Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 12/01 **, 2014, and ending** 11/30, **20** 15

Name of foundation: WILLIAM J CRONIN FDN

A Employer identification number: 93-0782568

Number and street (or P O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 10C

Room/suite:

B Telephone number (see instructions): 312-461-5154

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,591,758.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	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	77,394.	74,331.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	128,354.			
	b	Gross sales price for all assets on line 6a 1,478,342.				
	7	Capital gain net income (from Part IV, line 2)		128,354.		
	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)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	205,748.	202,685.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,330.	10,665.		10,665.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 1	4,760.	NONE	NONE	4,760.
	b	Accounting fees (attach schedule) STMT 2	800.	400.	NONE	400.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT. 3	4,404.	730.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,294.	11,795.	NONE	15,825.
	25	Contributions, gifts, grants paid	140,000.			140,000.
	26	Total expenses and disbursements Add lines 24 and 25	171,294.	11,795.	NONE	155,825.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	34,454.			
	b	**Net investment income** (if negative, enter -0-)		190,890.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**

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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			
	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 ▶ NONE			
	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) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,235,279.	2,267,047.	2,591,758.
	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)	2,235,279.	2,267,047.	2,591,758.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,235,279.	2,267,047.	
	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)	2,235,279.	2,267,047.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,235,279.	2,267,047.	

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	2,235,279.
2	Enter amount from Part I, line 27a	2	34,454.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,269,733.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	2,686.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,267,047.

93-0782568

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,478,342.		1,349,988.	128,354.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				128,354.
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 } 2 128,354.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	177,343.	2,826,706.	0.062738
2012	164,724.	2,698,823.	0.061035
2011	155,022.	2,539,316.	0.061049
2010	126,900.	2,553,990.	0.049687
2009	117,300.	2,378,701.	0.049313

2	**Total** of line 1, column (d)	2	0.283822
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056764
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,707,278.
5	Multiply line 4 by line 3	5	153,676.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,909.
7	Add lines 5 and 6	7	155,585.
8	Enter qualifying distributions from Part XII, line 4	8	155,825.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,909.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,909.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,909.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 4,655.		
b	Exempt foreign organizations - tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	4,655.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,746.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶	11	2,746.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 5 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
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		X
	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 ▶			

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No: 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? 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
BMO HARRIS BANK, N.A. P.O. BOX 2977, MILWAUKEE, WI 53201	TRUSTEE 1	21,330.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.				
a	Average monthly fair market value of securities			1a	2,748,506.
b	Average of monthly cash balances			1b	NONE
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	2,748,506.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	NONE
3	Subtract line 2 from line 1d			3	2,748,506.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	41,228.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,707,278.
6	**Minimum investment return.** Enter 5% of line 5			6	135,364.

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	135,364.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,909.		
b	Income tax for 2014. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,909.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	133,455.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	133,455.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	133,455.

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	155,825.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	155,825.
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	1,909.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	153,916.

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					133,455.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				NONE	
b Total for prior years 20 12 ,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2014					
a From 2009	NONE				
b From 2010	NONE				
c From 2011	NONE				
d From 2012	5,681.				
e From 2013	40,080.				
f **Total** of lines 3a through e		45,761.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 155,825.					
a Applied to 2013, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2014 distributable amount					133,455.
e Remaining amount distributed out of corpus		22,370.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		68,131.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					NONE
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)		NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		68,131.			
10 Analysis of line 9					
a Excess from 2010	NONE				
b Excess from 2011	NONE				
c Excess from 2012	5,681.				
d Excess from 2013	40,080.				
e Excess from 2014	22,370.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ ☐ 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:

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE STATEMENT 14				140,000.
Total . . . . . . ▶ 3a				140,000.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	77,394.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	128,354.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				205,748.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 205,748.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

Date 01/04/2016

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
WESLEY HIRSCHBERG	Wesley Hirschberg	01/04/2016		P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ▶ 155 N. WACKER DRIVE
CHICAGO, IL 60606

Phone no 312-879-2000

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INCOME (ALLOCABLE	4,760.			4,760.
TOTALS	4,760.	NONE	NONE	4,760.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.	400.		400.
TOTALS	800.	400.	NONE	400.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	3,674.	
FOREIGN TAXES ON QUALIFIED FOR	647.	647.
FOREIGN TAXES ON NONQUALIFIED	83.	83.
TOTALS	4,404.	730.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
RETURN OF CAPITAL		2,681.
ROUNDING		5.
	TOTAL	2,686.

