BANK FUND C	381.	381.
TRUST LIQUIDITY BANK FUND D	238.	238.
TRUST INSURED MMA #001	173.	173.
T. ROWE PRICE NEW AMERICA GROWTH FUND	21,734.	21,734.
ROYAL DUTCH SHELL A ADR F	344.	344.
SPECTRA ENERGY CORP COM	1,549.	1,549.
STAPLES INC	1,043.	1,043.
STATE AUTO FINANCIAL CORP	768.	768.
SYMANTEC CORP.	253.	253.
TEMPLETON GLOBAL BOND FUND ADV SHS	38,997.	38,997.
TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	767.	767.
3M COMPANY	953.	953.
TIME WARNER INC. NEW	1,058.	1,058.
VALERO ENERGY CORP. NEW	595.	595.
VANGUARD DIVIDEND GROWTH INV	19,009.	19,009.
VERIZON COMMUNICATIONS	3,870.	3,870.
ENSCO PLC CLASS A	1,700.	1,700.
INVESCO LTD. INC.	568.	568.
TRANSOCEAN LTD SWITZ	1,672.	1,672.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTAL	449,688.	445,673.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE BLACKSTONE GROUP LP		2,684.	2,684.
ENTERPRISE PRODUCT PARTNERS L.P.		1,202.	1,202.
KKR & CO. LP		2,919.	2,919.
	TOTALS	6,805.	6,805.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NON-ALLOCABLE LEGAL FEES	410.	41.		369.
OTHER NONALLOCABLE EXPENSES -	1,200.	120.		1,080.
TOTALS	1,610.	161.	NONE	1,449.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	11,719.	9,375.	2,344.
TOTALS	11,719.	9,375.	2,344.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5,869.	5,869.
FEDERAL ESTIMATES - PRINCIPAL	23,172.	
FEDERAL BALANCE DUE	137.	
TOTALS	29,178.	5,869.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJ FOR TRANSACTIONS POSTED IN 2014 TAXABLE IN 2013	86,121.
ADJ FOR BOOK VALUE ADJUSTMENT	2.
TOTAL	86,123.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
RIVERVIEW ASSET MANAGMENT
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
MANAGER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 75,363.

OFFICER NAME:
JOHN C. WHEELER
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
CHARLES B. WHEELER
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
THOMAS K. WHEELER
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

TOTAL COMPENSATION: 75,363.

Part XV, Line 3(a)
Grants Contributions Paid During Year

Charity	Board Date	Amount
HomePlate Youth Services	3/20/2013	$5,000.00
HomePlate Youth Services	3/20/2013	$5,000.00
Housecall Providers Inc.	3/20/2013	$5,000.00
Incight Company	3/20/2013	$5,000.00
Lincoln High School - Portland Public Schools	3/20/2013	$15,000.00
My Sister's House	3/20/2013	$5,000.00
National Multiple Sclerosis Society - Oregon Chapter	3/20/2013	$3,000.00
Portland Opera Association	3/20/2013	$5,000.00
Riddle Education Center	3/20/2013	$2,500.00
Santiam Hearts to Arts (H2A)	3/20/2013	$5,000.00
Stand for Children Leadership Center	3/20/2013	$5,000.00
YWCA Camp Westwind	3/20/2013	$7,500.00
Arthritis Foundation	6/25/2013	$3,000.00
BodyVox	6/25/2013	$2,000.00
Boys & Girls Club of Portland Metro Area	6/25/2013	$20,000.00
Chamber Music NW, Inc.	6/25/2013	$10,000.00
De La Salle N Catholic High School	6/25/2013	$5,000.00
De Paul Treatment Centers	6/25/2013	$40,000.00
Dress For Success	6/25/2013	$7,500.00
Eastern OR Regional Arts - DBA ArtsEast	6/25/2013	$4,000.00
FBO ChalkBoard Project	6/25/2013	$25,000.00
Impact NW	6/25/2013	$10,000.00
Library Foundation	6/25/2013	$5,000.00
Meals On Wheels People	6/25/2013	$10,000.00
Neighborhood House	6/25/2013	$15,000.00
Northwest Youth Corps.	6/25/2013	$5,000.00
Oregon Food Bank	6/25/2013	$10,000.00
Oregon Historical Society	6/25/2013	$30,000.00
Portland Art Museum	6/25/2013	$10,000.00
Portland Comm College Foundation	6/25/2013	$5,000.00
Portland State University Foundation	6/25/2013	$15,000.00
Portland YouthBuilders	6/25/2013	$2,500.00
Schoolhouse Supplies	6/25/2013	$5,000.00
St. Andre Bessette Catholic Church	6/25/2013	$10,000.00
Volunteers of America - Oregon	6/25/2013	$8,000.00
ASU Foundation (Arizona State University)	9/18/2013	$11,195.50
Bradley Angle	9/18/2013	$10,000.00
Dougy Center	9/18/2013	$10,000.00
Family Access Network Foundation	9/18/2013	$5,000.00
French American International School (FAIS)	9/18/2013	$1,075.00
Friends of the Children	9/18/2013	$5,000.00
Friends of the San Juans	9/18/2013	$5,000.00
Grace Network International	9/18/2013	$5,000.00
Hands & Voices of Oregon	9/18/2013	$1,000.00

