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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation VIRGIL ADKINS TRUST 4-1015117702	A Employer identification number 41-1642234
	Number and street (or P O box number if mail is not delivered to street address) 1100 W ST GERMAIN ST	B Telephone number (see page 10 of the instructions) (320) 258-2464
	City or town, state, and ZIP code ST. CLOUD, MN 56301	C If exemption application is pending, check here ► <input type="checkbox"/>
		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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,235,111.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

E If private foundation status was terminated under section 507(b)(1)(A), check here ►
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <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				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 577,782.				
	7 Capital gain net income (from Part IV, line 2) .				
	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)	451.	451.			STMT 1
12 Total Add lines 1 through 11	-15,041.	39,989.			STMT 2
13 Compensation of officers, directors, trustees, etc	13,404.	13,404.			
14 Other employee salaries and wages		NONE			NONE
15 Pension plans, employee benefits		NONE			NONE
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3	250.	250.			
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	656.	656.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		NONE			NONE
22 Printing and publications		NONE			NONE
23 Other expenses (attach schedule) STMT 5	25.	25.			
24 Total operating and administrative expenses.					
Add lines 13 through 23	14,335.	14,335.			
25 Contributions, gifts, grants paid	68,000.				68,000.
26 Total expenses and disbursements Add lines 24 and 25	82,335.	14,335.			68,000.
27 Subtract line 26 from line 12					
a "Excess" of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					
	-97,376.				
		25,654.			

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Form 990-PF (2009)

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2009

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
Assets	1 Cash - non-interest-bearing	39.	794.	794.
	2 Savings and temporary cash investments	4,899.	73,147.	73,147.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 6.	542,171.	384,841.	463,169.
	c Investments - corporate bonds (attach schedule). STMT 7.	684,036.	674,341.	698,001.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) .	1,231,145.	1,133,123.	1,235,111.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22) .			
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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,357,416.	1,231,145.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-126,271.	-98,022.	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,231,145.	1,133,123.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,231,145.	1,133,123.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,231,145.
2 Enter amount from Part I, line 27a	2	-97,376.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	144.
4 Add lines 1, 2, and 3	4	1,133,913.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	790.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,133,123.

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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 PART IV DETAIL					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-55,030.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ }		3		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	108,673.	1,374,092.	0.07908713536
2007	71,180.	1,495,359.	0.04760060962
2006	35,338.	1,421,581.	0.02485823882
2005	38,901.	1,377,190.	0.02824664716
2004	21,052.	1,341,162.	0.01569683603
2			0.19548946699
3			0.03909789340
4			1,149,303.
5			44,935.
6			257.
7			45,192.
8			68,000.
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 on page 18.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	257.
	Date of ruling or determination letter _____ (attach copy of ruling 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 . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2 . . .	3	257.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	257.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a	308.
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . .	7	308.
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	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ► 10	10	51.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 11	11	51. Refunded ► 11

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
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 ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 10		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation . . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . .	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	X	

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► N/A

14 The books are in care of ► Bremer Trust Company Telephone no. ► (320) 258-2464
Located at ► 1100 WEST ST. GERMAIN ST. ST CLOUD, MN ZIP + 4 ► 56301

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

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? (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 page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2009?		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," list the years ► 2008		
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 page 20 of the instructions)		
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 2009 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 2009)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2009?		

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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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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 page 22 of the 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 STATEMENT 11		13,404.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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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 (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 1,160,003.
b	Average of monthly cash balances	1b 6,802.
c	Fair market value of all other assets (see page 24 of the instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 1,166,805.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 NONE
3	Subtract line 2 from line 1d	3 1,166,805.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4 17,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,149,303.
6	Minimum investment return. Enter 5% of line 5	6 57,465.

Part XI Distributable Amount (see page 25 of the 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 57,465.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 257.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 257.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 57,208.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 57,208.
6	Deduction from distributable amount (see page 25 of the instructions)	6 NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 57,208.

