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 11/01 , 2013, and ending 10/31, 2014

Name of foundation: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27, 2007

A Employer identification number: 20-7449840

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 803878

Room/suite:

B Telephone number (see instructions): 312-630-6000

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60680

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,033,465.

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

ENVELOPE POSTMARK DATE DEC 08 2014

SCANNED DEC 16 2014

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).)*

	Line	Description	(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	136,894.	136,661.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	10,550.			
	b	Gross sales price for all assets on line 6a 333,678.				
	7	Capital gain net income (from Part IV, line 2)		10,550.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	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	147,444.	147,211.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	65,842.	32,098.		33,744.
	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 2	2,000.	1,000.	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 3	3,101.	3,101.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	8,470.	1,689.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,137.	NONE	NONE	10,137.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5	16.	1.		15.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	89,566.	37,889.	NONE	44,896.
	25	Contributions, gifts, grants paid	145,000.			145,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	234,566.	37,889.	NONE	189,896.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-87,122.			
	b	**Net investment income** (if negative, enter -0-)		109,322.		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	745,027.	96,037.	96,037.
	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) STMT 6	1,891,990.	2,559,288.	2,946,470.
	c Investments - corporate bonds (attach schedule) STMT 7	1,526,049.	1,669,414.	1,746,656.
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 8	334,643.	225,652.	244,302.
	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)	4,497,709.	4,550,391.	5,033,465.
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	4,497,709.	4,550,391.	
	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)	4,497,709.	4,550,391.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	4,497,709.	4,550,391.	

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	4,497,709.
2	Enter amount from Part I, line 27a	2	-87,122.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT - ST JUDE MED INC	3	139,804.
4	Add lines 1, 2, and 3	4	4,550,391.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,550,391.

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	333,678.		323,128.	10,550.
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				10,550.
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	10,550.
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	176,419.	3,900,070.	0.045235
2011	193,525.	3,690,093.	0.052444
2010	180,175.	3,775,307.	0.047725
2009	155,599.	3,526,386.	0.044124
2008	167,604.	3,195,673.	0.052447

2 **Total** of line 1, column (d)	2	0.241975
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	0.048395
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,168,919.
5 Multiply line 4 by line 3	5	201,755.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,093.
7 Add lines 5 and 6	7	202,848.
8 Enter qualifying distributions from Part XII, line 4	8	189,896.

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	2,186.
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	2,186.
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	2,186.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,030.		
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	4,030.
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	1,844.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,844. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL IL			
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 ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312)630-6000
Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

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

		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)?		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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes	[X] 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	[X] No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes	[X] 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	[X] 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	[X] 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	[X] 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	[X] 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
THE NORTHERN TRUST COMAPNY 4001 TAMIAMI TRAIL NORTH, NAPLES, FL 34103	CO-TRUSTEE 40	24,057.	-0-	-0-
JULIE HENDRICKSON 15 MCKINLEY ST., MONTPELIER, VT 05602	CO-TRUSTEE 20	41,785.	-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

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	4,232,405.
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	4,232,405.
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	4,232,405.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,486.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,168,919.
6	**Minimum investment return.** Enter 5% of line 5	6	208,446.

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	208,446.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,186.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,186.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	206,260.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	206,260.
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	206,260.

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	189,896.
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	189,896.
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	189,896.

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				206,260.
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			137,732.	
b	Total for prior years: 20____,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: ▶ $ 189,896.				
a	Applied to 2012, but not more than line 2a			137,732.	
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				52,164.
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				154,096.
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).)

N/A

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.

