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POSTMARK DATE MAY 14 2014

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation NESHOLM FAMILY FOUNDATION			A Employer identification number 94-3055422	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name	Foreign province/state/county	Foreign postal code	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 ☒ 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) \$ 44,175,365		J Accounting method ☒ 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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,044,984	1,031,128		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,543,054			
	b Gross sales price for all assets on line 6a 14,343,406				
	7 Capital gain net income (from Part IV, line 2)		1,543,054		
	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)	-37,394				
12 Total. Add lines 1 through 11	2,550,644	2,574,182	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	36,987			36,987
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	166,232	99,739		66,493
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	47,437	25,124		6,338
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	65,554			65,554
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,382	8,517		18,865
	24 Total operating and administrative expenses. Add lines 13 through 23	343,592	133,380	0	194,237
	25 Contributions, gifts, grants paid	2,033,961			2,033,961
26 Total expenses and disbursements. Add lines 24 and 25	2,377,553	133,380	0	2,228,198	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	173,091				
b Net investment income (if negative, enter -0-)		2,440,802			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Form 990-PF (2013) NESHOLM FAMILY FOUNDATION

94-3055422 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	3,293	1,943	1,943
	2	Savings and temporary cash investments	4,492,926	4,099,576	4,099,576
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	15,619,121	20,166,942	39,674,107
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	11	Investments—land, buildings, and equipment basis ▶		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	3,702,676	399,999	399,739
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)	23,818,016	24,668,460	44,175,365
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶ <u>CALL OPTIONS</u>)	4,662	125,626		
23	Total liabilities (add lines 17 through 22)	4,662	125,626		
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	23,813,354	24,542,834	
	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)	23,813,354	24,542,834	
	31	Total liabilities and net assets/fund balances (see instructions)	23,818,016	24,668,460	

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	23,813,354
2	Enter amount from Part I, line 27a	2	173,091
3	Other increases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	3	556,958
4	Add lines 1, 2, and 3	4	24,543,403
5	Decreases not included in line 2 (itemize) ▶	5	569
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	24,542,834

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV 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			0
b			0
c			0
d			0
e			0

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	1,543,054
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	0

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	2,196,609	44,768,978	0.049065
2011	2,083,960	43,601,374	0.047796
2010	2,115,702	42,456,490	0.049832
2009	2,513,961	39,710,780	0.063307
2008	3,146,637	58,300,735	0.053973

2 Total of line 1, column (d)	2	0.263973
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	0.052795
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	51,159,773
5 Multiply line 4 by line 3	5	2,700,980
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,408
7 Add lines 5 and 6	7	2,725,388
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	2,228,198

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	48,816	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	48,816	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	48,816	
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,331	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	17,331	
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	31,485	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	0	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to	☐ Yes ☒ No			
	(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	N/A	
	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?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

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 Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
.....	
2	
.....	
3	
.....	
4	
.....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
.....	
2	
.....	
All other program-related investments See instructions	
3 NONE	
.....	
Total. Add lines 1 through 3	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	47,212,066
b	Average of monthly cash balances	1b	4,726,790
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	51,938,856
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	
3	Subtract line 2 from line 1d	3	51,938,856
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	779,083
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,159,773
6	Minimum investment return. Enter 5% of line 5	6	2,557,989

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	2,557,989
2a	Tax on investment income for 2013 from Part VI, line 5	2a	48,816
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	48,816
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,509,173
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,509,173
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,509,173

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	2,228,198
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,228,198
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,228,198

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				2,509,173
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,635,092	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 $\blacktriangleright$ \$ 2,228,198				
a Applied to 2012, but not more than line 2a			1,635,092	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				593,106
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,916,067
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

Nesholm Family Foundation 120 Lakeside Avenue Seattle, WA 98122

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

See Attached

- c** Any submission deadlines

See Attached

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

See Attached

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 Statement				
Total			▶ 3a	2,033,961
b Approved for future payment NONE				
Total			▶ 3b	0

NESHOLM FAMILY FOUNDATION

94-3055422 Page 1 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SEATTLE OPERA

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution 2013 Gala			Amount 5,000

Name

Alliance for Education

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Kids in the Middle Initiative			Amount 100,000

Name

UW World Series

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Spring 2013 Classical Music Series			Amount 25,000

Name

Seattle Symphony

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Support of Three Annual Vocal-Orchestral Productions (2 of 3)			Amount 85,000

Name

Seattle Opera

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Campaign for Seattle Opera			Amount 15,000

Name

Western Washington University

Street

City BELLINGHAM	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Dept of Modern & Classical Languages			Amount 5,000

NESHOLM FAMILY FOUNDATION

94-3055422 Page 2 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year**Name**

Bloedel Reserve

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for general operating support			Amount 1,000

Name

Bainbridge Island Art Museum

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Support for Capital Campaign			Amount 1,000

Name

Seattle Parks Foundation

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for general operating support			Amount 7,500

Name

Philanthropy Northwest

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Campaign for a Relevant and Sustainable Future			Amount 8,500

Name

Seattle Children's Playground

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for general operating support			Amount 2,500

Name

Seattle Children's Hospital

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Autism Center Legal-Medical Partnership			Amount 25,000

NESHOLM FAMILY FOUNDATION

94-3055422 Page 3 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Seattle Children's Playground

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Trimpin's Musical Fence			Amount 7,500

Name

Pacific Northwest Ballet

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Support for Modern Masterpieces			Amount 40,000

Name

Seattle Repertory Theatre

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Support for the production of Good			Amount 25,000

Name

Seattle Children's Theatre

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Support for the production of Crash			Amount 20,000

Name

Sound Mental Health

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Middle School Support Project (2 of 3)			Amount 100,000

Name

Institute for Systems Biology

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Principles of Science for Pncipals (2 of 2)			Amount 33,000

NESHOLM FAMILY FOUNDATION

94-3055422 Page 4 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Alliance for Education

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution	Amount		
Support of the Middle School Initiative	1,500		

Name

Seattle Opera

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution	Amount		
2013 GALA	6,130		

Name

Seattle Symphony

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution	Amount		
General Operating Support (installment 1 of 2)	30,000		

Name

Seattle Opera

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution	Amount		
General Operating Support	5,831		

Name

The Vera Project

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution	Amount		
2013 All-Ages Music and Art Program	5,000		

Name

Alliance for Education

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution	Amount		
Support of the Kids in the Middle Initiative	250,000		

