Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01 , 2013, and ending 06/30, 2014

Name of foundation: DOERR CHARITABLE TR

A Employer identification number: 39-6756635

Number and street (or P O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 10C

Room/suite:

B Telephone number (see instructions): 312-461-5154

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

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) ▶ $ 4,235,734.

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	91,317.	91,118.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	319,666.			
	b Gross sales price for all assets on line 6a 1,749,471.				
	7 Capital gain net income (from Part IV, line 2)		319,666.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total Add lines 1 through 11	410,983.	410,784.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	33,015.	16,508.		16,508.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	800.	400.	NONE	400.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	11,888.	346.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	45,703.	17,254.	NONE	16,908.
	25 Contributions, gifts, grants paid	158,100.			158,100.
	26 **Total expenses and disbursements** Add lines 24 and 25	203,803.	17,254.	NONE	175,008.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	207,180.			
	b **Net investment income** (if negative, enter -0-)		393,530.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2013)

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	3,057,699.	3,264,234.	4,235,734.
	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)	3,057,699.	3,264,234.	4,235,734.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,057,699.	3,264,234.	
	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)	3,057,699.	3,264,234.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,057,699.	3,264,234.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,057,699.
2	Enter amount from Part I, line 27a	2	207,180.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,264,879.
5	Decreases not included in line 2 (itemize) ▶ ADJ TO BOOK VALUE	5	645.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,264,234.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,749,471.		1,429,805.	319,666.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				319,666.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	319,666.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	160,934.	3,587,783.	0.044856
2011	179,787.	3,434,613.	0.052346
2010	167,750.	3,439,123.	0.048777
2009	146,750.	3,156,294.	0.046494
2008	197,100.	2,959,440.	0.066600

2	**Total** of line 1, column (d)	2	0.259073
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	0.051815
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,068,214.
5	Multiply line 4 by line 3	5	210,795.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,935.
7	Add lines 5 and 6	7	214,730.
8	Enter qualifying distributions from Part XII, line 4	8	175,008.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	7,871.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	7,871.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,871.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 5,802.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,802.
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	2,069.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SEE STATEMENT 3 Telephone no ▶			
	Located at ▶ ZIP+4 ▶			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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		

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
BMO HARRIS BANK N A P.O. BOX 2980, MILWAUKEE, WI 53201	TRUSTEE 1	33,015.	-0-	-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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	4,130,166.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,130,166.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,130,166.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,952.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,068,214.
6	**Minimum investment return.** Enter 5% of line 5	6	203,411.

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	203,411.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,871.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,871.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	195,540.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	195,540.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	195,540.

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	175,008.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	175,008.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	175,008.

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				195,540.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			157,274.	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 NONE				
b	From 2009 NONE				
c	From 2010 NONE				
d	From 2011 NONE				
e	From 2012 NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 175,008.				
a	Applied to 2012, but not more than line 2a			157,274.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				17,734.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				177,806.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2009 NONE				
b	Excess from 2010 NONE				
c	Excess from 2011 NONE				
d	Excess from 2012 NONE				
e	Excess from 2013 NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 10				158,100.
Total ▶ 3a				158,100.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	91,317.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	319,666.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				410,983.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 410,983.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: S.F. | Date: 09/16/2014 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG	Wesley Hirschberg	09/16/2014		P00162244
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 155 N. WACKER DRIVE CHICAGO, IL 60606			Phone no 312-879-2000	

