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Return of Private Foundation

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation WEEKES FAMILY FOUNDATION		A Employer identification number 46-4138195
Number and street (or P.O. box number if mail is not delivered to street address) 342 NORTH COVE ROAD	Room/suite	B Telephone number (651) 644-9807
City or town, state or province, country, and ZIP or foreign postal code HUDSON, WI 54016		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,036,450.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	5,437,287.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	50,368.	50,368.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	42,126.			STATEMENT 1
	b Gross sales price for all assets on line 6a 509,242.				
	7 Capital gain net income (from Part IV, line 2)		291,137.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	5,029,781.	341,505.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	6,363.	0.	6,363.	
	b Accounting fees STMT 4	1,000.	500.	500.	
	c Other professional fees STMT 5	7,189.	7,189.	0.	
	17 Interest				
	18 Taxes STMT 6	101.	101.	0.	
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	111.	0.	111.	
	24 Total operating and administrative expenses. Add lines 13 through 23	14,764.	7,790.	6,974.	
	25 Contributions, gifts, grants paid	74,000.		74,000.	
26 Total expenses and disbursements. Add lines 24 and 25	88,764.	7,790.	80,974.		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,441,017.				
b Net investment income (if negative, enter -0-)		333,715.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing				34,484.	34,484.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			1,442,533.	6,849,066.	7,001,966.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,442,533.	6,883,550.	7,036,450.
	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					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,442,533.	6,883,550.	
	30 Total net assets or fund balances			1,442,533.	6,883,550.	
	31 Total liabilities and net assets/fund balances			1,442,533.	6,883,550.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,442,533.
2 Enter amount from Part I, line 27a	2	5,441,017.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,883,550.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,883,550.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b CAPITAL GAINS DIVIDENDS			
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 483,191.		218,105.	265,086.
b 26,051.			26,051.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			265,086.
b			26,051.
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	291,137.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	0.	1,431,285.	.000000
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,146,833.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,337.
7 Add lines 5 and 6	7	3,337.
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	80,974.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,337.
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	3,337.
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	3,337.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		3,337.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MN</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► STEVEN WEEKES Telephone no. ► 651-644-9807 Located at ► 342 NORTH COVE ROAD, HUDSON, WI ZIP+4 ► 54016			
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? 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 ►	16	Yes	No 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MONICA J. WEEKES	PRESIDENT			
342 NORTH COVE ROAD				
HUDSON, WI 54016	1.00	0.	0.	0.
SKYLER E. WEEKES	VICE PRESIDENT			
342 NORTH COVE ROAD				
HUDSON, WI 54016	1.00	0.	0.	0.
ERICA J. W. KANEWISCHER	SECRETARY			
900 NORTH 73RD STREET				
SEATTLE, WA 98103	1.00	0.	0.	0.
STEVEN E. WEEKES	TREASURER			
342 NORTH COVE ROAD				
HUDSON, WI 54016	1.00	0.	0.	0.

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

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

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

0

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

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

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
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List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0

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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	2,134,266.
b	Average of monthly cash balances	1b	45,260.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,179,526.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,179,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,693.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,146,833.
6	Minimum investment return. Enter 5% of line 5	6	107,342.

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	107,342.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,337.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,337.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	104,005.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	104,005.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	104,005.

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	80,974.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	80,974.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,337.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	77,637.

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.

