Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

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
PAMELA BAKKEN FOUNDATION C/O LOWRY HILL
12387000

A Employer identification number
41-1850599

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
90 SOUTH 7TH STREET, SUITE 5300

B Telephone number (see page 10 of the instructions)
(612) 316-3901

City or town, state, and ZIP code
MINNEAPOLIS, MN 55402

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
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 ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 814,916.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ______
(Part I, column (d) must be on cash basis.)

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 ▶ [X] if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	17,792.	17,792.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-46,352.			
b Gross sales price for all assets on line 6a 319,388.				
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)	107.			STMT 2
12 **Total.** Add lines 1 through 11	-28,453.	17,792.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
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)				
c Other professional fees (attach schedule) STMT 3	4,432.	2,216.		2,216.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	836.	836.		
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	42.	17.		25.
24 **Total operating and administrative expenses.** Add lines 13 through 23	5,310.	3,069.	NONE	2,241.
25 Contributions, gifts, grants paid	29,200.			29,200.
26 **Total expenses and disbursements** Add lines 24 and 25	34,510.	3,069.	NONE	31,441.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-62,963.			
b **Net investment income** (if negative, enter -0-)		14,723.		
c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	97,270.	60,540.	60,540.
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) STMT 6	77,906.	79,681.	81,399.
b	Investments - corporate stock (attach schedule) STMT 7	585,706.	558,781.	672,977.
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)			
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)	760,882.	699,002.	814,916.
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 ▶ ☐ 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. ▶ X			
27	Capital stock, trust principal, or current funds	760,882.	699,002.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	760,882.	699,002.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	760,882.	699,002.	

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	760,882.
2	Enter amount from Part I, line 27a	2	-62,963.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,390.
4	Add lines 1, 2, and 3	4	699,309.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	307.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	699,002.

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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 -46,352.

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	55,604.	886,962.	0.06269039711
2007	61,462.	1,038,708.	0.05917158624
2006	6,086.	927,385.	0.00656253875
2005	99,071.	788,498.	0.12564521407
2004	38,476.	725,109.	0.05306236718

2	**Total** of line 1, column (d)	2	0.30713210335
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	0.06142642067
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	711,150.
5	Multiply line 4 by line 3	5	43,683.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	147.
7	Add lines 5 and 6	7	43,830.
8	Enter qualifying distributions from Part XII, line 4	8	31,441.

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 ▶ ☐ and enter "N/A" on line 1. 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 ▶ ☐ and enter 1% of Part I, line 27b	1	294.
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	294.
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	294.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 196.		
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	196.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	98.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 13			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ WELLS FARGO DBA LOWRY HILL Telephone no ▶ (612)316-3901
Located at ▶ 90 S. 7TH STREET, STE 5300, MINNEAPOLIS, MN ZIP + 4 ▶ 55402

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions) STMT 14		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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)	[ ] Yes [X] 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 [X] 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)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 15		-0-	-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
SEE STATEMENT 16		NONE	NONE	NONE

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

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

3 Five highest-paid independent contractors for professional services (see 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
SEE STATEMENT 17		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	633,736.
b	Average of monthly cash balances	1b	88,244.
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	721,980.
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	721,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	10,830.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	711,150.
6	**Minimum investment return.** Enter 5% of line 5	6	35,558.

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	35,558.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	294.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	294.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	35,264.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	35,264.
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	35,264.

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	31,441.
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	31,441.
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	N/A
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	31,441.

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					35,264.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				NONE	
b Total for prior years 20____,20____, 20____			NONE		
3 Excess distributions carryover, if any, to 2009					
a From 2004	3,403.				
b From 2005	64,382.				
c From 2006	NONE				
d From 2007	10,905.				
e From 2008	11,644.				
f **Total** of lines 3a through e		90,334.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 31,441.					
a Applied to 2008, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2009 distributable amount					31,441.
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).)*		3,823.			3,823.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		86,511.			
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				NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
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		86,511.			
10 Analysis of line 9					
a Excess from 2005	63,962.				
b Excess from 2006	NONE				
c Excess from 2007	10,905.				
d Excess from 2008	11,644.				
e Excess from 2009					

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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 ▶ [X] 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 24				
Total . . . . ▶ **3a**				29,200.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	17,792.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-46,352.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b NONDIVIDEND DISTRI			1	107.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-28,453.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -28,453.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | 5/10/10 Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 05/03/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004	EIN ▶ 13-5565207	Phone no 602-776-4746

