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

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2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

HARLEY-DAVIDSON FOUNDATION, INC.

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

3700 WEST JUNEAU AVENUE

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

MILWAUKEE, WI 53208

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 ☒ 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) ▶ \$ 28,385,999
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

A Employer identification number

39-1769946

B Telephone number (see instructions)

414-343-4680

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 ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	3,000,946			
	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	984,875	984,875		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	948,616			
	b Gross sales price for all assets on line 6a 7,845,923				
	7 Capital gain net income (from Part IV, line 2)		948,616		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0			
12 Total. Add lines 1 through 11	4,934,437	1,933,491	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	123,407	123,407		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,200	4,200		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	127,607	127,607	0	0
	25 Contributions, gifts, grants paid	3,370,901			3,370,901
26 Total expenses and disbursements. Add lines 24 and 25	3,498,508	127,607	0	3,370,901	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,435,929				
b Net investment income (if negative, enter -0-)		1,805,884			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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	616,092	616,642	616,642
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	24,246,284	25,650,662	27,769,357
	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)	24,862,376	26,267,304	28,385,999
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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)	0	0	
		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	24,862,376	26,267,304	
	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)	24,862,376	26,267,304	
	31	Total liabilities and net assets/fund balances (see instructions)	24,862,376	26,267,304	

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	24,862,376
2	Enter amount from Part I, line 27a	2	1,435,929
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,298,305
5	Decreases not included in line 2 (itemize) ▶ OTHER	5	31,001
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,267,304

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 PLEASE SEE ATTACHED		P	VARIOUS	VARIOUS
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 7,845,923		6,897,307	948,616	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
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	948,616	
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	N/A	

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

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

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

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

(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))
2013	3,169,671	24,540,083	0.1292
2012	2,501,385	22,429,507	0.1115
2011	2,498,923	21,962,047	0.1138
2010	2,365,881	21,599,726	0.1095
2009	2,297,217	20,707,852	0.1109
2 Total of line 1, column (d)		2	0.5749
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	.1150
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	27,104,003
5 Multiply line 4 by line 3		5	3,116,960
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	18,059
7 Add lines 5 and 6		7	3,135,019
8 Enter qualifying distributions from Part XII, line 4 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.		8	3,370,901

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	18,059
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	18,059
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	18,059
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	41,285
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	41,285
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,226
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 23,226 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0 (2) On foundation managers. ► \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
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>		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?	X	
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>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WISCONSIN		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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		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 ► <u>http://www.harley-davidson.com/content/h-d/en_US/company/foundation.html</u>				
14	The books are in care of ► <u>CYNTHIA A. ROOKS</u>	Telephone no	► <u>414-343-4769</u>	
	Located at ► <u>3700 WEST JUNEAU AVE, MILWAUKEE, WI</u>	ZIP+4	► <u>53208</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, 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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►			X

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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	
	Organizations relying on a current notice regarding disaster assistance check here ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes ☐ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X
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? <i>N/A</i>	☐ Yes ☐ No		
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <i>N/A</i>		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
PLEASE SEE ATTACHED		0	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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BAIRD INVESTMENT MANAGEMENT SERVICES	INVESTMENT MANAGEMENT SERVICES	123,407
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES	
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 THE FOUNDATION HAS NO PROGRAM RELATED INVESTMENT	0
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	27,516,754
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	27,516,754
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	
3	Subtract line 2 from line 1d	3	27,516,754
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	412,751
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,104,003
6	Minimum investment return. Enter 5% of line 5	6	1,355,200

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	1,355,200
2a	Tax on investment income for 2014 from Part VI, line 5	2a	18,059
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,059
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,337,141
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,337,141
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	1,337,141

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	3,370,901
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	3,370,901
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	18,059
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,352,842

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,337,141
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	1,269,380			
b From 2010	1,302,083			
c From 2011	1,424,225			
d From 2012	1,380,501			
e From 2013	1,968,101			
f Total of lines 3a through e	7,344,290			
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ 3,370,901				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2014 distributable amount				1,337,141
e Remaining amount distributed out of corpus	2,033,760			
5 Excess distributions carryover applied to 2014 (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	9,378,050			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	1,269,380			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	8,108,670			
10 Analysis of line 9				
a Excess from 2010	1,302,083			
b Excess from 2011	1,424,225			
c Excess from 2012	1,380,501			
d Excess from 2013	1,968,101			
e Excess from 2014	2,033,760			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling N/A

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

MARY ANN MARTINY PHONE: 414-343-4001, 3700 WEST JUNEAU AVENUE, MILWAUKEE, WI, 53208

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

DONOR FORUM OF WISCONSIN COMMON APPLICATION FORM

c Any submission deadlines

MARCH 6, 2015, JULY 10, 2015, OCTOBER 9, 2015, DECEMBER 11, 2015

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

MAJORITY OF FUNDING IS FOR PROJECT PROGRAM SUPPORT IN WI, PA, IL, OH, TX, MO, AND AZ.

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 PLEASE SEE ATTACHED				3,370,901
Total			▶ 3a	3,370,901
b Approved for future payment NONE				0
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

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

[illegible]

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

- | 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? | | Yes | No |
|--|--|-------|----|
| 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. | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A	N/A	N/A

**Sign
Here**

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

Cynthia A. Prook
Signature of officer or trustee

5/14/15
Date

ASSISTANT TREASURER
Title

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	
----------	--

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

HARLEY-DAVIDSON FOUNDATION, INC.

Employer identification number

39-1769946

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
HARLEY-DAVIDSON FOUNDATION, INC.	39-1769946

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARLEY-DAVIDSON CREDIT CORP. 222 W ADAMS STREET SUITE 2000 CHICAGO, IL 60606	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	HARLEY-DAVIDSON MOTOR COMPANY GROUP, LLC 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	\$ 2,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

39-1769946

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	N/A	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	N/A	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization HARLEY-DAVIDSON FOUNDATION, INC	Employer identification number 39-1769946
---	--

Part III **Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART I, LINE 1 : CONTRIBUTIONS, GIFTS, GRANTS

EIN : 39-1769946

	<u>Amount Received</u>
Harley-Davidson Credit Corp.	1,000,000
Harley-Davidson Motor Company Group, LLC	2,000,000
John A. Labonte Memorial	900
My Tribute Gift Foundation	46
 Total Contributions Received, Part I, Line 1	 <u><u>\$ 3,000,946</u></u>

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART I, LINE 16 (C) : OTHER PROFESSIONAL FEES

EIN : 39-1769946

<u>DESCRIPTION</u>	<u>EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
Baird Trustee Fees	\$ 123,407	\$ 123,407
TOTAL LINE 16 (C)	<u>\$ 123,407</u>	<u>\$ 123,407</u>

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART I, LINE 18 : TAXES

EIN : 39-1769946

<u>DESCRIPTION</u>	<u>EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
Foreign Dividend Taxes Withheld	\$ 4,200	\$ 4,200
TOTAL LINE 18	<u>\$ 4,200</u>	<u>\$ 4,200</u>

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART II, LINE 13 : INVESTMENTS - OTHER

EIN : 39-1769946

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
Baird	\$ 25,650,662	\$ 27,769,357

HARLEY-DAVIDSON FOUNDATION, INC.

TAX YEAR ENDED 12/31/14

FORM 990-PF

PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES

Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
50000	SC ST STUDENT VAR 060134	3/16/2012	12/1/2014	50,000	50,000	-
50000	SC ST STDNT VAR 060134	3/16/2012	3/14/2014	50,000	50,000	-
600000	PA ST EDUCATN VAR 100142	3/16/2012	11/6/2014	600,000	600,000	-
50000	PA ST EDUCATN VAR 100142	3/16/2012	7/22/2014	50,000	50,000	-
50000	SC ST STDNT VAR 060134	3/16/2012	10/24/2014	50,000	50,000	-
100000	SC ST STUDENT VAR 060134	3/16/2012	3/21/2014	100,000	100,000	-
200000	PA ST EDUCATN VAR 100142	3/16/2012	10/14/2014	200,000	200,000	-
40	WESTERN UNION COMPANY	9/30/2013	7/22/2014	691	759	(68)
15	CENTENE CORP DEL	5/24/2013	10/30/2014	1,332	754	578
40	FLOWERVE CORP	5/24/2013	3/12/2014	3,112	2,219	893
135	URS CORP NEW	5/24/2013	7/29/2014	7,826	6,514	1,312
5	NEWFIELD EXPLORATION	5/24/2013	6/19/2014	199	121	77
25	NEWFIELD EXPLORATION	5/24/2013	4/23/2014	806	607	199
15	URS CORP NEW	5/24/2013	7/14/2014	837	724	113
25	MEADWESTVACO CORP	12/31/2013	5/7/2014	962	922	40
20	TRINITY INDUSTRIES INC	5/24/2013	8/5/2014	857	412	445
15	URS CORP NEW	12/31/2013	7/14/2014	837	806	30
20	THOR INDUSTRIES INC	6/24/2014	10/23/2014	1,014	1,173	(160)
35	URS CORP NEW	2/14/2014	8/5/2014	2,029	1,516	514
20	TRINITY INDUSTRIES INC	5/24/2013	5/21/2014	1,630	824	806
40	CENTENE CORP DEL	5/24/2013	10/17/2014	3,142	2,011	1,131
15	HANESBRANDS INC	7/10/2013	9/3/2014	1,547	812	735
5	HANESBRANDS INC	7/10/2013	7/1/2014	483	271	212
15	CENTENE CORP DEL	10/25/2013	4/23/2014	942	889	52
40	TIMKENSTEEL CORP	5/24/2013	7/9/2014	1,693	1,319	373
25	TIMKENSTEEL CORP	10/25/2013	7/9/2014	1,058	758	300
55	TIMKENSTEEL CORP	5/24/2013	7/3/2014	2,328	1,814	514
170	SAFEWAY INC NEW	5/24/2013	3/31/2014	6,268	3,935	2,333
35	TRINITY INDUSTRIES INC	5/24/2013	8/27/2014	1,689	721	968
25	TRINITY INDUSTRIES INC	5/24/2013	5/2/2014	1,912	1,030	881
55	NEWFIELD EXPLORATION	5/24/2013	6/3/2014	1,992	1,335	657
45	CLEAN HARBORS INC	VARIOUS	5/5/2014	2,712	2,689	22
10	CENTENE CORP DEL	4/15/2014	5/29/2014	719	587	132
20	BROADRIDGE FINANCIAL	5/24/2013	10/17/2014	777	547	230
20	TRINITY INDUSTRIES INC	5/24/2013	3/12/2014	1,423	824	599
100	NEWFIELD EXPLORATION	5/24/2013	6/26/2014	4,315	2,428	1,887
20	HANESBRANDS INC	VARIOUS	5/6/2014	1,624	1,227	397
90	NEWFIELD EXPLORATION	VARIOUS	4/3/2014	2,884	2,193	691
215	WESTERN UNION COMPANY	VARIOUS	11/26/2014	3,911	3,812	98
30	THOR INDUSTRIES INC	5/24/2013	3/13/2014	1,750	1,236	514
55	TRINITY INDUSTRIES INC	5/24/2013	2/21/2014	3,714	2,267	1,447
10	HANESBRANDS INC	5/30/2013	9/26/2014	1,079	503	576
45	NEWFIELD EXPLORATION	12/31/2013	3/18/2014	1,264	1,102	162
30	MEADWESTVACO CORP	12/31/2013	6/12/2014	1,284	1,106	178
55	OGE ENERGY CORP	5/24/2013	2/13/2014	1,911	1,910	1
265	SAFEWAY INC NEW	5/24/2013	4/1/2014	9,946	6,135	3,812
55	NEWFIELD EXPLORATION	VARIOUS	1/13/2014	1,360	1,470	(110)
40	TRINITY INDUSTRIES INC	5/24/2013	2/13/2014	2,356	1,648	707
10	CENTENE CORP DEL	12/2/2014	12/12/2014	1,014	989	25
15	CENTENE CORP DEL	4/15/2014	7/23/2014	1,188	881	307
140	URS CORP NEW	5/24/2013	8/1/2014	8,008	6,756	1,253
428	WESTERN UNION COMPANY	VARIOUS	11/26/2014	7,785	7,425	360
5	BROADRIDGE FINANCIAL	12/2/2014	12/23/2014	216	229	(13)
55	TIMKENSTEEL CORP	VARIOUS	7/2/2014	2,293	1,912	382
100	URS CORP NEW	VARIOUS	8/5/2014	5,798	4,825	973
25	PENTAIR PLC	8/1/2014	10/21/2014	1,620	1,595	24
20	CENTENE CORP DEL	5/24/2013	11/25/2014	1,962	1,005	957
330	BROADRIDGE FINANCIAL	5/24/2013	11/26/2014	14,888	9,032	5,856
10	TIMKENSTEEL CORP	5/24/2013	7/2/2014	417	330	87
25	CENTENE CORP DEL	VARIOUS	5/21/2014	1,765	1,471	294
30	HANESBRANDS INC	5/30/2013	10/3/2014	3,319	1,508	1,811