NESHOLM FAMILY FOUNDATION

94-3055422 Page 5 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Seattle Symphony

Street**City**

SEATTLE

State

WA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

General Operating Support (installment 2 of 2)

Amount

30,000

Name

Town Hall Seattle

Street**City**

SEATTLE

State

WA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

Town Hall Music Series

Amount

5,000

Name

Seattle Opera

Street**City**

SEATTLE

State

WA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

Support of the production of La Cenerentola

Amount

300,000

Name

Sound Mental Health

Street**City**

SEATTLE

State

WA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

Middle School Support Project 2012-13 (3 of 3)

Amount

50,000

Name

Seattle Symphony

Street**City**

SEATTLE

State

WA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

General Operating Support

Amount

5,000

Name

SEATTLE PARKS FOUNDATION

Street**City**

SEATTLE

State

WA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

General Operating Support

Amount

10,000

NESHOLM FAMILY FOUNDATION

94-3055422 Page 6 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ALLIANCE FOR EDUCATION

Street

City SEATTLE	State WA	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution Support of the Middle School Initiative	Amount 110,000
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Name

RAINIER CLUB

Street

City SEATTLE	State WA	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution Discretionary grant for Capital Campaign	Amount 5,000
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Name

SEATTLE OPERA

Street

City SEATTLE	State WA	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution Discretionary grant for Artistic Campaign	Amount 19,000
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Name

SEATTLE SYMPHONY

Street

City SEATTLE	State WA	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution Discretionary grant for general operating support	Amount 10,000
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Name

FORTERRA

Street

City SEATTLE	State WA	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution Friends of Seattle Waterfront Fund	Amount 25,000
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Name

SOUND MENTAL HEALTH

Street

City SEATTLE	State WA	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution Middle School Support Project 2013-14 (1 of 3)	Amount 50,000
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NESHOLM FAMILY FOUNDATION

94-3055422 Page 7 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CROSSCUT

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
Discretionary grant for general operating support			500

Name

ALLIANCE FOR EDUCATION

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
General Operating Support			2,500

Name

SEATTLE OPERA

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
Artistic Excellence Campaign (7th of 8 installments)			500,000

Name

ALLIANCE FOR EDUCATION

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
PPPE Fund IV			7,500

Name

SEATTLE SYMPHONY ORCHESTRA

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
Two discretionary grants for general operating support			6,500

Name

SEATTLE OPERA

Street

City	State	Zip Code	Foreign Country
SEATTLE	WA		
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
Three discretionary grants for the Artistic Excellence Campaign			43,500

NESHOLM FAMILY FOUNDATION

94-3055422 Page 8 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PEDIATRIC INTERIM CARE CENTER

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Two discretionary grants for general operating support			Amount 4,000

Name

MERCY HOUSING NORTHWEST

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Annual Campaign			Amount 3,500

Name

SEATTLE AUDUBON

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Funding Urban Nature			Amount 2,500

Name

STILLWATERS ENVIRONMENTAL CENTER

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for general operating support			Amount 2,500

Name

SANCA

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution General Operating Support			Amount 2,500

Name

BURKE MUSEUM

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for general operating support			Amount 5,000

NESHOLM FAMILY FOUNDATION

94-3055422 Page 9 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SEATTLE CHILDREN'S HOSPITAL

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Reconstructive Pelvic Medicine Clinic			Amount 5,000

Name

FULL LIFE CARE

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Chronic Care Management			Amount 15,000

Name

SEATTLE PREPARATORY SCHOOL

Street

City SEATTLE	State WA	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution Discretionary grant for Chapel Campaign			Amount 10,000

