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Return of Organization Exempt From Income Tax

2013

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

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

► Information about Form 990 and its instructions is at www.irs.gov/form990.Open to Public
Inspection

A For the 2013 calendar year, or tax year beginning		7/01	, 2013, and ending		6/30	, 2014	
B Check if applicable		C BETHSHAN FOUNDATION 12927 SOUTH MONITOR AVENUE PALOS HEIGHTS, IL 60463-2434				D Employer Identification Number 36-3197006	
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending						E Telephone number 708-371-0801	
						F Name and address of principal officer SAME AS C ABOVE	
I Tax-exempt status		X 501(c)(3)	501(c) () (insert no)	4947(a)(1) or	527	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
J Website:		► N/A				H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
K Form of organization		X Corporation	Trust	Association	Other ►	H(c) Group exemption number ►	
						L Year of formation 1982 M State of legal domicile IL	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities	SUPPORT BETHSHAN ASSOCIATION	

Revenue	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	12	
	3 Number of voting members of the governing body (Part VI, line 1a)	3	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	12
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year 660,841. Current Year 759,408.	
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	219,549. 233,126.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	880,390. 992,534.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	295,575. 615,890.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ► 9,016.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	43,620. 46,185.	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	339,195. 662,075.	
19 Revenue less expenses. Subtract line 18 from line 12	541,195. 330,459.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 5,452,754. End of Year 6,031,188.	
	21 Total liabilities (Part X, line 26)	0. 1,244.	
	22 Net assets or fund balances Subtract line 21 from line 20	5,452,754. 6,029,944.	
		IRS-OCO NOV 24 2014	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	► X Signature of officer Brian L. Dobber	Date 11/3/14			
	► Type or print name and title Brian L. Dobber President				
Paid Preparer Use Only	Print/Type preparer's name LAWRENCE J. VAN DRUNEN	Preparer's signature Lawrence J. Van Drunen	Date 10/7/14	Check <input type="checkbox"/> if self-employed	PTIN P00003754
	Firm's name ► DREYER, OOMS & VAN DRUNEN, LTD.	Firm's EIN ► 36-2806701			
	Firm's address ► 17075 SOUTH PARK AVE. SOUTH HOLLAND, IL 60473-3350	Phone no 708-596-6100			

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

BAA For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III 1 Briefly describe the organization's mission:SUPPORT BETHSHAN ASSOCIATION2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? If 'Yes,' describe these changes on Schedule O Yes No4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 615,890. including grants of \$ 615,890.) (Revenue \$ 992,534.)

TO RECEIVE, ACCUMULATE, MANAGE, INVEST AND DISBURSE CAPITAL FUNDS AND PROPERTIES
ENTRUSTED TO IT AND THE INCOME THEREFROM FOR THE EXCLUSIVE USE AND BENEFIT OF
BETHSHAN ASSOCIATION.

4b (Code.) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 615,890.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If 'Yes,' complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII	11b X	
c Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If 'Yes,' complete Schedule F, Parts II and IV	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If 'Yes,' complete Schedule F, Parts III and IV	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III	19 X	
20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H	20 X	
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b X	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organizations or government on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II	21	X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III	22	X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a	24a	X
24b	b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
24c	c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
24d	d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I	25a	X
25b	b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990 EZ? If 'Yes,' complete Schedule L, Part I	25b	X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
28a	a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28a	X
28b	b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28b	X
28c	c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	28c	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M	30	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I	31	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II	32	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I	33	X
34	Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1	34	X
35a	35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
35b	b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2	35b	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2	36	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

BAA

Form 990 (2013)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V

		Yes	No
1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1 a	1	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1 b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c		X
2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a	0	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2 b		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a		X
b If 'Yes' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation in Schedule O	3 b		
4 a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4 a		X
b If 'Yes,' enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	4 b		
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5 c		
6 a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6 a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6 b		
7 Organizations that may receive deductible contributions under section 170(c).	7		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7 a		X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 c		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7 g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7 h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.	9 a		
a Did the organization make any taxable distributions under section 4966?	9 b		
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10 a		
a Initiation fees and capital contributions included on Part VIII, line 12	10 b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11 a		
a Gross income from members or shareholders	11 b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12 a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13 a		
a Is the organization licensed to issue qualified health plans in more than one state?			
Note. See the instructions for additional information the organization must report on Schedule O.			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13 b		
c Enter the amount of reserves on hand	13 c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14 a		X
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O	14 b		