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES

Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
15	POLARIS INDUSTRIES INC	5/24/2013	10/21/2014	2,189	1,384	805
15	BROADRIDGE FINANCIAL	4/8/2014	10/17/2014	583	554	29
25	CENTENE CORP DEL	8/12/2014	9/17/2014	1,981	1,824	157
80	URS CORP NEW	5/24/2013	7/24/2014	4,635	3,860	774
20	HANESBRANDS INC	9/24/2013	3/18/2014	1,490	1,275	215
40	BROADRIDGE FINANCIAL	4/8/2014	5/29/2014	1,630	1,477	153
30	THOR INDUSTRIES INC	VARIOUS	2/6/2014	1,563	1,600	(37)
10	CENTENE CORP DEL	10/25/2013	2/14/2014	596	593	3
65	ADVANCE AUTO PARTS INC	VARIOUS	5/28/2014	7,861	5,460	2,400
20	ADVANCE AUTO PARTS INC	5/8/2013	2/7/2014	2,514	1,700	814
25	ADVANCE AUTO PARTS INC	5/8/2013	1/9/2014	2,836	2,125	711
35	ALEXANDRIA RL EST EQUITY	4/4/2012	1/23/2014	2,398	2,544	(146)
210	AMPHENOL CORP CL A NEW	10/21/2011	10/30/2014	10,332	4,779	5,553
40	AMPHENOL CORP CL A NEW	6/25/2012	10/30/2014	1,968	1,073	895
90	BANKUNITED INC	10/16/2013	2/7/2014	2,786	2,944	(157)
325	CA INC	VARIOUS	4/10/2014	10,032	8,330	1,702
215	CAREFUSION CORP	VARIOUS	11/4/2014	12,307	5,476	6,831
90	CAREFUSION CORP	1/10/2014	10/6/2014	5,113	3,717	1,397
275	CAREFUSION CORP	4/4/2012	10/6/2014	15,624	7,227	8,397
165	CLEAN HARBORS INC	VARIOUS	3/4/2014	7,987	8,772	(785)
35	COLFAX CORP	4/4/2012	1/28/2014	2,164	1,183	981
205	DIGITAL REALTY TRUST INC	VARIOUS	1/10/2014	10,209	14,460	(4,251)
65	DIGITAL REALTY TRUST INC	6/28/2013	1/10/2014	3,237	3,996	(759)
105	DR PEPPER SNAPPLE GROUP	10/2/2013	10/17/2014	6,575	4,602	1,973
160	DR PEPPER SNAPPLE GROUP	VARIOUS	10/28/2014	10,854	6,470	4,384
220	EQT CORP	4/4/2012	10/3/2014	19,889	10,835	9,054
145	EASTMAN CHEMICAL COMPANY	VARIOUS	1/23/2014	10,983	7,497	3,486
60	FLIR SYSTEMS INC	10/15/2013	10/13/2014	1,716	1,743	(27)
240	FLIR SYSTEMS INC	8/1/2013	10/13/2014	6,863	7,861	(998)
45	FAMILY DOLLAR STORES INC	VARIOUS	4/15/2014	2,554	2,841	(286)
85	FAMILY DOLLAR STORES INC	VARIOUS	5/19/2014	4,861	5,156	(295)
190	GLOBAL PAYMENTS INC	VARIOUS	1/9/2014	12,717	8,330	4,387
95	HCC INSURANCE HLDGS INC	4/4/2012	8/5/2014	4,480	2,978	1,502
55	HUBBELL INC CLASS B	4/4/2012	1/22/2014	6,479	4,331	2,148
40	HUBBELL INC CLASS B	4/4/2012	4/15/2014	4,540	3,150	1,391
364	KBR INC	VARIOUS	3/24/2014	9,921	12,509	(2,588)
76	KBR INC	10/23/2013	3/4/2014	2,089	2,702	(614)
140	KLA-TENCOR CORP	VARIOUS	1/31/2014	8,602	7,310	1,292
85	LABORATORY CORP OF AMER	6/26/2008	2/12/2014	7,801	5,990	1,812
135	LEAR CORP NEW	4/4/2012	10/2/2014	11,921	6,180	5,740
55	LEAR CORP NEW	VARIOUS	10/17/2014	4,565	2,219	2,346
205	LIFE TIME FITNESS INC	VARIOUS	12/12/2014	10,973	9,942	1,031
115	LIFE TIME FITNESS INC	5/28/2013	10/21/2014	5,579	5,850	(271)
45	MANPOWERGROUP INC	9/10/2012	9/10/2014	3,424	1,823	1,600
20	MOHAWK INDUSTRIES INC	7/24/2013	1/16/2014	2,979	2,323	656
50	OASIS PETROLEUM	10/2/2013	7/7/2014	2,776	2,526	250
120	PETSMART INC	4/4/2012	4/17/2014	7,976	6,773	1,204
220	REPUBLIC SERVICES INC	4/4/2012	1/22/2014	7,084	6,714	370
155	REPUBLIC SERVICES INC	4/4/2012	1/28/2014	4,948	4,730	218
145	REPUBLIC SERVICES INC	VARIOUS	1/30/2014	4,656	3,795	861
440	ROBERT HALF INTL INC	VARIOUS	10/23/2014	22,467	15,080	7,387
85	ROCK TENN CO CL A	VARIOUS	4/23/2014	8,459	6,867	1,592
65	ROCKWOOD HOLDINGS INC	7/12/2013	7/16/2014	5,383	4,363	1,020
75	ROCKWOOD HOLDINGS INC	9/17/2013	7/16/2014	6,211	5,073	1,138
30	SVB FINL GRP	6/28/2013	1/27/2014	3,359	2,513	846
250	SEAWORLD ENTMNT INC	VARIOUS	10/3/2014	4,748	7,105	(2,357)
195	SEAWORLD ENTMNT INC	VARIOUS	8/18/2014	3,705	6,071	(2,366)
280	SEAWORLD ENTMNT INC	VARIOUS	9/23/2014	5,618	8,165	(2,547)
100	SIGMA ALDRICH CORP	5/29/2013	3/5/2014	9,404	8,420	984
75	THOR INDUSTRIES INC	7/25/2013	5/19/2014	4,373	4,056	318
85	THOR INDUSTRIES INC	7/25/2013	7/29/2014	4,496	4,597	(100)
65	TIMKEN COMPANY	1/9/2014	7/7/2014	3,170	2,504	666

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Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
70	TIMKEN COMPANY	4/4/2012	7/7/2014	3,414	2,533	881
0	TIMKENSTEEL CORP	4/4/2012	7/8/2014	22	15	7
32	TIMKENSTEEL CORP	1/9/2014	9/23/2014	1,558	1,042	516
144	TIMKENSTEEL CORP	VARIOUS	9/23/2014	6,926	3,815	3,111
330	TRINITY INDUSTRIES INC	11/8/2012	8/18/2014	14,771	4,995	9,776
60	TRINITY INDUSTRIES INC	11/8/2012	1/16/2014	3,465	1,816	1,649
50	TUPPERWARE BRANDS CORP	4/4/2012	7/29/2014	3,642	3,128	514
140	TUPPERWARE BRANDS CORP	VARIOUS	10/23/2014	8,834	7,688	1,146
65	TUPPERWARE BRANDS CORP	3/11/2014	7/29/2014	4,734	5,216	(482)
420	ULTRA PETROLEUM CORP	VARIOUS	10/3/2014	9,519	8,714	805
125	SIGNET JEWELERS LTD	VARIOUS	2/4/2014	9,553	5,575	3,977
65	FOSTER WHEELER AG	4/4/2012	1/16/2014	1,970	1,496	474
155	FOSTER WHEELER AG	3/21/2013	3/24/2014	4,870	3,511	1,358
5	FOSTER WHEELER AG	3/21/2013	1/16/2014	152	113	38
480	FOSTER WHEELER AG	VARIOUS	4/15/2014	15,744	9,010	6,733
80	GARMIN LTD	VARIOUS	5/16/2014	4,399	3,113	1,285
70	GARMIN LTD	8/8/2012	5/1/2014	4,002	2,859	1,144
60	AVAGO TECHNOLOGIES LTD	3/14/2013	1/27/2014	3,222	2,214	1,008
155	AVAGO TECHNOLOGIES LTD	VARIOUS	12/16/2014	15,336	5,097	10,239
85	AVAGO TECHNOLOGIES LTD	VARIOUS	2/3/2014	4,508	3,059	1,449
110	AVAGO TECHNOLOGIES LTD	4/25/2013	4/24/2014	7,110	3,636	3,474
72	AMERICAN TOWER CORP NEW	4/5/2012	2/20/2014	6,078	4,553	1,526
1	CUMMINS INC	10/30/2013	2/20/2014	141	125	15
88	XILINX INC	11/1/2012	2/20/2014	4,478	2,640	1,839
24	ALLEGHENY TECHNOLOGIES	10/30/2013	2/20/2014	754	803	(49)
83	AKAMAI TECHNOLOGIES INC	4/5/2012	2/20/2014	5,065	3,016	2,049
24	BOSTON PROPERTIES INC	4/5/2012	2/20/2014	2,663	2,458	205
65	ALLEGHENY TECHNOLOGIES	1/11/2013	2/20/2014	2,043	1,966	77
52	AGILENT TECHNOLOGIES INC	4/5/2012	2/20/2014	2,961	2,326	635
58	DARDEN RESTAURANTS INC	4/5/2012	2/20/2014	2,914	2,898	16
136	INTERNATIONAL GAME TECHN	4/5/2012	2/20/2014	1,998	2,291	(293)
53	WHITING PETRO CORP NEW	8/24/2012	2/20/2014	3,301	2,344	957
158	COACH INC	1/10/2013	2/3/2014	7,336	9,080	(1,744)
219	D R HORTON INC	VARIOUS	2/20/2014	5,039	3,150	1,889
60	EASTMAN CHEMICAL COMPANY	4/5/2012	2/20/2014	4,921	3,170	1,751
53	AMERISOURCEBERGEN CORP	VARIOUS	2/20/2014	3,629	2,597	1,032
80	RAYMOND JAMES FINANCIAL	4/5/2012	2/20/2014	4,123	2,860	1,263
110	CBRE GROUP INC CL A	VARIOUS	2/20/2014	3,000	2,579	420
68	VALSPAR CORP	VARIOUS	2/20/2014	4,988	3,413	1,575
144	NABORS INDUSTRIES LTD	4/5/2012	2/20/2014	3,148	2,403	745
125	REPUBLIC SERVICES INC	4/5/2012	2/20/2014	4,237	3,844	394
6	AUTODESK INC	12/13/2013	2/20/2014	326	287	39
42	COVANCE INC	1/27/2011	2/20/2014	4,327	2,460	1,867
79	CBRE GROUP INC CL A	4/5/2012	2/20/2014	2,154	1,490	664
35	D R HORTON INC	10/30/2013	2/20/2014	805	687	118
37	CUMMINS INC	11/1/2012	2/20/2014	5,206	4,070	1,136
51	SNAP ON INC	4/5/2012	2/20/2014	5,566	3,063	2,503
22	INTERCONTINENTAL EXCH	4/5/2012	2/20/2014	4,646	3,008	1,638
140	8URS CORP NEW	VARIOUS	10/27/2014	7,559	5,797	1,761
43	CABOT CORP	VARIOUS	2/20/2014	2,282	1,883	399
162	CSX CORP	4/5/2012	2/20/2014	4,410	3,624	786
113	NABORS INDUSTRIES LTD	10/3/2013	2/20/2014	2,470	1,902	569
63	JOY GLOBAL INC	4/5/2012	2/20/2014	3,549	4,754	(1,205)
74	GATX CORP	VARIOUS	2/20/2014	4,619	3,570	1,049
38	ANSYS INC	3/16/2011	2/20/2014	3,129	1,974	1,155
31	GENERAL DYNAMICS CORP	4/5/2012	2/20/2014	3,330	2,227	1,103
51	MEDNAX INC	VARIOUS	2/20/2014	3,107	1,771	1,336
19	BARD CR INC	4/5/2012	2/20/2014	2,668	1,857	810
38	MURPHY OIL CORP	4/5/2012	2/20/2014	2,207	1,770	437
98	NEWFIELD EXPLORATION	4/5/2012	2/20/2014	2,454	3,458	(1,005)
64	SYNOPSYS INC	1/11/2013	2/20/2014	2,540	2,026	514
93	STIFEL FINANCIAL CORP	VARIOUS	2/20/2014	4,427	3,904	523