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount				
Short Term CG Distributions										477				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
545	X	SELECT MEDICAL HOLDINGS			1/17/2013		2/22/2013	5,521	5,793					-272
546	X	SIGNATURE BANK			4/23/2013		5/22/2013	2,782	2,609					173
547	X	SIGNATURE BANK			4/23/2013		6/10/2013	2,656	2,464					192
548	X	J.M. SMUCKER CO			1/28/2011		6/25/2013	8,044	4,949					3,095
549	X	SOFTBANK CORP SHS			1/17/2013		4/17/2013	92,778	71,387					21,391
550	X	SOLARWINDS INC			2/6/2013		8/2/2013	925	1,335					-410
551	X	SOLARWINDS INC			2/6/2013		8/2/2013	1,665	2,403					-737
552	X	SOLARWINDS INC			2/19/2013		8/2/2013	2,553	3,734					-1,181
553	X	SOLARWINDS INC			4/16/2013		8/2/2013	518	719					-201
554	X	SOLARWINDS INC			2/6/2013		9/6/2013	1,711	2,759					-1,048
555	X	SOLARWINDS INC			4/16/2013		9/6/2013	1,217	1,644					-427
556	X	SOLARWINDS INC			4/16/2013		9/10/2013	473	617					-144
557	X	SOLARWINDS INC			5/1/2013		9/10/2013	2,327	2,642					-315
558	X	SOLARWINDS INC			6/3/2011		11/18/2013	4,872	3,609					1,263
559	X	SOLARWINDS INC			8/31/2011		11/18/2013	19,421	15,113					4,308
560	X	STD BANK GROUP LTD SHS			1/17/2013		4/19/2013	44,361	51,386					-7,025
561	X	STERICYCLE INC COM			8/13/2012		10/28/2013	2,552	1,966					586
562	X	TW TELECOM INC			9/24/2012		3/6/2013	1,675	1,735				61	1
563	X	TW TELECOM INC			9/24/2012		5/15/2013	1,973	1,829					144
564	X	TW TELECOM INC			9/24/2012		5/15/2013	2,091	1,839					252
565	X	TW TELECOM INC			9/27/2012		5/15/2013	177	157				20	0
566	X	TW TELECOM INC			9/27/2012		7/2/2013	679	629					50
567	X	HOLOGIC INC			8/2/2013		11/12/2013	3,759	4,300					-541
568	X	HOSPIRA INC			12/12/2011		8/6/2013	27,224	18,460					8,764
569	X	HOSPIRA INC			12/12/2011		9/4/2013	18,691	13,496					5,195
570	X	HUMANANA INC			2/6/2013		3/1/2013	2,987	3,573				586	0
571	X	HUMANANA INC			2/6/2013		3/5/2013	2,235	2,680					-445
572	X	HUMANANA INC			2/6/2013		3/5/2013	2,980	4,154					-1,174
573	X	HUMANANA INC			2/7/2013		3/5/2013	2,235	2,676					-441
574	X	HOLOGIC INC			5/2/2012		11/12/2013	3,859	3,642					217
575	X	TW TELECOM INC			9/28/2012		7/2/2013	1,812	1,674					138
576	X	TW TELECOM INC			9/28/2012		7/29/2013	1,119	994					125
577	X	TW TELECOM INC			11/8/2012		7/29/2013	1,502	1,279					223
578	X	TW TELECOM INC			11/8/2012		9/23/2013	1,293	1,078					215
579	X	TW TELECOM INC			12/13/2012		9/23/2013	1,443	1,228					215
580	X	TW TELECOM INC			12/13/2012		9/24/2013	1,240	1,049					191
581	X	TW TELECOM INC			2/15/2013		9/24/2013	1,572	1,373					199
582	X	TECHNIP SP ADR			1/19/2011		11/4/2013	46,487	44,831					1,656
583	X	XIA COM			10/12/2012		12/19/2013	1,842	2,389					-547
584	X	XIA COM			10/15/2012		12/20/2013	1,077	1,402					-325
585	X	XIA COM			1/17/2013		12/20/2013	5,817	9,258					-3,441
586	X	XIA COM			10/12/2012		12/20/2013	2,471	3,213					-742
587	X	XIA COM			1/17/2013		12/23/2013	1,208	1,896					-688
588	X	XIA COM			1/30/2013		12/23/2013	5,485	8,084					-2,599
589	X	XIA COM			1/30/2013		12/24/2013	1,970	2,878					-908
590	X	IDEX CORP DELAWARE COM			12/8/2011		4/11/2013	3,296	2,435					861
591	X	IDEX CORP DELAWARE COM			1/28/2011		12/12/2013	2,100	1,178					922
592	X	ILLUMINA INC COM			10/25/2012		11/15/2013	2,238	1,139					1,099
593	X	ILLUMINA INC COM			12/8/2011		12/23/2013	61,085	16,633					44,452
594	X	ILLUMINA INC COM			12/8/2011		12/24/2013	44,227	12,052					32,175
595	X	INGTC CORPORATION			6/3/2011		11/22/2013	16,866	5,748					11,118
596	X	ING GP NV SPSD ADR			2/9/2011		4/4/2013	2,970	4,394					-1,424
597	X	ING GP NV SPSD ADR			10/13/2011		4/4/2013	7,745	8,981					-1,236
598	X	ING GP NV SPSD ADR			1/17/2013		4/4/2013	37,352	54,130					-16,778
599	X	ING GP NV SPSD ADR			5/31/2010		4/4/2013	639	799					-160
600	X	ING GP NV SPSD ADR			3/16/2010		4/4/2013	3,339	4,252					-913
601	X	ING GP NV SPSD ADR			1/5/2011		4/4/2013	4,078	5,899					-1,821
602	X	ING GP NV SPSD ADR			1/4/2011		4/4/2013	5,187	7,617					-2,430
603	X	INTL PAPER CO			11/30/2010		1/10/2013	13,616	8,539					5,077
604	X	INTL PAPER CO			6/3/2011		5/7/2013	185	100					85
605	X	IRON MOUNTAIN INC NEW			11/21/2012		2/4/2013	2,631	2,536					95
606	X	IRON MOUNTAIN INC NEW			6/3/2011		2/4/2013	29,731	28,688					1,043
607	X	IRON MOUNTAIN INC NEW			1/28/2011		7/29/2013	2,312	2,079					233
608	X	IRON MOUNTAIN INC NEW			1/28/2011		7/29/2013	3,455	3,106					349
609	X	IRON MOUNTAIN INC NEW			1/28/2011		9/12/2013	2,987	2,855					132
610	X	IRON MOUNTAIN INC NEW			8/5/2011		9/12/2013	1,205	1,412					-207
611	X	SHARES RUSSELL MIDCAP			12/17/2012		1/17/2013	293,534	278,785					14,749
612	X	SHARES RUSSELL MIDCAP			12/17/2012		1/18/2013	158,419	150,783					7,636
Totals									14,343,406			12,800,352		1,543,054
Capital Gains/Losses									0			0		0
Other sales									0			0		0

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount
Long Term CG Distributions 477

Part I, Line 11 (990-PF) - Other Income

		-37,394	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FROM PARTNERSHIP K-1	-37,394	0	

Part I, Line 16c (990-PF) - Other Professional Fees

		166,232	99,739	0	66,493
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MLTC FEES AS AGENT	166,232	99,739		66,493

Part I, Line 18 (990-PF) - Taxes

		47,437	25,124	0	6,338
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	25,124	25,124		
2	PAYROLL TAXES	6,338			6,338
3	ESTIMATED EXCISE TAXES	15,975			