STATEMENT 4

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: BMO HARRIS BANK, N.A.
ATTN: HECTOR AHUMADA
ADDRESS: 111 WEST MONROE STREET, 10C
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
  JAMES P. MCGUIRE
ADDRESS:
  PO BOX 2574
  JANESVILLE, WI 53547-2574
RECIPIENT'S PHONE NUMBER: 608-752-7615
FORM, INFORMATION AND MATERIALS:
  LETTER FROM, WITH COPY OF IRS 501(C) 3
  DETERMINATION LETTER
SUBMISSION DEADLINES:
  BY NOVEMBER 1ST ANNUALLY
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  MUST BE USED EXCLUSIVELY FOR THE BENEFIT OF
  JANESVILLE, WISCONSIN RESIDENTS

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
HOSPICE CARE INC
ADDRESS:
3001 W. MEMORIAL DRIVE
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,250.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF JANESVILLE
ADDRESS:
200 W. COURT STREET
JANESVILLE, WI 53548
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
YMCA FRIENDS OF YOUTH
ADDRESS:
221 DODGE STREET
JANESVILLE, WI 53548
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,200.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
PREGNANCY HELPLINE
ADDRESS:
21 S. JACKSON ST., SUITE C
JANESVILLE, WI 53547
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
HEALTHNET OF JANESVILLE
ADDRESS:
23 W. MILWAUKEE ST. #208
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
SPOTLIGHT ON KIDS
ADDRESS:
20 SOUTH MAIN STREET
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,100.

WILLIAM J CRONIN FDN 93-0782568

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JANESVILLE LITERACY COUNCIL INC
ADDRESS:
205 N. MAIN ST., SUITE 102
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,650.

RECIPIENT NAME:
COMMUNITY ACTION INC
ADDRESS:
200 W. MILWAUKEE ST
JANESVILLE, WI 53547
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SPECIAL OLYMPICS OF SOUTHERN WI
ADDRESS:
5643 N. SABLE DRIVE
MILTON, WI 53563
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,000.

WILLIAM J CRONIN FDN 93-0782568
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
ST. WILLIAM'S CONGREGATION
ADDRESS:
1815 RAVINE STREET
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,700.

RECIPIENT NAME:
ST. JOHN'S CONGREGATION
ADDRESS:
1245 CLARK STREET
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,700.

RECIPIENT NAME:
ST. MARY'S CONGREGATION
ADDRESS:
313 E. WALL STREET
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,700.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
UNITED WAY OF NORTH ROCK COUNTY
ADDRESS:
206 N. MAIN STREET
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
ST. ELIZABETH'S HOME
ADDRESS:
502 ST. LAWRENCE AVENUE
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
JANESVILLE COMMUNITY DAY CARE CENTE
ADDRESS:
3103 RUGER AVENUE
JANESVILLE, WI 53546
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE GATHERING PLACE OF MILTON
ADDRESS:
715 CAMPUS STREET
MILTON, WI 53563
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,500.

RECIPIENT NAME:
FAMILY*new* RESPITE CARE SERVICES
ADDRESS:
205 N. MAIN ST., SUITE 102
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ECHO
ADDRESS:
65 S. HIGH STREET
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ROCK COMMUNITY YOUTH NETWORK
ADDRESS:
200 W. MILWAUKEE ST.
JANESVILLE, WI 53547
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,200.

RECIPIENT NAME:
CAMDEN FOUNDATION
ADDRESS:
PO BOX 183
IVESDALE, IL 61851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
PROJECT 16:49
ADDRESS:
1735 S. WASHINGTON STREET
JANESVILLE, WI 53546
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
ROCK COUNTY CANCER COALITION
ADDRESS:
PO BOX 2092
JANESVILLE, WI 53547
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
ROCK RIVER PHILHARMONIC
ADDRESS:
444 E. GRAND AVE. SUITE 100
BELOIT, WI 53511
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
ST. PATRICK'S CONGREGATION
ADDRESS:
315 CHERRY STREET
JANESVILLE, WI 53545
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 14,000.

