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 OCT 1, 2013 , and ending SEP 30, 2014

Name of foundation
JOHN P. AND DOROTHY S. ILLGES
FOUNDATION, INC.

A Employer identification number
58-0691476

Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1673 | Room/suite

B Telephone number
706-576-6625

City or town, state or province, country, and ZIP or foreign postal code
COLUMBUS, GA 31902

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,055,926.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	111,412.	111,412.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	505,837.			
	b	Gross sales price for all assets on line 6a 1,908,240.				
	7	Capital gain net income (from Part IV, line 2)		505,837.		
	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)				
	11	Other income	1,427.	471.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	618,676.	617,720.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,995.	0.		6,995.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	10,700.	8,560.		2,140.
	c	Other professional fees STMT 4	63,737.	63,737.		0.
	17	Interest				
	18	Taxes STMT 5	11,442.	0.		535.
	19	Depreciation and depletion				
	20	Occupancy	3,000.	0.		3,000.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	304.	54.		250.
	24	**Total operating and administrative expenses** Add lines 13 through 23	96,178.	72,351.		12,920.
	25	Contributions, gifts, grants paid	321,740.			321,740.
	26	**Total expenses and disbursements.** Add lines 24 and 25	417,918.	72,351.		334,660.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	200,758.			
	b	**Net investment income** (if negative, enter -0-)		545,369.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

14480112 310571 70120.001 2013.05030 JOHN P. AND DOROTHY S. ILLG 70120_21

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	210,579.	329,521.	329,521.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,537.	173.	173.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	5,265,599.	5,351,779.	7,726,232.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,480,715.	5,681,473.	8,055,926.
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			
	22 Other liabilities (describe ▶ STATEMENT 8)	316.	316.	
	23 Total liabilities (add lines 17 through 22)	316.	316.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	5,480,399.	5,681,157.	
	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			
	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	5,480,399.	5,681,157.	
	31 Total liabilities and net assets/fund balances	5,480,715.	5,681,473.	

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	5,480,399.
2 Enter amount from Part I, line 27a	2	200,758.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,681,157.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,681,157.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	1,908,240.		1,402,403.	505,837.

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				
b				
c				
d				
e				505,837.

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 — 505,837.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	297,959.	6,905,948.	.043145
2011	306,627.	6,284,019.	.048795
2010	268,812.	6,219,640.	.043220
2009	238,417.	5,426,040.	.043939
2008	335,460.	4,787,599.	.070069

2	Total of line 1, column (d)	2	.249168
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	.049834
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,012,517.
5	Multiply line 4 by line 3	5	399,296.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,454.
7	Add lines 5 and 6	7	404,750.
8	Enter qualifying distributions from Part XII, line 4	8	334,660.

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	10,907.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	10,907.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	10,907.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,080.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	11,080.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	173.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 173. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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) ▶ GA			
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 ▶ RICHARD B. ILLGES Telephone no. ▶ 706-327-2128
Located at ▶ 6001 RIVER ROAD, SUITE 600, COLUMBUS, GA ZIP+4 ▶ 31904

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 N/A

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

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

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

			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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	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.)*	N/A	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)*

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)? ☐ 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)? N/A **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? N/A ☐ 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 (No)

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		6,995.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,857,529.
b	Average of monthly cash balances	1b	277,006.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,134,535.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,134,535.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	122,018.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,012,517.
6	**Minimum investment return.** Enter 5% of line 5	6	400,626.

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	400,626.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 10,907.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	10,907.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	389,719.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	389,719.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	389,719.

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	334,660.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	334,660.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	334,660.

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				389,719.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			321,301.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 334,660.				
a Applied to 2012, but not more than line 2a			321,301.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				13,359.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				376,360.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a 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
2 a 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:

JOHN P. ILLGES, III, 706-576-6625
P.O. BOX 1673, COLUMBUS, GA 31902

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

NONE

c Any submission deadlines:

NONE

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

NONE

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				
ALZHEIMER'S ASSOCIATION 5900 RIVER ROAD, SUITE 301 COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	2,500.
AMERICAN RED CROSS 3940 ROSEMONT DR COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	12,500.
CHATTAHOOCHEE VALLEY HUMANE SOCIETY 3265 FAIRFAX BYPASS RD VALLEY , AL 36854	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
CHILDREN'S HARBOR 1 OUR CHILDREN'S HWY ALEXANDER CITY, AL 35010	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	17,500.
COLUMBUS REGIONAL MEDICAL FOUNDATION P.O. BOX 790 COLUMBUS, GA 31902	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	40,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	321,740.
b Approved for future payment				
ALZHEIMER'S ASSOCIATION 5900 RIVER ROAD, SUITE 301 COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	7,500.
COLUMBUS REGIONAL MEDICAL FOUNDATION P.O. BOX 790 COLUMBUS, GA 31902	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	160,000.
FEEDING THE VALLEY, INC. 5928 COCO COLA BLVD COLUMBUS, GA 31909	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	90,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	386,980.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	111,412.	
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			14	471.	
8 Gain or (loss) from sales of assets other than inventory			18	505,837.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL INCOME TAX					
b REFUND			01	956.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		618,676.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 618,676.

(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).

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
		N/A	

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 1/22/15 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID P. PAYNE, CPA	DAVID P. PAYNE, C (David P. Payne, CPA)	1-14-15		P00715313

Firm's name ▶ ROBINSON, GRIMES & COMPANY, P.C. Firm's EIN ▶ 58-1374304

Firm's address ▶ P.O. BOX 4299 COLUMBUS, GA 31914 Phone no. 706-324-5435

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	P		
b	PUBLICLY TRADED SECURITIES	P		
c	PUBLICLY TRADED SECURITIES	P		
d	PUBLICLY TRADED SECURITIES	P		
e	PUBLICLY TRADED SECURITIES	P		
f	PUBLICLY TRADED SECURITIES	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	252,942.		221,702.	31,240.
b	507,303.		368,074.	139,229.
c	18,545.		11,605.	6,940.
d	315,055.		224,133.	90,922.
e	156,826.		149,299.	7,527.
f	657,569.		427,590.	229,979.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				31,240.
b				139,229.
c				6,940.
d				90,922.
e				7,527.
f				229,979.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	505,837.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FEEDING THE VALLEY, INC. 5928 COCO COLA BLVD COLUMBUS, GA 31909	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	30,000.
FELLOWSHIP OF CHRISTIAN ATHLETES P.O. BOX 8361 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
FERST FOUNDATION FOR CHILDHOOD LITERACY, INC. P.O. BOX 4605 COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	17,500.
GEORGIA METH PROJECT 3625 CUMBERLAND BOULEVARD, SUITE 980 ATLANTA, GA 30339	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	12,500.
HISTORIC CHATTACHOOCHEE COMMISSION P.O. BOX 33 EUFAULA, AL 36072	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
JUNIOR LEAGUE OF COLUMBUS 1240 WYNNTON RD COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	6,000.
MERCY MED 844 OVERLOOK DR COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	35,000.
NEW HORIZON THEATER INC P.O. BOX 131 WEST POINT, GA 31833	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	25,000.
PAWS HUMANE, INC. P.O. BOX 8964 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
SOUND CHOICES 1316-B WYNNTON COURT COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
Total from continuation sheets				239,240.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. FRANCIS HOSPITAL FOUNDATION P.O. BOX 7000 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	24,740.
TEEN ADVISORS P.O. BOX 5305 COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	5,000.
TEEN CHALLENGE 15W 10TH STREET COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	20,000.
VALLEY INTERFAITH PROMISE P.O. BOX 1141 COLUMBUS, GA 31902	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	17,500.
VALLEY RESCUE MISSION INC 2903 SECOND AVE COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
VETERANS OF FOREIGN WAR 1824 VICTORY DR COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	6,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
ST. FRANCIS HOSPITAL FOUNDATION P.O. BOX 7000 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	49,480.
TEEN CHALLENGE 15W 10TH STREET COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	80,000.
Total from continuation sheets				129,480.

323635
05-01-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB & COMPANY INC	111,412.	0.	111,412.	111,412.	
TO PART I, LINE 4	111,412.	0.	111,412.	111,412.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENTS	471.	471.	
FEDERAL INCOME TAX REFUND	956.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,427.	471.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,700.	8,560.		2,140.
TO FORM 990-PF, PG 1, LN 16B	10,700.	8,560.		2,140.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	63,737.	63,737.		0.
TO FORM 990-PF, PG 1, LN 16C	63,737.	63,737.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	535.	0.		535.
EXCISE TAX	10,907.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,442.	0.		535.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	250.	0.		250.
ADR FEES	54.	54.		0.
TO FORM 990-PF, PG 1, LN 23	304.	54.		250.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	5,351,779.	7,726,232.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,351,779.	7,726,232.