Part I, Line 23 (990-PF) - Other Expenses

		27,382	8,517	0	18,865
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	8,517	8,517		
2	STATE AG FEES	25			25
3	MEMBERSHIP DUES	18,840			18,840
4					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1				4,146,207		17,739,276
2	HELMERICH & PAYNE INCORPORATED C	0		29,362		41,199
3	IAC INTERACTIVECORP	0		43,499		74,761
4	INCYTE GENOMICS INC	0		4,970		15,290
5	INFORMATICA CORP	0		24,224		31,416
6	INTERACTIVE BROKERS GROU	0		14,667		16,405
7	INTERNATIONAL GAME TECHNOLOGY CO	0		38,549		38,608
8	ISIS PHARMACEUTICALS	0		38,994		38,764
9	JANUS CAP GROUP INC	0		24,219		30,665
10	KAPSTONE PAPER AND PCKG	0		12,880		42,454
11	KERYX BIOPHARMACEUTICALS INC	0		14,928		15,087
12	MANHATTAN ASSOCS INC	0		14,621		15,977
13	MARKETAXESS HLDGS INC	0		14,396		14,657
14	MEDIVATION INC	0		22,352		21,954
15	MERCADOLIBRE INC	0		43,343		57,344
16	MOMENTA PHARMACEUTICALS INC	0		15,579		15,523
17	NEUSTAR INC CL A	0		29,811		30,215
18	NORDSON CORP	0		28,278		41,088
19	OLD DOMINION FGHT LINES INC	0		29,417		31,123
20	PAREXEL INTL CORP	0		16,624		24,939
21	PETSMART INC COM	0		33,877		56,308
22	POLARIS INDS INC COM	0		30,465		66,412
23	ROBERT HALF INTL INC	0		51,314		62,481
24	ROVI CORP	0		25,757		21,127
25	SALIX PHARMACEUTICALS LTD	0		25,464		34,627
26	SALLY BEAUTY HLDGS INC	0		14,031		16,868
27	SILGAN HLDGS INC	0		36,197		39,136
28	TIBCO SOFTWARE INC	0		37,636		37,519
29	TOWERS WATSON & CO CL A	0		27,003		59,977
30	TOTAL SYS SVCS INC	0		45,290		62,733
31	UNITED RENTALS INC	0		21,811		68,284
32	UNITED THERAPEUTICS CORP DEL	0		10,049		21,372
33	UNIVERSAL HEALTH SVCS INC CL B	0		30,187		59,645
34	VALMONT INDS INC	0		33,171		39,219
35	VISTEON CORP COM STK	0		44,342		48,725
36	WUXI PHARMATECH CAYMAN I	0		31,798		39,723
37	WABTEC CORP	0		29,459		62,238
38	WHITING PETE CORP NEW	0		36,168		45,969
39	WILLIAMS SONOMA INC COM	0		34,547		46,041
40	WISDOMTREE INVTS INC	0		31,074		31,364
41	WYNDHAM WORLDWIDE CORP W	0		19,785		45,909
42	EATON CORP PLC	0		144,082		200,272
43	NABORS INDUSTRIES LTD COM	0		111,028		117,095
44	AGILENT TECHNOLOGIES INC	0		128,196		187,869
45	ARCHER DANIELS MIDLAND CO COM	0		47,920		72,825
46	ATLAS AIR WORLDWIDE HLDS	0		210,004		195,668

Part II, Line 10b (990-PF) - Investments - Corporate Stock

15,619,121									20,166,942		0		39,674,107	
Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year								
47	AVNET INC	0		134,525		197,392								
48	BP P L C SPONS ADR	0		58,560		72,721								
49	BAKER HUGHES INC	0		144,558		184,071								
50	BARNES GROUP INC	0		44,240		74,896								
51	BIG LOTS INC	0		191,033		192,578								
52	CHESAPEAKE ENERGY CORP	0		100,166		154,047								
53	COMMUNITY HEALTH SYS INC NEW	0		71,576		136,228								
54	FIRST NIAGARA FINL GROUP INC	0		138,065		180,041								
55	GENERAL DYNAMICS CORPORATION CO	0		63,537		89,913								
56	HARTFORD FINL SVCS GROUP INC COM	0		142,794		197,743								
57	HEALTH NET INC	0		86,537		92,600								
58	HOSPIRA INC	0		72,824		89,660								
59	INTERNATIONAL PAPER COMPANY COMM	0		90,799		173,860								
60	J P MORGAN CHASE & CO	0		121,632		135,849								
61	JOHNSON CONTROLS INC	0		104,416		189,451								
62	KENNAMETAL INC	0		157,609		201,146								
63	KEYCORP NEW COM	0		140,320		193,221								
64	MACY'S INC	0		59,573		141,670								
65	MC DERMOTT INTL INC	0		69,361		80,626								
66	METLIFE INC	0		136,461		213,577								
67	MYRIAD GENETICS INC	0		69,572		58,660								
68	NEWMONT MINING CORP	0		56,856		46,198								
69	PBF ENERGY INC CL A	0		162,071		217,829								
70	PATTERSON-UTI ENERGY INC	0		129,441		186,305								
71	QUALITY SYS INC	0		67,200		74,279								
72	RIO TINTO PLC SPON ADR	0		186,625		201,681								
73	TEREX CORP NEW	0		35,983		95,023								
74	TEVA PHARMACEUTICAL INDS ADR	0		190,178		201,282								
75	TEXAS INSTRUMENTS INC	0		49,076		70,959								
76	TEXTRON INCORPORATED COMMON	0		161,263		216,553								
77	TITAN INTL INC ILL	0		35,059		36,679								
78	VERIFONE HOLDINGS INC	0		167,422		220,702								
79	WELLPOINT INC COM	0		79,628		128,237								
80	WELLS FARGO & CO NEW	0		69,925		112,910								
81	DCP MIDSTREAM PARTNERS	0		296,960		453,150								
82	ENERGY TRANSFER PARTNERS LP	0		358,805		389,701								
83	ENTERPRISE PRODS PARTNERS LP	0		401,902		591,661								
84	MAGELLAN MIDSTREAM PARTNERS LP	0		394,700		964,235								
85	PLAINS ALL AMERN PIPELINE L P UNIT	0		396,535		600,532								
86	ALLIANCE GLOBAL	0		114,300		109,904								
87	ANHEUSER-BUSCH INBEV ADR	0		116,022		203,764								
88	ASSA ABLOY AB ADR	0		72,512		138,519								
89	ASSOCIATED BRIT FOODS LTD ADR NEW	0		52,967		88,517								
90	ATLANTIA SPA SHS	0		97,092		131,090								
91	BG PLC	0		74,466		92,681								
92	BNP PARIBAS	0		145,425		181,300								