I Have A Dream Foundation - Oregon	9/18/2013	$3,000.00
Innovative Services NW	9/18/2013	$6,000.00
Morrison Child & Family Services	9/18/2013	$8,000.00
Northwest Family Services	9/18/2013	$5,000.00
Oregon WWII Memorial Foundation Inc	9/18/2013	$10,000.00
Our House	9/18/2013	$5,000.00
Roessler-Chadwick Foundation dba Chadwick School	9/18/2013	$8,000.00
Union Gospel Mission	9/18/2013	$10,000.00
Wonderworks - A Children's Museum	9/18/2013	$5,000.00
Albina Opportunities Corp (AOC)	12/5/2013	$10,000.00
AFS USA Inc.	12/5/2013	$15,000.00
Battle Ground Healthcare	12/5/2013	$5,000.00
Big Brothers Big Sisters (Columbia NW)	12/5/2013	$10,000.00
Boys & Girls Club (of LA Harbor)	12/5/2013	$7,000.00
CASA Multnomah/Washington Counties	12/5/2013	$10,000.00
CODA, Inc.	12/5/2013	$15,000.00
High Desert Museum	12/5/2013	$5,000.00
Junior Achievement	12/5/2013	$8,880.00
Little Sisters of the Poor - San Pedro	12/5/2013	$5,000.00
NW Association for Blind Athletes	12/5/2013	$7,000.00
Northwest Film Center	12/5/2013	$5,000.00
Orcas Medical Foundation	12/5/2013	$3,000.00
Oregon Coast Aquarium	12/5/2013	$10,000.00
Oregon State Parks Foundation	12/5/2013	$5,000.00
Portland Youth Philharmonic	12/5/2013	$10,000.00
Salem School Foundation	12/5/2013	$1,000.00
Serenity Home of Oregon	12/5/2013	$10,000.00
Sisters of the Road	12/5/2013	$8,000.00
Stanford University	12/5/2013	$11,000.00
SOLVE	12/5/2013	$10,000.00
St. Edwards University	12/5/2013	$5,000.00
Susan G Komen (OR and SW WA)	12/5/2013	$5,000.00
Trinity Episcopal Cathedral	12/5/2013	$5,000.00
Boy Scouts of America - Cascade Pacific Council	12/12/2013	$10,000.00
Boy Scouts of America - LA Council	12/12/2013	$5,000.00
California Missions Foundation	12/12/2013	$8,000.00
Forest Park Conservancy	12/12/2013	$5,000.00
Heard Museum	12/12/2013	$5,000.00
International Mountain Bicycling Assoc.	12/12/2013	$5,000.00
Lewis & Clark College	12/12/2013	$10,000.00
McDowell Sonoran Conservancy	12/12/2013	$10,000.00
Meals on Wheels People	12/12/2013	$10,000.00
Nature Conservancy - Oregon Chapter	12/12/2013	$10,000.00
Nature Conservancy - Arizona Chapter	12/12/2013	$10,000.00
Oregon Food Bank	12/12/2013	$5,000.00

Salvation Army - Portland Metro Area	12/12/2013	$10,000.00
San Juan Preservation Trust	12/12/2013	$15,000.00
Serenity Lane Health Services	12/12/2013	$10,000.00
United Food Bank - Mesa AZ	12/12/2013	$5,000.00
Univ. of Chicago - School of Business	12/12/2013	$10,000.00
USC	12/12/2013	$15,000.00
World Forestry Center	12/12/2013	$10,000.00
TOTAL DISTRIBUTONS		**$792,150.50**