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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				104,005.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,765.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 80,974.				
a Applied to 2013, but not more than line 2a			1,765.	
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				79,209.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				24,796.
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OPERATION HELP 901 4TH ST STE 214 HUDSON, WI 54016		501(C)(3)	CHARITABLE	10,500.
PHIPPS CENTER FOR THE ARTS 109 LOCUST ST HUDSON, WI 54016		501(C)(3)	CHARITABLE	7,000.
FRIENDS OF HAS HAITI 6739 REYNOLDS STREET PITTSBURGH, PA 15206		501(C)(3)	CHARITABLE	5,000.
NORTHERN STAR COUNCIL 393 MARSHALL AVENUE ST. PAUL, MN 55102		501(C)(3)	CHARITABLE	25,000.
TURNING POINT 1500 GOLDEN VALLEY ROAD MINNEAPOLIS, MN 55411		501(C)(3)	CHARITABLE	3,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				74,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

DUDLEY RYAN

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's address ► 220 SOUTH SIXTH STREET, SUITE 300
MINNEAPOLIS, MN 55402

Firm's EIN ▶ 41-0746749

Phone no. 612-376-4500

Form **990-PF** (2014)

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

▶ 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.

OMB No 1545-0047

2014

Name of the organization

WEEKES FAMILY FOUNDATION

Employer identification number

46-4138195

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 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).

LHA 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

WEEKES FAMILY FOUNDATION

46-4138195

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	STEVEN AND MONICA WEEKES 342 NORTH COVE ROAD HUDSON, WI 54016	\$ 5,437,287.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

46-4138195

[illegible]

Name of organization

Employer identification number

WEEKES FAMILY FOUNDATION**46-4138195****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 info once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Weekes Family Foundation
Attachment to 2014 Form 990-PF, Schedule B
FMV of Noncash Property

Date	Shares	Description	Value on Date of Gift
6/23/2014	1,200.00	MDU Resources	40,416.00
12/8/2014	625.00	Wells Fargo & Co	34,293.75
12/8/2014	1,000.00	CH Robinson Worldwide	74,320.00
12/8/2014	500.00	Amgen Inc	85,535.00
12/8/2014	50.00	Halyard Health Inc	1,932.75
12/8/2014	700.00	Apple Inc	79,193.80
12/8/2014	300.00	The Southern Company	14,366.25
12/8/2014	375.00	Dow Chemical Company	18,440.63
12/8/2014	37.00	Now Inc	848.41
12/8/2014	1,500.00	Intel Corp	55,998.75
12/8/2014	25.00	Google Inc Cl C	13,184.88
12/8/2014	950.00	Ishares Ii Russell 2000 Etf	111,254.50
12/8/2014	150.00	Accenture Plc Cl A	12,819.75
12/8/2014	400.00	Kimberly-Clark Corp	45,726.06
12/8/2014	1,800.00	Microsoft Corp	86,215.50
12/8/2014	400.00	Johnson & Johnson	43,404.10
12/8/2014	250.00	Honeywell Intl	24,793.75
12/8/2014	750.00	Home Depot	75,228.75
12/8/2014	275.00	Philip Morris Intl	23,854.88
12/8/2014	1,275.00	Verizon Communications	62,411.25
12/8/2014	425.00	JP Morgan Chase & Co	26,651.75
12/8/2014	1,800.00	Cisco Systems Inc	49,212.00
12/8/2014	800.00	Centerpoint Energy	18,816.00
12/8/2014	300.00	Chevron Corp	32,452.50
12/8/2014	300.00	United Technologies Corp	33,910.50
12/8/2014	400.00	Target Corp	29,468.00
12/8/2014	700.00	Emerson Electric Co	44,796.50
12/8/2014	400.00	Caterpillar Inc	38,792.00
12/8/2014	1,200.00	TJX Cos Inc	78,714.00
12/8/2014	500.00	Illinois Tool Works Inc	48,505.58
12/8/2014	150.00	Ace Limited	17,550.00
12/8/2014	500.00	Abbott Laboratories	22,860.00
12/8/2014	1,000.00	Halliburton Co	39,165.00
12/8/2014	150.00	Sempra Energy	16,516.50
12/8/2014	25.00	Google Inc Cl A	13,260.19
12/8/2014	175.00	JB Hunt Transport Svcs	14,161.00
12/8/2014	350.00	Exxon Mobil Corp	32,286.63
12/8/2014	300.00	PNC Financial Services	27,091.61
12/8/2014	400.00	Pepsi Co Inc	39,122.00
12/8/2014	1,300.00	Oracle Corp	54,184.00
12/8/2014	500.00	Genuine Parts Co	51,525.00
12/8/2014	2,200.00	EMC Corp Mass	66,154.00