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
93	BAIDU COM ADR	0		48,754		86,272
94	BAYER A G SPONSORED ADR	0		107,913		204,906
95	BAYERISCHE MOTORENWERKE	0		123,639		161,190
96	BHP BILLITON LIMITED	0		131,531		121,123
97	BRITISH AMERICAN TOBACCO	0		110,273		141,365
98	CARLSBERG AS SPONSORED ADR	0		69,201		70,764
99	CHINA CONSTRUCT UNSPN ADR	0		124,421		125,873
100	CHINA MOBILE HONG KONG LTD	0		124,771		118,228
101	CHINA SHENHUA ENERGY ADR	0		78,625		73,521
102	CIELO S A SPONSORED ADR	0		68,763		99,960
103	CIE FINANCIERE RICHEMONT	0		87,746		94,830
104	DAIWA HOUSE IND LTD ADR	0		108,504		104,469
105	ENI S P A SPONSORED ADR	0		77,036		78,845
106	ESTACIO PARTICIPACO-SPON	0		59,928		81,365
107	EUROPEAN AERONAUTIC	0		87,713		100,882
108	HSBC HLDGS PLC	0		156,977		155,742
109	INFORMA PLC-SP	0		76,175		109,021
110	KASIKORNBANK PCL-UNSPON	0		49,754		55,602
111	KDDI CORP SHS	0		73,851		81,508
112	KOC HLDG AS-UNSPON	0		41,469		50,721
113	KOMATSU LTD NEW	0		88,199		68,264
114	LADBROKES PLC SPON ADR	0		37,472		32,763
115	LIXIL GROUP CORPORATION	0		87,061		106,379
116	LLOYDS TSB GROUP PLC	0		71,322		117,141
117	MAKITA CORP ADR NEW	0		109,915		98,951
118	MEDICLINIC INTL	0		57,675		81,043
119	MEDOLANUM SPA SHS	0		92,773		92,258
120	SIGNET JEWELERS LTD SHS	0		80,255		91,135
121	MOBILE TELESYSTEMS QJSC	0		91,251		109,037
122	MR PRICE GROUP LTD ADR	0		36,004		51,815
123	NOVARTIS AG SPNSRD ADR	0		184,495		267,022
124	NOVO NORDISK A/S ADR	0		182,173		202,497
125	TELEKOMUNIKASI IND-ADR W/I	0		80,788		87,151
126	PETROLEUM GEO SVS SP ADR	0		72,242		63,145
127	PRUDENTIAL PLC ADR	0		125,842		247,455
128	RED ELECTRICA CORP UNSPN	0		85,837		108,798
129	REXAM PLC SHS ADR	0		96,172		140,411
130	ROYAL DUTCH SHELL PLC	0		119,984		123,155
131	RYANAIR HLDGS PLC	0		61,457		100,008
132	SAMPO PLC SHS	0		70,910		125,100
133	SANDS CHINA LTD UNSP ADR	0		88,237		169,990
134	SANOFI-SYNTHELABO	0		120,951		157,940
135	SAP AKTIENGESSELLSCHAFT ADR	0		141,013		214,626
136	SBERBANK SPONSORED ADR	0		81,493		75,458
137	SEVEN AND I HOLDINGS CO	0		113,819		146,199
138	SUMITOMO MITSUI-UNSPONS	0		134,885		191,296

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	15,619,121		20,166,942		0	39,674,107
			Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
139	SUMITOMO MITSUBISHI TR HLDGS	0		59,113				60,179
140	SWATCH GROUP AG UNSPONS	0		50,297				76,393
141	SWEDBANK A B ADR	0		50,690				87,704
142	TAIWAN SEMICONDUCTOR ADR	0		165,014				209,768
143	TULLOW OIL PLC SHS	0		60,192				44,542
144	TURKCELL ILETISIM HIZMETLERI	0		91,447				88,724
145	UNILEVER PLC AMER SHS ADR NEW	0		111,539				142,511
146	VALEO ADR	0		69,053				155,764
147	WOLSELEY PLC SHS ADR	0		59,516				98,687
148	YAHOO JAPAN CORP SHS	0		64,726				102,649
149	ACTAVIS PLC SHS	0		31,938				36,960
150	HERBALIFE LTD	0		10,388				15,268
151	MICHAEL KORS HLDGS LTD	0		12,826				17,375
152	NORWEGIAN CRUISE LINE	0		11,206				12,947
153	PERRIGO CO PLC	0		0				39,900
154	CHECK POINT SOFTWARE TECHNOLOGIES	0		23,658				32,378
155	CORE LABORATORIES NV	0		13,156				22,341
156	ACTIVISION BLIZZARD INC	0		26,794				36,427
157	ADOBE SYS INC COM	0		33,351				60,059
158	AGILENT TECHNOLOGIES INC	0		26,062				37,803
159	AIRGAS INC	0		22,080				32,436
160	ALBEMARLE CORP COM	0		23,183				27,765
161	ALLIANCE DATA SYS CORP	0		6,634				18,405
162	ALLSCRIPTS HEALTHCARE SOLUTIONS	0		24,245				23,963
163	AMETEK INC NEW	0		31,984				61,624
164	AMPHENOL CORP NEW	0		34,421				48,781
165	ANALOG DEVICES INC	0		13,588				14,260
166	ANNALY MTG MGMT INC	0		17,162				11,944
167	BED BATH & BEYOND INC	0		20,855				30,273
168	BERKLEY W R CORP	0		19,691				25,296
169	BIOMARIN PHARMACEUTICAL INC	0		16,147				39,396
170	CAMERON INTL CORP	0		25,106				27,860
171	CATAMARAN CORP SHS	0		36,523				35,739
172	CERNER CORP COM	0		12,498				15,050
173	CHURCH & DWIGHT CO INCORPORATED	0		24,449				44,076
174	CONCHO RESOURCES INC	0		32,572				38,880
175	CROWN CASTLE INTL CORP	0		27,516				46,848
176	DENBURY RES INC NEW	0		36,877				36,277
177	DICKS SPORTING GOODS INC	0		25,732				29,631
178	DOLLAR TREE INC	0		31,829				58,959
179	EATON VANCE CORP COM NON VTG	0		21,718				29,311
180	ECOLAB INC COM	0		19,849				41,395
181	ELECTRONIC ARTS	0		41,496				40,420
182	FMC CORP COM NEW	0		25,678				45,578
183	F5 NETWORKS INC	0		31,569				31,347
184	FIRST REP BK SAN FRANCISCO	0		27,321				46,434