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					156.	
		40. ALEXANDRIA REAL ESTATE EQUITIES PROPERTY TYPE: SECURITIES				P	04/14/2005	03/24/2009
1,477.00		2,566.00					-1,089.00	
		71. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES				P	12/19/2007	01/21/2009
474.00		1,564.00					-1,090.00	
		31. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES				P	12/20/2007	01/22/2009
196.00		525.00					-329.00	
		50. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES				P	09/25/2007	04/17/2009
1,069.00		1,833.00					-764.00	
		220. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES				P	02/22/2008	06/17/2009
5,412.00		6,879.00					-1,467.00	
		12. ANSYS INC PROPERTY TYPE: SECURITIES				P	07/27/2007	08/06/2009
434.00		310.00					124.00	
		3. ANSYS INC PROPERTY TYPE: SECURITIES				P	07/27/2007	08/07/2009
109.00		77.00					32.00	
		15. ANSYS INC PROPERTY TYPE: SECURITIES				P	07/27/2007	10/12/2009
625.00		386.00					239.00	
		73. APACHE CORP PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
5,268.00		5,279.00					-11.00	
		10. APACHE CORP PROPERTY TYPE: SECURITIES				P	07/16/2004	06/26/2009
723.00		464.00					259.00	

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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)	
		.1923 AVALONBAY CMNTYS INC PROPERTY TYPE: SECURITIES				P	10/06/2008	02/11/2009
9.00		16.00					-7.00	
		36. AVALONBAY CMNTYS INC PROPERTY TYPE: SECURITIES				P	01/30/2009	07/24/2009
2,031.00		2,962.00					-931.00	
		43. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	06/13/2008	09/28/2009
849.00		1,184.00					-335.00	
		42. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	06/12/2008	09/28/2009
831.00		1,151.00					-320.00	
		86. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
5,852.00		5,861.00					-9.00	
		3. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
46.00		52.00					-6.00	
		10. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
153.00		173.00					-20.00	
		10. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
149.00		173.00					-24.00	
		7. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
104.00		121.00					-17.00	
		7. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	08/21/2009
150.00		119.00					31.00	
		8. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	08/21/2009
171.00		136.00					35.00	

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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)
245. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES	P	01/14/2009	04/17/2009	6,956.00		5,974.00				982.00
70. ENTERTAINMENT PPTYS TRUST COM SH PROPERTY TYPE: SECURITIES	P	07/12/2007	03/03/2009	941.00		3,810.00				-2,869.00
145. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES	P	12/30/2008	01/05/2009	11,355.00		11,368.00				-13.00
15. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES	P	07/16/2007	06/26/2009	568.00		636.00				-68.00
25000. FED HOME LN MTG CORP 5.000% 6/18 PROPERTY TYPE: SECURITIES	P	05/28/2008	06/18/2009	25,000.00		25,000.00				
25000. FED HOME LN BK 3.375% 4/21 PROPERTY TYPE: SECURITIES	P	03/30/2004	04/21/2009	25,000.00		25,000.00				
25000. FED HOME LN BK 4.250% 6/10 PROPERTY TYPE: SECURITIES	P	05/22/2008	06/10/2009	25,000.00		24,981.00				19.00
20. FEDERAL RLTY INVT TR SH BEN INT PROPERTY TYPE: SECURITIES	P	07/12/2007	03/03/2009	786.00		1,560.00				-774.00
115. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES	P	02/22/2008	01/14/2009	1,622.00		3,837.00				-2,215.00
260. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES	P	04/11/2007	01/14/2009	3,668.00		8,443.00				-4,775.00
14. GENTEX CORP PROPERTY TYPE: SECURITIES	P	10/05/2005	04/22/2009	176.00		235.00				-59.00

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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)	
		31. GENTEX CORP PROPERTY TYPE: SECURITIES				P	10/05/2005	04/22/2009
389.00		521.00					-132.00	
		31. GENTEX CORP PROPERTY TYPE: SECURITIES				P	04/11/2007	07/22/2009
443.00		512.00					-69.00	
		69. GENTEX CORP PROPERTY TYPE: SECURITIES				P	04/11/2007	08/27/2009
962.00		1,085.00					-123.00	
		.5833 HSBC HOLDINGS PLC 3/31/ PROPERTY TYPE: SECURITIES				P	02/25/2008	04/09/2009
5.00							5.00	
		15. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	10/25/2006	01/21/2009
116.00		412.00					-296.00	
		22. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	04/11/2007	01/22/2009
162.00		595.00					-433.00	
		18. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	04/11/2007	01/23/2009
133.00		477.00					-344.00	
		25. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES				P	07/12/2007	03/03/2009
724.00		1,025.00					-301.00	
		40. HEALTH CARE REIT INC PROPERTY TYPE: SECURITIES				P	07/12/2007	04/17/2009
1,364.00		1,640.00					-276.00	
		105. HOST HOTELS & RESORTS, INC. PROPERTY TYPE: SECURITIES				P	03/03/2009	07/24/2009
897.00		359.00					538.00	
		77. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	04/11/2007	06/12/2009
731.00		1,133.00					-402.00	