• *Details of assets in your account*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM								
BMO PRIME MONEY MARKET CL I # 090		4,450 620	1.0000	4,450.62	4,450 62	0.00	0 45	0 01%
BMO PRIME MONEY MARKET CL I # 090 (INCOME INVESTMENT)		13,559 830	1 0000	13,559 83	13,559 83	0 00	1 38	0 01%
TOTAL CASH & SHORT-TERM				**$18,010 45**	**$18,010.45**	**$0.00**	**$1.83**	**.01%**
FIXED INCOME/LOW VOLATILITY								
Corporate and other taxable								
TEMPLETON GLOBAL BOND FUND Taxable funds	TGBAX	6,770 150	13 3100	90,110.70	91,101 00	-990 30	3,269 98	3 63%
BAIRD CORE PLUS BOND FUND	BCOIX	13,086 643	11 1200	145,523.47	145,000.00	523 47	4,567 24	3 14%
DODGE & COX INCOME FUND MUTUAL FUND	DODIX	5,742.999	13.8900	79,770.26	79,999.99	-229 73	2,440 77	3.06%
PIMCO INVESTMENT GRADE CORPORATE BOND FUND	PIGIX	6,934.515	10 7100	74,268.66	67,934.90	6,333.76	2,628 18	3 54%
PIMCO LOW DURATION FUND INST CL	PTLDX	10,125.361	10.3800	105,101.25	105,000.00	101.25	1,528 93	1.45%
PIMCO TOTAL RETURN INSTITUTIONAL FUND	PTTRX	12,780 349	10 9700	140,200.43	138,118 07	2,082.36	2,977 82	2 12%
VANGUARD SHORT-TERM BOND INDEX	VBSSX	20,579 147	10 5300	216,698 42	207,953 89	8,744 53	2,490 08	1 15%
Total Corporate and other taxable				**$851,673 19**	**$835,107 85**	**$16,565.34**	**$19,903.00**	**2.34%**
Alternatives-Low Volatility								
Hedge funds								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PIMCO UNCONSTRAINED BOND FUND Opportunistic low volatility	PFIUX	3,778 209	11.3100	42,731.54	42,419.84	311.70	381 60	0 89%
FEDERATED INSTITUTIONAL HIGH YIELD BOND FUND	FIHBX	10,925.840	10 4100	113,737.99	110,200.00	3,537.99	7,145 50	6 28%
FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND	FFRIX	10,027 085	9 9800	100,070 31	100,000 00	70.31	3,158 53	3 16%
FRANKLIN FLOATING RATE DAILY ACCESS FUND	FDAAX	9,156.906	9 1900	84,151.97	84,200 00	-48 03	3,131 66	3.72%
Total Alternatives-Low Volatility				**$340,691.81**	**$336,819.84**	**$3,871.97**	**$13,817.29**	**4.06%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$1,192,365.00**	**$1,171,927.69**	**$20,437.31**	**$33,720.29**	**2.83%**
EQUITY/HIGH VOLATILITY								
U.S equity								
ABBVIE INC Health care	ABBV	140 000	56 4400	7,901.60	6,381 20	1,520.40	235 20	2 98%
AMERICAN ELEC PWR INC Utilities	AEP	227 000	55.7700	12,659.79	9,472.35	3,187.44	454 00	3.59%
AMERIPRISE FINANCIAL INC Financials	AMP	70.000	120 0000	8,400.00	6,884.13	1,515.87	162 40	1 93%
AMGEN INC Health care	AMGN	25 000	118 3700	2,959 25	2,121.81	837 44	61 00	2 06%
APPLE INC Information technology	AAPL	161.000	92.9300	14,961.73	12,191.72	2,770 01	302 68	2 02%
ARCHER DANIELS MIDLAND CO Consumer staples	ADM	110 000	44 1100	4,852 10	4,912 32	-60.22	105 60	2 18%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AT & T INC Telecommunication services	T	352 000	35 3600	12,446 72	8,998 32	3,448.40	647 68	5.20%
AVERY DENNISON CORP Industrials	AVY	60 000	51 2500	3,075 00	2,830 20	244 80	84 00	2 73%
BOEING CO Industrials	BA	50 000	127 2300	6,361 50	5,782 30	579 20	146 00	2 29%