N/A

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

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*				
COLLEGE FOR EVERY STUDENT, INC. 1634 ROUTE 30, CORNWALL VT 05753	NA	PUBLIC	GENERAL	25,000.
ORAL LEE BROWN FOUNDATION 9901 MACARTHUR BLVD OAKLAND CA 94605	NA	PUBLIC	GENERAL	25,000.
VERMONT WORKS FOR WOMEN .32A MALLETTS BAY AVE WINOOSKI VT 05404	NA	PUBLIC	GENERAL	20,000.
FIRST GRADUATE P.B. BOX 29415 SAN FRANCISCO CA 94129	NA	PUBLIC	GENERAL	20,000.
WHAT IF? FOUNDATION 1563 SOLANO AVE, 3192 BERKELEY CA 94707	NA	PUBLIC	GENERAL	8,000.
VERMONT HUMANITIES COUNCIL 11 LOOMIS STREET MONTPELIER VT 05602	N/A	PUBLIC CHA	GENERAL	5,000.
GLOBAL IMPACT P.O. BOX 5682 ROCKFORD IL 61125	NA	PUBLIC	FIELD OF DREAMS	14,000.
GLOBAL IMPACT P.O. BOX 5682 ROCKFORD IL 61125	NA	PUBLIC	GENERAL	5,000.
CHAMPLAIN COLLEGE 163 SOUTH WILLARD ST, BURLINGTON VT 05402	NA	PUBLIC	GENERAL	8,000.
SAINT MARY'S UNIVERSITY 700 TERRACE HEIGHTS, #12 WINONA MN 55987	NA	PUBLIC	GENERAL	15,000.
Total . . . . ▶ **3a**				145,000.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	136,894.	
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	10,550.	
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)				147,444.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 147,444.

(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: THE NORTHERN TRUST COMPAN | Date: 11/24/2014 | Title: VICE PRESIDENT

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

Firm's name ▶ | Firm's EIN ▶
Firm's address ▶ | Phone no.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		136,661.	136,661.
RETURN OF CAPITAL		233.	
	TOTAL	136,894.	136,661.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BAHL & GAYNOR INVESTMENT	3,101.	3,101.
TOTALS	3,101.	3,101.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX	2,751.	
ESTIMATED TAX	4,030.	
FOREIGN TAX	1,689.	1,689.
TOTALS	8,470.	1,689.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEE	1.	1.	
IL AG FILING FEE	15.		15.
TOTALS	16.	1.	15.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	2,559,288.	2,946,470.
TOTALS	2,559,288.	2,946,470.

HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27, 20-7449840

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		1,669,414.	1,746,656.
	TOTALS	1,669,414.	1,746,656.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	225,652.	244,302.
TOTALS		225,652.	244,302.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2013

Name of estate or trust: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number: 20-7449840

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	183,388.	171,128.		12,260.

	Line	Amount
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	12,260.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	133,753.	152,000.		-18,247.

	Line	Amount
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	16,537.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	-1,710.

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			12,260.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			-1,710.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			10.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			10,550.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,	20-7449840

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

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

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

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

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

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

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

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
93. AT&T INC	07/12/2013	01/09/2014	3,140.00	3,327.00			-187.00
146. AT&T INC	07/12/2013	02/10/2014	4,720.00	5,222.00			-502.00
34. AUTOMATIC DATA PROCESS	07/12/2013	12/06/2013	2,706.00	2,489.00			217.00
51. AUTOMATIC DATA PROCESS	07/12/2013	12/09/2013	4,016.00	3,734.00			282.00
42. AUTOMATIC DATA PROCESS	07/12/2013	04/16/2014	3,147.00	3,075.00			72.00
15. BCE INC COM NEW	07/12/2013	12/23/2013	645.00	632.00			13.00
118. BRISTOL MYERS SQUIBB	07/12/2013	11/15/2013	6,183.00	5,398.00			785.00
76. BRISTOL MYERS SQUIBB C	07/12/2013	02/10/2014	3,897.00	3,477.00			420.00
123. BRISTOL MYERS SQUIBB	07/12/2013	03/20/2014	6,617.00	5,627.00			990.00
19. CULLEN FROST BANKERS I	04/25/2014	05/13/2014	1,445.00	1,436.00			9.00
22. CULLEN FROST BANKERS I	08/26/2013	05/14/2014	1,636.00	1,660.00			-24.00
7. CULLEN FROST BANKERS IN	08/26/2013	05/15/2014	510.00	528.00			-18.00
31. CULLEN FROST BANKERS I	08/26/2013	06/05/2014	2,369.00	2,329.00			40.00
24. CULLEN FROST BANKERS I	08/22/2013	06/18/2014	1,888.00	1,769.00			119.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