Part XII Qualifying Distributions (see page 25 of the 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 68,000.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 68,000.
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 page 26 of the instructions)	5 257.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 67,743.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				57,208.
2 Undistributed income, if any, as of the end of 2009			68,396.	
a Enter amount for 2008 only		NONE		
b Total for prior years 20 07, 20 20				
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 68,000.			68,000.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				396.
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				57,208.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)																																																																																														
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2009</th> <th>(b) 2008</th> <th>(c) 2007</th> <th>(d) 2006</th> </tr> </thead> <tbody> <tr> <td>Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b 85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c Qualifying distributions from Part XII, line 4 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>d Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3</td> <td colspan="4">Complete 3a, b, or c for the alternative test relied upon</td> <td></td> </tr> <tr> <td>a "Assets" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c "Support" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2009	(b) 2008	(c) 2007	(d) 2006	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					b 85% of line 2a					c Qualifying distributions from Part XII, line 4 for each year listed					d Amounts included in line 2c not used directly for active conduct of exempt activities					e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					3	Complete 3a, b, or c for the alternative test relied upon					a "Assets" alternative test - enter						(1) Value of all assets						(2) Value of assets qualifying under section 4942(j)(3)(B)(i)						b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						c "Support" alternative test - enter						(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						(3) Largest amount of support from an exempt organization						(4) Gross investment income					
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(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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 13				
Total			► 3a	68,000.
b Approved for future payment				
Total			► 3b	

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

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

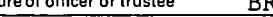
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

 Signature of officer or trustee		 05/10/2010	 Sr. Vice Pres	
 BREMER TRUST N.A. BY		 Date	 Title	
 Paid Preparer's Use Only	 Preparer's signature	 Date	 Check if self-employed	 Preparer's identifying number (See Signature on page 30 of the instructions)
 Firm's name (or yours if self-employed), address, and ZIP code		 THOMSON REUTERS (TAX & ACCOUNTING) 2395 MIDWAY RD BLDG 1 CARROLLTON, TX		 EIN
		 75006-2575	 Phone no 312-873-6900	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
880.00		21.391 BARON GROWTH INSTL FUND #1587 PROPERTY TYPE: SECURITIES 659.00				06/16/2003	221.00	12/21/2009
2,296.00		54.826 BARON GROWTH INSTL FUND #1587 PROPERTY TYPE: SECURITIES 1,689.00				06/16/2003	607.00	12/28/2009
4,775.00		168.13 CALAMOS GROWTH FUND - A PROPERTY TYPE: SECURITIES 10,355.00				09/06/2007	-5,580.00	03/18/2009
5,464.00		152.63 CALAMOS GROWTH FUND - A PROPERTY TYPE: SECURITIES 8,289.00				03/24/2008	-2,825.00	06/15/2009
1,333.00		34.005 CALAMOS GROWTH FUND - A PROPERTY TYPE: SECURITIES 1,735.00				06/07/2005	-402.00	09/08/2009
1,100.00		25.095 CALAMOS GROWTH FUND - A PROPERTY TYPE: SECURITIES 1,280.00				06/07/2005	-180.00	12/21/2009
1,924.00		42.77 CALAMOS GROWTH FUND - A PROPERTY TYPE: SECURITIES 2,182.00				06/07/2005	-258.00	12/28/2009
8,021.00		577.477 DIAMOND HILL LARGE CAP FUND #75 PROPERTY TYPE: SECURITIES 7,911.00				12/21/2009	110.00	12/28/2009
4,017.00		1154.308 FEDERATED STRATEGIC VALUE FUND PROPERTY TYPE: SECURITIES 5,495.00				06/24/2008	-1,478.00	06/15/2009
2,601.00		688.116 FEDERATED STRATEGIC VALUE FUND - PROPERTY TYPE: SECURITIES 3,275.00				06/24/2008	-674.00	09/08/2009
1,013.00		245.93 FEDERATED STRATEGIC VALUE FUND - PROPERTY TYPE: SECURITIES 1,171.00				06/24/2008	-158.00	12/21/2009

