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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

2015

Open to Public Inspection

For calendar year 2015 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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ 6,990,610.	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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	249,043.		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	160,100.	160,100.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-50,913.			STATEMENT 1
	b Gross sales price for all assets on line 6a	2,953,162.			
	7 Capital gain net income (from Part IV, line 2)		324,462.		
	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	358,230.	484,562.			
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				
	b Accounting fees	STMT 3	3,690.	1,845.	1,845.
	c Other professional fees	STMT 4	26,959.	26,959.	0.
	17 Interest				
	18 Taxes	STMT 5	7,367.	670.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	137.	0.	137.
	24 Total operating and administrative expenses. Add lines 13 through 23		38,153.	29,474.	1,982.
	25 Contributions, gifts, grants paid		345,600.		345,600.
26 Total expenses and disbursements. Add lines 24 and 25		383,753.	29,474.	347,582.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-25,523.			
b Net investment income (if negative, enter -0-)			455,088.		
c Adjusted net income (if negative, enter -0-)			N/A		

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	34,484.	66,404.	66,404.
	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 7	6,849,066.	6,791,623.	6,924,206.
	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)		6,883,550.	6,858,027.	6,990,610.
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				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	6,883,550.	6,858,027.		
30 Total net assets or fund balances	6,883,550.	6,858,027.		
31 Total liabilities and net assets/fund balances	6,883,550.	6,858,027.		

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	6,883,550.
2 Enter amount from Part I, line 27a	2	-25,523.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,858,027.
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	6,858,027.

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 PUBLICALLY TRADED SECURITIES		P		
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 2,953,162.		2,628,700.	324,462.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			324,462.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>		324,462.
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>		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))
2014	77,637.	2,146,833.	.036164
2013	0.	1,431,285.	.000000
2012			
2011			
2010			
2 Total of line 1, column (d)			2 .036164
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 .018082
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 6,915,809.
5 Multiply line 4 by line 3			5 125,052.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,551.
7 Add lines 5 and 6			7 129,603.
8 Enter qualifying distributions from Part XII, line 4			8 347,582.

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 <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	4,551.
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	4,551.
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	4,551.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,360.	
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	3,360.	
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	1,191.	
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 2016 estimated tax <input type="checkbox"/> Refunded <input 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
1b 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
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.	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) <input type="checkbox"/> MN		
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 2015 or the taxable year beginning in 2015 (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

N/A

STMT 8

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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)		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) SEE STATEMENT 9	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	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 2015, 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. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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		
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► N/A 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 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 2015 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 2015.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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 If 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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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	6,912,540.
b Average of monthly cash balances	1b	108,586.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,021,126.
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	7,021,126.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,317.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,915,809.
6 Minimum investment return. Enter 5% of line 5	6	345,790.

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	345,790.
2a Tax on investment income for 2015 from Part VI, line 5	2a	4,551.
b Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,551.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	341,239.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	341,239.
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	341,239.

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	347,582.
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	347,582.
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	4,551.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	343,031.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				341,239.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			24,796.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 347,582.				
a Applied to 2014, but not more than line 2a			24,796.	
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 2015 distributable amount				322,786.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				18,453.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

foundation, and the ruling is effective for 2015, enter the date of the ruling

b. Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

2 a 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(i)(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).)

STEVEN E. WEEKES

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BETHEL LUTHERAN CHURCH 920 3RD ST HUDSON, WI 54016		501(C)(3)	CHARITABLE	2,000.
BRIDGE FOR HUDSON YOUTH 651 BRAKKE DR HUDSON, WI 54016		501(C)(3)	CHARITABLE	1,000.
CARPENTER NATURE CENTER 12805 ST. CROIX TRAIL S. HASTINGS, MN 55033		501(C)(3)	CHARITABLE	500.
DENVER AREA COUNCIL 10455 WEST 6TH AVE SUITE 100 DENVER, CO 80215		501(C)(3)	CHARITABLE	3,000.
DREAM CENTER DENVER 8654 ELDRIDGE ST ARVADA, CO 80005		501(C)(3)	CHARITABLE	12,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	345,600.
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

