

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

Department of the Treasury  
Internal Revenue Service

▶ 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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>HUBBELL-WATERMAN FNDN</b>			A Employer identification number <b>42-6126467</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>WELLS FARGO BANK N.A., 203 W. THIRD STREET</b>		Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Davenport</b>	State <b>IA</b>	ZIP code <b>52801</b>	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name		Foreign province/state/county	D 1. Foreign organizations, check here <input type="checkbox"/>	
Foreign postal code		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), 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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change				
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				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>33,907,231</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
		<input type="checkbox"/> Other (specify) _____		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	663,709			
	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	666,528	649,166		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,506,689			
	b Gross sales price for all assets on line 6a <b>6,923,216</b>				
	7 Capital gain net income (from Part IV, line 2)		1,506,689		
	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 <b>Total.</b> Add lines 1 through 11	2,836,926	2,155,855	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	112,415	89,932		22,483
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,840			2,840
	b Accounting fees (attach schedule)	2,065			2,065
	c Other professional fees (attach schedule)	29,545			29,545
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,630	11,130		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,487	5,926		4,561
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	185,982	106,988	0	61,494
	25 Contributions, gifts, grants paid	1,432,500			1,432,500
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,618,482	106,988	0	1,493,994	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,218,444				
b Net investment income (if negative, enter -0-)		2,048,867			
c Adjusted net income (if negative, enter -0-)			0		

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**  
 ▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box  **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only  **X**  
*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. HUBBELL-WATERMAN FNDN	Employer identification number (EIN) or 42-6126467
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. WELLS FARGO BANK N.A., 203 W. THIRD STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Davenport, IA 52801	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WELLS FARGO BANK N.A.
- Telephone No. ▶ (888) 730-4933 Fax No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box  **X**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  **X**. If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  **X** calendar year 2013 or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	40,977
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	36,603
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	14,727

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Part II Balance Sheets		Attached schedules and amounts in the description on 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	21,705	56,711	56,711
	2	Savings and temporary cash investments	3,242,210	5,052,467	5,052,467
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	24,390,377	23,828,030	28,798,057	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	27,654,292	28,937,208	33,907,235	
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	<b>Total liabilities</b> (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	27,654,292	28,937,208	
	28	Patron or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	27,654,292	28,937,208		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	27,654,292	28,937,208		

**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	27,654,292
2	Enter amount from Part I, line 27a	2	1,218,444
3	Other increases not included in line 2 (itemize) See Attached Statement	3	119,123
4	Add lines 1, 2, and 3	4	28,991,859
5	Decreases not included in line 2 (itemize) See Attached Statement	5	54,651
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	28,937,208

**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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(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			0	
b			0	
c			0	
d			0	
e			0	
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))	
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
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	1,506,689
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	0

**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))
2012	1,645,947	29,600,001	0.055606
2011	1,513,576	29,981,998	0.050483
2010	1,289,975	28,469,159	0.045311
2009	1,989,551	25,749,554	0.077265
2008	1,167,310	31,972,822	0.036509
2	Total of line 1, column (d)		2 0.265174
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 0.053035
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 31,756,756
5	Multiply line 4 by line 3		5 1,684,220
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 20,489
7	Add lines 5 and 6		7 1,704,709
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 1,493,994

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>1</b>			40,977	
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
<b>3</b>	Add lines 1 and 2		40,977	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		40,977	
<b>6</b>	Credits/Payments:			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	36,603	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	14,727	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	51,330	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	53	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	10,300	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>b</b>		X
<b>1c</b>		X
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>4b</b>	N/A	
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>8b</b>	X	
<b>9</b>		X
<b>10</b>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemptor application? Website address ▶ <a href="http://www.hubbellwaterman.org/">http://www.hubbellwaterman.org/</a>	13	X	
14	The books are in care of ▶ <u>WELLS FARGO BANK N.A.</u> Telephone no ▶ <u>888-730-4933</u> Located at ▶ <u>203 W. Third St. Davenport IA</u> ZIP+4 ▶ <u>52801</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		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 checked="" type="checkbox"/> Yes <input 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? ( <b>Exception.</b> 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 <b>any</b> 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 ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	N/A
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 2013?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