12/8/2014	150.00	National Oilwell Varco	9,722.25
12/8/2014	500.00	American Express Co	46,572.50
12/8/2014	400.00	General Dynamics Corp	57,986.00
12/8/2014	350.00	Lowes Companies	22,940.75
12/8/2014	700.00	United Health Group Inc	70,187.25
12/8/2014	450.00	Walgreen Company	30,687.53
12/8/2014	400.00	Questar Corp	9,908.00
12/8/2014	850.00	AT&T Inc	28,874.50
12/8/2014	300.00	Bard CR Inc	51,958.50
12/8/2014	125.00	Rowe T Price Group	10,587.50
12/8/2014	100.00	Costco Whsl Corp	14,250.00
12/8/2014	225.00	Express Scripts Hldg Co	19,054.13
12/8/2014	500.00	Stryker Corp	47,442.50
12/5/2014	120.00	Amgen Inc	20,131.20
12/5/2014	175.00	Apple Inc	20,188.00
12/5/2014	1,545.62	Aston Montag & Caldwell Growth Fd Cl I	47,574.12
12/5/2014	150.00	Ishares TR Russell 2000 ETF	17,620.50
12/5/2014	200.00	Home Depot Inc	19,834.00
12/5/2014	100.00	Philip Morris Intl	8,701.75
12/5/2014	125.00	Ishares Core S&P ETF	18,056.88
12/5/2014	990.00	J Hancock3 Disciplined Value Mid Cap I	20,324.70
12/5/2014	300.00	TJX Cos Inc	19,747.50
12/5/2014	100.00	Walt Disney Co	9,366.00
12/5/2014	1,200.00	Donaldson Company Inc	46,710.00
12/5/2014	1,732.34	TCW Select Equities Fd Cl I	46,981.09
12/5/2014	2,338.52	Columbia Dividend Inc Fund Cl Z	47,916.23
12/5/2014	1,291.74	MFS Value Fund Cl I	47,096.84
12/5/2014	553.00	Goldman Sachs Growth Opp	15,257.27
12/5/2014	150.00	Citigroup Inc	8,396.25
12/5/2014	100.00	Lowes Companies Inc	6,463.75
12/5/2014	200.00	United Health Group Inc	20,039.00
12/5/2014	200.00	VF Corp	14,764.00
12/5/2014	100.00	Gilead Sciences Inc	10,380.00
12/3/2014	500.00	Wells Fargo & Co	27,177.50
12/3/2014	300.00	Tyco Intl Plc	13,051.50
12/3/2014	500.00	Toll Brothers Inc	17,473.75
12/3/2014	300.00	Kimberly-Clark Corp	34,356.00
12/3/2014	500.00	Microsoft Corp	24,076.25
12/3/2014	200.00	3M Company	32,261.00
12/3/2014	400.00	Home Depot Inc	39,355.98
12/3/2014	1,000.00	DR Horton Co	25,320.00
12/3/2014	300.00	Verizon Communications	14,595.00
12/3/2014	400.00	Valspar Corp	33,388.00
12/3/2014	400.00	Centerpoint Energy	9,582.00
12/3/2014	300.00	Johnson Controls Inc	15,139.50
12/3/2014	200.00	United Technologies Corp	22,100.00
12/3/2014	300.00	Metlife Inc	16,581.00
12/3/2014	1,171.28	Mairs and Power Growth Fd	139,546.54
12/3/2014	6,094.03	Vanguard Small Cap Gwth Index Fd	215,606.60