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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)	
		103. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	04/11/2007	06/12/2009
979.00		1,516.00					-537.00	
		102. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	04/11/2007	06/15/2009
954.00		1,500.00					-546.00	
		51. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	03/01/2007	06/15/2009
477.00		750.00					-273.00	
		262. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	03/01/2007	06/16/2009
2,430.00		3,833.00					-1,403.00	
		65. ISHARES DOW JONES SELECT DIVIDEND FD PROPERTY TYPE: SECURITIES				P	11/06/2008	01/14/2009
2,455.00		2,980.00					-525.00	
		50. ISHARES DOW JONES SELECT DIVIDEND FD PROPERTY TYPE: SECURITIES				P	06/17/2009	08/12/2009
1,971.00		1,784.00					187.00	
		100. ISHARES DOW JONES SELECT DIVIDEND F PROPERTY TYPE: SECURITIES				P	06/17/2009	09/18/2009
4,221.00		3,567.00					654.00	
		5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	12/08/2008	02/27/2009
420.00		423.00					-3.00	
		5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	12/08/2008	03/02/2009
420.00		423.00					-3.00	
		5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	12/08/2008	04/22/2009
420.00		423.00					-3.00	
		5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	02/17/2009	05/22/2009
419.00		421.00					-2.00	

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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)
5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES	P	04/02/2009	08/18/2009	419.00		420.00				-1.00
2. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES	P	04/02/2009	08/19/2009	168.00		168.00				
3. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES	P	04/02/2009	08/20/2009	251.00		252.00				-1.00
5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES	P	02/06/2009	09/28/2009	420.00		420.00				
5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES	P	04/03/2009	10/30/2009	420.00		420.00				
5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES	P	04/03/2009	12/10/2009	418.00		420.00				-2.00
19. ISHARES MSCI EAFE PROPERTY TYPE: SECURITIES	P	02/25/2008	03/31/2009	707.00		1,445.00				-738.00
5. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES	P	11/25/2008	03/03/2009	551.00		552.00				-1.00
40. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES	P	04/17/2009	07/14/2009	4,408.00		4,413.00				-5.00
10. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES	P	07/24/2009	09/17/2009	1,102.00		1,102.00				
10. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES	P	10/07/2009	10/12/2009	1,102.00		1,102.00				

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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)	
		45. ISHARES BARCLAYS SHORT TREASUR BD FD PROPERTY TYPE: SECURITIES				P	10/07/2009	10/15/2009
4,958.00		4,959.00					-1.00	
		25. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	01/25/2007	01/14/2009
1,444.00		1,654.00					-210.00	
		25. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	07/01/2005	03/11/2009
1,196.00		1,628.00					-432.00	
		72. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES				P	09/28/2007	01/21/2009
258.00		1,226.00					-968.00	
		42. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES				P	09/21/2007	01/22/2009
141.00		698.00					-557.00	
		14. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	10/25/2006	12/10/2009
189.00		281.00					-92.00	
		1. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	10/25/2006	12/10/2009
13.00		20.00					-7.00	
		13. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/24/2006	12/11/2009
170.00		255.00					-85.00	
		19. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/15/2006	12/14/2009
253.00		368.00					-115.00	
		35. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	11/05/2008	12/15/2009
453.00		527.00					-74.00	
		1000. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
30,000.00		30,590.00					-590.00	

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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)	
		25. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	03/12/2009
327.00		635.00					-308.00	
		16. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	08/27/2009
397.00		404.00					-7.00	
		10. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES				P	10/24/2008	10/30/2009
985.00		728.00					257.00	
		180. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	06/30/2005	03/16/2009
3,029.00		4,714.00					-1,685.00	
		142. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	04/11/2007	01/07/2009
2,669.00		4,966.00					-2,297.00	
		159. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	10/31/2007	01/07/2009
2,945.00		5,290.00					-2,345.00	
		3. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/17/2007	04/02/2009
108.00		190.00					-82.00	
		4. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	04/02/2009
144.00		251.00					-107.00	
		2. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	04/03/2009
71.00		126.00					-55.00	
		11. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/13/2007	04/03/2009
383.00		680.00					-297.00	
		313. NESTLE S.A. REGISTERED SHARES - ADR PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
12,257.00		12,764.00					-507.00	

