



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its 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 AWH FOUNDATION co ROBERT W GILLET		A Employer identification number 36-6050191	
Number and street (or P O box number if mail is not delivered to street address) 1400 BURR OAK DRIVE		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code GLENVIEW, IL 60025		B Telephone number (see instructions) (847) 498-3309	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 8,232,226		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	33,132	33,132	33,132	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	306,361			
	b Gross sales price for all assets on line 6a 34,671,315				
	7 Capital gain net income (from Part IV, line 2)		306,361		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	339,493	339,493	33,132	
	13 Compensation of officers, directors, trustees, etc	14,000	8,000		6,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 5,500	2,750		2,750
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	80,933	60,700		20,233
	18 Taxes (attach schedule) (see instructions)	 40,812	40,812		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 14,793	423		14,200
	24 Total operating and administrative expenses. Add lines 13 through 23	156,038	112,685		43,183
	25 Contributions, gifts, grants paid	167,574			167,574
	26 Total expenses and disbursements. Add lines 24 and 25	323,612	112,685		210,757
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	15,881			
	b Net investment income (if negative, enter -0-)		226,808		
	c Adjusted net income (if negative, enter -0-)			33,132	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,209,466	5,398,149	8,232,226
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 1,051 Less accumulated depreciation (attach schedule) ▶ 1,051			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,209,466	5,398,149	8,232,226	
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 ▶ _____)	3,171,203	4,304,534	
	23	Total liabilities (add lines 17 through 22)	3,171,203	4,304,534	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,038,263	1,093,615	
	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 page 17 of the instructions)	1,038,263	1,093,615	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,209,466	5,398,149		

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	1,038,263
2	Enter amount from Part I, line 27a	2	15,881
3	Other increases not included in line 2 (itemize) ▶ _____	3	78,451
4	Add lines 1, 2, and 3	4	1,132,595
5	Decreases not included in line 2 (itemize) ▶ _____	5	38,980
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,093,615

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				
(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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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				
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	306,361
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	-72,903

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 page 18 of 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	204,382	4,501,504	0 04540	
2011	212,088	4,000,731	0 05301	
2010	94,411	4,104,649	0 02300	
2009	60,708	2,263,203	0 02682	
2008	56,633	816,854	0 06933	
2	Total of line 1, column (d).		2	0 21757
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 04351
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4	7,450,566
5	Multiply line 4 by line 3.		5	324,204
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	2,268
7	Add lines 5 and 6.		7	326,472
8	Enter qualifying distributions from Part XII, line 4.		8	210,757
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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,536
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	4,536
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,536
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,265
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	7,265
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	37
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/>	10	2,692
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,692 Refunded <input type="checkbox"/>	11	

Part VII-A **Statements Regarding Activities**

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ROBERT W GILLETT Telephone no ▶(847) 498-3309 Located at ▶1400 BURR OAK DRIVE GLENVIEW IL ZIP +4 ▶60025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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.			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		No
	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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
ROBERT W GILLET 7569 N MYSTIC CANYON DRIVE TUCSON,AZ 85718	President 0 00	8,000		
NANCY TEFFT 1271 N LAKE PLEASANT ROAD HILLSDALE,MI 49242	Vice President 0 00	0		
MARY H GILLET 7569 N MYSTIC CANYON DRIVE TUCSON,AZ 85718	Vice President 0 00	6,000		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	7,564,026
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,564,026
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	
3	Subtract line 2 from line 1d.	3	7,564,026
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	113,460
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,450,566
6	Minimum investment return. Enter 5% of line 5.	6	372,528

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	372,528
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,536
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,536
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	367,992
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	367,992
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	367,992

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	210,757
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	210,757
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	210,757
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				367,992
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			195,534	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 210,757				
a Applied to 2012, but not more than line 2a			195,534	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				15,223
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				352,769
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