BRISTOL MYERS SQUIBB CO Health care	BMY	88 000	48 5100	4,268.88	1,600 41	2,668.47	126 72	2 97%
CA INC Information technology	CA	142 000	28.7400	4,081.08	3,507.35	573 73	142 00	3.48%
CAPITAL ONE FINANCIAL CORP Financials	COF	43.000	82 6000	3,551.80	2,321.14	1,230.66	51.60	1.45%
CARDINAL HEALTH INC Health care	CAH	37 000	68 5600	2,536.72	1,267 48	1,269.24	50 69	2 00%
CATERPILLAR INC Industrials	CAT	30.000	108.8700	3,260.10	3,180.90	79.20	84 00	2 58%
CHEVRON CORPORATION Energy	CVX	120 000	130 5500	15,666.00	6,257 59	9,408.41	513 60	3 28%
CISCO SYSTEMS INC Information technology	CSCO	495.000	24.8500	12,300.75	10,860.41	1,440.34	376 20	3.06%
CMS ENERGY CORP Utilities	CMS	170 000	31.1500	5,295.50	3,515.72	1,779.78	183 60	3.47%
COCA COLA ENTERPRISES INC Consumer staples	CCE	100 000	47 7800	4,778.00	4,613 99	164 01	100 00	2.09%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	165 000	53.6800	8,857 20	3,409 26	5,447.94	148 50	1.68%
CONOCOPHILLIPS Energy	COP	125 000	85.7300	10,716.25	5,668.00	5,048.25	345 00	3.22%
DISCOVER FINL SVCS Financials	DFS	119 000	61 9800	7,375.62	3,191 73	4,183 89	114 24	1 55%
DOW CHEMICAL COMPANY Materials	DOW	120 000	51 4600	6,175 20	5,876.63	298 57	177.60	2.88%
DR PEPPER SNAPPLE GROUP INC Consumer staples	DPS	60 000	58.5800	3,514 80	3,144.60	370 20	98 40	2 80%
FIFTH THIRD BANCORP Financials	FITB	200.000	21.3500	4,270.00	3,712.41	557.59	104 00	2.44%
GANNETT INC Consumer discretionary	GCI	200 000	31.3100	6,262.00	4,748.99	1,513.01	160 00	2.55%
GENERAL DYNAMICS CORP Industrials	GD	30 000	116 5500	3,496.50	2,646.30	850.20	74 40	2.13%
GENERAL ELECTRIC CORP Industrials	GE	512 000	26 2800	13,455 36	6,527.46	6,927 90	450 56	3 35%
HELMERICH & PAYNE INC Energy	HP	30 000	116 1100	3,483.30	2,271 00	1,212.30	82 50	2 37%
HEWLETT PACKARD CO Information technology	HPQ	100.000	33.6800	3,368 00	2,812.90	555 10	64 00	1.90%
HOME DEPOT INC Consumer discretionary	HD	86.000	80.9600	6,962.56	2,370.41	4,592.15	161 68	2.32%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
HONEYWELL INTERNATIONAL INC Industrials	HON	51 000	92.9500	4,740 45	1,666.46	3,073.99	91 80	1 94%
INTEL CORP Information technology	INTC	332 000	30 9000	10,258 80	6,945 15	3,313 65	298 80	2 91%
INTERNATIONAL PAPER CO Materials	IP	170 000	50 4700	8,579 90	7,863.50	716.40	238 00	2 77%
JOHNSON & JOHNSON Health care	JNJ	139 000	104.6200	14,542.18	9,587 40	4,954 78	389 20	2 68%
JP MORGAN CHASE & CO Financials	JPM	254 000	57 6200	14,635.48	12,566.83	2,068 65	406 40	2.78%
KIMBERLY CLARK CORP Consumer staples	KMB	79.000	111.2200	8,786.38	5,230.96	3,555.42	265.44	3.02%
KLA-TENCOR CORP Information technology	KLAC	147 000	72 6400	10,678.08	7,565.59	3,112.49	264 60	2 48%
LEGGETT & PLATT INC Consumer discretionary	LEG	239 000	34 2800	8,192.92	5,025.62	3,167 30	286 80	3.50%
LILLY ELI & CO Health care	LLY	143.000	62.1700	8,890 31	5,343 36	3,546 95	280 28	3 15%
LOCKHEED MARTIN CORP Industrials	LMT	75 000	160 7300	12,054 75	6,198.69	5,856 06	399.00	3.31%
MACY'S INC Consumer discretionary	M	170 000	58.0200	9,863.40	6,864.07	2,999 33	212 50	2.15%