12/3/2014	848.24	Vanguard 500 Index Fd	162,946.90
12/3/2014	1,878.91	Neuberger Berman Genesis Fd Inv	78,275.18
11/28/2014	1,850.00	Ishares Russell 1000 Value ETF	193,389.84
11/28/2014	2,594.00	Ishares TR Russell 2000 Value ETF	260,411.66
11/28/2014	16,467.50	DFA T-M US Mktwde Val II Portfolio	407,241.28
11/28/2014	2,751.37	Ishares S&P 500 Growth	311,730.14
11/28/2014	1,338.00	Ishares Select Dividend ETF	105,719.39
11/28/2014	1,500.29	Ishares TR Russell 1000 Growth ETF	145,693.50
11/28/2014	1,583.76	Ishares TR Russell 2000 Growth ETF	221,171.76
8/20/2014	1,273.00	Vanguard FTSE ETF Development Mkts	52,867.63
8/20/2014	130.00	Ishares TR Russell 2000 Value ETF	12,904.91
8/20/2014	327.00	Vanguard REIT Index Admiral Share	35,907.87
8/20/2014	742.00	Ishares Select Dividend ETF	56,136.01
8/20/2014	684.00	Ishares TR Russell 1000 Growth ETF	63,201.60
8/20/2014	288.00	Ishares Trust MSCI EAFE Small Cap ETF	14,716.80
8/20/2014	373.00	Ishares TR Russell 2000 Growth ETF	50,207.67

Total Value of Assets Contributed in 2014

5,437,286.77



Schwab One® Account
Account Number: 8444-6431

Statement Period: December 1, 2014 to December 31, 2014
Page 4 of 14

Income Summary

Description	This Period	Year to Date
Federally Taxable		
Money Funds Dividends	0.46	4.42
Cash Dividends	23,794.36	50,367.14
Total Capital Gains	26,050.59	26,050.59
Total Income	49,845.41	76,422.15

Investment Detail

Description	Symbol	Quantity	Price	Market Value
Cash, Money Market Fund (Sweep)				
CASH				12,175.02
SCH ADV CASH RESRV PREM	SWZXX	23,363.7100	1.0000	23,363.71
Investments				
FEDERATED HIGH YIELD ⁰ TRUST SS	FHYTX	4,461.2940	6.7100	29,935.28
A T & T INC NEW	T	850.0000	33.5900	28,551.50
ABBOTT LABORATORIES	ABT	500.0000	45.0200	22,510.00
ABBVIE INC	ABBV	500.0000	65.4400	32,720.00
ACCENTURE PLC CL A F	ACN	150.0000	89.3100	13,396.50
ACE LIMITED NEW F	ACE	150.0000	114.8800	17,232.00
AMERICAN EXPRESS COMPANY	AXP	500.0000	93.0400	46,520.00
AMGEN INCORPORATED	AMGN	1,120.0000	159.2900	178,404.80
APPLE INC	AAPL	1,225.0000	110.3800	135,215.50
AUTO DATA PROCESSING	ADP	600.0000	83.3700	50,022.00
BARD C R INCORPORATED	BCR	300.0000	166.6200	49,986.00
C H ROBINSON WORLDWD NEW	CHRW	1,000.0000	74.8900	74,890.00
CATERPILLAR INC	CAT	400.0000	91.5300	36,612.00
CDK GLOBAL INC	CDK	200.0000	40.7600	8,152.00
CENTERPOINT ENERGY INC	CNP	1,200.0000	23.4300	28,116.00
CHEVRON CORPORATION	CVX	300.0000	112.1800	33,654.00
CHS INC. 7.1% PFD PFD SER 2 DUE 12/31/79	CHSCN	2,000.0000	26.2600	52,520.00
CHS INC. 6.75% PFD PFD SER 3	CHSCM	4,000.0000	25.4200	101,680.00
CIGNA CORP	CI	225.0000	102.9100	23,154.75
CISCO SYSTEMS INC	CSCO	1,800.0000	27.8150	50,067.00
CITIGROUP INC NEW	C	625.0000	54.1100	33,818.75
CONOCOPHILLIPS	COP	550.0000	69.0600	37,983.00
COSTCO WHSL CORP NEW	COST	100.0000	141.7500	14,175.00
D R HORTON CO	DHI	1,000.0000	25.2900	25,290.00
DISNEY WALT CO	DIS	425.0000	94.1900	40,030.75
DONALDSON COMPANY INC	DCI	2,069.0000	38.6300	79,925.47

Please see "Endnotes For Your Account" section for an explanation of the endnote codes and symbols on this statement.