5.6.16
Date

President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DUDLEY RYAN

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

Firm's name ► **CLIFTONLARSONALLEN LLP**

Firm's EIN ▶ 41-0746749

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

Phone no. 612-376-4500

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

2015

Name of the organization

Employer identification number

WEEKES FAMILY FOUNDATION

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) (2015)

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	\$ 251,086.	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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

WEEKES FAMILY FOUNDATION

46-4138195

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,209.864 SHS OF DFA TAX-MNG US EQUITY PO	\$ 48,462.	12/18/15
1	674 SHS OF VANGUARD REIT INDEX ADMIRAL SHARE	\$ 126,179.	12/18/15
1	2,536 SHS OF ISHARES MSCI EAFE SMALL CAP ETF	\$ 76,445.	12/18/15
		\$	
		\$	
		\$	

Employer identification number

46-4138195

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.

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
FAMILY MEANS 1875 NORTHWESTERN AVE S. STILLWATER, MN 55082		501(C)(3)	CHARITABLE	15,000.
FLATHEAD LUTHERAN BIBLE CAMP 602 S. MAIN STREET KALLISPELL, MT 59901		501(C)(3)	CHARITABLE	2,500.
FREE CLINIC OF ST. CROIX AND PIERCE COUNTIES INC PO BOX 745 RIVER FALLS, WI 54022		501(C)(3)	CHARITABLE	15,000.
FRIENDS OF HAS HAITI 6739 REYNOLDS STREET PITTSBURGH, PA 15206		501(C)(3)	CHARITABLE	20,000.
GRACE PLACE- SALVATION ARMY 505 W 8TH STREET NEW RICHMOND, WI 54017		501(C)(3)	CHARITABLE	85,500.
HABITAT FOR HUMANITY - ST. CROIX COUNTY 116 E. ELM STREET RIVER FALLS, WI 54022		501(C)(3)	CHARITABLE	3,000.
HUDSON LIBRARY FOUNDATION 7001 1ST STREET HUDSON, WI 54016		501(C)(3)	CHARITABLE	1,000.
LUTSEN FIRE DEPTARMENT 116 CARIBOU TRAIL LUTSEN, MN 55612		501(C)(3)	CHARITABLE	1,000.
MINNESOTA PUBLIC RADIO 480 CEDAR ST ST. PAUL, MN 55101		501(C)(3)	CHARITABLE	500.
NORTHERN STAR COUNCIL 393 MARSHALL AVENUE ST. PAUL, MN 55102		501(C)(3)	CHARITABLE	40,000.
Total from continuation sheets				327,100.

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
OPERATION HELP 901 4TH ST STE 214 HUDSON, WI 54016		501(C)(3)	CHARITABLE	20,500.
PHIPPS CENTER FOR THE ARTS 109 LOCUST ST HUDSON, WI 54016		501(C)(3)	CHARITABLE	7,000.
SALVATION ARMY 2445 PRIOR AVE N ROSEVILLE, MN 55113		501(C)(3)	CHARITABLE	1,000.
ST. CROIX RIVER ASSOCIATION 230 SOUTH WASHINGTON STREET, UNIT 1 ST. CROIX FALLS, WI 54024		501(C)(3)	CHARITABLE	100.
ST. CROIX VALLEY SYMPHONY 104 13TH STREET HUDSON, WI 54016		501(C)(3)	CHARITABLE	1,500.
ST. CROIX VALLEY COMMUNITY FOUNDATION 516 SECOND STREET SUITE 214 HUDSON, WI 54016		501(C)(3)	CHARITABLE	500.
ST PAUL FDN - STEVEN & MONICA WEEKES FAMILY FUND 101 5TH ST E #2400 ST PAUL, MN 55101		501(C)(3)	CHARITABLE	45,000.
SUGARLOAF: THE NORTH SHORE STEWARDSHIP ASSN 6008 LONDON ROAD DULUTH, MN 55804		501(C)(3)	CHARITABLE	20,500.
TURNING POINT 1500 GOLDEN VALLEY ROAD MINNEAPOLIS, MN 55411		501(C)(3)	CHARITABLE	30,000.
UNITED WAY ST. CROIX VALLEY 516 SECOND STREET SUITE 214B HUDSON, WI 54016		501(C)(3)	CHARITABLE	1,000.
Total from continuation sheets				