JSA
3X2615 2 000

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,	20-7449840

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

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

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

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

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

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

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

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
7. CULLEN FROST BANKERS IN	08/21/2013	06/19/2014	549.00	514.00			35.00
57. GLAXO PLC	04/16/2014	08/01/2014	2,715.00	3,009.00			-294.00
90. HCP, INC	07/12/2013	06/18/2014	3,634.00	4,165.00			-531.00
25. HCP, INC	07/12/2013	06/19/2014	1,021.00	1,157.00			-136.00
9. JOHNSON & JOHNSON	04/25/2014	06/05/2014	925.00	833.00			92.00
13. KIMBERLY CLARK CORP	07/12/2013	01/09/2014	1,347.00	1,294.00			53.00
104. KINDER MORGAN INC DEL	07/12/2013	12/06/2013	3,487.00	4,162.00			-675.00
61. KINDER MORGAN INC DEL	07/12/2013	12/09/2013	2,041.00	2,441.00			-400.00
20. MATTEL INC	07/12/2013	12/23/2013	917.00	927.00			-10.00
330. MATTEL INC	07/12/2013	04/16/2014	12,567.00	15,299.00			-2,732.00
.75 ONE GAS INC COM	07/12/2013	02/03/2014	25.00	16.00			9.00
85. ONE GAS INC COM	07/12/2013	02/10/2014	2,741.00	1,849.00			892.00
88. ONEOK INC NEW	02/18/2014	02/26/2014	5,169.00	3,374.00			1,795.00
10. PHILIP MORRIS INTERNAT	07/12/2013	12/23/2013	853.00	893.00			-40.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

JSA
3X2615 2 000

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,	20-7449840

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

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

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

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

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

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

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

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
2. RLTY INC CORP COM	04/25/2014	09/08/2014	90.00	86.00			4.00
1250. ST JUDE MEDICAL INC	10/07/2013	05/28/2014	80,248.00	70,138.00			10,110.00
90. SOUTHERN CO	07/12/2013	11/15/2013	3,789.00	4,039.00			-250.00
86. SOUTHERN CO	07/12/2013	11/18/2013	3,636.00	3,860.00			-224.00
63. SOUTHERN CO	07/12/2013	11/19/2013	2,654.00	2,827.00			-173.00
49. SOUTHERN CO	07/12/2013	11/20/2013	2,039.00	2,199.00			-160.00
146. WILLIAMS COS INC	02/18/2014	02/26/2014	5,996.00	4,962.00			1,034.00
70. WILLIAMS COS INC	04/25/2014	06/18/2014	4,026.00	2,381.00			1,645.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			183,388.	171,128.			12,260.

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

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side)
HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Social security number or taxpayer identification number
20-7449840

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

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

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

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

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

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

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

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
76. APPLE COMPUTER INC	07/12/2013	09/08/2014	7,489.00	2,559.00			4,930.00
43. CULLEN FROST BANKERS I	07/12/2013	08/01/2014	3,281.00	2,994.00			287.00
11. EMERSON ELECTRIC CO	12/14/2012	12/23/2013	762.00	572.00			190.00
31. GENERAL ELECTRIC CO	06/12/2007	06/05/2014	822.00	1,154.00			-332.00
206. GLAXO PLC	07/12/2013	08/01/2014	9,814.00	10,901.00			-1,087.00
317. INTEL CORP	05/07/2012	03/20/2014	8,013.00	8,836.00			-823.00
167. INTEL CORP	05/08/2012	06/05/2014	4,596.00	4,626.00			-30.00
60. MCDONALDS CORP	08/01/2012	01/09/2014	5,739.00	5,376.00			363.00
5490.71 MFB NORTHERN FDS G ESTATE INDEX FD	05/29/2008	11/29/2013	50,844.00	57,817.00			-6,973.00
6659.82 PIMCO COMMODITY RE STRATEGY FUND	12/07/2011	12/02/2013	36,962.00	51,783.00			-14,821.00
121. RLTY INC CORP COM	07/12/2013	09/08/2014	5,431.00	5,382.00			49.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			133,753.	152,000.			-18,247.