• 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

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 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	167,574
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AVON BREAST CANCER 1 AVON PLAZA RYE,NY 10580	NONE	PUBLIC	CHARITABLE	1,000
HOMER COMMUNITY SCHOOLS 403 S HILLSDALE STREET HOMER,MI 49245	NONE	PUBLIC	CHARITABLE	100
SAINT PETERS FREE CLINIC 3 NORTH BROAD STREET HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	200
ARIZONA SONORA DESERT MUSEUM 2021 N KINNEY ROAD TUCSON,AZ 85743	NONE	PUBLIC	CHARITABLE	75
THE SALVATION ARMY 160 E BACON HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	500
ARIZONA PUBLIC RADIO PO BOX 210067 TUCSON,AZ 85721	NONE	PUBLIC	CHARITABLE	250
THE UNIVERSITY OF ARIZONA PO BOX 210096 TUCSON,AZ 85721	NONE	PUBLIC	CHARITABLE	35,431
SIMON YOUTH FOUNDATION 4200 PORTSMOUTH BOULEVARD CHESAPEAKE,VA 23321	NONE	PUBLIC	CHARITABLE	2,500
VALLEY OASIS SHELTER 45134 N SIERRA HIGHWAY LANCASTER,CA 93539	NONE	PUBLIC	CHARITABLE	26,500
ARIZONA THEATRE COMPANY 343 S SCOTT TUCSON,AZ 85701	NONE	PUBLIC	CHARITABLE	870
DRIVE FOR EPILESPY CURE 3751 PEBBLE BEACH NORTHBROOK,IL 60062	NONE	PUBLIC	CHARITABLE	11,100
UNIV OF MICHIGAN CANCER CENTER 301 E LIBERTY STE 400 ANN ARBOR,MI 48104	NONE	PUBLIC	CHARITABLE	1,500
ARIZONA PUBLIC MEDIA PO BOX 210067 TUCSON,AZ 85721	NONE	PUBLIC	CHARITABLE	200
FOX THEATRE 17 W CONGRESS TUCSON,AZ 85701	NONE	PUBLIC	CHARITABLE	2,347
THE HILLSDALE ARTS CHORALE PO BOX 215 JONESVILLE,MI 49250	NONE	PUBLIC	CHARITABLE	500
Total  3a				167,574

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
HOSPICE OF HILLSDALE COUNTY 124 S HOWELL STREET HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	300
GREATER HILLSDALE HUMANE SOC PO BOX 307 HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	150
FIRST PRESBYTERIAN CHURCH 31 NORTH STREET HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	500
SIENA HEIGHTS UNIVERSITY 1247 E SIENA HEIGHTS DRIVE ADRRIAN,MI 49221	NONE	PUBLIC	CHARITABLE	2,000
DOMESTIC HARMONY PO BOX 231 HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	250
ST JUDE CHILDRENS HOSPITAL PO BOX 50 MEMPHIS,TN 38101	NONE	PUBLIC	CHARITABLE	200
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE,IL 60022	NONE	PUBLIC	CHARITABLE	160
COVENANT HOUSE 346 WEST 17TH STREET NEWYORK,NY 10011	NONE	PUBLIC	CHARITABLE	200
DISABLED AMERICAN VETERANS PO BOX 14301 CINCINNATI,OH 45250	NONE	PUBLIC	CHARITABLE	200
FEED THE CHILDREN PO BOX 36 OKLAHOMA CITY,OK 73101	NONE	PUBLIC	CHARITABLE	200
VILLAGE PRESBYTERIAN CHURCH 1300 SHERMER ROAD NORTHBROOK,IL 60062	NONE	PUBLIC	CHARITABLE	10,000
JOHN MARSHALL LAWSCHOOL 315 S PLYMOUTH COURT CHICAGO,IL 60604	NONE	PUBLIC	CHARITABLE	20,000
AMERICAN COMMITTEE FOR THE WEITZMAN INST 180 N STETSON 840 CHICAGO,IL 60601	NONE	PUBLIC	CHARITABLE	850
TUCSON SYMPHONY ORCHESTRA 2175 N SIXTH AVENUE TUCSON,AZ 85705	NONE	PUBLIC	CHARITABLE	108
DORYCE L MAHER SCHOLARSHIP HILLSDALE COLLEGE HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	5,000
Total  3a				167,574