FORM 990-PF OTHER LIABILITIES STATEMENT 8

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WITHHELD PAYROLL TAXES	316.	316.
TOTAL TO FORM 990-PF, PART II, LINE 22	316.	316.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN P. ILLGES, III 43 SPRING HARBOR CIRCLE COLUMBUS, GA 31904	PRESIDENT 1.00	0.	0.	0.
PHILIP A. BADCOCK P.O. BOX 120 COLUMBUS, GA 31902	VICE-PRES. 1.00	0.	0.	0.
RICHARD B. ILLGES 6001 RIVER ROAD, SUITE 300 COLUMBUS, GA 31904	TREASURER 1.00	0.	0.	0.
MARY S. BOYD 2857 CROMWELL DRIVE COLUMBUS, GA 31906	SECRETARY 5.00	6,995.	0.	0.
MRS. BRUCE LANIER 1606 TANYARD ROAD LANETT, AL 36863	DIRECTOR 0.00	0.	0.	0.
MR. JOHN MAYHER, JR. 430 LONGVIEW DRIVE HAMILTON, GA 31811	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,995.	0.	0.

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2013 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES		COST
Ace Limited New	1,926	$	124,894
Aflac Inc	1,100		66,441
Albemarle Corp	1,110		59,910
Allergan Inc	699		36,569
Amazon Com Inc	380		42,095
American Express Company	1,880		105,274
American Town Corp - REIT	1,371		64,642
Apple Inc	474		150,215
Arm Holdings Plc	1,673		44,244
AT&T Inc New	1,825		42,568
Athenahealth Inc	487		45,786
Baxter International Inc	970		58,709
Berkshire Hathaway B New	1,460		114,945
Biomarin Pharmaceutical	949		60,581
Blackrock Inc	260		45,962
Celgene Corp	456		55,623
Cerner Corp	1,972		38,905
Chevron Corp	625		22,907
Coach Inc	1,740		93,436
Cognizant Tech Sol	1,885		121,721
Costco Whsl Corp New	508		35,284
Cummins Inc	935		99,106
Digital Realty Trust Inc	940		63,888
Dril Quip	236		25,175
EMC Corp-Mass	6,010		137,949
Ensco Plc	1,130		64,089
Equinix Inc New	427		82,486
Express Scripts	2,220		117,665
Exxon Mobil Corp	700		25,293
Fastenal Co	1,502		72,412
Genuine Parts Co	1,000		48,931
Google Inc	260		138,229
Helmerich & Payne Inc	1,060		51,817
Johnson & Johnson	870		44,170
Lilly Eli & Company	1,285		43,794
Linear Technology Corporation	1,925		59,068

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2013 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
LinkedIn Corp	346	40,414
M & T Bank Corp	865	100,071
MDC Holding Inc	1,140	46,213
Mead Johnson Nutrition	497	31,472
Merck & Co Inc	1,360	41,171
Microsoft Corp	2,020	59,415
Monster Beverage Corp	970	44,413
National Oilwell Varco	1,377	92,599
Norfolk Southern Corp	950	59,529
Northern Trust Corp	1,200	65,817
Oceaneering Intl Inc	766	17,238
Omnicom Group, Inc	1,170	56,766
Perrigo Co	830	86,082
Praxaiar Inc	596	48,909
Precision Castparts Corp	403	58,742
Priceline.Com Inc	192	84,864
Procter & Gamble Co	900	56,826
Qaulcomm Inc	5,166	279,284
Rowe T Price Group Inc	900	47,118
Salesforce.Com Inc	2,401	46,018
Schlumberger Ltd	2,127	154,330
Silver Wheaton Corp	1,733	53,069
Splunk Inc	965	41,528
Starbucks Corp	1,596	81,529
Stericycle Inc	740	63,970
Stryker Corp	1,000	62,878
Target Corporation	1,050	56,472
Texas Instruments Inc	2,110	56,165
The Charles Schwab Corp	5,007	73,824
Tiffany & Company New	800	58,756
United Parcel Service	860	51,061
United Technologies Corp	710	63,229
Varian Medical Systems Inc	1,550	101,434
Verisk Analytics Inc	2,635	121,186
Visa Inc Com	1,083	107,097
Vmware Inc	688	57,884