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
UNIVERSITY OF MINNESOTA 200 OAK STREET SE SUITE 500 MINNEAPOLIS, MN 55455		501(C)(3)	CHARITABLE	1,000.
VALLEY OUTREACH 1911 CURVE CREST BLVD W STILLWATER, MN 55082		501(C)(3)	CHARITABLE	15,000.
YMCA - HUDSON WI 2211 VINE ST HUDSON, WI 54016		501(C)(3)	CHARITABLE	500.
Total from continuation sheets				

Income Summary

Description	This Period	Year to Date
Federally Taxable		
Money Funds Dividends	1.17	11.18
Cash Dividends	30,591.97	160,452.48
Total Income	30,593.14	160,463.66

Investment Detail

Description	Symbol	Quantity	Price	Market Value
Cash, Money Market Fund (Sweep)				
CASH				12,843.90
SCH ADV CASH RESRV PREM	SWZXX	53,520.3400	1 0000	53,520.34
Investments				
A T & T INC	T	850.0000	34.4100	29,248.50
ABBOTT LABORATORIES	ABT	500.0000	44.9100	22,455.00
ABBVIE INC	ABBV	500.0000	59.2400	29,620.00
ACCENTURE PLC CL A F	ACN	150.0000	104.5000	15,675.00
ACE LIMITED F	ACE	150.0000	116.8500	17,527.50
ALPHABET INC CLASS A	GOOGL	25.0000	778.0100	19,450.25
ALPHABET INC CLASS C	GOOG	25.0000	758.8800	18,972.00
AMERICAN EXPRESS CO	AXP	500.0000	69.5500	34,775.00
AMGEN INCORPORATED	AMGN	1,120.0000	162.3300	181,809.60
APPLE INC	AAPL	1,225.0000	105.2600	128,943.50
AUTO DATA PROCESSING	ADP	600.0000	84.7200	50,832.00
C H ROBINSON WORLDWD	CHRW	1,000.0000	62.0200	62,020.00
CENTERPOINT ENERGY	CNP	1,200.0000	18.3600	22,032.00
CHEVRON CORPORATION	CVX	300.0000	89.9600	26,988.00
CHS INC. 7.1% PFD PFD SER 2	CHSCN	2,000.0000	27.2700	54,540.00
CHS INC. 6.75% PFD PFD SER 3	CHSCM	4,000.0000	26.8100	107,240.00
CIGNA CORP	CI	225.0000	146.3300	32,924.25
CISCO SYSTEMS INC	CSCO	1,800.0000	27.1550	48,879.00
CITIGROUP INC	C	625.0000	51.7500	32,343.75
CONOCOPHILLIPS	COP	550.0000	46.6900	25,679.50
COSTCO WHOLESALE CO	COST	100.0000	161.5000	16,150.00
CR BARD INCORPORATE	BCR	300.0000	189.4400	56,832.00
D R HORTON CO	DHI	1,000.0000	32.0300	32,030.00
DONALDSON COMPANY	DCI	2,069.0000	28.6600	59,297.54
DOW CHEMICAL COMPANY	DOW	375.0000	51.4800	19,305.00
ECOLAB INC	ECL	500.0000	114.3800	57,190.00
EMC CORP MASS	EMC	4,250.0000	25.6800	109,140.00
EXPRESS SCRIPTS HLDG	ESRX	225.0000	87.4100	19,667.25