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

Transmittal List	Tax ID	Account	Name	Entity Type	990 PF
120514A	20-7449840	02-78531	HENDRICKSON FAMILY FOUNDATION	990	Yes
120514A	26-0036863	23-10444	KHESED FOUNDATION	990	Yes
120514A	26-6208503	02-74857	DICK AND TIMMY BURTON FOUNDATION	990	Yes
120514A	31-6050508	23-37426	THE EDWARD R GODFREY FOUNDATION	990	Yes
120514A	36-6025550	01-03620	FREDERICK R PFEIFER	990	No
120514A	36-6025661	01-11565	EMANUEL FRIEND	990	No
120514A	36-6025673	01-14763	FLORENCE L ABBOTT	990	No
120514A	36-7292848	02-02144	CLIFTON & BETSY ROBINSON / CHARLIE &	990	No
120514A	36-7410672	02-10161	THE HART FOUNDATION	990	Yes

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Canada - USD							
BCE INC COM NEW CUSIP 05534B760							
250 000	44 47	0 00	11,117 50	10,542 57	574 93	0 00	574 93
Total USD		0 00	11,117 50	10,542 57	574 93	0 00	574 93
Total Canada		0 00	11,117 50	10,542 57	574 93	0 00	574 93
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109							
191 000	92 69	0 00	17,703 79	14,056 53	3,647 26	0 00	3,647 26
Total USD		0 00	17,703 79	14,056 53	3,647 26	0 00	3,647 26
Total Switzerland		0 00	17,703 79	14,056 53	3,647 26	0 00	3,647 26
United States - USD							
3M CO COM CUSIP 88579Y101							
150 000	153 77	0 00	23,065 50	19,702 26	3,363 24	0 00	3,363 24
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
350 000	63 46	147 00	22,211 00	16,468 23	5,742 77	0 00	5,742 77
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
364 000	48 34	0 00	17,595 76	13,391 09	4,204 67	0 00	4,204 67
ANALOG DEVICES INC COM CUSIP 032654105							
312 000	49 62	0 00	15,481 44	15,579 27	-97 83	0 00	-97 83

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
APPLE INC COM STK CUSIP 037833100							
71 000	108 00	0 00	7,668 00	1,219 38	6,448 62	0 00	6,448 62
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
114 000	81 78	0 00	9,322 92	7,291 03	2,031 89	0 00	2,031 89
BAXTER INTL INC COM CUSIP 071813109							
250 000	70 14	0 00	17,535 00	17,810 34	-275 34	0 00	-275 34
BLACKROCK INC COM STK CUSIP 09247X101							
61 000	341 11	0 00	20,807 71	17,594 88	3,212 83	0 00	3,212 83
CDK GLOBAL INC COM CUSIP 12508E101							
38 000	33 60	0 00	1,276 80	1,054 93	221 87	0 00	221 87
CHEVRON CORP COM CUSIP 166764100 CVX							
168 000	119 95	0 00	20,151 60	15,084 66	5,066 94	0 00	5,066 94
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
743 000	24 47	0 00	18,181 21	15,801 14	2,380 07	0 00	2,380 07
COCA COLA CO COM CUSIP 191216100							
388 000	41 88	0 00	16,249 44	13,861 64	2,387 80	0 00	2,387 80
CULLEN / FROST BANKERS INC COM CUSIP 229899109							
78 000	80 81	0 00	6,303 18	5,459 13	844 05	0 00	844 05

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
EMERSON ELECTRIC CO COM CUSIP 291011104							
245 000	64 06	0 00	15,694 70	12,733 97	2,960 73	0 00	2,960 73
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
226 000	47 70	0 00	10,780 20	10,294 57	485 63	0 00	485 63
GENERAL ELECTRIC CO CUSIP 369604103 GE							
765 000	25 81	0 00	19,744 65	15,174 16	4,570 49	0 00	4,570 49
GENUINE PARTS CO COM CUSIP 372460105							
112 000	97 08	0 00	10,872 96	9,501 06	1,371 90	0 00	1,371 90
HERSHEY COMPANY COM STK USD1 CUSIP 427866108							
93 000	95 91	0 00	8,919 63	8,564 40	355 23	0 00	355 23
INTEL CORP COM CUSIP 458140100 INTC							
318 000	34 01	0 00	10,815 18	7,853 65	2,961 53	0 00	2,961 53
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
240 000	107 78	0 00	25,867 20	21,547 92	4,319 28	0 00	4,319 28
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
195 000	114 27	0 00	22,282 65	19,306 80	2,975 85	0 00	2,975 85
KRAFT FOODS GROUP INC COM CUSIP 50076Q106							
332 000	56 35	0 00	18,708 20	18,771 21	-63 01	0 00	-63 01