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		15,619,121		20,166,942		0		39,674,107	
		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
185	FLUOR CORP NEW	0		19,958		22,160			
186	FLOWERVE CORP	0		25,816		35,474			
187	FRESH MKT INC	0		19,433		16,808			
188	GNC HOLDINGS INC SHS	0		23,786		29,868			
189	GARTNER INC NEW CL A	0		13,781		24,441			
190	HAIN CELESTIAL GROUP INC	0		32,012		47,569			
191	IDEX CORP COM	0		26,245		51,178			
192	IHS INC	0		37,022		45,007			
193	ILLUMINA INC	0		16,373		34,836			
194	INCYTE GENOMICS INC	0		10,442		15,948			
195	INTUIT INC COM	0		25,557		37,244			
196	IRON MTN INC PA	0		14,177		12,929			
197	KROGER COMPANY COMMON	0		14,146		14,310			
198	L BRANDS INC	0		27,204		37,296			
199	MARATHON PETROLEUM CORP	0		20,569		21,648			
200	MEAD JOHNSON NUTRTION CO	0		24,775		29,819			
201	NII HLDGS INC	0		10,772		4,494			
202	NOBLE ENERGY INC	0		26,404		40,321			
203	O'REILLY AUTOMOTIVE INC	0		21,161		36,296			
204	OLD DOMINION FGHT LINES INC	0		11,615		13,043			
205	PVH CORP	0		28,220		56,312			
206	PALL CORPORATION COM	0		22,407		32,348			
207	PETSMART INC COM	0		19,798		21,534			
208	RACKSPACE HOSTING INC	0		38,258		31,187			
209	RED HAT INC	0		31,089		38,724			
210	RELANCE STL & ALUM CO	0		20,863		30,108			
211	ROPER INDS INC NEW	0		24,825		45,348			
212	ROSS STORES INC	0		32,627		59,569			
213	SBA COMMUNICATIONS CORP CL A	0		47,457		70,345			
214	SM ENERGY CO SHS	0		8,893		8,477			
215	SANDISK CORP COM	0		11,976		15,519			
216	SCHEIN HENRY INC	0		34,643		59,301			
217	SERVICENOW INC	0		15,228		17,195			
218	STARWOOD PPTY TR INC	0		19,543		20,553			
219	STARWOOD HOTELS AND	0		28,488		39,804			
220	STERICYCLE INC	0		24,781		31,831			
221	TIM HORTONS INC	0		24,913		34,503			
222	TOWERS WATSON & CO CL A	0		14,675		16,462			
223	TRACTOR SUPPLY CO	0		14,909		21,412			
224	TRIPADVISOR INC SHS	0		8,523		8,946			
225	ULTA SALON COSMETICS &	0		21,983		24,033			
226	ULTIMATE SOFTWARE GROUP INC	0		5,681		9,193			
227	UNITED CONTL HLDGS INC	0		17,417		22,017			
228	UNIVERSAL HEALTH SVCS INC CL B	0		29,360		53,388			
229	URBAN OUTFITTERS INC	0		11,620		14,766			
230	VALEANT PHARMACEUTICALS	0		16,698		36,864			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Nun Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
231	VANTIV INC CL A	0	0	42,757	0	39,674,107
232	VERISIGN INC	0	0	35,629	0	60,438
233	VERTEX PHARMACEUTICALS INC	0	0	13,725	0	23,850
234	WABCO HOLDINGS INC	0	0	8,180	0	9,154
235	WADDELL & REED FINL INC CL A	0	0	16,699	0	21,164
236	WATERS CORP	0	0	13,789	0	16,500
237	WESCO INTL INC	0	0	21,589	0	27,321
238	WHOLE FOODS MKT INC	0	0	12,096	0	22,959
239	XILINX INC	0	0	26,112	0	37,103
240	ZOETIS INC	0	0	17,184	0	17,718
241	JAZZ PHARMACEUTICALS PLC	0	0	26,900	0	46,827
242	SIGNET JEWELERS LTD SHS	0	0	40,370	0	73,584
243	XL GROUP PLC SHS	0	0	34,000	0	45,881
244	INTERXION HOLDING N V	0	0	17,911	0	18,109
245	NXP SEMICONDUCTORS N V	0	0	31,354	0	47,859
246	AOL INC	0	0	37,781	0	47,273
247	AFFILIATED MANAGERS GROUP INC	0	0	26,900	0	52,919
248	AKORN INC	0	0	30,020	0	29,667
249	ALBEMARLE CORP COM	0	0	29,482	0	28,589
250	ALLIANCE DATA SYS CORP	0	0	37,975	0	80,194
251	AUTOLIV INC COM	0	0	41,146	0	59,395
252	AUTONATION INC	0	0	25,499	0	37,516
253	BE AEROSPACE INC	0	0	33,381	0	42,993
254	CBRE GROUP INC	0	0	43,319	0	54,651
255	CARRIZO OIL & GAS INC	0	0	36,919	0	41,278
256	Ciena Corp	0	0	23,402	0	24,337
257	CULLEN FROST BKRS INC	0	0	29,544	0	37,736
258	DANA HLDG CORP	0	0	35,315	0	30,156
259	DILLARD'S INC CL A COM	0	0	22,139	0	28,483
260	DOLBY LABORATORIES INC	0	0	24,320	0	31,311
261	ENERSYS	0	0	15,217	0	30,629
262	ENTERGRIS INC	0	0	21,234	0	27,874
263	EVERCORE PARTNERS INC	0	0	23,636	0	35,390
264	EXPEDIA INC	0	0	32,968	0	73,213
265	FEI CO	0	0	19,770	0	39,944
266	F5 NETWORKS INC	0	0	29,783	0	32,710
267	FINISAR CORPORATION	0	0	23,481	0	23,920
268	FIRST REP BK SAN FRANCISCO	0	0	37,351	0	49,575
269	FLEETCOR TECHNOLOGIS INC	0	0	21,319	0	61,631
270	GNC HOLDINGS INC SHS	0	0	51,406	0	52,839
271	GARTNER INC NEW CL A	0	0	34,369	0	54,495
272	GENTEX CORP COM	0	0	29,711	0	33,178
273	GENOMIC HEALTH INC	0	0	16,788	0	16,801
274	HANGER ORTHOPEDIC GROUP INC	0	0	10,167	0	15,067
275	HEARTLAND PMT SYS INC	0	0	19,078	0	44,059

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PY LATE POSTING MUTUAL FUNDS	1	254
2	COST BASIS ADJUSTMENT	2	556,704
3	Total	3	556,958