**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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,424,514
b	Average of monthly cash balances	1b	3,815,847
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	32,240,361
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	32,240,361
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	483,605
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,756,756
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,587,838

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,587,838
2a	Tax on investment income for 2013 from Part VI, line 5	2a	40,977
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	40,977
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,546,861
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,546,861
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,546,861

**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	1,493,994
b	Program-related investments—total from Part IX B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,493,994
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,493,994

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,546,861
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 on y			0	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009		64,835		
<b>c</b> From 2010				
<b>d</b> From 2011		42,535		
<b>e</b> From 2012		204,153		
<b>f</b> Total of lines 3a through e	311,523			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: $\blacktriangleright$ \$ 1,493,994				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				1,493,994
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	52,867			52,867
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	258,656			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b			0	
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	258,656			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009		11,968		
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011		42,535		
<b>d</b> Excess from 2012		204,153		
<b>e</b> Excess from 2013				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

**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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a . . . . .					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	1,432,500
b <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

CHRISTIAN CARE

**Street**

2209 3RD AVENUE

**City**

ROCK ISLAND

**State**

IL

**Zip Code**

61201

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

AUGUSTANA COLLEGE

**Street**

639 38TH STREET

**City**

ROCK ISLAND

**State**

IL

**Zip Code**

61201

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

75,000

**Name**

COLONEL DAVENPORT HISTORICAL FOUNDATION

**Street**

PO BOX 4603

**City**

ROCK ISLAND

**State**

IL

**Zip Code**

61204

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

UNITED WAY OF THE QUAD CITIES AREA

**Street**

3247 E 35TH ST CT

**City**

DAVENPORT

**State**

IA

**Zip Code**

52807

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

75,000

**Name**

FRIENDLY HOUSE

**Street**

1221 N MYRTLE ST

**City**

DAVENPORT

**State**

IA

**Zip Code**

52804

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

THE FRIENDS OF VANDER VEER

**Street**

215 W CENTRAL PARK AVE

**City**

DAVENPORT

**State**

IA

**Zip Code**

52803

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

## Name

BOY SCOUTS OF AMERICA - ILLOWA COUNCIL

## Street

4412 N BRADY ST

## City

DAVENPORT

## State

IA

## Zip Code

52806

## Foreign Country

## Relationship

NONE

## Foundation Status

PC

## Purpose of grant/contribution

GENERAL SUPPORT GRANT

## Amount

50,000

## Name

NAHANT MARSH EDUCATION CENTER

## Street

4220 WAPELLO AVE

## City

DAVENPORT

## State

IA

## Zip Code

52802

## Foreign Country

## Relationship

NONE

## Foundation Status

PC

## Purpose of grant/contribution

GENERAL SUPPORT GRANT

## Amount

15,000

## Name

PUTNAM MUSEUM

## Street

1717 W 12TH ST

## City

DAVENPORT

## State

IA

## Zip Code

52804

## Foreign Country

## Relationship

NONE

## Foundation Status

PC

## Purpose of grant/contribution

GENERAL SUPPORT GRANT

## Amount

100,000

## Name

GIRL SCOUTS OF EASTERN IOWA AND WESTERN ILLINOIS

## Street

940 GOLDEN VALLEY DR

## City

BETTENDORF

## State

IA

## Zip Code

52722

## Foreign Country

## Relationship

NONE

## Foundation Status

PC

## Purpose of grant/contribution

GENERAL SUPPORT GRANT

## Amount

40,000

## Name

SCOTT COUNTY LIBRARY SYSTEM FOUNDATION

## Street

852 MIDDLE ROAD, SUITE 100

## City

BETTENDORF

## State

IA

## Zip Code

52722

## Foreign Country

## Relationship

NONE

## Foundation Status

PC

## Purpose of grant/contribution

GENERAL SUPPORT GRANT

## Amount

15,000

## Name

SCOTT COUNTY FAMILY YMCA

## Street

824 W 53RD ST

## City

DAVENPORT

## State

IA

## Zip Code

52804

## Foreign Country

## Relationship

NONE

## Foundation Status

PC

## Purpose of grant/contribution

GENERAL SUPPORT GRANT

## Amount

50,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

FAMILY MUSEUM OF ARTS AND SCIENCE

**Street**

2900 LEARNING CAMPUS DR

<b>City</b> BETTENDORF	<b>State</b> IA	<b>Zip Code</b> 52722	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 25,000