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)	
		87. NESTLE S.A. REGISTERED SHARES - ADR PROPERTY TYPE: SECURITIES				P	10/17/2007	01/05/2009
3,407.00		3,656.00					-249.00	
		34. NEUSTAR INC PROPERTY TYPE: SECURITIES				P	09/05/2008	07/15/2009
737.00		756.00					-19.00	
		170. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
8,376.00		8,389.00					-13.00	
		105. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES				P	09/25/2007	01/14/2009
4,138.00		5,402.00					-1,264.00	
		10. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES				P	11/26/2008	04/30/2009
460.00		233.00					227.00	
		40. OMNICOM GROUP PROPERTY TYPE: SECURITIES				P	05/12/2008	09/18/2009
1,525.00		1,962.00					-437.00	
		40. PEPSICO INC PROPERTY TYPE: SECURITIES				P	04/11/2007	01/29/2009
2,069.00		2,551.00					-482.00	
		45. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES				P	11/06/2003	03/03/2009
1,113.00		1,196.00					-83.00	
		65. REALTY INCOME CORP COM PROPERTY TYPE: SECURITIES				P	03/03/2009	07/24/2009
1,477.00		1,087.00					390.00	
		19. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	04/11/2007	02/06/2009
192.00		393.00					-201.00	
		111. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	04/11/2007	02/06/2009
1,118.00		2,247.00					-1,129.00	

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)	
		60. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES				P	10/15/2008	10/07/2009
4,028.00		3,346.00					682.00	
		3. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES				P	04/28/2008	10/07/2009
201.00		370.00					-169.00	
		35. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	01/29/2009
3,019.00		3,221.00					-202.00	
		20. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	02/26/2009
1,565.00		1,841.00					-276.00	
		20. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	01/07/2009	03/12/2009
1,459.00		1,758.00					-299.00	
		15. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	06/26/2009	09/30/2009
1,591.00		1,352.00					239.00	
		40. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	10/22/2009	11/19/2009
4,386.00		4,307.00					79.00	
		15. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	10/07/2009	11/20/2009
1,643.00		1,588.00					55.00	
		20. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	11/17/2008	11/20/2009
2,190.00		1,731.00					459.00	
		11. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	10/06/2005	06/11/2009
252.00		435.00					-183.00	
		21. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	10/25/2006	06/11/2009
469.00		824.00					-355.00	

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)	
		105. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES				P	04/11/2007	10/22/2009
1,874.00		1,989.00					-115.00	
		373. TAIWAN SEMICONDUCTOR MANUFACTU - AD PROPERTY TYPE: SECURITIES				P	10/17/2007	04/03/2009
3,759.00		3,960.00					-201.00	
		.519 TAIWAN SEMICONDUCTOR MANUFACTU - AD PROPERTY TYPE: SECURITIES				P	10/25/2006	08/17/2009
5.00		5.00						
		65. TARGET CORP PROPERTY TYPE: SECURITIES				P	01/25/2007	04/23/2009
2,533.00		3,956.00					-1,423.00	
		240. TEXTRON INC PROPERTY TYPE: SECURITIES				P	09/19/2008	02/04/2009
1,521.00		9,561.00					-8,040.00	
		25. TOYOTA MOTOR CORPORATION - ADR PROPERTY TYPE: SECURITIES				P	02/22/2008	01/14/2009
1,545.00		2,726.00					-1,181.00	
		61. TOYOTA MOTOR CORPORATION - ADR PROPERTY TYPE: SECURITIES				P	12/07/2007	01/14/2009
3,771.00		6,987.00					-3,216.00	
		35. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES				P	01/14/2009	09/18/2009
2,188.00		1,437.00					751.00	
		15. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	10/06/2005	02/13/2009
460.00		688.00					-228.00	
		8. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	01/04/2008	02/13/2009
246.00		363.00					-117.00	
		12. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	02/17/2009
348.00		531.00					-183.00	