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	12	
1b		12	
2	Enter the number of voting members included in line 1a, above, who are independent	2	X
3	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	3	X
4	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	4	X
5	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	5	X
6	Did the organization become aware during the year of a significant diversion of the organization's assets?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? SEE SCHEDULE O	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? SEE SCH O	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	X
a	The governing body?	8b	X
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No	
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990 SEE SCHEDULE O		
12a	Did the organization have a written conflict of interest policy? If 'No,' go to line 13	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done SEE SCHEDULE O	12c	X
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers of key employees of the organization SEE SCHEDULE O If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions)	15b	X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ►	IL
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available Check all that apply	
	<input type="checkbox"/> Own website	<input checked="" type="checkbox"/> Another's website
	<input type="checkbox"/> Upon request	<input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	
	► STEVE GOUDZWAARD 12927 S. MONITOR AVE, PALOS HEIGHTS, IL 60463-2434 708-371-0801	
BAA	TEEA0106L 07/02/13	Form 990 (2013)

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response or note to any line in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee'

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organi- zations below dotted line)	(C)					(D) Reportable compensation from the organization (W-2/1099 MISC)	(E) Reportable compensation from related organizations (W-2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) JUDY GILL DIRECTOR	1 0	X					0.	0.	0.
(2) ANN PAYNE SECRETARY	1 0	X	X				0.	0.	0.
(3) JACK HOEKSTRA DIRECTOR	1 0	X					0.	0.	0.
(4) JORI BRINK TREASURER	1 0	X	X				0.	0.	0.
(5) RUSS VAN DYKE DIRECTOR	1 0	X					0.	0.	0.
(6) JAMES VAN KAMPEN DIRECTOR	1 0	X					0.	0.	0.
(7) TOM LEMMENES DIRECTOR	1 0	X					0.	0.	0.
(8) SALLY POORTENGA VICE PRESIDENT	1 0	X	X				0.	0.	0.
(9) BRIAN DOBBEN PRESIDENT	1 0	X	X				0.	0.	0.
(10) KIM LAGESTEE-MULDER DIRECTOR	1 0	X					0.	0.	0.
(11) CLINT VERHAGEN DIRECTOR	1 0	X					0.	0.	0.
(12) WAYNE BOSS DIRECTOR	1 0	X					0.	0.	0.
(13)									
(14)									

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(D) Reportable compensation from the organization (W-2/1099 MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee or director	Institutional trustee	Officer	Key employee				Highest compensated employee
(15)									
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1 b Sub-total							0.	0.	0.
c Total from continuation sheets to Part VII, Section A							0.	0.	0.
d Total (add lines 1b and 1c)							0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a			
	b Membership dues	1 b			
	c Fundraising events	1 c			
	d Related organizations	1 d			
	e Government grants (contributions)	1 e			
	f All other contributions, gifts, grants, and similar amounts not included above	1 f	759,408.		
	g Noncash contributions included in lines 1a-1f		\$		
PROGRAM SERVICE REVENUE	h Total. Add lines 1a-1f		759,408.		
OTHER REVENUE	2 a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f				
3 Investment income (including dividends, interest and other similar amounts)		177,378.	177,378.		
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6 a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	1,093,195.				
b Less. cost or other basis and sales expenses					
c Gain or (loss)	1,037,447.				
d Net gain or (loss)	55,748.		55,748.	55,748.	
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c)	a				
See Part IV, line 18					
b Less direct expenses	b				
c Net income or (loss) from fundraising events					
9 a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code				
11 a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total revenue. See instructions		992,534.	233,126.	0.	0.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	615,890.	615,890.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	7,085.		7,085.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	30,036.		30,036.	
g Other (If line 11g amt exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PRINTING AND PUBLICATIONS	6,602.			6,602.
b DUES	2,414.			2,414.
c MISCELLANEOUS	48.		48.	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	662,075.	615,890.	37,169.	9,016.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				
Check here ▶ <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year
ASSETS	1 Cash – non-interest-bearing	1	
	2 Savings and temporary cash investments	1,149,350.	2 1,079,889.
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 7,682.	
	b Less accumulated depreciation	10b 7,682.	10c
	11 Investments – publicly traded securities	3,144,646.	11 4,318,771.
	12 Investments – other securities See Part IV, line 11		12
	13 Investments – program-related See Part IV, line 11	1,143,893.	13 623,655.
	14 Intangible assets		14
	15 Other assets See Part IV, line 11	14,865.	15 8,873.
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,452,754.	16 6,031,188.	
LIABILITIES	17 Accounts payable and accrued expenses	17	1,244.
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	25	
	26 Total liabilities. Add lines 17 through 25	0.	26 1,244.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	5,452,754.	27 6,029,944.
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	5,452,754.	33 6,029,944.
	34 Total liabilities and net assets/fund balances	5,452,754.	34 6,031,188.