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
LOCKHEED MARTIN CORP COM CUSIP 539830109							
122 000	190 57	0 00	23,249 54	15,105 85	8,143 69	0 00	8,143 69
LYONDELLBASELL IND N V COM USD0 01 CL 'A' CUSIP N53745100							
159 000	91 63	0 00	14,569 17	12,786 10	1,783 07	0 00	1,783 07
MARSH & MCLENNAN CO'S INC COM CUSIP 571748102							
133 000	54 37	37 24	7,231 21	6,868 00	363 21	0 00	363 21
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101							
299 000	29 34	0 00	8,772 66	9,963 87	-1,191 21	0 00	-1,191 21
MC DONALDS CORP COM CUSIP 580135101							
179 000	93 73	0 00	16,777 67	15,423 16	1,354 51	0 00	1,354 51
MERCK & CO INC NEW COM CUSIP 58933Y105							
302 000	57 94	0 00	17,497 88	13,941 92	3,555 96	0 00	3,555 96
MICROSOFT CORP COM CUSIP 594918104 MSFT							
442 000	46 95	0 00	20,751 90	15,742 33	5,009 57	0 00	5,009 57
NEXTERA ENERGY INC COM CUSIP 65339F101							
124 000	100 22	0 00	12,427 28	10,771 36	1,655 92	0 00	1,655 92
ONEOK INC COM STK CUSIP 682680103							
260 000	58 94	153 40	15,324 40	9,813 46	5,510 94	0 00	5,510 94

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
PAYCHEX INC COM CUSIP 704326107							
344 000	46 94	130 72	16,147 36	13,984 29	2,163 07	0 00	2,163 07
PEPSICO INC COM CUSIP 713448108							
145 000	96 17	0 00	13,944 65	13,082 54	862 11	0 00	862 11
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
176 000	89 01	0 00	15,665 76	15,700 53	-34 77	0 00	-34 77
PROCTER & GAMBLE COM NPV CUSIP 742718109							
189 000	87 27	121 64	16,494 03	12,323 60	4,170 43	0 00	4,170 43
QUALCOMM INC COM CUSIP 747525103 QCOM							
213 000	78 51	0 00	16,722 63	11,501 76	5,220 87	0 00	5,220 87
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
468 000	39 13	0 00	18,312 84	15,778 17	2,534 67	0 00	2,534 67
ST JUDE MED INC COM CUSIP 790849103 STJ							
1,250 000	64 17	0 00	80,212 50	70,137 50	10,075 00	0 00	10,075 00
TUPPERWARE BRANDS CORPORATION CUSIP 899896104 TUP							
73 000	63 75	0 00	4,653 75	5,844 74	-1,190 99	0 00	-1,190 99
US BANCORP CUSIP 902973304 USB							
453 000	42 60	0 00	19,297 80	14,750 89	4,546 91	0 00	4,546 91

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
WILLIAMS CO INC COM CUSIP 969457100							
283 000	55 51	0 00	15,709 33	9,563 22	6,146 11	0 00	6,146 11
WIS ENERGY COM CUSIP 976657106							
299 000	49 66	0 00	14,848 34	12,658 23	2,190 11	0 00	2,190 11
Total USD		590 00	708,145 63	589,807 24	118,338 39	0 00	118,338 39
Total United States		590 00	708,145 63	589,807 24	118,338 39	0 00	118,338 39
Total Common Stock **11,967.000**		**590.00**	**736,966.92**	**614,406.34**	**122,560.58**	**0.00**	**122,560.58**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
25,497 950	11 62	0 00	296,286 17	203,624 86	92,661 31	0 00	92,661 31
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421							
7,668 670	20 08	0 00	153,986 89	150,766 00	3,220 89	0 00	3,220 89
Total USD		0 00	450,273 06	354,390 86	95,882 20	0 00	95,882 20
Total Emerging Markets Region		0 00	450,273 06	354,390 86	95,882 20	0 00	95,882 20
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
2,000 000	33 16	0 00	66,320 00	67,704 79	-1,384 79	0 00	-1,384 79
Total USD		0 00	66,320 00	67,704 79	-1,384 79	0 00	-1,384 79