MARATHON PETROLEUM CORPROATION Energy	MPC	55 000	78 0700	4,293 85	1,420 08	2,873 77	92 40	2 15%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
MEDTRONIC INC Health care	MDT	65 000	63 7600	4,144 40	2,310.23	1,834.17	79 30	1.91%
MERCK & CO INC NEW Health care	MRK	280 000	57 8500	16,198 00	9,830 16	6,367 84	492 80	3 04%
MICROSOFT CORP Information technology	MSFT	272 000	41.7000	11,342.40	8,506 43	2,835 97	304 64	2 69%
NAVIENT CORP Industrials	NAVI	504 000	17 7100	8,925 84	5,645.07	3,280.77	302 40	3.39%
NETAPP INC Information technology	NTAP	90.000	36 5200	3,286.80	3,505.20	-218.40	59 40	1.81%
O'REILLY AUTOMOTIVE INC Consumer discretionary	ORLY	40.000	150.6000	6,024.00	5,938.80	85.20	0 00	0.00%
OCCIDENTAL PETE CORP Energy	OXY	97 000	102 6300	9,955 11	8,744.20	1,210 91	279 36	2 81%
OMNICOM GROUP Consumer discretionary	OMC	90 000	71 2200	6,409.80	6,199.80	210 00	180 00	2.81%
PEPSICO INC Consumer staples	PEP	30.000	89 3400	2,680.20	2,012.92	667 28	78 60	2 93%
PFIZER INC Health care	PFE	602 000	29.6800	17,867.36	13,506.35	4,361.01	626 08	3.50%
PPL CORPORATION Utilities	PPL	181.000	35.5300	6,430.93	4,756.89	1,674.04	269 69	4.19%
QUALCOMM INC Information technology	QCOM	40 000	79 2000	3,168 00	3,108 80	59 20	67 20	2 12%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
SEAGATE TECHNOLOGY PLC Information technology	STX	230 000	56.8200	13,068 60	10,621 30	2,447.30	395 60	3 03%
SPECTRA ENERGY CORP WI Utilities	SE	77 000	42 4800	3,270 96	1,835 17	1,435.79	103 18	3 15%
UNION PAC CORP Industrials	UNP	48 000	99 7500	4,788 00	4,686 96	101 04	87 36	1 82%
UNITED PARCEL SERVICE-CLASS B COMMON STOCK CL B Industrials	UPS	44.000	102 6600	4,517.04	2,721.26	1,795 78	117 92	2 61%
US BANCORP NEW Financials	USB	133 000	43.3200	5,761 56	3,567 41	2,194 15	130 34	2.26%
VALERO ENERGY CORP Energy	VLO	70.000	50.1000	3,507.00	2,601 59	905.41	70 00	2 00%
VERIZON COMMUNICATIONS Telecommunication services	VZ	335 000	48.9300	16,391.55	13,722.39	2,669.16	710 20	4.33%
WAL MART STORES INC Consumer staples	WMT	44.000	75 0700	3,303 08	2,370 25	932 83	84 48	2 56%
WALGREEN CO Consumer staples	WAG	60 000	74 1300	4,447 80	4,117 80	330.00	75 60	1 70%
WELLS FARGO & CO Financials	WFC	356 000	52 5600	18,711.36	13,887.07	4,824 29	498 40	2 66%
Total U S equity				**$497,009.60**	**$353,552.79**	**$143,456.81**	**$14,045.62**	**2 83%**
U S equity funds								
BMO SMALL-CAP GROWTH FUND CLASS I Small cap growth	MSGIX	2,902.575	23.9600	69,545.70	37,483.97	32,061 73	0 00	0.00%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
DODGE & COX STOCK FUND Large cap value	DODGX	1,572 530	178.7300	281,058 29	212,436 11	68,622.18	4,458 12	1 59%
FMI LARGE CAP FUND Large cap diversified equity	FMIHX	3,515.448	22 6100	79,484 28	53,616 74	25,867 54	622 23	0 78%
GOLDMAN SACHS SMALL CAP VALUE FUND Small cap value	GSSIX	1,259 035	59.6300	75,076.26	31,901 64	43,174 62	472 14	0 63%
HARBOR CAPITAL APPRECIATION FUND #12 Large cap growth	HACAX	1,785 464	59 2200	105,735 18	35,227.21	70,507 97	80 52	0 08%