BAA

Form 990 (2013)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	992,534.
2 Total expenses (must equal Part IX, column (A), line 25)	2	662,075.
3 Revenue less expenses Subtract line 2 from line 1	3	330,459.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,452,754.
5 Net unrealized gains (losses) on investments	5	246,731.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	6,029,944.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1 Accounting method used to prepare the Form 990	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		2 a	X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		2 b	X
2b Were the organization's financial statements audited by an independent accountant?			
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		2 c	X
2c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?			
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		3 a	X
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3 b	

BAA

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545 0047

2013

Open to Public
Inspection

Name of the organization

BETHSHAN FOUNDATION

Employer identification number

36-3197006

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 9 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III – Functionally integrated d Type III – Non-functionally integrated
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 - f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
11g (i)		X
11g (ii)		X
11g (iii)		X

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) BETHSHAN ASSOC.	36-3038592	7	X		X		X		615,890.
(B)									
(C)									
(D)									
(E)									
Total									615,890.

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants')						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)						12
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33-1/3% support test – 2013. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 33-1/3% support test – 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17a 10%-facts-and-circumstances test – 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 10%-facts-and-circumstances test – 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total Support. (Add Ins 9,10c, 11 and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15 ..	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%
19a 33-1/3% support tests – 2013. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33-1/3% support tests – 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ► <input type="checkbox"/>		

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No. 1545-0047

2013Open to Public
Inspection

Name of the organization

Employer identification number

BETHSHAN FOUNDATION

36-3197006

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table

c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations
 (ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Yes	No
3a(i)	
3a(ii)	
3b	

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other			7,682.	7,682.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				0.

BAA

Schedule D (Form 990) 2013

Part VII Investments – Other Securities. N/A
 Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12) ►		

Part VIII Investments – Program Related. N/A
 Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) MORTGAGE REC. /BETHSHAN ASSOC. -CHE	113,370.	COST
(2) MORTGAGE REC. /BETHSHAN ASSOC. -AUS	266,948.	COST
(3) MORTGAGE REC. /BETHSHAN ASSOC. -HEA	119,043.	COST
(4) MORTGAGE REC. /BETHSHAN ASSOC. -LAR	124,294.	COST
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13) ►	623,655.	

Part IX Other Assets. N/A
 Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15) ►	

Part X Other Liabilities. N/A
 Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
(11) _____	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25) ►	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	1,239,265.
2	
2a	246,731.
2b	
2c	
2d	
2e	246,731.
3	992,534.
4	
4a	
4b	
4c	
5	992,534.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements	1	662,075.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2 a	
b	Prior year adjustments	2 b	
c	Other losses	2 c	
d	Other (Describe in Part XIII)	2 d	
e	Add lines 2a through 2d	2 e	
3	Subtract line 2e from line 1	3	662,075.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4 a	
b	Other (Describe in Part XIII)	4 b	
c	Add lines 4a and 4b	4 c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	662,075.

Part XIII **Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

BAA

Schedule D (Form 990) 2013

SCHEDULE I
(Form 990)

OMB No. 1545-0047
2013

Department of the Treasury
Internal Revenue Service
Name of the organization

BETHSHAN FOUNDATION

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the Organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BETHSHAN ASSOCIATION 12927 SOUTH MONITOR PALOS HEIGHTS, IL 60463	36-3038592	501 (C) (3)	615, 890.	0.	BOOK		CARE AND HOUSING
(2) _____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____	_____
(8) _____	_____	_____	_____	_____	_____	_____	_____

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA3901L 07/12/13

SEE PART IV

Yes

No

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

► Open to Public Inspection

► Attach to Form 990.

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.

Schedule I (Form 990) (2013)

1
0

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.

THE FINANCIAL REPORTS OF THE SUPPORTED ORGANIZATION ARE REVIEWED BY THE MEMBERS OF THE BOARD TO ENSURE THAT THE FUNDS ARE NOT DIVERTED FROM THEIR INTENDED USE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is
at www.irs.gov/form990.

OMB No 1545 0047

2013

Open to Public
Inspection

Name of the organization

BETHSHAN FOUNDATION

Employer identification number

36-3197006

FORM 990, PART VI, LINE 6 - EXPLANATION OF CLASSES OF MEMBERS OR SHAREHOLDER

MEMBERS OF THE ORGANIZATION SHALL CONSIST OF PERSONS EIGHTEEN YEARS OF AGE OR OVER

WHO SUBSCRIBE TO THE PURPOSE OF THE ORGANIZATION AS SHOWN IN ARTICLE II OF THE

CONSTITUTION, WHO ARE MEMBERS OF A CHURCH OF REFORMED PERSUASION, AND WHO MAKE AN

ANNUAL CONTRIBUTION TO THE ORGANIZATION IN THE PRECEDING YEAR IN A MINIMUM AMOUNT OF

TEN (\$10.00) DOLLARS.

FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY

AT THE ANNUAL MEETING OF THE MEMBERS OF THE ORGANIZATION, HELD IN OCTOBER OF EACH

YEAR, THE MEMBERS ELECT THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 7B - DECISIONS OF GOVERNING BODY APPROVAL BY MEMBERS OR SHAREHOLDERS

AT THE ANNUAL MEETING OF THE MEMBERS OF THE ORGANIZATION, HELD IN OCTOBER OF EACH

YEAR, THE MEMBERS WILL RECEIVE FINANCIAL REPORTS, APPROVE THE ANNUAL BUDGET, APPROVE

THE PURCHASE OR CONSTRUCTION OF BUILDINGS AND IMPROVEMENTS, AND DECIDE OTHER

BUSINESS WHICH MAY PROPERLY BE BROUGHT TO THE MEETING.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE FORM 990 IS PREPARED BY THE CERTIFIED PUBLIC ACCOUNTANTS FROM INFORMATION

PROVIDED BY THE DIRECTOR OF FINANCE, REVIEWED AND SIGNED BY THE TREASURER OF THE

ORGANIZATION, AND APPROVED FOR FILING BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

THE ORGANIZATION MONITORS ALL NEW VENDORS TO DETERMINE IF THERE IS A RELATIONSHIP

BETWEEN A VENDOR AND ANY BOARD MEMBER OR EMPLOYEE OF THE ORGANIZATION WHICH WOULD

CREATE A CONFLICT OF INTEREST. IF A CONFLICT OF INTEREST IS IDENTIFIED, THE

ORGANIZATION DOCUMENTS THAT THE TRANSACTION IS COMPETITIVELY PRICED WHEN COMPARED TO

OTHER VENDORS.

ANNUALLY THE BOARD MEMBERS AND THE STAFF ARE REQUIRED TO READ A STATEMENT OF WHAT IS

Name of the organization

BETHSHAN FOUNDATION

Employer identification number

36-3197006

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS (CONTINUED)

A CONFLICTED TRANSACTION, REPORT ANY BUSINESS TRANSACTED WITH THE ORGANIZATION, AND SIGN A CONFLICT OF INTEREST STATEMENT.

ALL CONFLICTS OF INTEREST ARE REPORTED AT A BOARD OF DIRECTORS MEETING WHICH MUST APPROVE EACH TRANSACTION.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES

THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS ANNUALLY REVIEWS THE JOB PERFORMANCE AND THE COMPENSATION OF THE EXECUTIVE DIRECTOR, THE DIRECTOR OF FINANCE, AND OTHER KEY EMPLOYEES. COMPARABLE COMPENSATION DATA IS COLLECTED FROM SIMILAR ORGANIZATION IN THE CHICAGOLAND REGION AND USED WHEN SETTING THE COMPENSATION PACKAGES. THE RECOMMENDED COMPENSATION PACKAGES FOR THE EXECUTIVE DIRECTOR, THE DIRECTOR OF FINANCE AND OTHER KEY EMPLOYEES ARE APPROVED BY THE FULL BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE ORGANIZATION'S GOVERNING DOCUMENT, CONFLICT OF INTEREST POLICIES, WHISTLE BLOWER POLICIES, DOCUMENT RETENTION AND DISPOSAL POLICIES, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE IN THE EMPLOYEE MANUAL OR TO THE PUBLIC UPON REQUEST.

SCHEDULE R
(Form 990)

► Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
 ► Attach to Form 990. ► See separate instructions.
 ► Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service
Name of the organization

BETHSHAN FOUNDATION

Related Organizations and Unrelated Partnerships

OMB No 1545-0047
2013
Open to Public
Inspection

Name of the organization
Employer identification number
36-3197006

Part I Identification of Disregarded Entities Complete if the organization answered 'Yes' on Form 990, Part IV, line 33

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity Yes	No
(1) BETHSHAN ASSOCIATION 12927 SOUTH MONITOR AVENUE PALOS HEIGHTS, IL 60463-2434 36-3038592	RESIDENTIAL CARE FOR DISABLED	IL	501 (C) (3)	7	N/A	X	
(2) _____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____	_____

Part III ^(e) **Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1)							Yes	No	Yes	No
(2)										
(3)										

Part IV ^(a) **Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered 'Yes' on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?
(1)							Yes	No
(2)								
(3)								

Part V Transactions With Related Organizations Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)
- p Rembursement paid to related organization(s) for expenses
- q Rembursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) BETHSHAN ASSOCIATION	A	35,293	BOOK	
(2) BETHSHAN ASSOCIATION	B	615,890	BOOK	
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unre- lated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner?	(k) Percentage ownership
(1) _____										
(2) _____										
(3) _____										
(4) _____										
(5) _____										
(6) _____										
(7) _____										
(8) _____										