Schwab One® Account
Account Number: 8444-6431

Statement Period: December 1, 2014 to December 31, 2014
Page 5 of 14

Investment Detail (continued)

Description	Symbol	Quantity	Price	Market Value
Investments (continued)				
DOW CHEMICAL COMPANY	DOW	375.0000	45.6100	17,103.75
E M C CORP MASS	EMC	4,250.0000	29.7400	126,395.00
ECOLAB INC	ECL	500.0000	104.5200	52,260.00
EMERSON ELECTRIC CO	EMR	700.0000	61.7300	43,211.00
EXPRESS SCRIPTS HLDG CO	ESRX	225.0000	84.6700	19,050.75
EXXON MOBIL CORPORATION	XOM	350.0000	92.4500	32,357.50
GENERAL DYNAMICS CORP	GD	400.0000	137.6200	55,048.00
GENUINE PARTS CO	GPC	500.0000	106.5700	53,285.00
GILEAD SCIENCES INC	GILD	400.0000	94.2600	37,704.00
GOOGLE INC CL C NON VTG NON VOTING SHARES	GOOG	25.0000	526.4000	13,160.00
GOOGLE INC CLASS A VTG VOTING SHARES	GOOGL	25.0000	530.6600	13,266.50
HALLIBURTON CO HLDG CO	HAL	1,000.0000	39.3300	39,330.00
HALYARD HEALTH INC	HYH	50.0000	45.4700	2,273.50
HOME DEPOT INC	HD	1,350.0000	104.9700	141,709.50
HONEYWELL INTERNATIONAL	HON	850.0000	99.9200	84,932.00
ILLINOIS TOOL WORKS INC	ITW	500.0000	94.7000	47,350.00
INTEL CORP	INTC	1,500.0000	36.2900	54,435.00
J B HUNT TRANSPORT SVCS	JBHT	175.0000	84.2500	14,743.75
JOHNSON & JOHNSON	JNJ	1,055.0000	104.5700	110,321.35
JOHNSON CONTROLS INC	JCI	791.0000	48.3400	38,236.94
JPMORGAN CHASE & CO	JPM	425.0000	62.5800	26,596.50
KIMBERLY-CLARK CORP	KMB	700.0000	115.5400	80,878.00
LOWES COMPANIES INC	LOW	450.0000	68.8000	30,960.00
MC CORMICK & CO INC N-VT NON VOTING SHARES	MKC	650.0000	74.3000	48,295.00
MCKESSON CORPORATION	MCK	100.0000	207.5800	20,758.00
METLIFE INC	MET	300.0000	54.0900	16,227.00
MICROSOFT CORP	MSFT	2,300.0000	46.4500	106,835.00
NATIONAL OILWELL VARCO	NOV	150.0000	65.5300	9,829.50
NOW INC	DNOW	37.0000	25.7300	952.01
ORACLE CORPORATION	ORCL	1,300.0000	44.9700	58,461.00
PEPSICO INCORPORATED	PEP	1,080.0000	94.5600	102,124.80
PHILIP MORRIS INTL INC	PM	375.0000	81.4500	30,543.75
PNC FINL SERVICES GP INC	PNC	300.0000	91.2300	27,369.00
PROCTER & GAMBLE	PG	750.0000	91.0900	68,317.50
QUESTAR CORPORATION	STR	400.0000	25.2800	10,112.00
ROSS STORES INC	ROST	700.0000	94.2600	65,982.00
ROWE T PRICE GROUP INC	TROW	125.0000	85.8600	10,732.50
SCHLUMBERGER LTD F	SLB	560.0000	85.4100	47,829.60
SEMPRA ENERGY	SRE	150.0000	111.3600	16,704.00
SIGMA ALDRICH CORP	SIAL	450.0000	137.2700	61,771.50