ISHARES RUSSELL 3000 ETF Large cap diversified equity	IWV	1,100.000	117.7400	129,514.00	103,233.89	26,280.11	1,998.70	1.54%
JOHN HANCOCK III DISCIPLINED VALUE MID CAP FUND Small cap value	JVMIX	7,634.561	19.4200	148,263.17	97,612.20	50,650.97	616 11	0.42%
MFS VALUE FUND Large cap value	MEIIX	1,389.712	34.5300	47,986.76	43,122.77	4,863.99	982 53	2.05%
T ROWE PRICE GROWTH STOCK FUND Large cap growth	PRGFX	2,394 261	54 0100	129,314 04	78,808.78	50,505 26	47 89	0 04%
TOUCHSTONE SANDS CAPITAL INSTL GRWTH Large cap growth	CISGX	2,443 352	22.6500	55,341.92	58,420 55	-3,078.63	3 20	0.01%
VANGUARD EQUITY INCOME FUND Large cap value	VEIRX	2,280 112	66 2100	150,966 22	115,205 45	35,760 77	3,924 07	2 60%
VANGUARD HIGH DIVIDEND YIELD ETF Large cap value	VYM	1,920.000	66.3150	127,324 80	126,603.07	721 73	3,544 32	2 78%
VANGUARD INSTITUTIONAL INDEX FUND Large cap diversified equity	VINIX	2,404.135	179 6600	431,926 89	195,215.78	236,711.11	7,902.39	1.83%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
VANGUARD MID CAP INDEX FUND Small cap diversified equity	VMCIX	4,181 044	32 4600	135,716 69	61,924 73	73,791.96	1,484 27	1 09%
WELLS FARGO ADV DISCOVERY FUND Small cap growth	WFDSX	2,537 661	34 9300	88,640.50	69,405 05	19,235 45	0 00	0.00%
Total U S equity funds				**$2,055,894.70**	**$1,320,217.94**	**$735,676 76**	**$26,136.49**	**1 27%**
International								
ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND Emerging	ABEMX	6,398 580	15 4300	98,730 09	99,948 84	-1,218 75	1,286 11	1 30%
ACE LIMITED Financials	ACE	57.000	103 7000	5,910 90	3,790.52	2,120 38	148 20	2.51%
ARTISAN INTERNATIONAL FUND Developed large cap	ARTIX	2,154.598	31.5300	67,934.47	51,085.52	16,848 95	1,221 66	1 80%
DODGE & COX INTERNATIONAL STOCK FUND Developed large cap	DODFX	1,736 264	46.4400	80,632.10	73,999.96	6,632.14	1,206 70	1.50%
ENSCO PLC CL A Energy	ESV	60.000	55.5700	3,334.20	3,635.40	-301.20	165.00	4.95%
HARBOR INTERNATIONAL FUND #11 Developed large oap	HAINX	1,017.651	74 1600	75,469 00	40,187 04	35,281.96	1,521 39	2.02%
INVESCO LIMITED Financials	IVZ	80 000	37 7500	3,020 00	2,616 72	403.28	80 00	2 65%
LYONDELLBASELL INDUSTRIES NV Materials	LYB	156.000	97 6500	15,233.40	10,180 76	5,052 64	436 80	2 87%
OAKMARK INTERNATIONAL SMALL CAP FUND CLASS I Developed small cap	OAKEX	1,650.540	18.0700	29,825.26	28,999.99	825.27	911 10	3.05%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Total International				$380,089 42	$314,444.75	$65,644.67	$6,976 96	1 84%
REITS								
KIMCO REALTY CORP		100.000	22 9800	2,298.00	2,079.88	218.12	90 00	3.92%
VANGUARD REIT INDEX FUND Domestic reits	VGRSX	1,764 235	28 3200	49,963.14	44,000.00	5,963 14	1,848 92	3.70%
Total REITS				$52,261.14	$46,079.88	$6,181.26	$1,938.92	3 71%
Commodities								
CREDIT SUISSE COMMODITY RETURN STRATEGY I Commodities	CRSOX	5,208 333	7 7000	40,104 16	40,000.00	104 16	0 00	0.00%
Total Commodities				$40,104.16	$40,000.00	$104.16	$0.00	.00%
TOTAL EQUITY/HIGH VOLATILITY				$3,025,359.02	$2,074,295.36	$951,063.66	$49,097.99	1 62%
TOTAL ASSETS IN YOUR ACCOUNT				$4,235,734.47	$3,264,233 50	$971,500 97	$82,820.11	1.96%