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Bethshan Foundation
Gain on Sale of Investments
06/30/14

Date Sold	Asset	# Shares	Book Value *	# Shr Sold	Share Price	Proceeds	Total BV sold	Gain
7/25/13	FNMA Pool #AB8464, 2 5%, 2/1/43	56,504 56	\$ 52,586 33	195 53	\$ 1 0000	\$ 195 53	181 97	\$ 13 56
7/25/13	FNMA Pool #AT8912, 3%	52,099 00	50,973 68	42 60	1 0000	42 60	41 68	0 92
8/8/13	Autodesk Incorporated	290 00	9,842 60	290 00	35 2500	10,214 33	9,842 60	371 73
8/12/13	Pall Corp	230 00	15,278 90	230 00	71 43270	16,422 88	15,278 90	1,143 98
8/26/13	FNMA Pool #AB8464, 2 5%, 2/1/43	56,309 02	52,404 36	225 72	1 00000	225 72	210 07	15 65
8/26/13	FNMA Pool #AT8912, 3%	52,056 40	50,932 00	141 50	1 00000	141 50	138 44	3 06
9/10/13	Adecco SA	210 00	11,972 37	210 00	61 1276	13,612 51	11,972 37	1,640 14
9/18/13	Qualcomm Inc	750 00	45,955 89	250 00	68 6098	17,145 26	15,318 63	1,826 63
9/23/13	Verifone Holdings Inc	660 00	11,094 60	230 00	23 2640	5,344 29	3,866 30	1,477 99
9/25/13	FNMA Pool #AB8464, 2 5%, 2/1/43	56,083 30	52,194 29	260 57	1 0000	260 57	242 50	18 07
9/25/13	FNMA Pool #AT8912, 3 0%, 7/1/43	51,914 90	50,793 56	97 32	1 0000	97 32	95 22	2.10
9/30/13	Caterpillar Inc	270 00	22,272 30	70 00	84 7511	5,930 55	5,774 30	156.25
10/25/13	FNMA Pool #AB8464, 2 5%, 2/1/43	55,822 73	51,951 79	141 25	1 0000	141 25	131 46	9 79
10/25/13	FNMA Pool #AT8912, 3 0%, 7/1/43	51,817 57	50,698 34	318 76	1 0000	318 76	311 87	6 89
10/29/13	McGraw Hill Financial	440 00	23,403 60	230 00	71 3550	16,405 04	12,233 70	4,171 34
11/25/13	FNMA Pool #AB8464, 2 5%, 2/1/43	55,681 48	51,820 33	252 80	1 0000	252 80	235 27	17 53
11/25/13	FNMA Pool #AT8912, 3 0%, 7/1/43	51,498 81	50,386 47	213 35	1 0000	213 35	208 74	4 61
11/25/13	Twenty First Century Fox Inc	960 00	28,749 46	960 00	33 02	31,672 84	28,749 46	2,923 38
12/26/13	FNMA Pool #AB8464, 2 5%, 2/1/43	55,428 68	51,585 06	292 15	1 0000	292 15	271 89	20 26
12/26/13	FNMA Pool #AT8912, 3 0%, 7/1/43	51,285 46	50,177 73	94 32	1 0000	94 32	92 28	2 04
1/17/14	Viacom Inc Cl B	480 00	32,654 40	130 00	84 3010	10,955 35	8,843 90	2,111 45
1/22/14	EMC Corporation	2,260 00	53,381 20	440 00	26 3107	11,564 39	10,392 80	1,171 59
1/27/14	FNMA Pool #AB8464, 2 5%, 2/1/43	55,136 53	51,313 17	294 80	1 0000	294 80	274 36	20 44
1/27/14	FNMA Pool #AT8912, 3 0%, 7/1/43	51,191 14	50,085 45	92 71	1 0000	92 71	90 71	2 00
1/29/14	M&N Small Cap	6,546 356	75,876 41	6,546 356	12 1000	79,179 49	75,876 41	3,303 08
1/29/14	M&N Tech Series	4,114 993	50,644 71	4,114 993	12 6800	52,175 64	50,644 71	1,530 93
2/11/14	Electronic Arts	1,800 000	41,382 00	460 000	26 3287	12,098 32	10,575 40	1,522 92
2/25/14	FNMA Pool #AB8464, 2 5%, 2/1/43	54,841 720	51,038 81	274 710	1 0000	274 71	255 66	19 05