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Total Global Region		0 00	66,320 00	67,704 79	-1,384 79	0 00	-1,384 79
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
44,001 110	12 07	0 00	531,093 39	540,594 77	-9,501 38	0 00	-9,501 38
MFC SPDR INDEX SHS FDS DOW JONES INTL REAL ESTATE ETF CUSIP 78463X863							
1,600 000	43 51	0 00	69,616 00	67,749 60	1,866 40	0 00	1,866 40
MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF CUSIP 922042775							
2,000 000	49 34	0 00	98,680 00	103,680 00	-5,000 00	0 00	-5,000 00
MFO DIMENSIONAL FD ADVISORS INTL VALUE PORTFOLIO CUSIP 25434D203							
7,731 750	18 48	0 00	142,882 74	149,996 00	-7,113 26	0 00	-7,113 26
Total USD		0 00	842,272 13	862,020 37	-19,748 24	0 00	-19,748 24
Total International Region		0 00	842,272 13	862,020 37	-19,748 24	0 00	-19,748 24
United States - USD							
MFB NORTHERN FDS SMALL CAP INDEX FD CUSIP 665162723							
11,519 630	12 46	0 00	143,534 59	76,542 56	66,992 03	0 00	66,992 03
MFB NORTHN MID CAP INDEX FD CUSIP 665130100							
4,078 880	18 03	0 00	73,542 20	42,389 92	31,152 28	0 00	31,152 28
MFO NUVEEN PREFERRED SECURIT-I CUSIP 670700400							
4,878 080	17 35	421 95	84,634 68	72,955 00	11,679 68	0 00	11,679 68
MFO TIAA-CREF MUT FDS SOCIAL CHOICE EQUITY FD INSTL CL CUSIP 87244W300							
25,422 840	16 91	0 00	429,900 22	365,635 50	64,264 72	0 00	64,264 72

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
United States - USD							
SPDR DOW JONES REIT ETF CUSIP 78464A607							
900 000	88 26	0 00	79,434 00	64,737 00	14,697 00	0 00	14,697 00
Total USD		421 95	811,045 69	622,259 98	188,785 71	0 00	188,785 71
Total United States		421 95	811,045 69	622,259 98	188,785 71	0 00	188,785 71
Total Equity Funds **137,298.910**		**421.95**	**2,169,910.88**	**1,906,376.00**	**263,534.88**	**0.00**	**263,534.88**
Other equity							
United States - USD							
HCP INC COM REIT CUSIP 40414L109 HCP							
203 000	43 97	0 00	8,925 91	9,358 68	-432 77	0 00	-432 77
HEALTH CARE REIT INC COM CUSIP 42217K106							
227 000	71 11	0 00	16,141 97	15,035 48	1,106 49	0 00	1,106 49
VENTAS INC REIT CUSIP 92276F100							
212 000	68 51	0 00	14,524 12	14,111 18	412 94	0 00	412 94
Total USD		0 00	39,592 00	38,505 34	1,086 66	0 00	1,086 66
Total United States		0 00	39,592 00	38,505 34	1,086 66	0 00	1,086 66
Total Other Equity **642.000**		**0.00**	**39,592.00**	**38,505.34**	**1,086.66**	**0.00**	**1,086.66**
Total Equity Securities **149,907.910**		**1,011.95**	**2,946,469.80**	**2,559,287.68**	**387,182.12**	**0.00**	**387,182.12**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United Kingdom - USD							
HSBC HOLDINGS PLC 5 1 DUE 04-05-2021 CUSIP 404280AK5							
50,000 000	112 8572	184 16	56,428 60	50,338 50	6,090 10	0 00	6,090 10
Issue Date 05 Apr 11 Rate 5 10% Yield to Maturity 2 893% Maturity Date 05 Apr 21							
Total USD		184 16	56,428 60	50,338 50	6,090 10	0.00	6,090 10
Total United Kingdom		184 16	56,428 60	50,338 50	6,090 10	0 00	6,090 10
United States - USD							
CISCO SYS INC 5 5% DUE 02-22-2016 CUSIP 17275RAC6							
50,000 000	106 3547	527 08	53,177 35	51,561 50	1,615 85	0 00	1,615 85
Issue Date 22 Feb 06 Rate 5 50% Yield to Maturity 0 615% Maturity Date 22 Feb 16							
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533							
27,229 260	10 71	0 00	291,625 37	268,146 49	23,478 88	0 00	23,478 88
Issue Date 25 Aug 08							
MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467							
20,012 440	10 22	0 00	204,527 13	204,427 04	100 09	0 00	100 09
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
35,624 850	7 47	0 00	266,117 63	245,171 72	20,945 91	0 00	20,945 91
Issue Date 25 Aug 08							
MFO FRKLN INVS SECS TR FLTG RATE DAILY ACCESS FD ADVISOR CUSIP 353612781							
15,000 910	9 05	0 00	135,758 23	137,678 00	-1,919 77	0 00	-1,919 77