Please see "Endnotes For Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail (continued)

Description	Symbol	Quantity	Price	Market Value
Investments (continued)				
STRYKER CORP	SYK	500.0000	94.3300	47,165.00
T J X COS INC	TJX	2,250.0000	68.5800	154,305.00
TARGET CORPORATION	TGT	400.0000	75.9100	30,364.00
THE SOUTHERN COMPANY	SO	300.0000	49.1100	14,733.00
THERMO FISHER SCIENTIFIC	TMO	100.0000	125.2900	12,529.00
TOLL BROTHERS INC	TOL	500.0000	34.2700	17,135.00
TRAVELERS COMPANIES INC	TRV	500.0000	105.8500	52,925.00
TYCO INTL PLC NEW F	TYC	600.0000	43.8600	26,316.00
UNITED TECHNOLOGIES CORP	UTX	500.0000	115.0000	57,500.00
UNITEDHEALTH GROUP INC	UNH	1,600.0000	101.0900	161,744.00
V F CORPORATION	VFC	200.0000	74.9000	14,980.00
VALSPAR CORPORATION	VAL	750.0000	86.4800	64,860.00
VERIZON COMMUNICATIONS	VZ	1,575.0000	46.7800	73,678.50
WALGREENS BOOTS ALLIANCE	WBA	450.0000	76.2000	34,290.00
WELLS FARGO & CO NEW	WFC	1,125.0000	54.8200	61,672.50
3M COMPANY	MMM	200.0000	164.3200	32,864.00
ASTON MONTAG & CALDWELL GROWTH FD CL I	MCGIX	1,545.6180	25.3700	39,212.33
COLUMBIA DIVIDEND INCOME FD CL Z	GSFTX	2,338.5180	18.9500	44,314.92
DFA T-M US MKTWDE VAL II ⁰ PORTFOLIO	DFMVX	16,601.9690	24.7800	411,396.79
GOLDMAN SACHS GROWTH OPPTY I	GGOIX	553.0000	27.7500	15,345.75
JHANCOCK3 DISCIPLINED VALUE MID CAP I	JVMIX	990.0000	19.9700	19,770.30
MAIRS AND POWER GWTH FD ⁰	MPGFX	1,202.3740	116.2000	139,715.86
MFS VALUE FUND CL I	MEIIX	1,291.7400	35.1100	45,352.99
NEUBERGER BERMAN GENESIS ⁰ FD INV CL	NBGNX	2,148.0970	36.4200	78,233.69
TCW SELECT EQUITIES FUND CL I	TGCEX	1,732.3410	26.3300	45,612.54
VANGUARD SMALL CAP GWTH ⁰ INDEX FD INV	VISGX	6,145.5700	35.4000	217,553.18
VANGUARD 500 INDEX FD ⁰ INVESTOR SHS	VFINX	852.7250	189.8900	161,923.95
ISHARES CORE S&P ETF MIDCAP	IJH	125.0000	144.8000	18,100.00
ISHARES RUSSELL 1000 VALUE ETF	IWD	1,850.0000	104.4000	193,140.00
ISHARES S&P 500 GROWTH ⁰ S&P 500 GROWTH	IWW	2,751.3693	111.6000	307,052.81
ISHARES SELECT DIVIDEND ETF	DVY	2,080.0000	79.4000	165,152.00

Please see "Endnotes For Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail (continued)