**Name**

DRESS FOR SUCCESS - QUAD CITIES

**Street**

311 E 2ND ST

<b>City</b> DAVENPORT	<b>State</b> IA	<b>Zip Code</b> 52801	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 15,000

**Name**

MARTIN LUTHER KING JR CENTER INC

**Street**

630 NINTH STREET

<b>City</b> ROCK ISLAND	<b>State</b> IL	<b>Zip Code</b> 61201	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 25,000

**Name**

BIRDIES FOR CHARITY

**Street**

15623 COALTOWN ROAD

<b>City</b> EAST MOLINE	<b>State</b> IL	<b>Zip Code</b> 61244	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 412,500

**Name**

QUAD CITIES CULTURAL AND EDUCATIONAL CHARITABLE TRUST

**Street**

201 W 2ND STE 1000

<b>City</b> DAVENPORT	<b>State</b> IA	<b>Zip Code</b> 52801	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> SO I		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 500,000

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
<b>Relationship</b>	<b>Foundation Status</b>		
<b>Purpose of grant/contribution</b>			<b>Amount</b>



**Part I, Line 16a (990-PF) - Legal Fees**

		2,840	0	0	2,840
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	2,840			2,840

**Part I, Line 16b (990-PF) - Accounting Fees**

		2.065	0	0	2.065
Description		Revenue and Expenses per Block	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2.065			2.065

**Part I, Line 16c (990-PF) - Other Professional Fees**

		29,545	0	0	29,545
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	
1   WEBSITE MAINTENANCE/ CONSULTING FEES	29,545			29,545	

Part I, Line 18 (990-PF) - Taxes

		28,630	11,130	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>1</b>	FOREIGN TAX WITHHELD	11,130	11,130		
<b>2</b>	ESTIMATED EXCISE PAYMENTS	17,500			

**Part I, Line 23 (990-PF) - Other Expenses**

		10,487	5,926	0	4,561
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>1</b>	ADR FEES	277	277		
<b>2</b>	PARTNERSHIP EXPENSES	5,649	5,649		
<b>3</b>	REIMBURSEMENT OF CO-TRUSTEE FEES	4,561			4,561