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Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
263	KEYCORP NEW	4/5/2012	2/20/2014	3,311	2,191	1,121
42	REINSURANCE GRP AMER NEW	4/5/2012	2/20/2014	3,122	2,448	674
106	TJX COMPANIES INC NEW	4/5/2012	2/20/2014	6,358	4,296	2,062
30	RENAISSANCERE HLDGS LTD	10/31/2013	2/20/2014	2,839	2,814	25
70	AARONS INC \$0 50	9/6/2012	2/20/2014	2,058	2,150	(92)
100	BORG WARNER INC	4/5/2012	2/20/2014	6,022	4,202	1,820
74	INTUIT INC	4/5/2012	2/20/2014	5,473	4,414	1,059
214	AARONS INC \$0 50	VARIOUS	3/21/2014	6,712	6,502	210
54	INTEGRYS ENERGY GRP INC	4/5/2012	2/20/2014	3,064	2,831	233
177	MASCO CORP	10/15/2013	2/20/2014	3,921	3,503	418
1	BOSTON PROPERTIES INC	10/30/2013	2/20/2014	111	105	6
1	WHITING PETRO CORP NEW	10/30/2013	2/20/2014	62	68	(5)
51	URS CORP NEW	4/5/2012	2/20/2014	2,334	2,127	207
168	ACTIVISION BLIZZARD INC	VARIOUS	2/20/2014	3,290	2,139	1,151
110	PROGRESSIVE CORP OH	4/5/2012	2/20/2014	2,635	2,550	85
17	BIO RAD LABS A	4/5/2012	2/20/2014	2,254	1,922	332
94	EATON VANCE CORP	4/5/2012	2/20/2014	3,462	2,640	822
2	ECHOSTAR CORP CL A	10/30/2013	2/20/2014	95	94	1
63	ECHOSTAR CORP CL A	2/19/2013	2/20/2014	2,988	2,470	518
50	EXPRESS SCRIPTS HLDG CO	12/2/2011	2/20/2014	3,828	2,328	1,500
100	SEALED AIR CORP NEW	11/26/2012	2/20/2014	3,222	1,719	1,503
44	AUTODESK INC	4/5/2012	2/20/2014	2,388	1,820	568
43	SCOTTS MIRACLE-GRO CO	4/5/2012	2/20/2014	2,414	2,313	101
40	GLOBAL PAYMENTS INC	4/5/2012	2/20/2014	2,683	1,808	875
149	ALBEMARLE CORP	VARIOUS	11/25/2014	9,226	9,899	(672)
1382	ALCOA INC	VARIOUS	11/25/2014	23,978	11,545	12,433
790	ALCOA INC	VARIOUS	2/20/2014	9,245	7,487	1,758
2	AMERICAN CAP AGENCY CORP	4/4/2012	2/20/2014	44	60	(16)
293	AMERICAN CAP AGENCY CORP	6/7/2011	11/25/2014	6,725	8,696	(1,971)
258	AMERICAN CAP AGENCY CORP	6/7/2011	2/20/2014	5,697	7,657	(1,961)
110	ANALOG DEVICES INC	3/16/2012	2/20/2014	5,615	2,785	2,829
187	ANALOG DEVICES INC	3/16/2012	11/25/2014	9,648	4,735	4,913
345	APPLIED MATERIALS INC	6/7/2013	11/25/2014	7,964	5,316	2,647
285	APPLIED MATERIALS INC	6/7/2013	2/20/2014	5,361	4,392	969
131	AVERY DENNISON CORP	11/1/2011	11/25/2014	6,413	5,471	941
160	AVERY DENNISON CORP	11/1/2011	2/20/2014	7,867	6,683	1,185
61	AVERY DENNISON CORP	3/5/2014	11/25/2014	2,986	3,120	(134)
255	BABCOCK & WILCOX CO NEW	11/1/2011	2/20/2014	8,841	4,608	4,233
282	BABCOCK & WILCOX CO NEW	11/1/2011	11/25/2014	8,585	5,096	3,489
740	BOSTON SCIENTIFIC CORP	11/1/2011	11/25/2014	9,620	5,594	4,026
257	BOSTON SCIENTIFIC CORP	11/1/2011	2/28/2014	3,393	1,943	1,450
85	BOSTON SCIENTIFIC CORP	11/1/2011	2/20/2014	1,112	643	469
245	BRANDYWINE RLTY TR NEW	11/1/2011	2/20/2014	3,528	4,557	(1,029)
446	BRANDYWINE RLTY TR NEW	11/1/2011	5/28/2014	6,735	8,296	(1,560)
245	BROADRIDGE FINANCIAL	11/1/2011	2/20/2014	9,026	4,947	4,079
102	BROADRIDGE FINANCIAL	11/1/2011	8/19/2014	4,172	2,059	2,113
525	CABLEVISION SYS NY GROUP	11/1/2011	2/20/2014	8,610	7,817	793
514	CAMECO CORP	7/17/2014	11/25/2014	9,864	10,493	(629)
288	CATAMARAN CORP	VARIOUS	11/25/2014	14,375	12,809	1,566
114	CHUBB CORP	3/16/2012	11/25/2014	11,686	4,706	6,981
39	CHUBB CORP	3/16/2012	8/8/2014	3,410	1,610	1,801
115	CHUBB CORP	3/16/2012	2/20/2014	9,919	4,747	5,172
338	CINEMARK HLDGS INC	VARIOUS	11/25/2014	12,153	9,484	2,669
155	CINEMARK HLDGS INC	8/29/2013	2/20/2014	4,418	4,649	(231)
12	CINEMARK HLDGS INC	4/7/2014	11/25/2014	431	340	92
44	CLOROX COMPANY	3/16/2012	10/3/2014	4,247	2,661	1,586
70	CLOROX COMPANY	3/16/2012	11/25/2014	6,952	4,234	2,719
40	CLOROX COMPANY	3/16/2012	2/20/2014	3,491	2,419	1,072
136	COACH INC	11/26/2013	11/25/2014	4,999	7,759	(2,760)
55	COACH INC	11/26/2013	2/20/2014	2,630	3,138	(508)
177	DIEBOLD INC	5/21/2013	9/2/2014	6,712	5,672	1,040
130	DIEBOLD INC	5/21/2013	2/20/2014	4,659	4,166	493

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Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
61	DUKE ENERGY CORP NEW	3/14/2006	1/30/2014	4,254	1,894	2,360
150	DUKE ENERGY CORP NEW	3/14/2006	2/18/2014	10,785	4,658	6,128
100	ENTERGY CORP NEW	3/16/2012	11/25/2014	8,100	9,613	(1,513)
115	ENTERGY CORP NEW	3/16/2012	2/20/2014	7,445	11,056	(3,610)
156	EXPEDITORS INTL WASH INC	12/17/2013	11/25/2014	6,997	6,620	377
85	EXPEDITORS INTL WASH INC	12/17/2013	2/20/2014	3,527	3,607	(80)
358	FIRST AMERN FINL CORP	7/19/2013	2/20/2014	9,634	8,122	1,513
485	FIRST AMERN FINL CORP	3/16/2012	11/25/2014	15,351	7,176	8,175
27	FIRST AMERN FINL CORP	3/16/2012	2/20/2014	727	400	327
81	GENUINE PARTS COMPANY	3/16/2012	2/20/2014	6,998	2,963	4,035
39	GENUINE PARTS COMPANY	12/14/2012	2/20/2014	3,369	2,446	923
148	GENUINE PARTS COMPANY	3/16/2012	11/25/2014	15,081	5,414	9,667
70	GRACE W R & COMPANY NEW	3/16/2012	2/20/2014	6,877	3,167	3,710
99	GRACE W R & COMPANY NEW	3/16/2012	11/25/2014	9,544	4,479	5,065
70	HCP INC	3/16/2012	2/20/2014	2,642	1,297	1,345
258	HCP INC	3/16/2012	11/25/2014	11,254	4,780	6,474
60	HAEMONETICS CORP	12/21/2006	2/20/2014	2,270	2,716	(446)
258	HAEMONETICS CORP	12/21/2006	11/25/2014	9,702	11,677	(1,975)
285	HARTFORD FINL SVCS GROUP	1/28/2014	11/25/2014	11,782	9,522	2,260
25	HARTFORD FINL SVCS GROUP	1/28/2014	2/20/2014	856	835	21
115	HASBRO INC	3/16/2012	2/20/2014	6,199	2,136	4,063
240	HASBRO INC	3/16/2012	11/25/2014	13,649	4,457	9,192
5	HEALTH CARE REIT INC	3/16/2012	2/20/2014	283	139	143
228	HEALTH CARE REIT INC	3/16/2012	11/25/2014	16,487	6,358	10,129
15	ITC HOLDINGS CORP	12/17/2012	2/20/2014	1,550	1,166	384
282	ITC HOLDINGS CORP	12/17/2012	11/25/2014	10,887	7,308	3,580
104	JANUS CAP GROUP INC	11/19/2014	11/25/2014	1,604	1,545	59
611	JANUS CAP GROUP INC	VARIOUS	11/25/2014	9,421	5,298	4,123
525	JANUS CAP GROUP INC	8/9/2013	2/20/2014	5,618	4,921	697
90	KOHL'S CORP	10/2/2013	2/20/2014	4,642	4,637	6
255	KOHL'S CORP	VARIOUS	11/25/2014	15,149	11,696	3,453
35	KOHL'S CORP	2/14/2013	2/20/2014	1,805	1,637	168
140	LEIDOS HOLDINGS INC	1/23/2013	2/20/2014	6,380	4,626	1,754
142	LEIDOS HOLDINGS INC	VARIOUS	11/25/2014	5,711	4,684	1,027
52	LIBERTY BROADBAND CORP C	9/18/2014	11/25/2014	2,729	2,604	125
1	LIBERTY BROADBAND CORP C	9/18/2014	11/11/2014	34	38	(4)
306	LIBERTY MEDIA CORP DEL C	VARIOUS	11/25/2014	10,926	11,097	(171)
90	M&T BANK CORP	3/16/2012	2/20/2014	10,078	6,654	3,424
88	M&T BANK CORP	3/16/2012	11/25/2014	11,053	6,506	4,547
29	M&T BANK CORP	3/16/2012	10/28/2014	3,420	2,144	1,276
259	MATTEL INC	3/16/2012	11/25/2014	8,052	5,856	2,196
20	MATTEL INC	3/16/2012	3/20/2014	772	452	320
385	MATTEL INC	3/16/2012	2/20/2014	13,568	8,705	4,863
120	MCKESSON CORP	3/16/2012	2/20/2014	21,251	7,993	13,259
91	MCKESSON CORP	3/16/2012	11/25/2014	18,934	6,061	12,873
170	NATL FUEL GAS COMPANY	VARIOUS	11/25/2014	11,849	9,083	2,767
70	NATL FUEL GAS COMPANY	4/26/2013	2/20/2014	5,304	4,274	1,031
70	NATL FUEL GAS COMPANY	2/11/2013	2/20/2014	5,304	3,961	1,343
844	NEW YORK CMNTY BANCORP	3/16/2012	11/25/2014	13,396	11,343	2,053
355	NEW YORK CMNTY BANCORP	3/16/2012	2/20/2014	5,463	4,771	693
91	NISOURCE INC	3/16/2012	8/8/2014	3,360	1,930	1,430
182	NISOURCE INC	3/16/2012	11/25/2014	7,526	3,860	3,666
355	NISOURCE INC	3/16/2012	2/20/2014	12,564	7,529	5,035
335	OLD REPUBLIC INTL CORP	3/16/2012	2/20/2014	5,055	5,661	(606)
275	OLD REPUBLIC INTL CORP	3/16/2012	11/25/2014	4,186	4,647	(461)
797	OLD REPUBLIC INTL CORP	VARIOUS	11/25/2014	12,132	10,046	2,086
100	OMNICOM GROUP INC	3/16/2012	2/20/2014	7,517	4,128	3,389
127	OMNICOM GROUP INC	3/16/2012	11/25/2014	9,655	5,243	4,412
135	PEABODY ENERGY CORP	9/10/2013	2/20/2014	2,297	2,544	(247)
378	PEABODY ENERGY CORP	9/10/2013	11/25/2014	4,196	7,122	(2,927)
142	QUEST DIAGNOSTICS INC	VARIOUS	11/25/2014	9,192	7,855	1,337
82	QUEST DIAGNOSTICS INC	10/4/2013	11/25/2014	5,308	5,118	190