TOTAL GRANTS PAID: 140,000.
==============

• *Details of assets in your account*

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM											
BMO PRIME MONEY MARKET CL I # 090	11,863 170		1.0000		11,863.17		11,863.17		0 00	6.85	0 06%
BMO PRIME MONEY MARKET CL I # 090 (INCOME INVESTMENT)	10,434.000		1.0000		10,434.00		10,434.00		0.00	6.02	0.06%
GOLDMAN SACHS BANK USA CERTIFICATE OF DEPOSIT DTD 03/07/2012 1 650% 03/07/2017 NON CALLABLE	50,000.000		101.1110		50,555.50		50,000.00		555 50	825.00	1.63%
INVESTORS SAVINGS BK CERTIFICATE OF DEPOSIT DTD 05/05/2011 2 300% 05/05/2016 NON CALLABLE	50,000.000		100.8230		50,411.50		50,000 00		411.50	1,150 00	2.28%
STATE BANK INDIA CERTIFICATE OF DEPOSIT DTD 08/12/2011 2.000% 08/12/2016 NON CALLABLE	50,000.000		101.0900		50,545.00		50,000.00		545.00	1,000.00	1.98%
STATE BANK INDIA NEW YORK CERTIFICATE OF DEPOSIT DTD 09/23/2013 2 050% 09/24/2018 NON CALLABLE	25,000.000		101.1270		25,281.75		24,772.50		509 25	512 50	2.03%
TOTAL CASH & SHORT-TERM					**$199,090.92**		**$197,069.67**		**$2,021.25**	**$3,500 37**	**1.76%**
FIXED INCOME/LOW VOLATILITY											
U S government bonds											
UNITED STATES TREASURY NOTES DTD 02/15/2008 3 500% 02/15/2018 MOODYS· AAA S&P N/A	50,000.000		105.3590		52,679.50		50,253 89		2,425 61	1,750.00	3.32%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY X	CURRENT UNIT VALUE =	CURRENT TOTAL MARKET VALUE -	FEDERAL TAX COST =	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
UNITED STATES TREASURY NOTES DTD 05/15/2009 3 125% 05/15/2019 MOODYS: AAA S&P: N/A		50,000.000	105.9060	52,953.00	48,452.35	4,500.65	1,562.50	2.95%
UNITED STATES TREASURY NOTES DTD 02/15/2013 2.000% 02/15/2023 MOODYS. AAA S&P: N/A		50,000.000	99.9650	49,982.50	48,132.80	1,849.70	1,000.00	2.00%
Total U.S. government bonds				**$155,615.00**	**$146,839.04**	**$8,775.96**	**$4,312.50**	**2.77%**
Corporate and other taxable								
Corporate								
APPLE INC DTD 05/03/2013 2.400% 05/03/2023 NON CALLABLE MOODYS· AA1 S&P. AA+		25,000.000	97.6860	24,421.50	24,281.50	140.00	600 00	2.46%
International								
TEMPLETON GLOBAL BOND FUND	TGBAX	5,371.530	11 9300	64,082.35	59,999.99	4,082 36	2,094.90	3.27%
TOTAL CAPITAL SA DTD 09/15/2010 2 300% 03/15/2016 NON CALLABLE MOODYS: AA1 S&P. AA-		25,000.000	100.4830	25,120.75	24,863.25	257 50	575 00	2 29%
Taxable funds								
BAIRD CORE PLUS BOND FUND	BCOIX	12,454.997	10.9600	136,506 77	138,997.76	-2,490 99	3,811.23	2 79%
DODGE & COX INCOME FUND MUTUAL FUND	DODIX	9,464.450	13.5200	127,959.36	130,000.00	-2,040 64	3,568.10	2 79%
PIMCO INVESTMENT GRADE CORPORATE BOND FUND	PIGIX	9,946.605	10.3000	102,450.03	105,000 00	-2,549.97	4,078 11	3.98%
VANGUARD INTERMEDIATE-TERM BOND ETF	BIV	1,000.000	84.1900	84,190.00	84,886.55	-696.55	2,246.00	2 67%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
VANGUARD SHORT TERM BOND ETF	BSV	500.000	79.9200	39,960.00	40,183 79	-223 79	563 00	1 41%
Total Corporate and other taxable				**$604,690.76**	**$608,212.84**	**-$3,522.08**	**$17,536.34**	**2.90%**
Alternatives-Low Volatility								
Opportunistic low volatility								
HARTFORD FLOATING RATE FUND	HFLYX	3,776.180	8.2700	31,229.01	33,192.62	-1,963.61	1,487.81	4.76%