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Reg. of Year	Book Value End of Year	FMV End of Year
1			0	0	0
2	APACHE CORPORATION COM		0	116,102	122,464
3	APPLE COMPUTER INC COM		0	57,085	294,536
4	ARTISAN FDS INC SMALL CAP FD 660		0	242,500	374,775
5	AFLAC INC		0	98,324	143,620
6	AFFILIATED MANAGERS GROUP INC		0	66,189	157,238
7	ARTISAN INTERNATIONAL FLND 661		0	500,000	733,527
8	RAXTER INTL INC COM		0	84,738	83,460
9	ROEING COMPANY		0	56,022	150,139
10	BOSTON PROPERTIES INC COM		0	149,996	200,740
11	CVS/CAREMARK CORPORATION		0	39,647	157,454
12	CAPITAL ONE FINANCIAL CORP		0	82,101	130,237
13	CATERPILLAR INC		0	43,334	90,810
14	CELGENE CORP COM		0	53,648	168,968
15	CISCO SYSTEMS INC		0	126,438	174,954
16	DANAHER CORP		0	48,760	154,400
17	DEERE & CO		0	57,347	123,296
18	DIAGEO PLC - ADR		0	53,497	112,557
19	WALT DISNEY CO		0	70,369	210,100
20	EMC CORP MASS		0	85,449	98,085
21	GILEAD SCIENCES INC		0	48,301	165,220
22	HARBOR INTERNATIONAL FD INST 2011		0	500,000	636,300
23	INTERNATIONAL BUSINESS MACHS CORP		0	44,688	103,164
24	JOHNSON CONTROLS INC		0	138,600	205,200
25	MERGER FDS BEN INT 260		0	450,000	455,825
26	MICROSOFT CORP		0	129,025	115,971
27	NATIONAL OILWELL INC COM		0	122,556	123,272
28	NESTLE S.A REGISTERED SHARES - ADR		0	69,608	128,782
29	ORACLE CORPORATION		0	89,653	116,693
30	PIMCO LOW DURATION FDI 36		0	1,050,000	1,043,815
31	PIMCO HIGH YIELD FDI INST 108		0	800,000	832,377
32	QUALCOMM INC		0	95,010	155,925
33	ROSS STORES INC		0	87,811	118,015
34	ROYCE PENNSYLVANIA MUT FD-INV 260		0	130,000	168,732
35	SCHLUMBERGER LTD		0	127,473	171,209
36	TJX COS INC NEW		0	58,087	133,833
37	THERMO FISHER SCIENTIFIC INC		0	63,282	133,620
38	TOTAL FINANCE S.A. ADR		0	113,281	122,540
39	TWEEDY BROWNE FD GLOBAL VALUE 1		0	500,000	597,591
40	UNION PACIFIC CORP		0	85,606	168,000
41	COCA COLA CO		0	135,975	144,585
42	AVAI ONRAY CMNTYS INC		0	185,340	236,460
43	AVAI ONRAY CMNTYS INC		0	1,645	3,665
44	GOLDMAN SACHS GROUP INC		0	61,689	110,788
45	HSBC - ADR		0	119,927	121,286
46	UNITED PARCEL SERVICE-CI R		0	85,200	120,842

Part II, Line 13 (990-PF) - Investments - Other

		24,390,377	23,828,030	28,798,057
Asset Description		Reg. of Year	Book Value End of Year	FMV End of Year
	Basis of Valuation			
47	TARGET CORP	0	95,234	170,829
48	UNITEDHEALTH GROUP INC	0	103,347	188,250
49	COACH INC	0	109,944	112,260
50	RHF BILITON LIMITED	0	43,490	68,200
51	FED FARM CREDIT BK 7.000% 9/01/15	0	203,824	221,334
52	JPMORGAN CHASE & CO	0	129,294	192,984
53	OCCIDENTAL PETROLEUM 4 125% 6/01/11	0	196,584	215,128
54	US RANCORP DEL NEW	0	108,312	143,420
55	NEUBERGER BERMAN GEN INSTL CI 122	0	300,000	386,258
56	ANHEUSER-BUSCH INBEV SPN ADR	0	84,155	149,044
57	CHEVRON CORP	0	37,530	124,910
58	AIM INTERNATIONAL GROWTH-Y 8516	0	500,000	645,144
59	ARERDEEN EMERG MKTETS-INST 840	0	1,300,000	1,329,692
60	ROYCE SPECIAL EQUITY FD INV 327	0	158,041	194,884
61	REAR STEARNS & CO 5.700% 11/15/14	0	198,268	208,904
62	COMCAST CORP CLASS A	0	65,726	194,869
63	PIMCO EMERG MKTS RD-INST 137	0	1,088,436	1,034,222
64	LOOMIS SAYLES BOND FD INSTL 1162	0	250,000	258,949
65	ELEMENTS ROGER ENERGY TR	0	252,380	250,200
66	PIMCO FOREIGN BOND (LN HEDGED) 185	0	762,758	710,481
67	GOOGLE INC	0	117,877	196,124
68	AMERICAN CAMPUS CMNTYS INC	0	93,273	64,420
69	RELI SOUTH CORP 5.200% 9/15/14	0	199,592	206,522
70	VANGUARD REIT VIPER	0	1,118,469	1,291,200
71	ARTISAN MID CAP VALUE FUND 1464	0	228,246	308,599
72	CELANESE CORP	0	113,966	136,275
73	CAI VERT CAPTL ACCUMULATION-I 764	0	460,000	588,034
74	BOSTON TRUST SMALL CAP FUND	0	130,000	165,731
75	HSRC FINANCE CORP 5.500% 1/19/16	0	251,605	271,038
76	HONEYWELL INTERNATIO 5.400% 3/15/16	0	251,775	274,078
77	IPATH DOW JONES-URS COMMODITY INT	0	380,908	367,500
78	OPPENHEIMER DEVELOPING MKT-Y 788	0	1,300,000	1,493,157
79	VODAFONE GROUP PLC NEW ADR	0	68,551	108,102
80	POWERSHARES DR COMMODITY INDEX	0	688,753	646,632
81	AMERICAN EXPRESS 5.500% 9/12/16	0	251,682	278,070
82	ASH-MORE EMERG MKTS CR DR INS	0	500,000	503,866
83	THE DIRECTV GROUP HOLDINGS CLASS C	0	138,096	155,385
84	MORGAN STANLEY INS FR EMG-I	0	325,000	350,057
85	CME GROUP INC	0	33,017	44,330
86	PRINCIPAL PREFERRED SEC-INS 4929	0	360,000	351,288
87	SPDR DJ WILSHIRE INTERNATIONAL REA	0	669,088	647,870
88	HCP INC	0	91,531	72,640
89	JP MORGAN MID CAP VALUE I 758	0	230,721	333,043
90	PERSHIRE HATHAWAY INC	0	138,989	201,552
91	MADISON MID CAP FUND-Y	0	510,000	619,947
92	ELEMENTS ROGERS METAL TR	0	269,573	225,140