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2013 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES		COST
Walgreen Company	1,570		58,772
Williams Companies	1,790		61,508
Willis Group Holdings Public Limited Co	1,500		55,473
WW Grainger Inc	280		17,690
Total marketable securities		$	5,265,599

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2013 Form 990-PF
Page 2, Part II, Line 10b, col.b and col. c

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
Accenture PLC CL A	900	$ 74,459	$ 73,188
Ace Limited New	1,695	107,522	177,755
Aflac Inc	1,170	70,881	68,152
Allergan Inc	354	26,851	63,079
Amazon Com Inc	362	37,358	116,723
American Express Company	890	51,546	77,911
American Tower Corp - REIT	1,387	65,937	129,865
Apple Inc	1,834	40,023	184,775
Arm Holdings Plc	1,574	41,628	68,768
AT&T Inc New	2,065	51,257	72,771
Athenahealth Inc	537	53,356	70,717
Baxter International Inc	970	58,709	69,617
Berkshire Hathaway B New	1,714	143,809	236,772
Biomarin Pharmaceutical	906	57,754	65,377
Blackrock Inc	260	45,962	85,363
Celgene Corp	983	60,816	93,169
Cerner Corp	1,929	36,749	114,910
Chevron Corp	625	22,907	74,575
Chipotle Mexican Grill	93	49,920	61,993
Coach Inc	3,560	165,720	126,772
Cognizant Tech Sol	3,810	123,505	170,574
Costco Whsl Corp New	514	35,985	64,414
Cummins Inc	558	53,360	73,645
Digital Realty Trust Inc	1,270	83,182	79,223
Dril Quip	522	56,547	46,667
EMC Corp-Mass	5,710	127,479	167,075
Ensco Plc	1,450	80,557	59,899
Equinix Inc New	372	70,082	79,043
Express Scripts	2,520	138,614	177,988
Exxon Mobil Corp	700	25,293	65,835
Fastenal Co	1,092	50,765	49,031
Genuine Parts Co	1,000	48,931	87,710
Google Inc	435	147,517	252,201
Helmerich & Payne Inc	710	34,707	69,488
Illumina Inc	417	60,115	68,355
Johnson & Johnson	870	44,170	92,733

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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
Lilly Eli & Company	1,285	43,794	83,332
Linear Technology Corporation	1,695	52,011	75,241
LinkedIn Corp	380	49,003	78,960
LKQ Corp	3,430	91,833	91,204
M & T Bank Corp	1,172	135,450	144,496
MDC Holding Inc	1,140	46,213	28,865
Mead Johnson Nutrition	1,660	127,391	159,725
Merck & Co Inc	1,360	41,171	80,621
Microsoft Corp	2,020	59,415	93,647
National Oilwell Varco	845	50,873	64,304
Norfolk Southern Corp	950	59,529	106,020
Northern Trust Corp	1,200	65,817	81,636
Oceaneering Intl Inc	860	26,480	56,046
Omnicom Group, Inc	1,170	56,766	80,566
Perrigo Co	770	117,198	115,646
Precision Castparts Corp	414	61,309	98,068
Priceline.Com Inc	162	74,436	187,690
Procter & Gamble Co	900	56,826	75,366
Qualcomm Inc	5,023	295,814	375,569
Rowe T Price Group Inc	900	47,118	70,560
Salesforce.Com Inc	2,438	47,932	140,258
Schlumberger Ltd	2,104	154,844	213,956
Service Now Inc	1,085	65,165	63,776
Splunk Inc	1,158	51,614	64,107
Starbucks Corp	1,416	74,326	106,851
Stericycle Inc	1,076	103,002	125,418
Stryker Corp	1,000	62,878	80,750
Texas Instruments Inc	1,790	47,647	85,365
The Charles Schwab Corp	1,993	31,507	58,574
Tiffany & Company New	805	59,068	77,530
Tupperware Brands Corp	870	79,204	60,065
United Parcel Service	740	42,502	72,735
United Technologies Corp	710	63,229	74,976
Varian Medical Systems Inc	1,140	74,481	91,337
Verisk Analytics Inc	1,952	86,392	118,857
Visa Inc Com	939	101,549	200,355

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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
Vmware Inc	655	54,687	61,465
Williams Companies	1,790	61,509	99,077
Willis Group Holdings Public Limited Co	1,790	67,574	74,106
WW Grainger Inc	290	20,249	72,979
TOTAL MARKETABLE SECURITIES		$ 5,351,779	$ 7,726,232