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, 2015 to December 31, 2015
Page 5 of 10

Investment Detail (continued)

<i>Description</i>	<i>Symbol</i>	<i>Quantity</i>	<i>Price</i>	<i>Market Value</i>
Investments (continued)				
EXXON MOBIL CORP	XOM	350.0000	77.9500	27,282.50
GENERAL DYNAMICS CO	GD	400.0000	137.3600	54,944.00
GENUINE PARTS CO	GPC	500.0000	85.8900	42,945.00
GILEAD SCIENCES INC	GILD	400.0000	101.1900	40,476.00
HALLIBURTON CO HLDG	HAL	1,000.0000	34.0400	34,040.00
HOME DEPOT INC	HD	1,350.0000	132.2500	178,537.50
HONEYWELL INTL INC	HON	850.0000	103.5700	88,034.50
ILLINOIS TOOL WORKS	ITW	500.0000	92.6800	46,340.00
INTEL CORP	INTC	1,500.0000	34.4500	51,675.00
J B HUNT TRANSPORT	JBHT	175.0000	73.3600	12,838.00
JOHNSON & JOHNSON	JNJ	1,055.0000	102.7200	108,369.60
JOHNSON CONTROLS INC	JCI	791.0000	39.4900	31,236.59
JPMORGAN CHASE & CO	JPM	425.0000	66.0300	28,062.75
KIMBERLY-CLARK CORP	KMB	700.0000	127.3000	89,110.00
LOWES COMPANIES INC	LOW	450.0000	76.0400	34,218.00
MC CORMICK & CO INC	MKC	650.0000	85.5600	55,614.00
MCKESSON CORPORATION	MCK	100.0000	197.2300	19,723.00
METLIFE INC	MET	300.0000	48.2100	14,463.00
MICROSOFT CORP	MSFT	2,300.0000	55.4800	127,604.00
ORACLE CORPORATION	ORCL	1,300.0000	36.5300	47,489.00
PEPSICO INCORPORATED	PEP	1,080.0000	99.9200	107,913.60
PHILIP MORRIS INTL	PM	375.0000	87.9100	32,966.25
PNC FINANCIAL SRVCS	PNC	300.0000	95.3100	28,593.00
PROCTER & GAMBLE	PG	750.0000	79.4100	59,557.50
ROSS STORES INC	ROST	1,400.0000	53.8100	75,334.00
SCHLUMBERGER LTD F	SLB	560.0000	69.7500	39,060.00
SEMPRA ENERGY	SRE	150.0000	94.0100	14,101.50
SOUTHERN COMPANY	SO	300.0000	46.7900	14,037.00
STRYKER CORP	SYK	500.0000	92.9400	46,470.00
T ROWE PRICE GROUP	TROW	125.0000	71.4900	8,936.25
TARGET CORPORATION	TGT	400.0000	72.6100	29,044.00
THERMO FISHER SCNTFC	TMO	100.0000	141.8500	14,185.00
TJX COMPANIES INC	TJX	2,250.0000	70.9100	159,547.50
TOLL BROTHERS INC	TOL	500.0000	33.3000	16,650.00
TRAVELERS COMPANIES	TRV	500.0000	112.8600	56,430.00
TYCO INTL PLC F	TYC	600.0000	31.8900	19,134.00
UNITED TECHNOLOGIES	UTX	500.0000	96.0700	48,035.00
UNITEDHEALTH GRP INC	UNH	1,600.0000	117.6400	188,224.00
VALSPAR CORPORATION	VAL	750.0000	82.9500	62,212.50
VERIZON COMMUNICATN	VZ	1,575.0000	46.2200	72,796.50