<i>Description</i>	<i>Symbol</i>	<i>Quantity</i>	<i>Price</i>	<i>Market Value</i>
Investments (continued)				
ISHARES TR MSCI EAFE ETF	EFA	430.0000	60.8400	26,161.20
ISHARES TR RUSSELL 1000 ⁰ GROWTH ETF	IWF	2,186.3623	95.6100	209,038.10
ISHARES TR RUSSELL 2000 ETF	IWM	1,900.0000	119.6200	227,278.00
ISHARES TR RUSSELL 2000 ⁰ GROWTH ETF	IWO	1,957.3675	142.3800	278,689.98
ISHARES TR RUSSELL 2000 VALUE ETF	IWN	2,724.0000	101.6800	276,976.32
ISHARES TRUST IBOXX \$ HIGH YIELD CORP BOND ETF	HYG	400.0000	89.6000	35,840.00
ISHARES TRUST MSCI EAFE SMALL-CAP ETF	SCZ	288.0000	46.7100	13,452.48
ISHARES U S PFD ETF U S PFD STK	PFF	1,150.0000	39.4400	45,356.00
VANGUARD FTSE ETF DEVELOPED MARKETS	VEA	1,273.0000	37.8800	48,221.24
Total Account Value				7,037,504.66

Please see "Endnotes For Your Account" section for an explanation of the endnote codes and symbols on this statement.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
483,191.	467,116.	0.	0.
			16,075.
CAPITAL GAINS DIVIDENDS FROM PART IV			26,051.
TOTAL TO FORM 990-PF, PART I, LINE 6A			42,126.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB	76,419.	26,051.	50,368.	50,368.	
TO PART I, LINE 4	76,419.	26,051.	50,368.	50,368.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,363.	0.		6,363.
TO FM 990-PF, PG 1, LN 16A	6,363.	0.		6,363.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,000.	500.		500.
TO FORM 990-PF, PG 1, LN 16B	1,000.	500.		500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	7,189.	7,189.		0.
TO FORM 990-PF, PG 1, LN 16C	7,189.	7,189.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	101.	101.		0.
TO FORM 990-PF, PG 1, LN 18	101.	101.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN AG FILING FEE	25.	0.		25.
ADMINISTRATIVE EXPENSE	86.	0.		86.
TO FORM 990-PF, PG 1, LN 23	111.	0.		111.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - STOCK	6,849,066.	7,001,966.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,849,066.	7,001,966.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	9
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NAME OF CONTRIBUTOR	ADDRESS
STEVEN WEEKES	342 NORTH COVE ROAD HUDSON, WI 54016
MONICA WEEKES	342 NORTH COVE ROAD HUDSON, WI 54016

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VALLEY OUTREACH 1911 CURVE CREST BLVD W STILLWATER, MN 55082		501(C)(3)	CHARITABLE	1,000.
DREAM CENTER DENVER 8654 ELDRIDGE ST ARVADA, CO 80005		501(C)(3)	CHARITABLE	2,000.
DENVER AREA COUNCIL 10455 WEST 6TH AVE SUITE 100 DENVER, CO 80215		501(C)(3)	CHARITABLE	1,000.
UNITED WAY ST. CROIX VALLEY 516 SECOND STREET SUITE 214B HUDSON, WI 54016		501(C)(3)	CHARITABLE	1,000.
SUGARLOAF: THE NORTH SHORE STEWARDSHIP ASSN 6008 LONDON ROAD DULUTH, MN 55804		501(C)(3)	CHARITABLE	1,000.
SALVATION ARMY 2445 PRIOR AVE N ROSEVILLE, MN 55113		501(C)(3)	CHARITABLE	1,000.
ST. PAUL FOUNDATION 101 5TH STREET E SUITE 2400 ST. PAUL, MN 55101		501(C)(3)	CHARITABLE	15,000.
UNIVERSITY OF MINNESOTA 200 OAK STREET SE SUITE 500 MINNEAPOLIS, MN 55455		501(C)(3)	CHARITABLE	1,000.
Total from continuation sheets				23,000.