Line 5 - Decreases not included in Part III, Line 2

1	CY LATE POSTING MUTUAL FUNDS	1	569
2	Total	2	569

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										477	Amount									
Short Term CG Distributions										0										
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	1,542,577	0	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses						
1 WHITING PETROLEUM CORP	968387102	21/12/2013	10/30/2013	3,239	0	2,550	689	0	0	0	0	0	0	689						
2 WHITING PETROLEUM CORP	968387102	21/12/2013	12/9/2013	3,357	0	2,550	484	0	0	0	0	0	0	484						
3 WHITING PETROLEUM CORP	968387102	21/12/2013	12/9/2013	2,902	0	2,507	395	0	0	0	0	0	0	395						
4 WHITING PETROLEUM CORP	968387102	21/12/2013	12/9/2013	1,821	0	1,604	217	0	0	0	0	0	0	217						
5 WHITING PETROLEUM CORP	968387102	21/12/2013	12/16/2013	785	0	652	133	0	0	0	0	0	0	133						
6 WHITING PETROLEUM CORP	968387102	5/6/2013	12/16/2013	3,563	0	2,822	741	0	0	0	0	0	0	741						
7 WHITING PETROLEUM CORP	968387102	5/6/2013	12/16/2013	1,261	0	1,004	257	0	0	0	0	0	0	257						
8 BROADCOM CORP CALIF CL A	111320107	1/18/2013	7/24/2013	6,655	0	8,593	-1,928	0	0	0	0	0	0	-1,928						
9 BROADCOM CORP CALIF CL A	111320107	6/6/2012	7/24/2013	1,421	0	1,758	1	0	0	0	0	0	0	1						
10 BROADCOM CORP CALIF CL A	111320107	8/23/2011	7/24/2013	2,240	0	2,917	0	0	0	0	0	0	0	0						
11 BROADCOM CORP CALIF CL A	111320107	7/19/2012	7/24/2013	610	0	969	-159	0	0	0	0	0	0	-159						
12 BROADCOM CORP CALIF CL A	111320107	9/6/2012	7/24/2013	484	0	549	-85	0	0	0	0	0	0	-85						
13 BROADCOM CORP CALIF CL A	111320107	1/4/2013	8/2/2013	1,401	0	2,100	-699	0	0	0	0	0	0	-699						
14 BROADCOM CORP CALIF CL A	111320107	1/7/2012	8/2/2013	1,724	0	2,227	-503	0	0	0	0	0	0	-503						
15 BROADCOM CORP CALIF CL A	111320107	8/23/2011	8/5/2013	2,209	0	3,455	-1,247	0	0	0	0	0	0	-1,247						
16 BROADCOM CORP CALIF CL A	111320107	1/18/2013	8/5/2013	1,458	0	1,879	-421	0	0	0	0	0	0	-421						
17 BROADCOM CORP CALIF CL A	12541W209	4/24/2013	8/5/2013	2,699	0	3,509	-810	0	0	0	0	0	0	-810						
18 C H ROBINSON WORLDWIDE	12541W209	1/10/2013	5/9/2013	3,800	0	4,321	-521	0	0	0	0	0	0	-521						
19 C H ROBINSON WORLDWIDE	12541W209	1/14/2013	10/2/2013	2,085	0	2,268	-202	0	0	0	0	0	0	-202						
20 C H ROBINSON WORLDWIDE	12541W209	1/10/2013	10/2/2013	1,592	0	1,741	-149	0	0	0	0	0	0	-149						
21 C H ROBINSON WORLDWIDE	12541W209	1/14/2013	10/2/2013	1,180	0	1,296	-116	0	0	0	0	0	0	-116						
22 C H ROBINSON WORLDWIDE	12541W209	1/15/2013	10/30/2013	2,228	0	2,406	-178	0	0	0	0	0	0	-178						
23 C H ROBINSON WORLDWIDE	12541W209	1/31/2013	10/30/2013	3,433	0	3,797	-364	0	0	0	0	0	0	-364						
24 C H ROBINSON WORLDWIDE	12541W209	2/6/2013	11/15/2013	3,170	0	3,174	-4	0	0	0	0	0	0	-4						
25 C H ROBINSON WORLDWIDE	12541W209	1/31/2013	11/15/2013	1,077	0	1,199	-122	0	0	0	0	0	0	-122						
26 C H ROBINSON WORLDWIDE	12541W209	2/6/2013	11/19/2013	1,390	0	1,378	12	0	0	0	0	0	0	12						
27 C H ROBINSON WORLDWIDE	12541W209	3/25/2013	11/19/2013	3,082	0	2,985	97	0	0	0	0	0	0	97						
28 CST BRANDS INC SHS	12846R105	5/25/2010	5/6/2013	6,408	0	2,633	3,775	0	0	0	0	0	0	3,775						

52108	
52100	
11724	

Long Term CG Distributions	477
Short Term CG Distributions	0

[illegible]

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	1,356
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	15,975
7 Total	7	17,331

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	1,635,092
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,635,092

APPLICATION TO THE NESHOLM FAMILY FOUNDATION



NESHOLM FAMILY
FOUNDATION

DATE:

APPLICANT ORGANIZATION

NAME:

Year organization incorporated:

ADDRESS:

Is the name at left the same as it appears
on the IRS Letter of Determination?
Yes___ No___ If not, explain:

CHIEF EXECUTIVE'S NAME & TITLE:

CONTACT'S NAME & TITLE (if different):

TELEPHONE NUMBER:

E-MAIL:

FAX NUMBER:

ORGANIZATIONAL INFORMATION

Number of full-time staff:

Number of part-time staff:

Number of volunteers:

GEOGRAPHIC AREA:

.....

OPERATING BUDGET TOTAL FOR CURRENT FISCAL YEAR: \$ _____

Fiscal Year: _____
From To

SOURCES OF INCOME

Government: Federal _____%
State _____%
County _____%
City _____%

Fees/earned income _____%
Individual contributions _____%
United Way _____%
Workplace Campaigns (not United Way) _____%
Corporate and/or Foundation grants _____%
Special events _____%
Membership _____%
Other _____%



NESHOLM FAMILY
FOUNDATION

AMOUNT OF THIS REQUEST: \$

FUNDS NEEDED BY:

TIME FRAME IN WHICH FUNDS WILL BE USED: _____
from _____ to _____

IF CAPITAL CAMPAIGN: Time frame for completion _____

IF PERFORMING ARTS: Dates of production _____

PROJECT NAME:

PROJECT DIRECTOR:

TOTAL PROJECT COST: \$

PERCENT THIS REQUEST OF PROJECT TOTAL: _____%

PROJECT COST PER CLIENT (if applicable): \$

PROJECT TYPE:

___ CAPITAL: ☐ construction ☐ renovation ☐ equipment (check one)
___ SPECIFIC PROGRAM
___ OTHER (describe)

OTHER SOURCES OF REVENUE FOR THE PROJECT:

Pending/Amount:

Committed/Amount:

Do not exceed the space allowed.

1. WHO WILL PROJECT SERVE?

2. HOW MANY WILL PROJECT SERVE?

3. WHAT GEOGRAPHIC AREA WILL PROJECT SERVE?

4. HOW WILL THE PROJECT BE FUNDED IN THE FUTURE? (if applicable)

APPLICATION TO THE NESHOLM FAMILY FOUNDATION



DATE:

APPLICANT ORGANIZATION :

NAME:

Year organization incorporated:

ADDRESS:

Is the name at left the same as it appears on the IRS Letter of Determination?