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)				
VF CORPORATION	VFC	200.0000	62.2500	12,450.00
WALGREENS BOOTS ALLI	WBA	450.0000	85.1550	38,319.75
WALT DISNEY CO	DIS	425.0000	105.0800	44,659.00
WELLS FARGO & CO	WFC	1,125.0000	54.3600	61,155.00
3M COMPANY	MMM	200.0000	150.6400	30,128.00
DFA TAX-MNG US EQUITY PO ^o RTFOLIO	DTMEX	2,209.8640	21.9700	48,550.71
VANGUARD REIT INDEX ^o ADMIRAL SHARE	VGSLX	683.4130	112.9800	77,212.00
VANGUARD SMALL CAP GWTH ^o INDEX FD INV	VISGX	6,197.1020	34.1800	211,816.95
CHARLES SCHWAB US REIT ETF	SCHH	3,000.0000	39.6400	118,920.00
ISHARES CORE S&P MID CAP ETF	IJH	125.0000	139.3200	17,415.00
ISHARES CORE US AGGREGATE BOND ETF	AGG	2,700.0000	108.0100	291,627.00
ISHARES IBOXX INVT GRADE BOND ETF	LQD	3,000.0000	114.0100	342,030.00
ISHARES MSCI EAFE SMALL CAP ETF	SCZ	2,824.0000	49.9500	141,058.80
ISHARES RUSSELL 1000 ^o GROWTH ETF	IWF	2,217.0777	99.4800	220,554.89
ISHARES RUSSELL 1000 VALUE ETF	IWD	1,850.0000	97.8600	181,041.00
ISHARES RUSSELL 2000 ^o GROWTH ETF	IWO	1,973.4230	139.2800	274,858.36
ISHARES RUSSELL 2000 VALUE ETF	IWN	1,700.0000	91.9400	156,298.00
ISHARES S&P 500 GROWTH ^o ETF	IWW	2,793.7397	115.8000	323,515.06
ISHARES SELECT DIVIDEND ETF	DVY	2,080.0000	75.1500	156,312.00
ISHARES U.S. PREFERRED STOCK ETF	PFF	1,150.0000	38.8500	44,677.50
ISHARES 7-10 YEAR TRSURY BOND ETF	IEF	3,000.0000	105.5900	316,770.00
VANGUARD FTSE DEVELOPED MARKETS ETF	VEA	7,000.0000	36.7200	257,040.00
Total Account Value				6,990,569.94

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
PUBLICALLY TRADED SECURITIES		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,953,162.	3,004,075.	0.	0.	-50,913.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				-50,913.

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	160,100.	0.	160,100.	160,100.	
TO PART I, LINE 4	160,100.	0.	160,100.	160,100.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,690.	1,845.		1,845.
TO FORM 990-PF, PG 1, LN 16B	3,690.	1,845.		1,845.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	26,959.	26,959.			0.
TO FORM 990-PF, PG 1, LN 16C	26,959.	26,959.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	670.	670.			0.
EXCISE TAX	6,697.	0.			0.
TO FORM 990-PF, PG 1, LN 18	7,367.	670.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
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	112.	0.			112.
TO FORM 990-PF, PG 1, LN 23	137.	0.			137.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - STOCK			6,791,623.	6,924,206.
TOTAL TO FORM 990-PF, PART II, LINE 10B			6,791,623.	6,924,206.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	8
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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

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT	9
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EXPLANATION

A CONTRIBUTION WAS MADE TO THE STEVEN AND MONICA WEEKES FAMILY FUND, A DONOR ADVISED FUND MANAGED BY THE ST. PAUL FOUNDATION. THE CONTRIBUTION WILL BE DISTRIBUTED TO VARIOUS PUBLIC CHARITIES. ALTHOUGH, STEVEN AND MONICA WEEKES MAY REQUEST WHERE THE FUNDS ARE DISTRIBUTED, THE ST. PAUL FOUNDATION HAS ULTIMATE CONTROL OVER DISTRIBUTIONS.