2/25/14	FNMA Pool #AT8912, 3 0%, 7/1/43	51,098 430	49,994 74	103 360	1 0000	103 36	101 13	2 23
2/26/14	Alcoa Inc	4,120 000	32,218 40	960 000	11 8392	11,339 03	7,507 20	3,831 83
2/28/14	Hess Corp Com	1,080 000	71,809 20	270 000	80 3526	21,687 40	17,952 30	3,735 10
3/7/14	Caterpillar Inc	200 000	16,498 00	80 000	97 1675	7,771 06	6,599 20	1,171 86
3/14/14	Qualcomm Inc	500 00	30,637 26	200 00	77 0932	15,412 85	12,254 90	3,157 95
3/25/14	FNMA Pool #AB8464, 2 5%, 2/1/43	54,567 02	50,783 15	198 39	1 0000	198 39	184 63	13 76
3/25/14	FNMA Pool #AT8912, 3 0%, 7/1/43	50,995 07	49,893 61	590 52	1 0000	590 52	577 77	12 75
4/11/14	Caterpillar Inc	120 00	9,898 80	120 00	102 6003	12,308 58	9,898 80	2,409 78
4/21/14	Teleflex Inc	90 00	6,876 43	90 00	102 2900	9,203 51	6,876 43	2,327 08
4/25/14	Electronic Arts	1,340 00	30,806 60	580 00	27 9140	16,174 38	13,334 20	2,840 18
4/25/14	FNMA Pool #AB8464, 2 5%, 2/1/43	54,368 620	50,598 52	211 770	1 0000	211 77	197 09	14 68
4/25/14	FNMA Pool #AT8912, 3 0%, 7/1/43	50,404 540	49,315 84	209 16	1 0000	209 16	204 64	4 52
4/29/14	Range Res Corp Com	160	12,371 20	80 0	89 5324	7,160 31	6,185 60	974 71
4/30/14	EOG Resources Inc	120 00	7,900 80	50 00	99 8374	4,990 42	3,292 00	1,698 42
5/16/14	Mead Johnson Nutrition Co-A	230 00	17,373 45	230 00	87 5892	20,138 97	17,373 45	2,765 52
5/20/14	DirectTV-Class A	560 00	34,518 40	210 00	84 5592	17,751 47	12,944 40	4,807 07
5/23/14	Digital Realty Trust Inc	110 00	6,401 00	50 00	58 9448	2,945 84	2,909 55	36 29
5/27/14	Biomed Realty Trust Inc	230 00	4,652 90	60 00	21 2422	1,272 91	1,213 80	59 11
5/27/14	DirectTV-Class A	350 00	21,574 00	350 00	83 6422	29,264 83	21,574 00	7,690 83
5/27/14	DuPont Fabros Technology Inc	210 00	5,071 50	70 00	25 2813	1,767 78	1,690 50	77 28
5/27/14	FNMA Pool #AB8464, 2 5%, 2/1/43	54,156 85	50,401 43	187 64	1 0000	187 64	174 63	13 01
5/27/14	FNMA Pool #AT8912, 3 0%, 7/1/43	50,195 39	49,111 20	281 33	1 0000	281 33	275 25	6 08
5/30/14	Alexandria Real Estate Equit	70 00	4,600 40	20 00	74 7413	1,494 26	1,314 40	179 86
5/30/14	Corporate Office Properties	180 00	4,590 00	50 00	27 4903	1,373 15	1,275 00	98 15
6/11/14	Qiagen N V Ord	490 00	9,755 90	490	23 0612	11,286 72	9,755 90	1,530 82
6/23/14	FHLMC 2 375%, 01/13/22	30,000 00	29,153 40	30,000	98 9390	29,681 70	29,153 40	528 30
6/23/14	McGraw-Hill Companies (THE)	210 00	11,169 90	210	82 6220	17,344 66	11,169 90	6,174 76
6/25/14	FNMA Pool #AB8464, 2 5%, 2/1/43	53,969 21	50,226 80	176 81	1 0000	176 81	164 55	12 26
6/25/14	FNMA Pool #AT8912, 3 0%, 7/1/43	49,914 06	48,835 95	123 11	1 0000	123 11	120 45	2 66
6/26/14	Time Inc W/I	63 75	1,213 27	63 75	22 7950	1,452 26	1,213 27	238 99
Total Gain on Sale of Investments							\$529,563 16	\$ 459,639 94
								\$ 69,923 22