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
3,012.00			720.574 FEDERATED STRATEGIC VALUE FUND - PROPERTY TYPE: SECURITIES 3,430.00		-418.00	06/24/2008	12/28/2009	
36,641.00			4163.764 FEDERATED INTERMEDIATE CORPORAT PROPERTY TYPE: SECURITIES 36,849.00		-208.00	12/18/2008	03/18/2009	
3,691.00			375.456 FEDERATED INTERMEDIATE CORPORATE PROPERTY TYPE: SECURITIES 3,323.00		368.00	12/18/2008	12/28/2009	
3,160.00			199.993 JP MORGAN MID CAP VALUE FUND - I PROPERTY TYPE: SECURITIES 4,421.00		-1,261.00	01/22/2008	06/15/2009	
1,212.00			68.981 JP MORGAN MID CAP VALUE FUND - I PROPERTY TYPE: SECURITIES 1,419.00		-207.00	09/13/2004	09/08/2009	
507.00			26.425 JP MORGAN MID CAP VALUE FUND - I PROPERTY TYPE: SECURITIES 544.00		-37.00	09/13/2004	12/21/2009	
1,351.00			69.405 JP MORGAN MID CAP VALUE FUND - I PROPERTY TYPE: SECURITIES 1,428.00		-77.00	09/13/2004	12/28/2009	
6,269.00			723.015 ABSOLUTE STRATEGIES FUND - CL I PROPERTY TYPE: SECURITIES 7,657.00		-1,388.00	01/22/2008	03/18/2009	
13,460.00			1279.457 ABSOLUTE STRATEGIES FUND - CL I PROPERTY TYPE: SECURITIES 13,665.00		-205.00	06/24/2008	12/28/2009	
14,773.00			340.318 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 17,325.00		-2,552.00	03/24/2008	06/15/2009	
4,709.00			92.202 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 3,529.00		1,180.00	09/13/2004	09/08/2009	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,309.00			24.432 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 1,103.00			09/22/2008	12/21/2009	
4,442.00			80.742 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 3,090.00			09/13/2004	12/28/2009	
9,741.00			743.601 LOOMIS SAYLES GLOBAL BOND-INST F PROPERTY TYPE: SECURITIES 12,210.00			12/08/2004	03/18/2009	
10,157.00			644.511 LOOMIS SAYLES GLOBAL BOND-INST F PROPERTY TYPE: SECURITIES 9,418.00			06/15/2009	09/08/2009	
66,762.00			4236.171 LOOMIS SAYLES GLOBAL BOND-INST PROPERTY TYPE: SECURITIES 68,187.00			06/24/2008	09/08/2009	
7,536.00			1168.425 OPPENHEIMER INTERNATIONAL BOND PROPERTY TYPE: SECURITIES 7,487.00			12/21/2009	12/28/2009	
9,943.00			457.99 OPPENHEIMER DEVELOPING MARKETS FU PROPERTY TYPE: SECURITIES 18,523.00			03/24/2008	06/15/2009	
2,386.00			95.926 OPPENHEIMER DEVELOPING MARKETS FU PROPERTY TYPE: SECURITIES 3,685.00			03/05/2007	09/08/2009	
1,195.00			43.259 OPPENHEIMER DEVELOPING MARKETS FU PROPERTY TYPE: SECURITIES 652.00			03/18/2009	12/21/2009	
318.00			11.505 OPPENHEIMER DEVELOPING MARKETS FU PROPERTY TYPE: SECURITIES 426.00			06/05/2006	12/21/2009	
2,157.00			76.205 OPPENHEIMER DEVELOPING MARKETS FU PROPERTY TYPE: SECURITIES 1,148.00			03/18/2009	12/28/2009	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
24,561.00			2274.154 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES 24,130.00			06/24/2008	12/28/2009	
29,741.00			1113.065 T ROWE PRICE BLUE CHIP GROWTH F PROPERTY TYPE: SECURITIES 35,012.00			09/06/2007	06/15/2009	
11,766.00			400.752 T ROWE PRICE BLUE CHIP GROWTH FU PROPERTY TYPE: SECURITIES 7,396.00			09/30/1994	09/08/2009	
5,860.00			180.478 T ROWE PRICE BLUE CHIP GROWTH FU PROPERTY TYPE: SECURITIES 5,851.00			09/22/2008	12/21/2009	
13,895.00			420.159 T ROWE PRICE BLUE CHIP GROWTH FU PROPERTY TYPE: SECURITIES 12,400.00			09/22/2008	12/28/2009	
36,599.00			4255.726 T ROWE PRICE NEW INCOME FND PROPERTY TYPE: SECURITIES 39,236.00			06/07/2005	03/18/2009	
36,726.00			3966.038 T ROWE PRICE NEW INCOME FND PROPERTY TYPE: SECURITIES 36,273.00			03/12/2002	12/28/2009	
2,907.00			294.524 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 6,769.00			09/07/2006	06/15/2009	
956.00			80.579 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 1,852.00			09/07/2006	09/08/2009	