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Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
75	QUEST DIAGNOSTICS INC	10/4/2013	2/20/2014	3,959	4,681	(722)
183	REGAL ENTMT GRP A	6/3/2014	11/25/2014	4,196	3,578	618
385	REGAL ENTMT GRP A	VARIOUS	2/20/2014	7,286	5,600	1,685
512	REGAL ENTMT GRP A	12/26/2012	11/25/2014	11,740	7,175	4,565
19	ROCKWELL COLLINS INC DE	3/16/2012	2/20/2014	1,530	875	655
41	ROCKWELL COLLINS INC DE	3/8/2013	2/20/2014	3,302	2,498	804
166	ROCKWELL COLLINS INC DE	3/16/2012	11/25/2014	14,115	7,646	6,468
242	SAINT JUDE MEDICAL INC	3/16/2012	11/25/2014	16,480	9,967	6,513
130	SAINT JUDE MEDICAL INC	3/16/2012	2/20/2014	8,726	5,354	3,371
70	SCIENCE APP INTL CORP	1/23/2013	2/20/2014	2,600	1,847	754
91	SCIENCE APP INTL CORP	VARIOUS	8/12/2014	3,787	2,397	1,389
70	SEMPRA ENERGY	3/16/2012	2/20/2014	6,496	1,664	4,832
36	SEMPRA ENERGY	3/16/2012	7/28/2014	3,685	856	2,829
67	SEMPRA ENERGY	3/16/2012	11/25/2014	7,427	1,592	5,835
64	SONOCO PRODUCTS CO	3/16/2012	8/21/2014	2,588	1,969	619
141	SONOCO PRODUCTS CO	6/4/2012	11/25/2014	5,880	4,183	1,697
32	SONOCO PRODUCTS CO	3/16/2012	11/25/2014	1,335	985	350
150	SONOCO PRODUCTS CO	3/16/2012	2/20/2014	6,181	4,615	1,566
752	STAPLES INC	VARIOUS	11/25/2014	10,638	10,620	18
260	STAPLES INC	VARIOUS	2/20/2014	3,388	3,981	(593)
68	SUN COMMUNITIES INC	9/26/2012	2/20/2014	3,172	3,046	126
41	SUN COMMUNITIES INC	12/5/2013	2/20/2014	1,913	1,673	240
46	SUN COMMUNITIES INC	3/16/2012	2/20/2014	2,146	1,711	435
274	SUN COMMUNITIES INC	3/16/2012	11/25/2014	15,602	10,192	5,410
351	SUNTRUST BANKS INC	3/16/2012	11/25/2014	13,851	6,714	7,136
250	SUNTRUST BANKS INC	3/16/2012	2/20/2014	9,243	4,782	4,460
277	SYNCHRONY FINANCIAL	8/26/2014	11/25/2014	8,083	6,938	1,144
170	SYS CO CORP	VARIOUS	2/20/2014	6,103	5,353	750
363	SYS CO CORP	VARIOUS	11/25/2014	14,323	11,309	3,014
588	TECO ENERGY INC	VARIOUS	11/25/2014	11,406	10,363	1,043
175	TECO ENERGY INC	9/28/2012	2/20/2014	2,919	3,108	(189)
379	TELEPHONE & DATA SYS INC	3/16/2012	11/3/2014	9,711	9,503	207
15	TELEPHONE & DATA SYS INC	2/20/2014	11/3/2014	384	372	13
180	ULTRA PETROLEUM CORP	5/17/2013	2/20/2014	4,349	4,122	227
230	VERIFONE SYSTEMS INC	1/24/2013	11/25/2014	8,373	8,092	281
150	VERIFONE SYSTEMS INC	1/24/2013	2/20/2014	4,367	5,277	(911)
63	VERIFONE SYSTEMS INC	11/20/2014	11/25/2014	2,293	2,295	(2)
105	XCEL ENERGY INC	9/13/2007	2/20/2014	3,112	3,351	(239)
1752	XEROX CORP	3/16/2012	1/30/2014	18,793	15,745	3,048
90	ZIMMER HOLDINGS INC	3/16/2012	2/20/2014	8,573	6,889	1,684
224	AMDOCS LTD	12/17/2013	11/25/2014	10,852	9,072	1,780
30	AMDOCS LTD	12/17/2013	2/20/2014	1,315	1,215	100
247	ENDURANCE SPECIALTY	3/16/2012	11/25/2014	14,474	7,670	6,804
95	ENDURANCE SPECIALTY	3/16/2012	2/20/2014	4,995	2,950	2,045
277	INVESCO LTD	VARIOUS	2/20/2014	9,335	9,073	262
8	INVESCO LTD	3/16/2012	2/20/2014	270	201	69
233	ACCENTURE PLC IRELD CL A	1/27/2011	10/27/2014	18,408	12,118	6,290
18	COSTCO WHOLESALE CORP	1/27/2011	5/7/2014	2,012	1,316	697
40	QUALCOMM INC	7/30/2014	9/16/2014	3,031	3,044	(12)
6	GOOGLE INC CL A	4/12/2005	2/4/2014	6,900	1,161	5,739
130	NETAPP INC	9/24/2012	3/27/2014	4,719	4,689	30
25	COSTCO WHOLESALE CORP	10/17/2013	5/7/2014	2,795	2,966	(171)
11	SCHLUMBERGER LTD	10/16/2013	5/30/2014	1,139	1,013	127
65	NETAPP INC	9/24/2012	3/21/2014	2,454	2,345	109
72	FLUOR CORP NEW	1/27/2011	1/30/2014	5,490	5,021	469
6	APPLE INC	6/27/2013	5/7/2014	3,559	2,371	1,188
6	SCHLUMBERGER LTD	1/27/2011	5/30/2014	621	515	107
10	INTUITIVE SURGICAL NEW	VARIOUS	4/2/2014	5,043	5,159	(116)
14	APPLE INC	6/27/2013	9/16/2014	1,409	790	618
91	ROPER INDUSTRIES INC NEW	1/27/2011	3/31/2014	12,142	6,972	5,170
49	ROPER INDUSTRIES INC NEW	1/27/2011	3/28/2014	6,523	3,754	2,770
18	FLUOR CORP NEW	1/27/2011	5/23/2014	1,333	1,255	78

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Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
55	FLUOR CORP NEW	1/27/2011	5/20/2014	4,021	3,835	185
58	GILEAD SCIENCES INC	2/4/2014	11/3/2014	6,376	4,713	1,663
12	APPLE INC	VARIOUS	2/4/2014	6,103	6,068	35
115	ACCENTURE PLC IRELD CL A	1/27/2011	9/25/2014	9,077	5,981	3,096
115	ACCENTURE PLC IRELD CL A	1/27/2011	9/23/2014	9,148	5,981	3,167
22	APPLE INC	2/14/2008	9/16/2014	2,213	401	1,812
106	ROPER INDUSTRIES INC NEW	1/27/2011	2/13/2014	14,365	8,121	6,245
47	APPLE INC	2/14/2008	11/26/2014	5,574	857	4,717
50	FLUOR CORP NEW	1/27/2011	7/15/2014	3,895	3,487	408
31	FOSSIL GROUP INC	8/25/2011	2/12/2014	3,751	2,910	841
242	NETAPP INC	8/18/2011	3/27/2014	8,785	8,227	558
52	QUALCOMM INC	4/25/2013	9/19/2014	3,925	3,224	700
51	FLUOR CORP NEW	1/27/2011	7/30/2014	3,824	3,556	268
104	NETAPP INC	2/17/2011	3/17/2014	3,869	5,550	(1,681)
46	GILEAD SCIENCES INC	VARIOUS	11/26/2014	4,598	3,621	976
136	FLUOR CORP NEW	VARIOUS	12/19/2014	8,153	8,137	16
9	APPLE INC	2/1/2013	2/7/2014	4,691	4,074	617
34	AMPHENOL CORP CL A NEW	10/22/2013	7/29/2014	3,302	2,798	504
280	NETAPP INC	VARIOUS	3/21/2014	10,570	13,467	(2,897)
70	ROPER INDUSTRIES INC NEW	1/27/2011	3/4/2014	9,517	5,363	4,154
54	MEAD JOHNSON NUTRTN CO	VARIOUS	4/24/2014	4,736	4,311	425
61	FLUOR CORP NEW	1/27/2011	3/4/2014	4,764	4,254	510
208	FLUOR CORP NEW	1/27/2011	12/19/2014	12,470	14,504	(2,034)
18	SCHLUMBERGER LTD	10/16/2013	5/20/2014	1,808	1,657	151
62	FLUOR CORP NEW	1/27/2011	11/12/2014	4,086	4,323	(238)
43	SCHLUMBERGER LTD	1/27/2011	7/9/2014	5,027	3,688	1,339
13	QUALCOMM INC	7/30/2014	9/19/2014	981	989	(8)
17	VISA INC CLASS A	10/11/2013	6/17/2014	3,583	3,262	321
76	COVANCE INC	1/27/2011	11/3/2014	7,623	4,451	3,172
61	ESTEE LAUDER COMPANY INC	10/15/2013	1/15/2014	4,445	4,328	118
53	MEAD JOHNSON NUTRTN CO	VARIOUS	10/17/2014	5,319	4,131	1,188
1	APPLE INC	2/1/2013	5/7/2014	593	453	141
77	COVANCE INC	1/27/2011	11/24/2014	7,779	4,510	3,269
57	FLUOR CORP NEW	1/27/2011	8/6/2014	4,095	3,975	121
17	VISA INC CLASS A	VARIOUS	6/19/2014	3,575	3,167	408
1550	AMR MUT F2	VARIOUS	9/25/2014	56,589	42,250	14,339
5287	COLUMBIA DIV OPP Z	5/8/2012	9/25/2014	56,942	44,623	12,319
2537	COLUMBIA DIV OPP Z	5/8/2012	2/24/2014	25,856	21,416	4,440
740	AMR MUT F2	5/8/2012	2/24/2014	25,680	20,174	5,506
25	AMR MUT F2	VARIOUS	9/25/2014	910	898	12
202	AMR MUT F2	12/24/2013	2/24/2014	7,002	6,913	89
310	JPM ALERIAN MLP ETN	5/8/2012	2/24/2014	14,376	12,083	2,293
1575	CULLEN HI DIV EQ I	7/16/2012	2/24/2014	26,355	21,660	4,694
117	COLUMBIA DIV OPP Z	VARIOUS	9/25/2014	1,256	1,239	17
615	JPM ALERIAN MLP ETN	5/8/2012	8/13/2014	32,088	23,971	8,118
111	CULLEN HI DIV EQ I	VARIOUS	9/25/2014	1,945	1,867	79
3223	CULLEN HI DIV EQ I	VARIOUS	9/25/2014	56,302	44,313	11,989
11	CULLEN HI DIV EQ I	VARIOUS	2/24/2014	182	181	1
20	COVIDIEN PLC NEW	8/17/2012	1/22/2014	1,357	1,047	310
640	WILLIS GRP HLDGS PUB LTD	4/4/2012	5/30/2014	26,528	22,431	4,097
105	TIME WARNER NEW INC	4/28/2014	7/16/2014	8,699	6,510	2,189
120	ILLINOIS TOOL WORKS INC	4/26/2013	1/9/2014	9,887	7,762	2,125
650	WAL-MART STORES INC	VARIOUS	4/28/2014	51,596	40,469	11,127
145	3M COMPANY	4/4/2012	1/10/2014	19,712	12,722	6,990
13	TIME INC NEW	4/28/2014	6/12/2014	292	273	19
290	CINTAS CORP	4/4/2012	4/28/2014	16,667	11,356	5,311
168	ILLINOIS TOOL WORKS INC	4/4/2012	7/8/2014	14,620	9,462	5,158
190	COVIDIEN PLC NEW	8/5/2013	1/22/2014	12,896	12,041	855
50	WILLIS GRP HLDGS PUB LTD	6/5/2013	5/30/2014	2,072	1,968	104
695	COVIDIEN PLC NEW	VARIOUS	6/16/2014	60,519	34,242	26,277
145	ILLINOIS TOOL WORKS INC	VARIOUS	1/9/2014	11,947	8,476	3,470
64	TIME INC NEW	4/4/2012	6/12/2014	1,432	766	666