RECIPIENT NAME:
WHEELER FOUNDATION
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
FORM, INFORMATION AND MATERIALS:
LETTER STATING PURPOSE OF GRANT AND
INCLUDE A COPY OF 501C(3) DETERMINATION LETTER
NONE
CANNOT MAKE GRANTS TO INDIVIDUALS-GEOGRAPHIC AREA-OREGON

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
WHEELER FOUNDATION	93-0553801

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
15227.354 COLUMBIA SMALL C CLASS Z	06/06/2012	02/11/2013	446,314.00	421,645.00			24,669.00
15293.459 HEARTLAND VALUE SHS	06/06/2012	02/12/2013	490,461.00	425,311.00			65,150.00
944. AGL RESOURCES, INC.	08/20/2012	02/19/2013	37,505.00	37,787.00			-282.00
100. BRISTOL-MYERS SQUIBB	06/04/2012	03/18/2013	3,906.00	3,365.00			541.00
935. CONOCOPHILLIPS	08/20/2012	03/18/2013	55,744.00	49,122.00			6,622.00
880. AMERICAN ELECTRIC POW	06/04/2012	05/20/2013	43,498.00	33,754.00			9,744.00
249. ENTERPRISE PRODUCT PA	11/02/2012	06/13/2013	14,767.00	13,303.00			1,464.00
2100. KKR & CO. LP	01/23/2013	08/08/2013	42,201.00	36,309 00			5,892.00
29958.933 AMERICAN INDEPEN INFLATION INDEXED FUND	04/16/2013	08/23/2013	308,577 00	352,915.00			-44,338.00
1605.528 ALLIANZ GLOBAL SM INSTL	02/12/2013	08/29/2013	62,150.00	54,572.00			7,578.00
82866.74 PIMCO TOTAL RETUR CLASS	08/23/2013	09/17/2013	885,017.00	945,525.00			-60,508 00
1262. INVESCO LTD. INC.	05/20/2013	12/12/2013	43,632.00	43,773 00			-141 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			2,433,772.	2,417,381.			16,391.

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

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

JSA
3X2615 2 000

Form **8949** (2013)

DUA354 656D

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

Social security number or taxpayer identification number
93-0553801

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
108. MICROSOFT CORP	02/08/2011	01/23/2013	2,968.00	3,085.00			-117.00
1000. BRISTOL-MYERS SQUIBB	09/13/2011	03/18/2013	39,062.00	29,578.00			9,484.00
655. ENTERPRISE PRODUCT PA	06/04/2012	06/13/2013	38,845.00	30,202.00			8,643.00
2825. THE BLACKSTONE GROUP	06/04/2012	07/25/2013	65,652.00	33,023.00			32,629.00
34750. AMERICAN INDEPENDEN INFLATION INDEXED FUND	06/11/2012	08/23/2013	357,925.00	400,668.00			-42,743.00
140.275 HARBOR INTERNATION	06/05/2012	08/29/2013	9,195.00	7,300.00			1,895.00
1144.536 NICHOLAS EQUITY I	06/06/2012	08/29/2013	20,945.00	16,928.00			4,017.00
1111.681 T. ROWE PRICE NEW GROWTH FUND	06/06/2012	08/29/2013	46,635.00	36,797.00			9,838.00
10379.73 VANGUARD DIVIDEND	06/06/2012	08/29/2013	200,225.00	164,207.00			36,018.00
535. PHILLIPS 66	08/20/2012	09/12/2013	30,434.00	18,717.00			11,717.00
223. STATE AUTO FINANCIAL	08/02/2012	09/12/2013	4,123.00	3,108.00			1,015.00
1008. STATE AUTO FINANCIAL	08/02/2012	09/13/2013	18,639.00	14,049.00			4,590.00
1329 STATE AUTO FINANCIAL	08/02/2012	09/16/2013	24,511.00	18,523.00			5,988.00
1350. MERCK & CO. COM NEW	03/31/2011	10/10/2013	63,624.00	45,274.00			18,350 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
WHEELER FOUNDATION	93-0553801

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
934. MEDTRONIC INC	11/02/2012	11/15/2013	54,396.00	39,611.00			14,785.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			977,179	861,070.			116,109.