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
93	ELEMENTS ROGERS AGRI TOT RET		0	188,215	151,430
94	VISA INC-CI ASS A SHRS		0	45,043	172,577
95	RIDGEWORTH SEIX HY BD-I 5855		0	400,000	390,030
96	KAI MAR GR W/VAL SM CAP-INS #4		0	210,234	299,250
97	IVY ASSET STRATEGY FUND CI ASS I 473		0	750,000	971,138
			24,390,377	23,828,030	26,798,057

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	39,129
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	30,253
3	PARTNERSHIP INCOME ADJUSTMENT	3	48,950
4	FEDERAL EXCISE TAX REFUND	4	791
5	<b>Tota</b>	<b>5</b>	<b>119,123</b>

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**Line 5 - Decreases not included in Part III, Line 2**

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	38,430
2	PY RETURN OF CAPITAL ADJUSTMENT	2	16,221
3	<b>Tota</b>	<b>3</b>	<b>54,651</b>

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**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date		Amount
1 Credit from prior year return . . . . .		1	19,103
2 First quarter estimated tax payment . . . . .		2	
3 Second quarter estimated tax payment . . . . .		3	
4 Third quarter estimated tax payment . . . . .		4	
5 Fourth quarter estimated tax payment . . . . .	12/15/2013	5	17,500
6 Other payments . . . . .		6	
7 Total . . . . .		7	36,603

**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.

OMB No. 1545-0047

**2013**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

<b>Name of the organization</b> HUBBELL-WATERMAN FNDN	<b>Employer identification number</b> 42-6126467
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**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 foundation

Check 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$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).

Name of organization HUBBELL-WATERMAN FNDN	Employer identification number 42-6126467
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**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	WATERMAN, MARY H - CLUT 1 WELLS FARGO BA 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM NC 27101-3818 Foreign State or Province: _____ Foreign Country: _____	\$ 117,311	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	WATERMAN, MARY H - CLUT 2 WELLS FARGO BA 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM NC 27101-3818 Foreign State or Province: _____ Foreign Country: _____	\$ 546,398	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization HUBBELL-WATERMAN FNDN	Employer identification number 42-6126467
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**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
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----

Name of organization <b>HUBBELL-WATERMAN FNDN</b>	Employer identification number <b>42-6126467</b>
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**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ .....0  
Use duplicate copies of Part III if additional space is needed.

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

Department of the Treasury  
Internal Revenue Service

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at [www.irs.gov/form2220](http://www.irs.gov/form2220).