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ARTHUR WHILL SCHOLARSHIP HILLSDALE COLLEGE HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	2,000
BESS HAGAMAN TEFFT SCHOLARSHIP HILLSDALE COLLEGE HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	3,000
CHILD ABUSE PREVENTION AND AWARENESS 20 CARE DRIVE HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	200
COMMUNITY FOOD BANLK OF TUCSON PO BOX 26727 TUCSON,AZ 85726	NONE	PUBLIC	CHARITABLE	250
UNIVERSITY OF ARIZONA FOUNDATION PO BOX 210096 TUCSON,AZ 85775	NONE	PUBLIC	CHARITABLE	17,000
UNIVERSITY OF MICHIGAN 1000 OAKBROOK DRIVE SUITE 100 ANN ARBOR,MI 48104	NONE	PUBLIC	CHARITABLE	15,000
FIRST GIVING 34 FARNSWORTH STREET 3RD FLOOR BOSTON,MA 02210	NONE	PUBLIC	CHARITABLE	239
WTTW CHANNEL 11 5400 N ST LOUIS AVENUE CHICAGO,IL 60625	NONE	PUBLIC	CHARITABLE	494
LITCHFIELD COMMUNITY SCHOOLS 210 WILLIAMS STREET LITCHFIELD,MI 49252	NONE	PUBLIC	CHARITABLE	500
TUCSON MUSEUM OF ART 140 N MAIN STREET TUCSON,AZ 85701	NONE	PUBLIC	CHARITABLE	2,700
BROADWAY IN TUCSON 100 N STATE TUCSON,AZ 85701	NONE	PUBLIC	CHARITABLE	3,000
Total  3a				167,574

TY 2013 Investments Corporate
Stock Schedule

Name: AWH FOUNDATION
co ROBERT W GILLETT

EIN: 36-6050191

Software ID: 13000170

Software Version: 2013v4.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1500 SHS ALEXION PHARMA INC	95,229	287,040
2000 SHS CHART INDS INC		
4000 SHS JAZZ PHARMACEUTICALS INC	285,920	675,360
300 SHS PRICELINE COM INC	80,318	361,863
2500 SHS ULTA SALON COSMETICS		
1500 SHS ULTIMATE SOFTWARE GROUP INC	110,099	225,765
2500 SHS UNITED RENTALS INC	153,743	275,150
2000 SHS YANDEX N.V.		
6000 SHS NATIONSTAR MTG LLC		
4000 SHS OCWEN FINL CORP		
10000 SHS ALLIANCE FIBER OPTIC PRODS INC		
2500 SHS ANIKA THERAPEUTICS INC		
7000 SHS BITAUTO HLDGS LTD	117,641	586,040
2500 SHS CARRIZO OIL & GAS INC		
2500 SHS CHESAPEAKE ENERGY CORPORATION		
1000 SHS CHICAGO BRIDGE & IRON COMPANY		
1000 SHS CONNS INC		
1000 SHS CONTINENTAL RES INC		
1000 SHS DEVON ENERGY CORP		
1500 SHS DIAMONDBACK ENERGY IINC		
1500 SHS FACEBOOK INC	71,705	112,485
2000 SHS FINANCIAL ENGINES INC		
1000 SHS FLEETCOR TECHNOLOGIES INC	54,978	150,560
1250 SHS GENERAC HLDGS INC		
4000 SHS GENTIUM S.P.A.		
2000 SHS LIGAND PHARMACEUTICALS INC		
1000 SHS LUMBER LIQUIDATORS HLDGS INC		
1500 SHS MAXIMUS INC		
3000 SHS NATUS MED INC	59,522	102,000
4000 SHS NEXSTAR BROADCASTING GROUP INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4000 SHS NOAH HOLDINGS LIMITED		
1000 SHS NU SKIN ENTERPRISES INC		
1250 SHS OASIS PETROLEUM INC		
3000 SHS PAREXIL INTL CORP		
500 SHS PIONEER NATURAL RESOURCES CO		
1500 SHS PORTFOLIO RECOVERY ASSOCS INC		
2000 SHS QIHOO 360 TECHNOLOGY CO LTD		
2500 SHS QIWI PLC		
3000 SHS SANCHEZ ENERGY CORP		
2000 SHS SOUFUN HLDGS LTD		
1500 SHS SPIRIT AIRLINES INC		
5000 SHS TANGOE INC		
1500 SHS TENET HEALTHCARE CORP		
750 SHS VALEANT PHARMACEUTICALS INTL		
2000 SHS VIPSHOP HLDGS LTD	162,265	458,580
4000 SHS YY INC	264,345	331,440
3000 SHS YELP INC		
500 SHS ACTAVIS PLC	89,346	121,370
1500 SHS LAZARD LTD	69,300	73,815
3000 SHS AVAGO TECHNOLOGIES LTD	187,821	258,750
3000 SHS AKORN INC	102,776	133,650
2000 SHS APOGEE ENTERPRISES	80,882	87,800
1000 SHS APPLE INC	80,920	108,000
3000 SHS ARRIS GROUP INC	76,466	90,060
3000 SHS ATHLON ENERGY INC	112,037	174,900
2000 SHS AUTOHOME INC	74,523	105,780
2000 SHS AVIS BUDGET GROUP INC	102,821	111,500
3500 SHS BLACKHAWK NETWORK HLDGS INC	110,569	120,960
2000 SHS BOISE CASCADE COMPANY	67,186	72,120
500 SHS CANADIAN PACIFIC RAILWAY LTD	86,866	103,840