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841							
28,061 970	9 61	0 00	269,675 53	253,960 84	15,714 69	0 00	15,714 69
Issue Date 29 Aug 08							
NUCOR CORP 5 85% DUE 06-01-2018 CUSIP 670346AK1							
75,000 000	113 5412	1,828 12	85,155 90	75,067 50	10,088 40	0 00	10,088 40
Issue Date 02 Jun 08 Rate 5 85% Yield to Maturity 1 921% Maturity Date 01 Jun 18							
Total USD		2,355 20	1,306,037 14	1,236,013 09	70,024 05	0 00	70,024 05
Total United States		2,355 20	1,306,037 14	1,236,013 09	70,024 05	0 00	70,024 05
Total Corporate/Government **300,929.430**		**2,539.36**	**1,362,465.74**	**1,286,351.59**	**76,114.15**	**0.00**	**76,114.15**
Other bonds							
United States - USD							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
7,000 000	24 75	0 00	173,250 00	175,180 60	-1,930 60	0 00	-1,930 60
Issue Date 07 Dec 12							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
2,000 000	105 47	0 00	210,940 00	207,882 10	3,057 90	0 00	3,057 90
Issue Date 05 Dec 08							
Total USD		0 00	384,190 00	383,062 70	1,127 30	0 00	1,127 30
Total United States		0 00	384,190 00	383,062 70	1,127 30	0 00	1,127 30

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Total Other Bonds							
9,000.000		**0.00**	**384,190.00**	**383,062.70**	**1,127.30**	**0.00**	**1,127.30**
Total Fixed Income Securities							
309,929.430		**2,539.36**	**1,746,655.74**	**1,669,414.29**	**77,241.45**	**0.00**	**77,241.45**
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
13,981 600	10 12	0 00	141,493 79	122,797 11	18,696 68	0 00	18,696 68
Total USD		0 00	141,493 79	122,797 11	18,696 68	0 00	18,696 68
Total United States		0 00	141,493 79	122,797 11	18,696 68	0 00	18,696 68
Total Real Estate Funds							
13,981.600		**0.00**	**141,493.79**	**122,797.11**	**18,696.68**	**0.00**	**18,696.68**
Total Real Estate							
13,981.600		**0.00**	**141,493.79**	**122,797.11**	**18,696.68**	**0.00**	**18,696.68**
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
600 000	112 66	0 00	67,596 00	57,938 50	9,657 50	0 00	9,657 50

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Commodities							
Commodities							
Total USD		0 00	67,596 00	57,938 50	9,657 50	0 00	9,657 50
Total Global Region		0 00	67,596 00	57,938 50	9,657 50	0 00	9,657 50
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
6,797 680	5 18	0 00	35,211 98	44,916 74	-9,704 76	0 00	-9,704 76
Total USD		0 00	35,211 98	44,916 74	-9,704 76	0 00	-9,704 76
Total United States		0 00	35,211 98	44,916 74	-9,704 76	0 00	-9,704 76
Total Commodities **7,397.680**		**0.00**	**102,807.98**	**102,855.24**	**-47.26**	**0.00**	**-47.26**
Total Commodities **7,397.680**		**0.00**	**102,807.98**	**102,855.24**	**-47.26**	**0.00**	**-47.26**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 62	96,036 59	96,036 59	0 00	0 00	0 00
Total short term - all currencies		0 62	96,036 59	96,036 59	0 00	0 00	0 00
Total short term - all countries		0 62	96,036 59	96,036 59	0 00	0 00	0 00
Total Short Term **96,036.590**		**0.62**	**96,036.59**	**96,036.59**	**0.00**	**0.00**	**0.00**

Custom Reporting

31 OCT 14

HENDRICKSON FAMILY FOUNDATION

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Total Cash and Short Term Investments							
96,036.590		0.62	96,036.59	96,036.59	0.00	0.00	0.00
Total 577,253.210		3,551.93	5,033,463.90	4,550,390.91	483,072.99	0.00	483,072.99