Total Alternatives-Low Volatility				**$31,229.01**	**$33,192.62**	**-$1,963.61**	**$1,487.81**	**4.76%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$791,534.77**	**$788,244.50**	**$3,290.27**	**$23,336.65**	**2.95%**
EQUITY/HIGH VOLATILITY								
U.S equity								
ALPHABET INC CL A Information technology	GOOGL	40.000	762.8500	30,514.00	11,439.38	19,074.62	0 00	0 00%
AMERICAN ELEC PWR INC Utilities	AEP	300.000	56.0100	16,803.00	16,790.98	12.02	672 00	4 00%
AMERICAN INTERNATIONAL GROUP Financials	AIG	210.000	63 5800	13,351.80	12,257.14	1,094 66	235 20	1.76%
AMGEN INC Health care	AMGN	110.000	161.1000	17,721.00	16,835.76	885.24	347 60	1.96%
AVERY DENNISON CORP Materials	AVY	170.000	65.9600	11,213 20	10,152.38	1,060.82	251.60	2 24%
BOEING CO Industrials	BA	150.000	145.4500	21,817.50	20,957.29	860 21	546 00	2 50%
CAPITAL ONE FINANCIAL CORP Financials	COF	280.000	78.5100	21,982.80	22,261.34	-278.54	448 00	2 04%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CISCO SYSTEMS INC Information technology	CSCO	2,300 000	27.2500	62,675.00	34,962.33	27,712.67	1,932.00	3 08%
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	900.000	60.8600	54,774.00	19,147.41	35,626 59	900 00	1.64%
CVS HEALTH CORP Consumer staples	CVS	270.000	94.0900	25,404.30	27,556.29	-2,151.99	378.00	1 49%
DOW CHEMICAL COMPANY Materials	DOW	370.000	52.1300	19,288.10	16,428.29	2,859.81	680 80	3.53%
EXELON CORP Utilities	EXC	360.000	27.3100	9,831.60	10,851.66	-1,020.06	446.40	4 54%
EXXON MOBIL CORPORATION Energy	XOM	520.000	81.6600	42,463 20	39,848.21	2,614.99	1,518.40	3.58%
FMC TECHNOLOGIES INC Energy	FTI	300.000	34.0200	10,206.00	9,982.20	223.80	0.00	0.00%
GENERAL ELECTRIC CORP Industrials	GE	1,400.000	29.9400	41,916.00	27,309 34	14,606 66	1,288.00	3.07%
GILEAD SCIENCES INC Health care	GILD	600.000	105.9600	63,576.00	13,822 71	49,753 29	1,032.00	1.62%
HCA HOLDINGS INC Health care	HCA	220 000	68.0600	14,973.20	17,292 11	-2,318.91	0.00	0 00%
HUNTINGTON BANCSHARES INC Financials	HBAN	1,200.000	11.6900	14,028.00	12,903 24	1,124.76	336 00	2 39%
INTEL CORP Information technology	INTC	1,500.000	34.7700	52,155.00	35,317 92	16,837 08	1,440.00	2 76%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
JACOBS ENGR GROUP INC Industrials	JEC	330 000	44.1400	14,566.20	12,955.64	1,610 56	0 00	0.00%
JOHNSON & JOHNSON Health care	JNJ	400.000	101.2400	40,496.00	38,341.58	2,154.42	1,200.00	2.96%
KIMBERLY CLARK CORP Consumer staples	KMB	150.000	119.1500	17,872.50	12,109.21	5,763.29	528 00	2 95%
LEAR CORP Consumer discretionary	LEA	230.000	125.9000	28,957.00	24,513.38	4,443.62	230.00	0.79%
LINCOLN NATL CORP Financials	LNC	320.000	54.9900	17,596.80	16,000 49	1,596 31	320 00	1.82%
MACY'S INC Consumer discretionary	M	750.000	39 0800	29,310.00	29,212.43	97.57	1,080.00	3.68%
NORTHERN TR CORP Financials	NTRS	300.000	74.9400	22,482.00	10,249.05	12,232.95	432.00	1 92%
ORACLE CORPORATION Information technology	ORCL	600.000	38.9700	23,382.00	18,477 06	4,904.94	360.00	1.54%
PACCAR INC COM Industrials	PCAR	300 000	51.9600	15,588.00	11,866 20	3,721.80	288.00	1.85%
PFIZER INC Health care	PFE	220.000	32.7700	7,209.40	7,272 89	-63 49	246.40	3 42%
QUINTILES TRANSNATIONAL HOLDIN Health care	Q	200.000	67 9900	13,598 00	10,598.00	3,000.00	0.00	0 00%
SCHLUMBERGER LTD Energy	SLB	120 000	77.1500	9,258.00	8,995.56	262.44	240 00	2.59%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