Bethshan Foundation
Loss on Sale of Investments
FY 2014

Date Sold	Asset	# Shares	Book Value *	# Shr Sold	Share Price	Proceeds	Total BV sold	Loss
7/15/13	FHLMC Gold Pool C09044, 3 5%	97,274 00	98,715 27	260 38	1 0000	260 38	264 24	(3 86)
7/15/13	News Corp Class A	147 5	2,283 52	147	15 2429	2,236 63	2,275 78	(39 15)
7/25/13	FNMA Pool #995713, 6%	19,819 49	21,538 77	1 370 54	1 0000	1,370 54	1,489 43	(118 89)
7/25/13	FNMA Pool #AE0217, 4 5%	62,528 40	66,135 40	2,497 89	1 0000	2,497 89	2,641 98	(144 09)
7/29/13	FNMA Pool AO0800, 3%	67 033	69,031 34	1 587 34	1 0000	1,587 34	1,634 67	(47 33)
7/29/13	News Corp Class A	0 5	7 74	0 5	14 8000	7 40	7 74	(0 34)
7/8/13	Chambers Street Prop	0 475	4 75	0 475	8 8400	4 20	4 75	(0 55)
8/1/13	Wachovia Corp 5 7%	50 000	50 208 00	50 000	1 0000	50,000 00	50,208 00	(208 00)
8/15/13	FHLMC Gold Pool C09044, 3 5%	97 013 62	98,451 03	316 14	1 0000	316 14	320 82	(4 68)
8/26/13	FNMA Pool #995713, 6%	18 448 96	20 049 34	1,098 79	1 0000	1,098 79	1,194 11	(95 32)
8/26/13	FNMA Pool #AE0217, 4 5%	60 030 52	63,493 42	2,182 41	1 0000	2,182 41	2,308 30	(125 89)
8/26/13	FNMA Pool AO0800, 3%	65,445 17	67,396 67	1 172 46	1 0000	1,172 46	1,207 42	(34 96)
9/16/13	FHLMC Gold Pool C09044, 3 5%	96,697 48	98,130 21	316 55	1 0000	316 55	321 24	(4 69)
9/25/13	FNMA Pool #995713, 6%	17,350 17	18 855 23	869 82	1 0000	869 82	945 27	(75 45)
9/25/13	FNMA Pool #AE0217, 4 5%	57,848 10	61,185 12	1,462 87	1 0000	1,462 87	1,547 26	(84 39)
9/25/13	FNMA Pool AO0800, 3%	64,272 71	66,189 25	729 01	1 0000	729 01	750 75	(21 74)
10/10/13	Myriad Genetics Inc	660 00	17,249 22	660 00	24 8051	16,352 92	17,249 22	(896 30)
10/15/13	FHLMC Gold Pool C09044, 3 5%	96 380 94	97,808 97	519 60	1 0000	519 60	527 30	(7 70)
10/25/13	FNMA Pool #995713, 6%	16,480 35	17,909 96	845 35	1 0000	845 35	918 68	(73 33)
10/25/13	FNMA Pool #AE0217, 4 5%	56,385 23	59,637 86	845 57	1 0000	845 57	894 35	(48 78)
10/25/13	FNMA Pool AO0800, 3%	63,543 70	65,438 50	743 45	1 0000	743 45	765 62	(22 17)
10/28/13	Exelon Corp	460 00	14,204 80	460	27 8977	12,820 04	14,204 80	(1,384 76)
11/1/13	FHLMC Gold 6 25%, 7/15/32	32,000 00	42,407 36	32,000	1 3017	41,653 76	42,407 36	(753 60)
11/15/13	FHLMC Gold Pool C09044, 3 5%	95,861 34	97,281 67	686 82	1 0000	686 82	697 00	(10 18)
11/25/13	FNMA Pool #995713, 6%	15,635 00	16,991 28	542 67	1 0000	542 67	589 74	(47 07)
11/25/13	FNMA Pool #AE0217, 4 5%	55,539 66	58,743 51	877 02	1 0000	877 02	927 61	(50 59)
11/25/13	FNMA Pool AO0800, 3%	62,800 25	64,672 88	687 36	1 0000	687 36	707 86	(20 50)
12/16/13	FHLMC Gold Pool C09044, 3 5%	95 174 52	96,584 67	459 25	1 0000	459 25	466 05	(6 80)
12/26/13	FNMA Pool #995713, 6%	15,092 33	16,401 54	698 28	1 00	698 28	758 85	(60 57)
12/26/13	FNMA Pool #AE0217, 4 5%	54,662 64	57,815 90	822 08	1 00	822 08	869 50	(47 42)
12/26/13	FNMA Pool AO0800, 3%	62,112 89	63,965 02	638 16	1 00	638 16	657 19	(19 03)
1/15/14	FHLMC Gold Pool C09044, 3 5%	94,715 27	96,118 62	454 80	1 00	454 80	461 54	(6 74)
1/27/14	FNMA Pool #995713, 6%	14,394 05	15,642 69	790 10	1 00	790 10	858 64	(68 54)