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

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

Social security number or taxpayer identification number
93-0553801

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

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

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

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

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

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions — (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
910. COCA COLA CO	06/21/2010	01/23/2013	33,814.00	24,187.00			9,627.00
1272. MICROSOFT CORP	12/09/2010	01/23/2013	34,954.00	32,552.00			2,402.00
30000. MEDTRONIC INC CONVE 1.625% 04/15/13	03/04/2009	04/15/2013	25,997.00	25,997.00			
30000. COMCAST CABLE COMMU 7.125% 06/15/13	10/06/2008	06/15/2013	30,000.00	29,984.00			16.00
50000. AMERICAN EXPRESS CR TERM NT 7.300% DUE 08/2	04/17/2009	08/20/2013	49,565.00	49,565.00			
100000. MORGAN STANLEY 4.0 09/22/2020 CALLABLE 09/	09/17/2010	09/23/2013	100,000.00	100,000.00			
225. JOHNSON & JOHNSON	11/05/2003	10/10/2013	19,613.00	11,122.00			8,491.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			293,943.	273,407.			20,536.

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

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
WHEELER FOUNDATION	93-0553801

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

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

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

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

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

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

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

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
.778 CST BRANDS INC.	06/26/2012	05/03/2013	23.00	13.00			10.00
21.444 CST BRANDS INC.	06/26/2012	05/07/2013	658.00	371.00			287.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			681.	384.			297.

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
WHEELER FOUNDATION	93-0553801

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
100. PHILIP MORRIS INT'L I	12/14/2009	04/11/2013	9,558.00	5,041.00			4,517.00
500. ABBOTT LABS	11/22/2010	04/16/2013	18,163.00	11,654.00			6,509.00
400. ROYAL DUTCH SHELL A A	11/24/2009	04/16/2013	25,997.00	19,695.00			6,302.00
500. FIRSTENERGY CORP	08/29/2011	05/06/2013	22,193.00	21,803.00			390.00
55.556 CST BRANDS INC.	11/30/2011	05/07/2013	1,704.00	917.00			787.00
100. MCDONALDS CORP	09/25/2009	11/01/2013	9,719.00	5,711.00			4,008.00
100. PROCTER & GAMBLE CO	12/10/2009	11/01/2013	8,112.00	6,248.00			1,864.00
100. 3M COMPANY	09/22/2009	11/01/2013	12,574.00	7,500.00			5,074.00
200. DU PONT E I DE NEMOUR	01/24/2008	12/30/2013	12,927.00	9,947.00			2,980.00
600. INTEL CORP	10/18/2005	12/30/2013	15,461.00	14,194.00			1,267.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			136,408	102,710			33,698.

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

FEDERAL CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

	36.00	
DFA ONE-YEAR FIXED-INCOME I	429.00	
FEDERATED TOTAL RETURN BOND FD INSTL	5,519.00	
HCP INC. REIT	56.00	
LAZARD EMERGING MARKETS EQUITY PORT INSTL CLA	12,711.00	
METWEST TOTAL RETURN BOND FD I	5,421.00	
NICHOLAS EQUITY INCOME I	34,144.00	
T. ROWE PRICE NEW AMERICA GROWTH FUND	57,286.00	
TEMPLETON GLOBAL BOND FUND ADV SHS	233.00	
VANGUARD DIVIDEND GROWTH INV	4,631.00	
TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS		120,467.00
TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS		120,467.00

mailed 5/15/14 AB

Form **8868**

(Rev January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ ☑

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Wheeler Foundation	Employer identification number (EIN) or 93-0553801
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O Riverview Asset Mgmt 900 Washington St, Ste 900	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Vancouver, WA 98660	

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

• The books are in the care of ▶ Riverview Asset Management & Trust Co, 900 Washington St, Ste 900, Vancouver, W

Telephone No. ▶ (360) 693-7442 Fax No. ▶ (360) 693-7546

• If the organization does not have an office or place of business in the United States, check this box . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15 , 20 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☑ calendar year 20 13 or

▶ ☐ tax year beginning , 20 , and ending , 20 .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 7258
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 23172
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ NONE

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

m-8