SEALED AIR CORP NEW Materials	SEE	230.000	45.3600	10,432.80	10,382.18	50.62	119.60	1 15%
SOUTHWEST AIRLINES CO Industrials	LUV	330 000	45.8800	15,140.40	14,962.13	178.27	99 00	0.65%
SUNTRUST BANKS INC Financials	STI	240.000	43.4200	10,420.80	10,403 98	16.82	230 40	2.21%
UNITEDHEALTH GROUP INC Health care	UNH	190.000	112.7100	21,414.90	22,342.60	-927.70	380 00	1 77%
VALERO ENERGY CORP Energy	VLO	310.000	71.8600	22,276.60	18,960.74	3,315.86	620.00	2.78%
VERIZON COMMUNICATIONS Telecommunication services	VZ	770.000	45.4500	34,996.50	34,633 44	363.06	1,740.20	4.97%
WAL MART STORES INC Consumer staples	WMT	230.000	58.8400	13,533.20	14,222.05	-688.85	450.80	3.33%
WELLS FARGO & CO Financials	WFC	600.000	55.1000	33,060.00	31,843.76	1,216.24	900 00	2.72%
WEYERHAEUSER CO Materials	WY	600.000	32.1700	19,302.00	9,324.01	9,977.99	744.00	3.85%
ZOETIS INC Health care	ZTS	500.000	46.7000	23,350.00	15,506.40	7,843.60	166.00	0.71%
Total U.S. equity				**$988,936.80**	**$759,288.76**	**$229,648.04**	**$22,826.40**	**2.31%**
U S. equity funds								
BMO SMALL-CAP GROWTH FUND CLASS I Small cap growth	MSGIX	3,061.853	18.0500	55,266.45	47,795.53	7,470.92	0.00	0 00%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY X	CURRENT UNIT VALUE =	CURRENT TOTAL MARKET VALUE -	FEDERAL TAX COST =	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
HARBOR CAPITAL APPRECIATION FUND #12 Large cap growth	HACAX	788.768	65.9600	52,027.14	49,999 99	2,027.15	37.99	0 07%
ISHARES CORE S&P SMALL-CAP ETF Small cap diversified equity	IJR	200.000	116.1000	23,220.00	22,273.98	946.02	318.80	1.37%
T ROWE PRICE MID-CAP GROWTH FD #64 Small cap growth	RPMGX	1,039.165	82.0100	85,221.92	28,358.81	56,863.11	0 00	0.00%
VANGUARD MID-CAP VALUE INDEX FUND Small cap value	VOE	800.000	89.0400	71,232.00	68,270 08	2,961.92	1,248.80	1.75%
Total U.S. equity funds				**$286,967.51**	**$216,698.39**	**$70,269.12**	**$1,605.59**	**.56%**
International								
DODGE & COX INTERNATIONAL STOCK FUND Developed large cap	DODFX	1,687.404	39.2400	66,213.73	46,171.23	20,042.50	1,636.78	2 47%
HARBOR INTERNATIONAL FUND #11 Developed large cap	HAINX	957.136	63.7500	61,017.42	60,000.02	1,017.40	1,357.22	2.22%
LAZARD EMERGING MARKETS EQUITY INST Emerging	LZEMX	2,090.801	14 3100	29,919.36	37,871.51	-7,952.15	781.96	2 61%
LYONDELLBASELL INDUSTRIES NV Materials	LYB	300.000	95.8200	28,746.00	25,728.52	3,017 48	936 00	3 26%
TEMPLETON INSTITUTIONAL FOREIGN SMALLER COMPANY FUND Developed small cap	TFSCX	1,403 749	21 1900	29,745 44	30,973 95	-1,228.51	230.21	0 77%
TWEEDY BROWNE GLOBAL VALUE FUND Developed large cap	TBGVX	1,943.257	26.2500	51,010.50	50,000 00	1,010.50	641 27	1 26%
Total International				**$266,652.45**	**$250,745.23**	**$15,907.22**	**$5,583.44**	**2.09%**

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- *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
REITS								
COHEN & STEERS INSTITUTIONAL REALTY SHARES, INC. Domestic reits	CSRIX	1,237.337	47.3400	58,575.53	55,000.01	3,575.52	1,649.37	2.82%
Total REITS				$58,575.53	$55,000.01	$3,575.52	$1,649.37	2.82%
TOTAL EQUITY/HIGH VOLATILITY				$1,601,132.29	$1,281,732.39	$319,399.90	$31,664.80	1.98%
TOTAL ASSETS IN YOUR ACCOUNT				$2,591,757.98	$2,267,046.56	$324,711.42	$58,501.82	2.26%