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Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
515	GLAXOSMITHKLINE PLC ADR	4/4/2012	7/24/2014	25,635	23,324	2,310
0	TIME INC NEW	4/28/2014	6/13/2014	2	2	0
515	TIME WARNER NEW INC	4/4/2012	7/16/2014	42,667	18,268	24,398
110	3M COMPANY	4/4/2012	11/3/2014	16,899	9,651	7,247
0	TIME INC NEW	4/4/2012	6/13/2014	9	5	4
432	ILLINOIS TOOL WORKS INC	3/16/2012	7/8/2014	37,593	19,432	18,161
40	CINTAS CORP	4/4/2012	11/14/2014	2,865	1,566	1,298
7205	FED ULTSHRT BD I	11/6/2014	11/26/2014	65,928	66,000	(72)
6797	BAIRD SHRT TRM BD I	11/6/2014	11/26/2014	66,000	66,000	-
6395	DFA 1 YR FXD INCM I	11/6/2014	11/26/2014	66,064	66,000	64
42	ZIMMER HOLDINGS INC	3/16/2012	11/26/2014	4,683	3,215	1,468
623	AMERN EAGLE OUTFITTERS	2/24/2014	11/7/2014	8,254	8,680	(426)
124	SKYWORKS SOLUTIONS INC	2/24/2014	6/11/2014	5,924	4,234	1,690
123	ULTRA PETROLEUM CORP	VARIOUS	4/25/2014	3,631	3,200	431
92	KLA-TENCOR CORP	2/24/2014	10/7/2014	6,924	6,052	872
152	ULTRA PETROLEUM CORP	VARIOUS	7/8/2014	4,065	4,201	(136)
375	SYMANTEC CORP	2/24/2014	3/21/2014	6,921	7,838	(916)
200	XCEL ENERGY INC	9/13/2007	11/26/2014	6,690	6,382	307
83	NORDSTROM INC	VARIOUS	12/11/2014	6,198	6,190	8
139	WHITING PETRO CORP NEW	2/24/2014	10/14/2014	8,060	8,971	(911)
120	STANLEY BLACK & DECKER	2/24/2014	10/8/2014	10,163	9,903	259
171	SOUTHWEST AIRLINES CO	2/24/2014	8/26/2014	5,453	3,801	1,652
171	INVESCO LTD	3/16/2012	11/26/2014	6,884	4,290	2,594
60	FOOT LOCKER INC	2/24/2014	8/7/2014	2,902	2,439	463
357	STEEL DYNAMICS INC	2/24/2014	9/24/2014	8,321	6,182	2,140
61	HELMERICH & PAYNE INC	2/24/2014	11/4/2014	4,975	5,943	(967)
147	TYSON FOODS INC CLASS A	5/2/2014	5/30/2014	6,270	6,284	(14)
266	CMNTY HLTH SYS INC NEW	2/24/2014	10/29/2014	14,577	11,424	3,154
572	PENNEY J C COMPANY INC	2/24/2014	7/8/2014	5,060	3,029	2,031
89	ZIMMER HOLDINGS INC	2/24/2014	11/26/2014	9,923	8,555	1,368
583	STEEL DYNAMICS INC	VARIOUS	12/18/2014	11,513	10,944	569
89	SKYWORKS SOLUTIONS INC	2/24/2014	9/11/2014	4,910	3,039	1,871
1	BLACKHAWK NTWK HLDGS B	4/24/2014	4/24/2014	18	19	(1)
223	ULTRA PETROLEUM CORP	2/24/2014	11/26/2014	4,755	5,750	(996)
220	ABERCROMBIE & FITCH A	VARIOUS	12/11/2014	6,280	8,264	(1,984)
163	SAFEWAY INC NEW	2/24/2014	7/8/2014	5,568	6,127	(559)
126	DOVER CORP COMMON	2/24/2014	10/10/2014	9,477	9,447	31
504	BIOMED REALTY TRUST INC	2/24/2014	3/13/2014	10,130	10,475	(345)
46	ZIMMER HOLDINGS INC	2/24/2014	4/24/2014	4,867	4,422	445
54	ENERGIZER HLDGS INC	2/24/2014	9/17/2014	6,664	5,185	1,479
69	KLA-TENCOR CORP	2/24/2014	4/24/2014	4,641	4,539	101
289	INVESCO LTD	2/24/2014	11/26/2014	11,635	9,834	1,801
63	KNOWLES CORP	2/24/2014	4/22/2014	1,920	1,863	58
288	PROTECTIVE LIFE CORP DE	2/24/2014	6/4/2014	19,952	14,900	5,053
26	BLACKHAWK NTWK HLDGS B	4/15/2014	4/23/2014	602	619	(17)
0	TORCHMARK CORP	2/24/2014	7/10/2014	27	26	2
53	ENERGIZER HLDGS INC	2/24/2014	4/30/2014	5,986	5,089	897
0	UGI CORP NEW	2/24/2014	9/12/2014	18	15	3
143	DANA HOLDING CORP	2/24/2014	8/1/2014	3,136	3,087	49
160	ALLEGHENY TECHNOLOGIES	VARIOUS	12/16/2014	4,888	4,811	77
110	ALLEGHENY TECHNOLOGIES	1/29/2014	3/28/2014	4,116	3,550	566
60	ALLEGHENY TECHNOLOGIES	2/28/2013	4/21/2014	2,443	1,844	598
110	ALLEGHENY TECHNOLOGIES	8/5/2014	12/16/2014	3,360	4,259	(899)
80	ALLEGHENY TECHNOLOGIES	5/21/2013	4/21/2014	3,257	2,490	766
80	ALLEGHENY TECHNOLOGIES	VARIOUS	4/7/2014	3,037	2,547	489
30	AMERCO	4/5/2012	10/8/2014	7,750	3,039	4,711
510	AMERICAN CAPITAL LTD	VARIOUS	12/16/2014	7,137	7,520	(384)
120	CIT GROUP INC NEW	VARIOUS	10/8/2014	5,524	4,960	564
95	CIT GROUP INC NEW	4/5/2012	11/4/2014	4,621	3,885	735
60	CIT GROUP INC NEW	5/9/2014	10/8/2014	2,762	2,503	258
60	CIT GROUP INC NEW	4/12/2013	8/27/2014	2,872	2,578	294
220	CNO FINANCIAL GROUP INC	2/11/2014	11/11/2014	3,951	3,798	153

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Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
50	CST BRANDS INC	10/10/2014	12/23/2014	2,197	1,815	383
180	CST BRANDS INC	VARIOUS	10/8/2014	6,550	6,171	380
90	CST BRANDS INC	10/10/2014	12/9/2014	3,781	3,267	515
40	CASEYS GENL STORES INC	4/5/2012	2/5/2014	2,679	2,212	467
110	CASEYS GENL STORES INC	VARIOUS	3/3/2014	7,398	6,048	1,350
100	COMERICA INC	4/5/2012	10/8/2014	4,923	3,193	1,730
65	COMERICA INC	4/5/2012	10/10/2014	3,071	2,075	995
60	COMERICA INC	4/5/2012	7/30/2014	3,042	1,916	1,126
80	DELEK U S HOLDINGS INC	VARIOUS	11/5/2014	2,635	2,448	187
195	DELEK U S HOLDINGS INC	VARIOUS	10/16/2014	5,950	6,237	(287)
80	DISCOVER FINL SVCS	4/5/2012	10/8/2014	5,181	2,650	2,532
65	DISCOVER FINL SVCS	4/5/2012	7/30/2014	4,050	2,153	1,897
140	FIDELITY NATL FINL INC	VARIOUS	10/8/2014	3,831	3,906	(75)
179	FIDELITY NATL FINL INC	VARIOUS	8/29/2014	2,674	3,044	(370)
1	FIDELITY NATL FINL INC	VARIOUS	7/1/2014	16	17	(0)
210	FOOT LOCKER INC	VARIOUS	1/27/2014	8,005	6,567	1,439
90	FOOT LOCKER INC	4/5/2012	1/9/2014	3,692	2,857	834
100	FOOT LOCKER INC	4/5/2012	1/22/2014	3,847	3,175	672
80	GULFPORT ENERGY CORP NEW	VARIOUS	4/17/2014	6,040	4,386	1,654
30	GULFPORT ENERGY CORP NEW	4/12/2013	4/17/2014	2,265	1,403	862
150	HYATT HOTELS CORP CL A	4/5/2012	10/8/2014	8,647	6,260	2,387
260	ISTAR FINANCIAL INC	1/28/2014	11/11/2014	3,755	3,978	(223)
0	NEW INVESTORS BANCORP	4/5/2012	5/8/2014	5	3	2
585	KEYCORP NEW	4/5/2012	8/4/2014	7,702	4,884	2,817
295	KEYCORP NEW	4/5/2012	8/14/2014	3,866	2,463	1,403
335	KEYCORP NEW	4/5/2012	8/27/2014	4,546	2,797	1,749
325	KEYCORP NEW	4/5/2012	9/2/2014	4,426	2,713	1,713
150	LEUCADIA NATIONAL CORP	VARIOUS	2/14/2014	4,209	3,456	753
120	LEUCADIA NATIONAL CORP	4/5/2012	2/11/2014	3,394	2,926	468
140	LEUCADIA NATIONAL CORP	12/5/2012	3/3/2014	3,841	3,157	684
415	NEWS CORP NEW A	VARIOUS	11/6/2014	6,389	6,463	(74)
230	NEWS CORP NEW A	6/20/2013	10/9/2014	3,562	3,587	(24)
200	NEWS CORP NEW A	12/6/2013	10/6/2014	3,177	3,564	(387)
145	NEWS CORP NEW A	10/2/2013	10/6/2014	2,304	2,355	(52)
660	NEWS CORP NEW A	VARIOUS	10/8/2014	10,490	10,467	24
50	OSHKOSH CORP	3/28/2013	4/21/2014	2,841	2,119	722
50	OSHKOSH CORP	7/23/2013	4/21/2014	2,841	2,083	758
25	OSHKOSH CORP	VARIOUS	10/10/2014	1,019	1,038	(20)
130	OSHKOSH CORP	VARIOUS	10/10/2014	5,297	6,085	(788)
60	OSHKOSH CORP	VARIOUS	1/22/2014	3,244	2,715	529
95	OWENS CORNING INC NEW	VARIOUS	7/25/2014	3,372	4,026	(654)
135	OWENS CORNING INC NEW	VARIOUS	12/17/2014	4,513	4,631	(119)
155	OWENS CORNING INC NEW	VARIOUS	11/28/2014	5,382	5,955	(573)
115	OWENS CORNING INC NEW	VARIOUS	7/30/2014	3,973	4,650	(676)
20	PIONEER NATL RES COMPANY	4/5/2012	10/15/2014	3,363	2,215	1,148
20	PIONEER NATL RES COMPANY	4/5/2012	10/8/2014	3,712	2,215	1,497
15	PIONEER NATL RES COMPANY	4/5/2012	10/27/2014	2,635	1,661	974
30	PIONEER NATL RES COMPANY	4/5/2012	10/14/2014	5,167	3,322	1,845
105	PLUM CREEK TIMBER	VARIOUS	8/27/2014	4,295	4,247	48
145	PLUM CREEK TIMBER	4/5/2012	7/30/2014	6,074	6,004	69
100	PLUM CREEK TIMBER	4/5/2012	8/13/2014	4,074	4,141	(67)
50	PLUM CREEK TIMBER	4/5/2012	8/4/2014	2,038	2,071	(33)
90	RANGE RESOURCES CORP	4/5/2012	6/9/2014	8,349	5,236	3,113
100	RAYMOND JAMES FINANCIAL	4/5/2012	2/5/2014	4,835	3,586	1,249
60	RAYMOND JAMES FINANCIAL	4/5/2012	1/22/2014	3,230	2,152	1,079
160	RAYMOND JAMES FINANCIAL	4/5/2012	2/13/2014	8,196	5,738	2,458
60	RAYMOND JAMES FINANCIAL	4/5/2012	1/14/2014	3,158	2,152	1,006
180	RAYONIER INC	VARIOUS	11/17/2014	4,784	5,990	(1,206)
110	RAYONIER INC	VARIOUS	12/4/2014	2,993	3,521	(527)
70	RAYONIER INC	1/29/2014	11/28/2014	1,911	2,272	(361)
55	ROCK TENN CO CL A	9/22/2014	12/23/2014	3,388	2,778	610
70	RYMAN HOSPITALITY PPTYS	2/3/2014	10/10/2014	3,195	2,853	342

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PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES

Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
25	RYMAN HOSPITALITY PPTYS	10/2/2013	10/10/2014	1,141	902	240
90	RYMAN HOSPITALITY PPTYS	10/2/2013	12/16/2014	4,696	3,246	1,450
120	SCHNITZER STEEL INDS A	4/5/2012	6/9/2014	3,009	4,674	(1,665)
110	SCHNITZER STEEL INDS A	4/5/2012	1/22/2014	3,251	4,284	(1,033)
80	SCHNITZER STEEL INDS A	VARIOUS	6/26/2014	2,113	2,338	(225)
50	SCHNITZER STEEL INDS A	4/5/2012	3/28/2014	1,431	1,947	(516)
90	SCHNITZER STEEL INDS A	VARIOUS	6/13/2014	2,298	2,840	(542)
160	SINCLAIR BROADCAST GRP	VARIOUS	10/6/2014	4,098	4,196	(99)
70	SINCLAIR BROADCAST GRP	3/10/2014	7/30/2014	2,317	1,925	392
210	SINCLAIR BROADCAST GRP	VARIOUS	9/23/2014	5,356	5,724	(368)
160	SINCLAIR BROADCAST GRP	VARIOUS	9/26/2014	4,216	4,335	(120)
130	SINCLAIR BROADCAST GRP	VARIOUS	2/3/2014	3,900	3,857	43
10	SINCLAIR BROADCAST GRP	6/18/2013	7/30/2014	331	289	42
50	SUSSER HOLDINGS CORP	VARIOUS	5/7/2014	4,003	2,545	1,459
10	SUSSER HOLDINGS CORP	7/1/2013	6/9/2014	798	485	313
20	SUSSER HOLDINGS CORP	5/2/2013	5/5/2014	1,582	1,074	508
109	SUSSER HOLDINGS CORP	VARIOUS	7/10/2014	8,672	4,292	4,380
40	SUSSER HOLDINGS CORP	5/22/2013	5/28/2014	3,175	2,028	1,147
10	SUSSER HOLDINGS CORP	5/2/2013	5/7/2014	801	537	264
100	SUSSER HOLDINGS CORP	2/19/2013	6/9/2014	7,985	4,337	3,648
20	SUSSER HOLDINGS CORP	7/1/2013	5/28/2014	1,587	971	617
40	SUSSER HOLDINGS CORP	3/27/2014	5/5/2014	3,164	2,395	769
50	SUSSER HOLDINGS CORP	7/1/2013	6/2/2014	3,968	2,427	1,541
110	SUSSER HOLDINGS CORP	VARIOUS	6/26/2014	8,838	4,669	4,168
0	TRIBUNE PUBLISHING CO	2/12/2013	8/7/2014	10	6	4
107	TRIBUNE PUBLISHING CO	VARIOUS	8/6/2014	2,244	1,424	820
562	UNIVERSAL AMERN CORP NEW	4/5/2012	1/15/2014	4,103	5,728	(1,626)
60	VAIL RESORTS INC	4/5/2012	3/27/2014	4,156	2,547	1,609
110	VAIL RESORTS INC	4/5/2012	5/27/2014	7,697	4,669	3,028
20	VISTEON CORP NEW	10/25/2012	5/9/2014	1,800	863	937
30	VISTEON CORP NEW	VARIOUS	7/30/2014	2,887	1,230	1,656
20	VISTEON CORP NEW	10/25/2012	5/13/2014	1,844	863	981
40	VISTEON CORP NEW	VARIOUS	1/22/2014	3,334	1,759	1,574
30	VISTEON CORP NEW	10/25/2012	2/3/2014	2,390	1,294	1,096
60	VISTEON CORP NEW	VARIOUS	10/8/2014	5,829	2,395	3,434
30	VISTEON CORP NEW	8/28/2012	7/21/2014	2,888	1,272	1,615
30	VISTEON CORP NEW	8/8/2012	12/17/2014	3,016	1,175	1,841
10	WHITE MTN INS GRP LTD	4/5/2012	10/8/2014	6,356	5,071	1,286
210	ALLIED WORLD ASSURANCE	VARIOUS	10/8/2014	7,917	6,981	937
344	ASOS PLC ADR	7/1/2013	9/30/2014	12,386	21,947	(9,561)
321	ASOS PLC ADR	VARIOUS	9/30/2014	11,558	21,518	(9,960)
241	NOVO NORDISK AS ADR	10/28/2013	9/5/2014	10,740	8,774	1,966
1485	BRF S A SPONS ADR	VARIOUS	1/30/2014	26,508	26,304	204
557	COVIDIEN PLC NEW	VARIOUS	7/24/2014	49,682	30,575	19,106
545	SYSMEX CORP ADR	8/7/2012	11/13/2014	11,510	6,199	5,311
179	TENCENT HOLDINGS LTD	11/2/2012	4/1/2014	12,810	6,426	6,384
169	MERCADOLIBRE INC	5/8/2013	2/19/2014	15,564	19,955	(4,391)
65	CANADIAN PAC RAILWAY LTD	9/3/2013	11/5/2014	13,280	7,638	5,642
522	JERONIMO MARTINS SGPS SA	7/24/2012	10/7/2014	10,890	15,947	(5,057)
50	COVIDIEN PLC NEW	8/7/2013	7/24/2014	4,460	3,187	1,273
262	CANADIAN NATL RAILWAY CO	4/5/2012	11/5/2014	18,102	10,205	7,897
477	OPPEN SR FLTG RT Y	5/7/2013	11/24/2014	3,933	4,019	(86)
16955	N&B HI INCM BD I	VARIOUS	11/24/2014	155,812	159,747	(3,935)
9179	BAIRD SHRT TRM BD I	VARIOUS	12/19/2014	88,852	89,345	(493)
6402	LOOMIS BOND I	VARIOUS	12/19/2014	94,752	99,858	(5,107)
6845	DRIEHAUS ACTIVE INCM	12/24/2013	12/19/2014	71,117	73,718	(2,601)
3086	OPPEN SR FLTG RT Y	5/7/2013	12/19/2014	24,932	25,981	(1,049)
47602	N&B HI INCM BD I	VARIOUS	11/24/2014	437,465	445,592	(8,127)
4705	DRIEHAUS ACTIVE INCM	5/7/2013	12/19/2014	48,883	51,000	(2,117)
10528	OPPEN SR FLTG RT Y	VARIOUS	12/19/2014	85,068	88,542	(3,474)
3057	LOOMIS BOND I	5/7/2013	12/19/2014	45,248	48,000	(2,752)
3734	BAIRD SHRT TRM BD I	VARIOUS	12/19/2014	36,148	36,478	(329)

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES

Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
13557 806	PIMCO EMRG MKT CURR I	VARIOUS	5/22/2014	140,594	142,212	(1,618)
1025	IVY ASSET STRAT I	VARIOUS	12/9/2014	32,126	32,876	(750)
3580	ISHS INTL SEL DIV ETF	VARIOUS	11/18/2014	129,176	137,158	(7,982)
615	ISHS INTL SEL DIV ETF	7/15/2014	11/18/2014	22,191	24,212	(2,021)
1090	GABELLI ABC ADVS	7/15/2014	12/9/2014	11,108	11,195	(87)
1900	IVY ASSET STRAT I	4/3/2012	12/9/2014	59,550	49,042	10,508
2010	ISHS INTL SEL DIV ETF	10/30/2013	5/22/2014	79,944	77,191	2,753
90	THIRD AVE RL EST VL I	12/19/2013	5/22/2014	2,784	2,543	241
59	THIRD AVE RL EST VL I	4/3/2012	5/22/2014	1,840	1,424	415
64	ACADIA HEALTHCARE	10/1/2012	11/12/2014	3,916	1,552	2,364
44	ACADIA HEALTHCARE	10/1/2012	12/22/2014	2,763	1,067	1,696
61	ACADIA HEALTHCARE	10/1/2012	8/6/2014	2,905	1,479	1,426
418	ACCURIDE CORP NEW	11/28/2011	12/22/2014	1,791	2,915	(1,124)
366	ACTUANT CORP CL A NEW	VARIOUS	12/15/2014	10,457	9,795	661
30	ACUITY BRANDS INC	3/30/2012	11/12/2014	4,155	1,905	2,251
24	ACUITY BRANDS INC	3/30/2012	12/22/2014	3,335	1,524	1,811
157	ALBANY MOLECULAR RESEARC	11/10/2014	12/22/2014	2,367	2,692	(325)
86	ANN INC	VARIOUS	12/22/2014	3,154	1,467	1,687
116	BANCORP SOUTH INC	8/6/2013	12/22/2014	2,579	2,336	243
164	BILL BARRETT CORP	3/31/2011	12/22/2014	1,753	6,326	(4,573)
224	BOULDER BRANDS INC	12/19/2012	12/22/2014	2,465	3,052	(587)
97	BRADY CORP CL A	12/16/2014	12/22/2014	2,611	2,550	62
108	BRIGGS & STRATTON CORP	2/11/2014	12/22/2014	2,159	2,291	(132)
58	CABELAS INC	8/12/2011	12/22/2014	2,952	1,350	1,601
40	CACI INTL INC CLASS A	9/11/2014	12/22/2014	3,447	2,918	528
208	CAMPUS CREST CMNTYS INC	12/4/2014	12/22/2014	1,550	1,583	(33)
60	CAPELLA EDUCATION CO	9/20/2010	12/22/2014	4,358	4,312	46
40	CARPENTER TECHNOLOGY CORP	VARIOUS	12/22/2014	1,882	1,291	591
36	CARTERS INC	6/20/2008	12/22/2014	3,011	529	2,482
35	CASEYS GENL STORES INC	1/29/2013	12/22/2014	3,096	1,909	1,187
143	CEDAR FAIR LP	3/30/2012	4/16/2014	7,284	3,950	3,334
209	CEDAR FAIR LP	3/30/2012	5/14/2014	10,494	5,773	4,720
88	CHECKPOINT SYSTEMS INC	3/18/2014	12/22/2014	1,199	1,225	(26)
142	CHECKPOINT SYSTEMS INC	6/20/2013	12/22/2014	1,935	2,038	(102)
58	CHEESECAKE FACTORY INC	9/22/2008	12/22/2014	2,833	931	1,902
224	COMMERCIAL VEHICLE GROUP	2/23/2011	12/22/2014	1,499	3,575	(2,076)
58	COMMUNITY BK SYSTEM INC	5/20/2013	12/22/2014	2,189	1,729	461
32	COMPASS MINRLS INTL INC	2/5/2014	12/22/2014	2,773	2,553	221
63	DEVRY EDUCATION GRP INC	2/21/2013	12/22/2014	3,036	1,967	1,069
41	DOMINOS PIZZA INC	5/11/2010	9/30/2014	3,160	573	2,587
79	DOMINOS PIZZA INC	VARIOUS	6/27/2014	5,787	1,109	4,678
31	DOMINOS PIZZA INC	5/11/2010	12/22/2014	2,946	433	2,513
83	EDUCATION RLTY TR NEW	11/10/2014	12/22/2014	3,041	2,910	131
1	EDUCATION RLTY TR NEW	VARIOUS	12/1/2014	23	21	2
419	EMPIRE DISTRICT ELECTRIC	8/12/2011	2/14/2014	9,699	8,089	1,611
192	ENTEGRIIS INC	8/17/2009	12/22/2014	2,502	716	1,786
96	ETHAN ALLEN INTERIORS	4/23/2014	12/22/2014	2,846	2,458	389
60	FAIR ISAAC CORP	1/25/2008	12/22/2014	4,286	1,183	3,103
66	FAIR ISAAC CORP	1/25/2008	4/15/2014	3,339	1,301	2,038
622	FAIRCHILD SEMICONDUCTOR	7/20/2009	9/10/2014	10,264	5,965	4,299
150	FAIRCHILD SEMICONDUCTOR	5/20/2013	9/10/2014	2,475	2,240	236
343	FELCOR LODGING TR INC	5/13/2011	11/10/2014	3,647	2,163	1,484
260	FELCOR LODGING TR INC	5/13/2011	12/22/2014	2,769	1,639	1,130
158	FIRST INDUSTRIAL RLTY TR	4/12/2010	12/22/2014	3,238	1,350	1,888
22	GENESEE & WYO INC CL A	1/25/2008	12/22/2014	1,947	579	1,369
97	GLACIER BANCORP INC NEW	12/9/2008	12/22/2014	2,614	1,724	890
43	HAEMONETICS CORP	4/20/2007	12/22/2014	1,616	1,968	(351)
58	HANOVER INS GROUP INC	9/17/2012	12/22/2014	4,043	2,212	1,831
50	INTEGRA LIFESCNCs HLDGS	12/30/2013	12/22/2014	2,652	2,400	252
187	INVACARE CORP	VARIOUS	12/22/2014	3,067	3,698	(631)
141	INTREPID POTASH INC	1/25/2012	12/22/2014	1,940	3,489	(1,549)
40	LIFEPOINT HOSPITAL INC	5/11/2010	12/22/2014	2,873	1,430	1,443

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART IV, LINE 1(A) : CAPITAL GAINS AND LOSSES

Quantity	Description	Date Bought	Date Sold	Total Proceeds	Total Cost	Gain or (Loss)
434	M G I C INVT CORP	VARIOUS	11/17/2014	3,932	2,744	1,188
149	M G I C INVT CORP	3/5/2013	12/22/2014	1,325	729	596
256	M G I C INVT CORP	7/21/2008	12/22/2014	2,276	1,584	692
141	MAGELLAN HEALTH INC	VARIOUS	1/16/2014	8,382	5,945	2,438
590	MCDERMOTT INTL INC	6/27/2014	12/22/2014	1,458	4,786	(3,328)
86	MILLER HERMAN INC	3/15/2011	12/22/2014	2,528	2,200	329
87	MONOTYPE IMAGING HLDGS	10/22/2013	12/22/2014	2,432	2,516	(84)
32	NATIONAL HEALTH INVS INC	8/26/2011	12/22/2014	2,215	1,406	809
155	OLD NATL BANCORP IND	10/31/2008	12/22/2014	2,262	2,959	(698)
202	PHH CORP NEW	6/29/2012	4/16/2014	4,919	3,505	1,415
325	PHH CORP NEW	6/29/2012	9/23/2014	7,344	5,639	1,705
267	PGT INC	VARIOUS	12/22/2014	2,363	2,173	191
86	PARK ELECTROCHEMICAL CRP	3/28/2014	12/22/2014	2,118	2,539	(420)
70	PLEXUS CORP	9/30/2014	12/22/2014	2,900	2,618	282
998	POLYCOM INC	VARIOUS	1/23/2014	11,907	10,682	1,225
127	PROGRESS SOFTWARE CORP	10/20/2008	12/22/2014	3,437	5,034	(1,597)
194	PROSPERITY BANCSSHS INC	VARIOUS	6/27/2014	12,199	5,916	6,283
104	SELECTIVE INS GROUP INC	11/16/2011	12/22/2014	2,759	1,702	1,056
53	SENSIENT TECHNOLOGIES	7/11/2013	12/22/2014	3,255	2,323	931
137	STATE BANK FINL CORP	4/16/2014	12/22/2014	2,702	2,368	334
203	STERLING BANCORP NEW	3/18/2014	12/22/2014	2,802	2,632	170
74	SUN COMMUNITIES INC	4/15/2014	12/22/2014	4,694	3,267	1,428
87	SUPERIOR ENERGY SVCS INC	4/16/2014	12/22/2014	1,777	2,747	(970)
371	SUPERVALU INC	4/29/2014	12/22/2014	3,547	2,689	858
182	TASER INTERNATIONAL INC	6/25/2014	12/22/2014	4,696	2,446	2,250
282	TASER INTERNATIONAL INC	6/25/2014	11/18/2014	5,697	3,790	1,907
52	TENNECO INC	VARIOUS	12/22/2014	2,917	713	2,204
116	THERMON GROUP HLDGS INC	12/30/2013	12/22/2014	2,577	3,215	(639)
96	TITAN INTL INC ILL	9/16/2009	12/22/2014	1,022	942	81
29	TREEHOUSE FOODS INC	7/8/2008	12/22/2014	2,521	723	1,798
37	TREEHOUSE FOODS INC	7/8/2008	9/23/2014	2,917	922	1,995
13	TRIMAS CORP NEW	5/2/2011	12/22/2014	406	302	104
97	TRIMAS CORP NEW	9/24/2014	12/22/2014	3,029	2,464	565
35	U S PHYSICAL THERAPY INC	12/21/2004	12/22/2014	1,416	540	876
99	UNIFI INC NEW	10/30/2013	12/22/2014	2,658	2,399	259
25	UNITED RENTALS INC	10/25/2010	12/22/2014	2,541	473	2,068
27	UNITED RENTALS INC	10/25/2010	9/10/2014	3,102	511	2,591
61	UNITED RENTALS INC	10/25/2010	6/18/2014	6,330	1,155	5,176
35	UNITED RENTALS INC	10/25/2010	5/2/2014	3,304	663	2,642
66	UNITED RENTALS INC	10/25/2010	2/11/2014	5,362	1,249	4,113
264	UNITED STATIONERS INC	11/16/2011	3/28/2014	10,632	8,402	2,230
73	VCA INC	10/1/2012	12/22/2014	3,553	1,441	2,112
69	VERIFONE SYSTEMS INC	1/16/2014	12/22/2014	2,581	2,023	557
54	VERIFONE SYSTEMS INC	8/16/2013	12/22/2014	2,020	1,059	960
37	WABTEC	12/21/2004	11/13/2014	3,305	380	2,925
51	WABTEC	12/21/2004	12/22/2014	4,454	524	3,930
51	WABTEC	12/21/2004	9/10/2014	4,215	524	3,691
281	WALTER INVT MGMT CORP	8/8/2012	12/22/2014	4,967	6,923	(1,956)
161	WALTER INVT MGMT CORP	8/19/2014	12/22/2014	2,846	4,118	(1,272)
86	WEBSTER FINANCIAL CORP	2/7/2011	12/22/2014	2,764	2,022	742
299	WILLBROS GROUP INC DE	1/24/2013	12/22/2014	1,668	2,023	(355)
1530	ZALE CORP NEW	VARIOUS	2/24/2014	32,118	8,272	23,846
57	ENDURANCE SPECIALTY	2/9/2012	12/22/2014	3,327	2,272	1,055
100000	GS MTN STP 073027	5/21/2013	4/30/2014	100,000	100,450	(450)
100000	ST JOHNS MI 6 4 05013C	8/7/2013	8/1/2014	103,000	102,375	625
20000	NY ST URBAN 6 5 12151E	7/18/2012	12/15/2014	20,000	23,909	(3,909)
65789	DEL CORP BD I	VARIOUS	12/18/2014	391,404	410,161	(18,757)
30000	WI ST SER A 5 2 05011E	5/21/2012	5/1/2014	30,000	33,075	(3,075)
150000	WESTERN UNION5 93 10011E	3/16/2012	6/18/2014	164,751	164,874	(123)
Total Realized Gains (Losses) ST LT				7,845,923	6,897,307	948,616