☐ yes ☐ no If not, explain:

NESHOLM FAMILY
FOUNDATION

120 Lakeside Avenue

Suite 340

Seattle, Washington

98122

206 324 3339

CHIEF EXECUTIVE'S NAME & TITLE:

CONTACT'S NAME & TITLE (if different):

TELEPHONE NUMBER:

E-MAIL:

ORGANIZATIONAL INFORMATION

Number of full-time staff:

Number of part-time staff:

Number of volunteers:

GEOGRAPHIC AREA:

OPERATING BUDGET TOTAL FOR CURRENT FISCAL YEAR: \$

Fiscal Year: from to

SOURCES OF INCOME

Government: Federal	%	Fees/earned income:	%
State	%	Individual contributions	%
County	%	United Way	%
City	%	Workplace Campaigns (not United Way)	%
		Corporate &/or Foundation grants	%
		Special Events	%
		Membership	%
		Other	%



NESHOLM FAMILY
FOUNDATION

REQUEST

AMOUNT OF THIS REQUEST: \$

FUNDS NEEDED BY:

TIME FRAME IN WHICH FUNDS WILL BE USED: from to

IF CAPITAL CAMPAIGN: Time frame for completion

IF PERFORMING ARTS: Dates of production

PROJECT NAME:

PROJECT DIRECTOR:

TOTAL PROJECT COST: \$

PERCENT THIS REQUEST OF PROJECT TOTAL: %

PROJECT COST PER CLIENT: \$

PROJECT TYPE:

- ☐ CAPITAL: ☐ construction ☐ renovation ☐ equipment (choose one)
☐ SPECIFIC PROGRAM
☐ OTHER (describe)

OTHER SOURCES OF REVENUE FOR THE PROJECT:

Pending/Amount:

Committed/Amount:

Please do not exceed space allowed for each question:

1. WHO WILL PROJECT SERVE?

2. HOW MANY WILL PROJECT SERVE?

3. WHAT GEOGRAPHIC AREA WILL PROJECT SERVE?

4. HOW WILL THE PROJECT BE FUNDED IN THE FUTURE? (if applicable)

2 of 2



NESHOLM FAMILY
FOUNDATION

PROGRAM OBJECTIVES AND POLICIES

The Nesholm Family Foundation was established by the Will of Elmer J. Nesholm (1910-1986), a resident of Seattle and New York City who spent his working career as a key executive with United Parcel Service, which was founded in Seattle in 1907. His concern for the welfare of others, his outlook as a future oriented problem solver, and his commitment to share his success with the community where he grew up led to the establishment of the Foundation in 1987.

Grants, which redound to the benefit of the people of the City of Seattle, will be made to qualifying organizations. Occasionally, projects and programs elsewhere in King County may be considered. The Nesholm Family Foundation awards grants in health and human services, education, and the performing arts. Within the framework of these three categories, the Foundation favors investment in projects and programs that have the potential to:

- Develop human potential
- Enhance quality of life
- Deal with important community issues and problems
- Affect significant numbers of people in positive ways
- Encourage the involvement of others
- Leverage the use of Foundation assets to increase the project's long-term impact.



NESHOLM FAMILY
FOUNDATION

FOUNDATION FOCUS

The Performing Arts

The city of Seattle is known nationally as an outstanding center for the performing arts. We believe that the performing arts are a primary force in shaping our cultural heritage and in contributing to the vitality of our society. The Foundation is particularly interested in projects that:

- Encourage the highest professional performance standards
- Improve the availability and accessibility of the arts
- Support artistic and organizational development

Health and Human Services

The Foundation is concerned with community, public health, and quality of life issues. The Foundation is particularly interested in projects that:

- Address community and public health issues
- Support the health and well being of children and families
- Address the problems and needs of disadvantaged groups

Education

Educational opportunities provide the means for fulfilling human potential and enriching the community. We believe that the public school systems play an essential role in the future of our community and our democratic institutions. The Foundation is particularly interested in projects that:

- Develop the potential of underachieving students
- Expand opportunities for cultural education for public school children
- Bring the community to the public schools



NESHOLM FAMILY
FOUNDATION

FUNDING POLICIES

Applications are considered for programs that will benefit health and human services, education, and the performing arts in Seattle. On rare occasions, the Foundation considers programs to other areas of King County.

Applications are considered only from organizations ruled to be tax-exempt under Section 501 (c)(3) of the Internal Revenue Code and that are not private foundations as defined in Section 509(a) of the Code, other than qualified private operating funds.

Grants are usually awarded for one year. Occasionally, the Foundation may invite renewal applications after evaluation of progress and review of plans for further work. From time to time, the Foundation may solicit proposals to develop projects and programs.

The Foundation will not consider applications for:

- Ongoing normal operations or operating deficits
- Debt retirement or endowment funds
- Loans of any kind
- Contributions to general fund drives, annual appeals, federated campaigns
- Scholarships and fellowships, or the benefit of specific individuals
- Basic science research

Also, the Foundation will not consider requests for grants to:

- Conduit organizations, i.e., tax-exempt organizations that pass funds on to organizations not tax-exempt in their own right
- Organizations that carry on propaganda or attempt to influence legislation or elections
- Institutions that in policy or practice unfairly discriminate against race, ethnic origin, sex, or creed
- Activities of sectarian or religious organizations that principally benefit their own members or adherents

8/24/05



NESHOLM FAMILY
FOUNDATION

APPLICATION PROCEDURES

To apply to the Nesholm Family Foundation for a grant, please send eight (8) copies of the following:

1. A letter of not more than two pages, signed by the Executive Director, which includes:
 - a brief description of the organization,
 - a short description of the project for which funding is sought,
 - a statement as to how the project relates to the Foundation Guidelines,
 - a statement as to why this project is important.
2. A completed copy of the *Application to the Nesholm Family Foundation*.
(If you would like an electronic version of the Application, please send an e-mail to grants@nesholmfoundation.org. We cannot, however, accept your completed Application by e-mail.)
3. A project budget including expenses as well as all anticipated sources of revenue.

If the application is accepted for further consideration, a site visit will ordinarily be scheduled by Foundation staff.

The Foundation Board meets 6-8 times per year. You may call or e-mail the office to determine the submission deadline for the next meeting.

We are unable to receive personal presentations. Unless told otherwise, we will feel free to contact anyone involved in your organization for additional information. The entire application process may require up to four months. You will be notified within ten days of the Board's final decision.

5/04