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.	400.		400.
TOTALS	800.	400.	NONE	400.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	5,740.	
FEDERAL ESTIMATES - PRINCIPAL	5,802.	
FOREIGN TAXES ON QUALIFIED FOR	196.	196.
FOREIGN TAXES ON NONQUALIFIED	150.	150.
TOTALS	11,888.	346.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: BMO HARRIS BANK N.A.
HECTOR AHUMADA
ADDRESS: 111 W. MONROE ST. 10C
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

RECIPIENT NAME:
BMO HARRIS BANK, N.A.
ADDRESS:
P.O. BOX 2977
MILWAUKEE, WI 53201
RECIPIENT'S PHONE NUMBER: 414-815-3570
FORM, INFORMATION AND MATERIALS:
WRITTEN FORM. STATE EXACT AMOUNT REQUESTED.
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE, BUT TRUST FOCUSES ON
CATHOLIC EDUCATION

RECIPIENT NAME:
COLLEGE POSSIBLE
ADDRESS:
1555 N. RIVERCENTER DRIVE
MILWAUKEE, WI 53212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
RED CLOUD INDIAN SCHOOL
ADDRESS:
100 MISSION DRIVE
PINE RIDGE, SD 57770-2100
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
NATIONAL CATHOLIC COMMITTEE
ON SCOUTING
ADDRESS:
PO BOX 152079
IRVING, TX 75015-2079
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
NATIVITY JESUIT MIDDLE SCHOOL
ADDRESS:
1515 S. 29TH STREET
MILWAUKEE, WI 53215-1912
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NOTRE DAME MIDDLE SCHOOL, INC.
ADDRESS:
1420 W. SCOTT STREET
MILWAUKEE, WI 53204-2269
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT AFTER SCHOOL ENRICHMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SECOND HARVEST FOOD BANK OF
MIDDLE TENNESSEE
ADDRESS:
331 GREAT CIRCLE ROAD
NASVILLE, TN 37228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,600.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BLESSED SACRAMENT SCHOOL
ADDRESS:
8809 WEST MAIN STREET
BELLEVILLE, IL 62223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
DOCTORS WITHOUT BORDERS
ADDRESS:
333 SEVENTH AVENUE
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
ST. MONICA SCHOOL ENDOWMENT TRUST
ADDRESS:
4140 WALNUT HILL LANE
DALLAS, TX 75229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
DOMINICAN CAMPUS
ADDRESS:
4210 HARDING PIKE
NASHVILLE, TN 37205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHRIST CHILD SOCIETY
MILWAUKEE CHAPTER
ADDRESS:
4033 W. GOOD HOPE ROAD
MILWAUKEE, WI 53219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
FRANCISCAN PEACEMAKERS
ADDRESS:
128 W. BURLEIGH STREET
MILWAUKEE, WI 53212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
INDEPENDENCE FIRST
ADDRESS:
540 SOUTH 1ST STREET
MILWAUKEE, WI 53204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MILWAUKEE ACHIEVER LITERACY SERVICE
ADDRESS:
5566 NORTH 69TH STREET
MILWAUKEE, WI 53218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
SCHOOL SISTERS OF ST. FRANCIS
ADDRESS:
1501 S. LAYTON BOUELVARD
MILWAUKEE, WI 53215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SISTERS OF CHARITY OF
INCARNATE WORD
ADDRESS:
4503 BROADWAY
SAN ANTONI, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ST. ANN CENTER FOR
INTERGENERATIONAL CARE
ADDRESS:
2801 EAST MORGAN AVENUE
MILWAUKEE, WI 53207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
ST. JOSEPH ACADEMY
ADDRESS:
1600 W. OKLAHOMA AVENUE
MILWAUKEE, WI 53215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

TOTAL GRANTS PAID: 158,100.