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000 SHS CELGENE CORP	90,181	107,090
1000 SHS CETENE CORP	77,336	92,670
2500 SHS CONSTANT CONTACT INC	78,017	88,400
3000 SHS DTS INC	76,771	89,340
1500 SHS EAGLE MATERIALS INC	129,640	131,145
2500 SHS ECHO GLOBAL LOGISTICS INC	62,967	65,325
3000 SHS FREIGHTCAR AMER INC	88,313	98,910
1000 SHS GILEAD SCIENCES INC	111,200	112,000
4000 SHS GREENBRIER COMPANIES INC	201,964	250,160
1000 SHS HCA HLDGS INC	70,056	70,050
1000 SHS ILLUMINA INC	178,564	192,580
2500 SHS LANNETT INC	126,011	141,800
2000 SHS LENNAR CORP	85,447	86,160
3000 SHS MICRON TECHNOLOGY	75,147	99,270
1500 SHS MINERALS TECH INC	105,004	115,065
1000 SHS PALO ALTO NETWORKS INC	96,436	105,700
2500 SHS RUSH ENTERPRISES INC	86,128	95,250
3000 SHS SKYWORKS SOLUTIONS INC	133,763	174,720
2500 SHS SUPER MICRO COMPUTER INC	75,612	79,900
5000 SHS TAL EDUCATION GROUP	109,690	158,800
1000 SHS TESLA MOTORS INC	167,138	241,700
1750 SHS TEXTRON INC	64,703	72,678
2000 U S SILICA HLDGS INC	104,331	89,800
3000 SHS VASCO DATA SECURITY INTL	70,559	75,960
500 SHS VISA INC	107,531	120,715
2000 SHS WHITEWAVE FOODS CO	65,386	74,460
1000 SHS ZEBRA TECHNOLOGIES CORP	62,976	73,750

TY 2013 Land, Etc. Schedule

Name: AWH FOUNDATION

co ROBERT W GILLETT

EIN: 36-6050191

Software ID: 13000170

Software Version: 2013v4.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	1,051	1,051		

TY 2013 Legal Fees Schedule**Name:** AWH FOUNDATION

co ROBERT W GILLETT

EIN: 36-6050191**Software ID:** 13000170**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WOLF HOLLAND & SOLOVY	5,500	2,750	0	2,750

TY 2013 Other Decreases Schedule

Name: AWH FOUNDATION
co ROBERT W GILLETT

EIN: 36-6050191

Software ID: 13000170

Software Version: 2013v4.0

Description	Amount
PRIOR YESRS PENDING STOCK TRANSACTIONS	38,980

TY 2013 Other Expenses Schedule**Name:** AWH FOUNDATION

co ROBERT W GILLETT

EIN: 36-6050191**Software ID:** 13000170**Software Version:** 2013v4.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT FEES	128	128		
BANK CHARGES	160			
FILING FEES	10			
OFFICE EXPENSES	295	295		
OUTSIDE SERVICES	14,200			14,200

TY 2013 Other Increases Schedule

Name: AWH FOUNDATION
co ROBERT W GILLETT

EIN: 36-6050191

Software ID: 13000170

Software Version: 2013v4.0

Description	Amount
DISALLOWED WASH SALES	78,451

TY 2013 Other Liabilities Schedule

Name: AWH FOUNDATION
co ROBERT W GILLETT

EIN: 36-6050191

Software ID: 13000170

Software Version: 2013v4.0

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN LOAN	3,171,203	4,304,534

TY 2013 Taxes Schedule**Name:** AWH FOUNDATION

co ROBERT W GILLETT

EIN: 36-6050191**Software ID:** 13000170**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL	31,151	31,151		
FOREIGN	570	570		
STATE	9,091	9,091		