941.00			68.54 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 1,575.00			09/07/2006	12/21/2009	
1,096.00			76.724 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 1,763.00			09/07/2006	12/28/2009	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,079.00			151.876 RYDEX MANAGED FUTURES STRATEGY F PROPERTY TYPE: SECURITIES 4,134.00			09/08/2009	12/28/2009	
14,712.00			333.673 VANGUARD INTERNATIONAL GROWTH AD PROPERTY TYPE: SECURITIES 22,286.00			03/24/2008	06/15/2009	
4,651.00			90.708 VANGUARD INTERNATIONAL GROWTH ADM PROPERTY TYPE: SECURITIES 4,012.00			06/16/2003	09/08/2009	
318.00			6.008 VANGUARD INTERNATIONAL GROWTH ADMI PROPERTY TYPE: SECURITIES 262.00			06/16/2003	12/21/2009	
4,446.00			81.981 VANGUARD INTERNATIONAL GROWTH ADM PROPERTY TYPE: SECURITIES 3,543.00			06/16/2003	12/28/2009	
4,408.00			367.027 VANGUARD INFLATION PROTECTED SEC PROPERTY TYPE: SECURITIES 4,346.00			12/18/2008	03/18/2009	
21,524.00			1738.622 VANGUARD INFLATION PROTECTED SE PROPERTY TYPE: SECURITIES 20,670.00			06/15/2009	09/08/2009	
1,152.00			92.184 VANGUARD INFLATION PROTECTED SECU PROPERTY TYPE: SECURITIES 1,091.00			12/18/2008	12/28/2009	
TOTAL GAIN(LOSS)							-55,030.	
							=====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ICM SMALL CO PORTFOLIO #1229 (NEW)	47.	47.
ALLIANZ NFJ DIVIDEND VALUE FUND #4657 -	3,309.	3,309.
DIAMOND HILL LARGE CAP FUND #75 - I	282.	282.
FEDERATED STRATEGIC VALUE FUND - IN	1,007.	1,007.
FEDERATED INTERMEDIATE CORPORATE BOND FU	2,117.	2,117.
JP MORGAN MID CAP VALUE FUND - I #758	227.	227.
ABSOLUTE STRATEGIES FUND - CL I	1,562.	1,562.
HARBOR INTERNATIONAL FUND	556.	556.
LOOMIS SAYLES GLOBAL BOND- INST FUND	1,271.	1,271.
FEDERATED GOVT OBLIGATIONS FUND I - #5	21.	21.
OPPENHEIMER INTERNATIONAL BOND FUND - Y	965.	965.
OPPENHEIMER DEVELOPING MARKETS FUND - Y	140.	140.
PIMCO TOTAL RETURN FUND	11,359.	11,359.
T ROWE PRICE BLUE CHIP GROWTH FUND	109.	109.
T ROWE PRICE NEW INCOME FND	15,180.	15,180.
ROWE T PRICE REAL ESTATE FD COM	411.	411.
VANGUARD INTERNATIONAL GROWTH ADMIRAL SH	710.	710.
VANGUARD INFLATION PROTECTED SECURITIES	265.	265.
TOTAL	39,538.	39,538.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	451.	451.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	250.	250.	250.	
TOTALS	250.	250.	250.	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	512.	512.
FOREIGN TAXES ON QUALIFIED FOR	133.	133.
FOREIGN TAXES ON NONQUALIFIED	11.	11.
TOTALS	656.	656.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	25.	25.
TOTALS	25.	25.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ICM SMALL CO FUND #1229	7,668.	12,337.
VANGUARD GRP-INTL GROWTH FUND	21,583.	31,476.
ALLIANZ NFJ DIV. VALUE FD - IN		
BARON GROWTH FUND #587	11,258.	15,544.
CALAMOS GROWTH FUND - A	13,632.	12,481.
JP MORGAN MID CAP VALUE FD#758	8,872.	9,334.
HARBOR INTERNATIONAL FUND	21,209.	31,538.
FEDERATED STRATEGIC VALUE FD	19,561.	21,820.
OPPENHEIMER DEVELOPING MKS#785	8,381.	15,812.
T ROWE PRICE BLUE CHIP GROWTH	51,581.	93,765.
T ROWE PRICE REAL ESTATE FUND	6,438.	6,113.
ABSOLUTE STRATEGIES FD	116,782.	115,719.
DIAMOND HILL LARGE CAP FD # 75	62,198.	61,971.
RYDEX MGED FUTURES STRATEGY H	35,678.	35,259.
TOTALS	384,841.	463,169.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BOOK VALUE	ENDING FMV
FEDERATED CORP BOND FD		
LOOMIS SAYLES GLOBAL BOND FD	31,721.	34,980.
FEDERATED INTERMEDIATE CORP BD	69,246.	69,355.
OPPENHEIMER INT'L BOND FD - Y	221,571.	230,187.
PIMCO TOTAL RETURN FUND #35	338,562.	349,444.
T ROWE PRICE NEW INC FUND	13,241.	14,035.
VANGUARD INFLATION PRO SEC IV		
TOTALS	674,341.	698,001.