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14

EIN : 39-1769946

FORM 990-PF

PART VII-A, LINE 10: LIST OF SUBSTANTIAL CONTRIBUTORS

HARLEY-DAVIDSON CREDIT CORP.
222 W. ADAMS STREET SUITE 2000
CHICAGO, IL 60606

HARLEY-DAVIDSON FOUNDATION, INC.

EIN : 39-1769946

TAX YEAR ENDED 12/31/14

FORM 990-PF

PART VIII, LINE 1: LIST OF DIRECTORS AND OFFICERS

Directors

John P. Baker
Joanne M. Bischmann
Tonit M. Calaway
Matthew S. Levatich
John A. Olin

Officers

Tonit M. Calaway	President
John A. Olin	Vice President and Chief Financial Officer
J. Darrell Thomas	Vice President and Treasurer
Mary Anne Martiny	Secretary
Edward M. Krishok	Assistant Secretary
Stephen W. Boettinger	Assistant Secretary
Cynthia A. Rooks	Assistant Treasurer

Address for all directors and officers :

3700 West Juneau Avenue, Milwaukee, WI 53208

All officers and directors did not receive any compensation, contributions to employee benefit plans or deferred compensation, and they did not have an expense account or other allowances.

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID

Recipient Name	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Aging and Disability Resource Center of Waukesha County	N/A	Public	Program Support	\$ 138
Alabama A&M University foundation	N/A	Public	Program Support	\$ 500
Alverno College	N/A	Public	Program Support	\$ 50
Alverno College	N/A	Public	Program Support	\$ 10,000
American Diabetes Association Inc	N/A	Public	Program Support	\$ 7,500
American Financial Services Association Education Foundation	N/A	Public	Program Support	\$ 30,000
American Foundation For Suicide Prevention	N/A	Public	Program Support	\$ 1,500
American Legion Post 71	N/A	Public	Program Support	\$ 1,000
American National Red Cross	N/A	Public	Program Support	\$ 10,000
American Red Cross	N/A	Public	Program Support	\$ 133
Angel in the Sky Foundation	N/A	Public	Program Support	\$ 410
Arts @ Large, Inc	N/A	Public	Program Support	\$ 5,000
Auburn University	N/A	Public	Program Support	\$ 250
Aurora VNA Zilber Hospice	N/A	Public	Program Support	\$ 753
Bates College	N/A	Public	Program Support	\$ 50
Betty Brinn Children's Museum	N/A	Public	Program Support	\$ 5,000
Beyond Vision	N/A	Public	Program Support	\$ 10,000
Big Brothers And Sisters Of Greater Kansas City	N/A	Public	Program Support	\$ 5,000
Big Brothers Big Sisters of Metropolitan Milwaukee, Inc	N/A	Public	Program Support	\$ 30,000
Bishop Noll Institute Foundation, Inc	N/A	Public	Program Support	\$ 1,000
Bizstarts Milwaukee Inc	N/A	Public	Program Support	\$ 5,000
Bizstarts Milwaukee Inc.	N/A	Public	Program Support	\$ 5,000
Black Arts Think Tank	N/A	Public	Program Support	\$ 10,000
Blessings In A Backpack Inc	N/A	Public	Program Support	\$ 10,000
Boy Scouts of America - Potawatomi Area Council	N/A	Public	Program Support	\$ 590
Boys & Girls Club	N/A	Public	Program Support	\$ 35,000
Boys & Girls Club of Greater Milwaukee	N/A	Public	Program Support	\$ 30,000
Boys & Girls Club of Greater Milwaukee	N/A	Public	Program Support	\$ 10,000
Boys & Girls Club of Kingman	N/A	Public	Program Support	\$ 3,500
Boys & Girls Club Of The Colorado River Inc	N/A	Public	Program Support	\$ 4,000
Bradley University	N/A	Public	Program Support	\$ 250
Broadscope Disability Services	N/A	Public	Program Support	\$ 20,000
Byron High School	N/A	Public	Program Support	\$ 375
Camp Daniel, Inc	N/A	Public	Program Support	\$ 450
Cardinal Stritch University	N/A	Public	Program Support	\$ 250
Carroll College	N/A	Public	Program Support	\$ 2,500
Carroll College	N/A	Public	Program Support	\$ 1,000
Center for Communication	N/A	Public	Program Support	\$ 565
Center for Communication	N/A	Public	Program Support	\$ 143
Center for Communication	N/A	Public	Program Support	\$ 5,000
Center for Veterans Issues	N/A	Public	Program Support	\$ 50,000
Chesapeake Bay Foundation	N/A	Public	Program Support	\$ 7,000
Chicago Cares, Inc	N/A	Public	Program Support	\$ 25,000
Chicago Coalition For The Homeless	N/A	Public	Program Support	\$ 20,000
Children's Advocacy Center of Collin County	N/A	Public	Program Support	\$ 12,500
Children's Aid Society at the Lehman Center	N/A	Public	Program Support	\$ 5,000
Children's Hospital and Health System	N/A	Public	Program Support	\$ 500

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID

Recipient Name	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Children's Outing Association	N/A	Public	Program Support	\$ 5,000
Christian School Association of York, Inc	N/A	Public	Program Support	\$ 829
Christian School Association of York, Inc.	N/A	Public	Program Support	\$ 333
City Year Milwaukee	N/A	Public	Program Support	\$ 10,000
Clarkson University	N/A	Public	Program Support	\$ 200
Columbia St Mary's Foundation	N/A	Public	Program Support	\$ 50,000
Crispus Attucks Center for Employment and Training	N/A	Public	Program Support	\$ 25,000
Dallas Area Rape Crisis Center	N/A	Public	Program Support	\$ 25,000
Danceworks Inc.	N/A	Public	Program Support	\$ 5,000
Delaware Valley Golden Retriever Rescue Inc	N/A	Public	Program Support	\$ 1,000
Divine Savior Holy Angels High School	N/A	Public	Program Support	\$ 1,750
Dogs By Debin	N/A	Public	Program Support	\$ 1,000
Dogs By Debin	N/A	Public	Program Support	\$ 1,000
Don Bosco Community Center	N/A	Public	Program Support	\$ 5,000
Donors Forum of Wisconsin, Inc	N/A	Public	Program Support	\$ 10,000
Donors Forum of Wisconsin, Inc	N/A	Public	Program Support	\$ 3,500
Donors Forum of Wisconsin, Inc.	N/A	Public	Program Support	\$ 5,100
Eagle School of Madison	N/A	Public	Program Support	\$ 1,000
Edgewood High School	N/A	Public	Program Support	\$ 50
Elm Grove Lutheran School	N/A	Public	Program Support	\$ 5,000
Express Yourself Milwaukee	N/A	Public	Program Support	\$ 5,000
Fairmount Montessori Association	N/A	Public	Program Support	\$ 100
Fielding Graduate University	N/A	Public	Program Support	\$ 250
Fire Fly Foundation Ltd	N/A	Public	Program Support	\$ 1,000
First Immanuel Lutheran School	N/A	Public	Program Support	\$ 500
First Stage Milwaukee	N/A	Public	Program Support	\$ 10,000
Garden City Community College Endowment Association	N/A	Public	Program Support	\$ 200
Garden City Community College Endowment Association	N/A	Public	Program Support	\$ 200
Garden City Community College Endowment Association	N/A	Public	Program Support	\$ 250
Give2Asia	N/A	Public	Program Support	\$ 30,000
Goodwill Industries of Southeastern Wisconsin	N/A	Public	Program Support	\$ 10,000
GPS Education Partners	N/A	Public	Program Support	\$ 40,000
Grace Evangelical Lutheran School	N/A	Public	Program Support	\$ 6,000
Grace Lutheran Church	N/A	Public	Program Support	\$ 1,500
Greater Menomonee Falls Community Inc	N/A	Public	Program Support	\$ 2,000
Greater Milwaukee Committee	N/A	Public	Program Support	\$ 10,000
Greater Milwaukee Committee	N/A	Public	Program Support	\$ 25,000
Green Works in Kansas City	N/A	Public	Program Support	\$ 105
Green Works in Kansas City	N/A	Public	Program Support	\$ 10,000
Greendale Chapter of the Barbershop Harmony Society	N/A	Public	Program Support	\$ 1,000
Greyhound Pets of America - Wisconsin	N/A	Public	Program Support	\$ 120
Guadalupe Centers	N/A	Public	Program Support	\$ 2,500
Habitat for Humanity of South Collin County	N/A	Public	Program Support	\$ 35,000
Hales Corners Lutheran School	N/A	Public	Program Support	\$ 5,000
Happily Ever After Animal Sanctuary Inc	N/A	Public	Program Support	\$ 280
HappyBottoms	N/A	Public	Program Support	\$ 2,500
Harvesters - The Community Food Network	N/A	Public	Program Support	\$ 7,500
Havasu Community Health Foundation	N/A	Public	Program Support	\$ 2,500