Name <b>HUBBELL-WATERMAN FNDN</b>	Employer identification number <b>42-6126467</b>
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**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

**Part I Required Annual Payment**

1 Total tax (see instructions) . . . . .					
	<b>1</b>				40,977
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 . . . . .	<b>2a</b>				
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method . . . . .	<b>2b</b>				
c Credit for federal tax paid on fuels (see instructions) . . . . .	<b>2c</b>				
d <b>Total.</b> Add lines 2a through 2c . . . . .	<b>2d</b>				<b>0</b>
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty . . . . .	<b>3</b>				40,977
4 Enter the tax shown on the corporation's 2012 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5 . . . . .</b>	<b>4</b>				19,103
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 . . . . .	<b>5</b>				19,103

**Part II Reasons for Filing**—Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6  The corporation is using the adjusted seasonal installment method.
- 7  The corporation is using the annualized income installment method.
- 8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part III Figuring the Underpayment**

		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year . . . . .	<b>9</b>	5/15/2013	6/17/2013	9/16/2013	12/16/2013
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column . . . . .	<b>10</b>	937	3,707	3,761	32,572
11 <b>Estimated tax paid or credited for each period</b> (see instructions). For column (a) only, enter the amount from line 11 on line 15 . . . . .	<b>11</b>	19,103	0	0	17,500
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column . . . . .	<b>12</b>		18,166	14,459	10,698
13 Add lines 11 and 12 . . . . .	<b>13</b>		18,166	14,459	28,198
14 Add amounts on lines 16 and 17 of the preceding column . . . . .	<b>14</b>		0	0	0
15 Subtract line 14 from line 13. If zero or less, enter -0- . . . . .	<b>15</b>	19,103	18,166	14,459	28,198
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- . . . . .	<b>16</b>		0	0	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 . . . . .	<b>17</b>	0	0	0	4,374
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column . . . . .	<b>18</b>	18,166	14,459	10,698	

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17—no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)	
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.) . . . . .	19	5/15/2013	6/17/2013	9/16/2013	5/14/2014
20 Number of days from due date of installment on line 9 to the date shown on line 19 . . . . .	20	0	0	0	149
21 Number of days on line 20 after 4/15/2013 and before 7/1/2013	21	0	0	0	0
22 Underpayment on line 17 × $\frac{\text{Number of days on line 21}}{365} \times 3\%$	22	\$	\$	\$	\$
23 Number of days on line 20 after 6/30/2013 and before 10/1/2013	23	0	0	0	0
24 Underpayment on line 17 × $\frac{\text{Number of days on line 23}}{365} \times 3\%$	24	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2013 and before 1/1/2014	25	0	0	0	15
26 Underpayment on line 17 × $\frac{\text{Number of days on line 25}}{365} \times 3\%$	26	\$	\$	\$	\$ 5
27 Number of days on line 20 after 12/31/2013 and before 4/1/2014	27	0	0	0	90
28 Underpayment on line 17 × $\frac{\text{Number of days on line 27}}{365} \times 3\%$	28	\$	\$	\$	\$ 32
29 Number of days on line 20 after 3/31/2014 and before 7/1/2014	29	0	0	0	44
30 Underpayment on line 17 × $\frac{\text{Number of days on line 29}}{365} \times 3\%$	30	\$	\$	\$	\$ 16
31 Number of days on line 20 after 6/30/2014 and before 10/1/2014	31	0	0	0	0
32 Underpayment on line 17 × $\frac{\text{Number of days on line 31}}{365} \times 3\%$	32	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2014 and before 1/1/2015	33	0	0	0	0
34 Underpayment on line 17 × $\frac{\text{Number of days on line 33}}{365} \times 3\%$	34	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2014 and before 2/16/2015	35	0	0	0	0
36 Underpayment on line 17 × $\frac{\text{Number of days on line 35}}{365} \times 3\%$	36	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36 . . . . .	37	\$ 0	\$ 0	\$ 0	\$ 53
38 <b>Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns . . . . .	38				\$ 53

\*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.