1/27/14	FNMA Pool #AE0217, 4 5%	53,840 56	56,946 40	862 49	1 00	862 49	912 24	(49 75)
1/27/14	FNMA Pool AO0800, 3%	61,474 74	63,307 83	642 56	1 00	642 56	661 72	(19 16)
1/29/14	M&N Life Science	4 196 137	56 185 53	3 282 00	12 3700	40,598 34	43,945 40	(3,347 06)
2/21/14	FHLMC Gold Pool C09044, 3 5%	94 260 47	95 657 08	666 90	1 00	666 90	676 78	(9 88)
2/25/14	FNMA Pool #995713, 6%	13,603 95	14,784 05	327 94	1 00	327 94	356 39	(28 45)
2/25/14	FNMA Pool #AE0217, 4 5%	52 978 07	56 034 16	554 85	1 00	554 85	586 86	(32 01)
2/25/14	FNMA Pool AO0800, 3%	60 832 18	62 646 11	528 29	1 00	528 29	544 04	(15 75)
3/10/14	Texas Instrument 1 375%	25,000	25,192 75	25,000 00	1 00211	25,052 75	25,192 75	(140 00)
3/17/14	FHLMC Gold Pool C09044, 3 5%, 6/1	93,593 57	94,980 30	405	1 00000	404 95	410 95	(6 00)
3/19/14	Verizon Communications 5 55%	25 000 00	27 701 00	25,000	1 09362	27,340 50	27,701 00	(360 50)
3/25/14	FNMA Pool #995713, 6%, 11/1/38	13,276 010	14,427 66	605 840	1 00000	605 84	658 39	(52 55)
3/25/14	FNMA Pool #AE0217, 4 5%, 8/1/40	52,423 220	55,447 30	572 070	1 00000	572 07	605 07	(33 00)
3/25/14	FNMA Pool #AO0800, 3 0%, 4/1/27	60,303 89	62,102 07	599 34	1 00000	599 34	617 21	(17 87)
3/27/14	FNMA 0 875%, 8/28/14	80,000 00	80,379 20	80 000 00	100 33	80,264 00	80,379 20	(115 20)
4/15/14	FHLMC Gold Pool C09044, 3 5%, 6/1	93,188 61	94,569 35	595 89	1 00	595 89	604 72	(8 83)
4/25/14	FNMA Pool #995713, 6%, 11/1/38	12,670 170	13,769 27	300 83	1 00	300 83	326 93	(26 10)
4/25/14	FNMA Pool #AE0217, 4 5%, 8/1/40	51,851 140	54,842 23	780 84	1 00	780 84	825 88	(45 04)
4/25/14	FNMA Pool #AO0800, 3 0%, 4/1/27	59,704 550	61,484 86	778 23	1 00	778 23	801 44	(23 21)
4/28/14	Syngenta AG	40	15,677 45	40 00	389 489	15,556 19	15,677 45	(121 26)
5/15/14	FHLMC Gold Pool C09044, 3 5%, 6/1	92,592 72	93,964 63	477 80	1 00	477 80	484 88	(7 08)
5/27/14	FNMA Pool #995713, 6%, 11/1/38	12,369 34	13,442 34	620 63	1 0000	620 63	674 47	(53 84)
5/27/14	FNMA Pool #AE0217, 4 5%, 8/1/40	51,070 31	54,016 35	733 84	1 0000	733 84	776 17	(42 33)
5/27/14	FNMA Pool #AO0800, 3 0%, 4/1/27	58,926 32	60,683 42	789 20	1 0000	789 20	812 73	(23 53)
5/28/14	Manning & Napier Life Sci	914 137	12,240 13	914 137	12 3807	11,317 66	12,240 13	(922 47)
6/16/14	FHLMC Gold Pool C09044, 3 5%, 6/1	92,114 930	93,479 75	536 150	1 0000	536 15	544 09	(7 94)
6/23/14	FHLMC 2 875%, 02/09/15	76,000 000	79 074 20	76,000 000	101 3820	77,050 32	79,074 20	(2,023 88)
6/23/14	US Treasury Notes 3 00%	120,000 000	128,925 60	120,000	105 7500	126,900 00	128,925 60	(2,025 60)
6/25/14	FNMA Pool #995713, 6%, 11/1/38	11,748 71	12,767 87	302 71	1 0000	302 71	328 97	(26 26)
6/25/14	FNMA Pool #AE0217, 4 5%, 8/1/40	50,336 47	53,240 18	632 83	1 0000	632 83	669 34	(36 51)
6/25/14	FNMA Pool #AO0800, 3 0%, 4/1/27	58,137 12	59,870 69	688 32	1 0000	688 32	708 84	(20 52)
Total Loss on Sale of Investments								
						\$ 563,631 92	\$ 577,806 91	\$ (14,174 99)
Part VIII Net Gains								
						\$ 1,093,195 08	\$ 1,037,446 85	\$ 55,748 23
						Line 7a	Line 7b	Line 7c

* Book value is prior FY-end market value or purchase price if purchased in current FY