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID

Recipient Name	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Hawken School	N/A	Public	Program Support	\$ 350
Healthy Community Pharmacy	N/A	Public	Program Support	\$ 15,000
Heartland Habitat for Humanity	N/A	Public	Program Support	\$ 5,000
Hope College	N/A	Public	Program Support	\$ 5,000
Hudson Montessori School	N/A	Public	Program Support	\$ 500
Hunger Task Force of Milwaukee, Inc	N/A	Public	Program Support	\$ 825,000
Hunger Task Force of Milwaukee, Inc	N/A	Public	Program Support	\$ 50,000
IAVA	N/A	Public	Program Support	\$ 50,000
Immacolata Manor	N/A	Public	Program Support	\$ 2,500
Immaculate Conception	N/A	Public	Program Support	\$ 2,100
Immanuel Lutheran School	N/A	Public	Program Support	\$ 400
Indiana University Foundation	N/A	Public	Program Support	\$ 350
INROADS, Inc.	N/A	Public	Program Support	\$ 10,000
Jewish Family Services of York, Inc	N/A	Public	Program Support	\$ 160
Journey House	N/A	Public	Program Support	\$ 5,000
Junior Achievement of Middle America Inc	N/A	Public	Program Support	\$ 1,500
Junior Achievement of So Central Pennsylvania	N/A	Public	Program Support	\$ 20,000
Junior Achievement of Wisconsin, Inc	N/A	Public	Program Support	\$ 20,000
Kansas City Community Gardens Inc	N/A	Public	Program Support	\$ 5,000
Kansas State University	N/A	Public	Program Support	\$ 1,800
King Baudouin Foundation United States	N/A	Public	Program Support	\$ 30,000
Kinship of Tomahawk	N/A	Public	Program Support	\$ 2,000
Lake Country Montessori School	N/A	Public	Program Support	\$ 500
Lebanon Valley College	N/A	Public	Program Support	\$ 3,250
Leg Up Farm Inc	N/A	Public	Program Support	\$ 15,000
Leukemia & Lymphoma Society-Wisconsin Chapter	N/A	Public	Program Support	\$ 1,000
Lincolnway Sportcenter	N/A	Public	Program Support	\$ 945
Linus Project	N/A	Public	Program Support	\$ 500
Literacy Kansas City	N/A	Public	Program Support	\$ 5,000
Local Initiatives Support Corporation	N/A	Public	Program Support	\$ 15,000
Loving Shepherd Lutheran School	N/A	Public	Program Support	\$ 4,000
Macalester College	N/A	Public	Program Support	\$ 400
Make A Wish Foundation - York	N/A	Public	Program Support	\$ 450
Marquette University	N/A	Public	Program Support	\$ 2,450
Marquette University	N/A	Public	Program Support	\$ 15,000
Marquette University	N/A	Public	Program Support	\$ 12,000
Marquette University	N/A	Public	Program Support	\$ 450
Marquette University High School	N/A	Public	Program Support	\$ 500
Mary Mcleod Bethune Academy	N/A	Public	Program Support	\$ 5,000
Massachusetts Institute of Technology	N/A	Public	Program Support	\$ 200
Massachusetts Institute of Technology	N/A	Public	Program Support	\$ 1,000
Medical College of Wisconsin	N/A	Public	Program Support	\$ 200
Menomonee Falls Scholarship & Education Foundation	N/A	Public	Program Support	\$ 2,000
Menomonee Valley Partners, Inc.	N/A	Public	Program Support	\$ 5,000
Meta House, Inc	N/A	Public	Program Support	\$ 10,000
Milwaukee Area Technical College	N/A	Public	Program Support	\$ 20,000
Milwaukee Area Workforce Funding Alliance	N/A	Public	Program Support	\$ 10,000
Milwaukee Center for Independence	N/A	Public	Program Support	\$ 5,000

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID

Recipient Name	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Milwaukee Community Service Corps	N/A	Public	Program Support	\$ 5,000
Milwaukee Development Corporation	N/A	Public	Program Support	\$ 30,000
Milwaukee Habitat for Humanity	N/A	Public	Program Support	\$ 445
Milwaukee Institute of Art & Design	N/A	Public	Program Support	\$ 500
Milwaukee Montessori School	N/A	Public	Program Support	\$ 11,350
Milwaukee Montessori School	N/A	Public	Program Support	\$ 1,500
Milwaukee Public Museum, Inc	N/A	Public	Program Support	\$ 120
Milwaukee Public Museum, Inc.	N/A	Public	Program Support	\$ 10,000
Milwaukee Repertory Theater	N/A	Public	Program Support	\$ 10,000
Milwaukee Repertory Theater	N/A	Public	Program Support	\$ 5,000
Milwaukee Rescue Mission	N/A	Public	Program Support	\$ 215
Milwaukee School of Engineering	N/A	Public	Program Support	\$ 100
Milwaukee School of Engineering	N/A	Public	Program Support	\$ 100
Milwaukee Urban League	N/A	Public	Program Support	\$ 5,000
Mount Calvary Lutheran School	N/A	Public	Program Support	\$ 2,500
Mount Mary College	N/A	Public	Program Support	\$ 2,500
National Alopecia Areata Foundation	N/A	Public	Program Support	\$ 220
National Audubon Society, Inc	N/A	Public	Program Support	\$ 5,000
National Minority Supplier Development Council, Inc	N/A	Public	Program Support	\$ 130,000
New Threads of Hope	N/A	Public	Program Support	\$ 10,000
Next Door Foundation	N/A	Public	Program Support	\$ 25,000
North Texas Food Bank	N/A	Public	Program Support	\$ 10,000
Northeastern University	N/A	Public	Program Support	\$ 1,000
Oklahoma State University	N/A	Public	Program Support	\$ 100
Our Savior Lutheran School	N/A	Public	Program Support	\$ 5,000
Pearls for Teen Girls, Inc.	N/A	Public	Program Support	\$ 25,000
Performing Arts for Children	N/A	Public	Program Support	\$ 4,000
Pilgrim Park Middle School	N/A	Public	Program Support	\$ 30
Pius XI High School	N/A	Public	Program Support	\$ 1,000
Planned Parenthood of Wisconsin, Inc	N/A	Public	Program Support	\$ 223
Por La Gente Association	N/A	Public	Program Support	\$ 340
Providence House Inc	N/A	Public	Program Support	\$ 5,000
Purdue Foundation	N/A	Public	Program Support	\$ 30
Reaching Heights Cleveland Heights-University Heights Public Schools	N/A	Public	Program Support	\$ 5,000
Regents of the University of Michigan	N/A	Public	Program Support	\$ 150
Rensselaer Polytechnic Institute	N/A	Public	Program Support	\$ 1,000
Repairers of the Breach	N/A	Public	Program Support	\$ 5,000
River Valley Booster Club	N/A	Public	Program Support	\$ 200
Riverside University High School	N/A	Public	Program Support	\$ 500
Ronald McDonald House Charities of Kansas City Inc	N/A	Public	Program Support	\$ 5,000
Saint Ignatius High School	N/A	Public	Program Support	\$ 500
Saint Lukes Health System Home Care And Hospice	N/A	Public	Program Support	\$ 2,000
Salvation Army	N/A	Public	Program Support	\$ 20,000
Samantan Health Center	N/A	Public	Program Support	\$ 330
Scholarship America, Inc	N/A	Public	Program Support	\$ 69,360
Section Elementary School	N/A	Public	Program Support	\$ 170
Servants Inc	N/A	Public	Program Support	\$ 8,500
Sheboygan Jaycees Foundation Inc	N/A	Public	Program Support	\$ 1,000

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID

Recipient Name	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Slinger High School	N/A	Public	Program Support	\$ 500
Sojourner Family Peace Center, Inc	N/A	Public	Program Support	\$ 20,000
Sojourner Family Peace Center, Inc	N/A	Public	Program Support	\$ 5,000
South Dakota State University Foundation	N/A	Public	Program Support	\$ 100
St Boniface School	N/A	Public	Program Support	\$ 300
St Boniface School	N/A	Public	Program Support	\$ 1,000
St Eugene School	N/A	Public	Program Support	\$ 50
St John's Lutheran School	N/A	Public	Program Support	\$ 540
St John's Lutheran School	N/A	Public	Program Support	\$ 945
St John's Lutheran School	N/A	Public	Program Support	\$ 1,755
St. Joseph School	N/A	Public	Program Support	\$ 612
St. Marcus School	N/A	Public	Program Support	\$ 500
St Marcus School	N/A	Public	Program Support	\$ 200
St Martin of Tours Parish School	N/A	Public	Program Support	\$ 1,500
St Monica School	N/A	Public	Program Support	\$ 500
St Norbert College	N/A	Public	Program Support	\$ 50
St Paul Catholic School	N/A	Public	Program Support	\$ 3,000
St Paul's Lutheran School	N/A	Public	Program Support	\$ 150
St. Paul's Lutheran School	N/A	Public	Program Support	\$ 100
St. Paul's Lutheran School	N/A	Public	Program Support	\$ 50
St Robert School	N/A	Public	Program Support	\$ 100
St. Robert School	N/A	Public	Program Support	\$ 800
St Robert School	N/A	Public	Program Support	\$ 450
Story School	N/A	Public	Program Support	\$ 5,000
Stout University Foundation, Inc	N/A	Public	Program Support	\$ 100
Stout University Foundation, Inc	N/A	Public	Program Support	\$ 300
Synergy Services	N/A	Public	Program Support	\$ 2,500
Tamarack Waldorf School	N/A	Public	Program Support	\$ 1,500
Tennessee Technological University Foundation	N/A	Public	Program Support	\$ 250
The Milwaukee Teacher Education Center Inc.	N/A	Public	Program Support	\$ 5,000
The Nature Conservancy	N/A	Public	Program Support	\$ 110,000
The Parma Community General Hospital Assoc	N/A	Public	Program Support	\$ 225
The Pennsylvania State University	N/A	Public	Program Support	\$ 960
The Resource Foundation	N/A	Public	Program Support	\$ 30,000
The Riverside University High School Foundation Inc	N/A	Public	Program Support	\$ 2,000
Three Rivers United Temporary Housing	N/A	Public	Program Support	\$ 10,000
Tosa Community Food Pantry	N/A	Public	Program Support	\$ 6,000
Touched by a Paw	N/A	Public	Program Support	\$ 1,000
Trees For Tomorrow	N/A	Public	Program Support	\$ 2,970
Trees For Tomorrow	N/A	Public	Program Support	\$ 10,000
Trustees of Boston University	N/A	Public	Program Support	\$ 2,000
Trustees of Boston University	N/A	Public	Program Support	\$ 2,000
UEC MVP Project, Inc.	N/A	Public	Program Support	\$ 30,000
United Methodist Children's Services, Inc	N/A	Public	Program Support	\$ 500
United Performing Arts Fund	N/A	Public	Program Support	\$ 65,000
United Way of Greater Milwaukee	N/A	Public	Program Support	\$ 293,659
Univensty of Notre Dame	N/A	Public	Program Support	\$ 200
University of Illinois Foundation	N/A	Public	Program Support	\$ 250

HARLEY-DAVIDSON FOUNDATION, INC.
TAX YEAR ENDED 12/31/14
FORM 990-PF
PART XV, LINE 3 (A) : GRANTS AND CONTRIBUTIONS PAID

Recipient Name	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
University of Kentucky	N/A	Public	Program Support	\$ 100
University of Kentucky	N/A	Public	Program Support	\$ 100
University of Missouri-Columbia	N/A	Public	Program Support	\$ 500
University of Pittsburgh	N/A	Public	Program Support	\$ 1,000
University of Wisconsin Madison Foundation	N/A	Public	Program Support	\$ 950
University of Wisconsin Madison Foundation	N/A	Public	Program Support	\$ 250
University of Wisconsin Madison Foundation	N/A	Public	Program Support	\$ 1,200
University of Wisconsin Milwaukee Foundation, Inc	N/A	Public	Program Support	\$ 500
University of Wisconsin Milwaukee Foundation, Inc	N/A	Public	Program Support	\$ 200
University of Wisconsin Parkside Benevolent Foundation, Inc	N/A	Public	Program Support	\$ 250
University of Wisconsin Sheboygan Foundation	N/A	Public	Program Support	\$ 50
University School of Milwaukee	N/A	Public	Program Support	\$ 5,000
University School of Milwaukee	N/A	Public	Program Support	\$ 150
Urban Ecology Center	N/A	Public	Program Support	\$ 30,000
UW-Eau Claire Foundation, Inc	N/A	Public	Program Support	\$ 250
UW-Whitewater Foundation, Inc	N/A	Public	Program Support	\$ 1,250
UW-Whitewater Foundation, Inc	N/A	Public	Program Support	\$ 4,600
UW-Whitewater Foundation, Inc	N/A	Public	Program Support	\$ 950
Walker's Point Center for the Arts, Ltd	N/A	Public	Program Support	\$ 5,000
Washington & Lee University	N/A	Public	Program Support	\$ 100
Washington University	N/A	Public	Program Support	\$ 500
Waukesha County Technical College	N/A	Public	Program Support	\$ 25,000
Webster Transitional School	N/A	Public	Program Support	\$ 1,500
West Virginia Wesleyan College	N/A	Public	Program Support	\$ 200
Wheaton Franciscan Healthcare - St Josephs Foundation	N/A	Public	Program Support	\$ 10,000
Whitman College	N/A	Public	Program Support	\$ 125
Wisconsin Conservatory of Music, Inc	N/A	Public	Program Support	\$ 5,000
Wisconsin Lutheran High School	N/A	Public	Program Support	\$ 500
Wounded Warrior Project Inc	N/A	Public	Program Support	\$ 200,000
Yeshiva University	N/A	Public	Program Support	\$ 2,000
YMCA of Metropolitan Milwaukee	N/A	Public	Program Support	\$ 500
YMCA of Metropolitan Milwaukee	N/A	Public	Program Support	\$ 35,000
YMCA of Waukesha County - Tri-County Branch	N/A	Public	Program Support	\$ 4,900
YMCA of York & York County	N/A	Public	Program Support	\$ 10,000
York County Literacy Council	N/A	Public	Program Support	\$ 25,000
York Habitat for Humanity	N/A	Public	Program Support	\$ 10,000
York Little Theatre	N/A	Public	Program Support	\$ 5,000
Young Mens Christian Association Of The Northwoods Inc	N/A	Public	Program Support	\$ 1,000
Yucca School District #13	N/A	Public	Program Support	\$ 5,000

TOTAL, PART XV, LINE 3A

\$ 3,370,901