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

DESCRIPTION	AMOUNT
FOREIGN TAXES FROM INCOME REALLOCATION	144.
TOTAL	144.

STATEMENT 8

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

DESCRIPTION	AMOUNT
MUTUAL FUND ACCRUALS	369.
MUTUAL FUND CASH ADJUSTMENT	409.
ROUNDING	12.
TOTAL	790.

STATEMENT 9

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MN

STATEMENT 10

VIRGIL ADKINS TRUST 4-1015117702

41-1642234

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

Bremer Trust N.A.

ADDRESS:

1100 West St. Germain Street
St. Cloud, MN 56302

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 13,404.

TOTAL COMPENSATION: 13,404.

=====

STATEMENT 11

VIRGIL ADKINS TRUST 4-1015117702

41-1642234

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

=====

RECIPIENT NAME:

MINNEAPOLIS SOCIETY FOR THE

ADDRESS:

BLIND

MINNEAPOLIS, MN 55403-3101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRAL OPERATING CHARITABLE FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 27,200.

RECIPIENT NAME:

COURAGE CENTER

ADDRESS:

ATTN: SUSAN OSWALD, DEVELOPMENT

MINNEAPOLIS, MN 55422-4249

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRAL OPERATING CHARITABLE FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,200.

RECIPIENT NAME:

SIGHT & HEARING ASSN

ADDRESS:

MS KATHY WEBB, EXECUTIVE DIR

ST PAUL, MN 55104-4125

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRAL OPERATING CHARITABLE FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 20,400.

STATEMENT 12

VIRGIL ADKINS TRUST 4-1015117702
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

41-1642234

RECIPIENT NAME:
FOLEY SCHOOL DISTRICT
ADDRESS:
PO BOX 397
FOLEY, MN 56329-0397
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SCHOOL
AMOUNT OF GRANT PAID 5,100.

RECIPIENT NAME:
MILACA PUBLIC SCHOOLS
ADDRESS:
THORA ALLEN, AWARDS CHAIRPERSON
MILACA, MN 56353-0262
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SCHOOL
AMOUNT OF GRANT PAID 5,100.

TOTAL GRANTS PAID: 68,000.
=====

STATEMENT 13