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)	
		220. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES				P	03/11/2009	09/18/2009
4,458.00		4,333.00					125.00	
		4. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/11/2007	03/31/2009
74.00		135.00					-61.00	
		1. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/11/2007	03/31/2009
18.00		34.00					-16.00	
		10. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/11/2007	04/01/2009
184.00		338.00					-154.00	
		6. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/11/2007	04/01/2009
110.00		201.00					-91.00	
		21. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/08/2007	04/02/2009
400.00		655.00					-255.00	
		20. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	02/27/2007	07/15/2009
512.00		589.00					-77.00	
		15. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	07/22/2008	08/27/2009
457.00		426.00					31.00	
		35. XTO ENERGY INC PROPERTY TYPE: SECURITIES				P	07/10/2008	03/12/2009
1,035.00		2,074.00					-1,039.00	
		305. ACCENTURE LTD PROPERTY TYPE: SECURITIES				P	12/30/2008	01/05/2009
9,825.00		9,853.00					-28.00	
		70. ACCENTURE LTD PROPERTY TYPE: SECURITIES				P	04/11/2007	01/05/2009
2,255.00		2,659.00					-404.00	

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)	
		63. ACCENTURE PLC				P	12/30/2008	12/15/2009
		PROPERTY TYPE: SECURITIES						
2,625.00		2,035.00					590.00	
		7. ACCENTURE PLC				P	12/30/2008	12/15/2009
		PROPERTY TYPE: SECURITIES						
291.00		226.00					65.00	
		45. ACCENTURE PLC				P	10/25/2006	12/15/2009
		PROPERTY TYPE: SECURITIES						
1,869.00		1,444.00					425.00	
		35. NOBLE CORPORATION				P	10/25/2006	06/26/2009
		PROPERTY TYPE: SECURITIES						
1,100.00		1,271.00					-171.00	
		2672. WAL MART DE MEXICO SAB DE CV				P	02/25/2008	09/14/2009
		PROPERTY TYPE: SECURITIES						
9,695.00		6,897.00					2,798.00	
TOTAL GAIN(LOSS)		....					-46,352.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	51.	51.
FOREIGN DIVIDENDS	5,364.	5,364.
DOMESTIC DIVIDENDS	7,377.	7,377.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	2,084.	2,084.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	625.	625.
OID INCOME ON USGI	503.	503.
NONQUALIFIED FOREIGN DIVIDENDS	383.	383.
NONQUALIFIED DOMESTIC DIVIDENDS	1,405.	1,405.
TOTAL	17,792.	17,792.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
NONDIVIDEND DISTRIBUTIONS		107.
	TOTALS	107.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	4,432.	2,216.	2,216.
TOTALS	4,432.	2,216.	2,216.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	836.	836.
TOTALS	836.	836.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MINN ST FILING FEE	25.		25.
MISC INVEST FEES	17.	17.	
TOTALS	42.	17.	25.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LN BK	25,000.	25,078.
FED FARM CREDIT BK	25,000.	25,164.
US TREAS INFL INDEX NOTE	24,936.	26,434.
ISHARES BARCLAYS 1-3 YR TREAS	3,092.	3,070.
ISHARES BARCLAYS ST TREAS BOND	1,653.	1,653.
TOTALS	79,681.	81,399.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BARRICK GOLD CORP COM	1,573.	1,575.
BHP BILLITON LTD ADR SPON ADT	6,707.	12,176.
COMPASS MINERALS INTL INC COM	1,477.	1,680.
MOSAIC CO	4,050.	5,674.
ABB LTD ADT SPON ADR	5,162.	7,296.
ALEXANDER & BALDWIN INC	2,845.	2,259.
C H ROBINSON WW INC COM NEW	6,985.	7,635.
GRACO INC	1,781.	1,286.
ILLINOIS TOOL WORKS INC	8,569.	8,638.
MIDDLEBY CORP COM	1,743.	1,961.
ORBITAL SCIENCES CORP	1,724.	1,831.
REPUBLIC SVS INC CL A COMM	13,023.	11,749.
STERICYCLE INC COM	1,172.	1,931.
UNION PACIFIC CORP	4,926.	7,668.
UNITED TECHNOLOGIES CORP	12,698.	14,576.
3M CO	7,677.	8,680.
A T & T INC	10,973.	8,157.
NEUTRAL TANDEM INC	1,706.	1,820.
TELEFONICA SA ADR SPON ADR	9,652.	13,113.
ARBITRON INC	2,854.	2,459.
ATC TECHNOLOGY CORP	1,143.	1,550.
GAMESTOP CORP NEW CL A	2,059.	1,865.
HARTE-HANKS COMM INC CM ST	2,422.	1,488.
LOWES COS INC	6,731.	5,964.
MCDONALDS CORP	8,283.	9,054.
MENS WEARHOUSE INC COM	1,403.	1,348.
MORNINGSTAR INC COM	892.	1,450.
NIKE INC CL B	7,580.	11,232.
OMNICOM GROUP	7,565.	7,047.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHOOL SPECIALTY INC COM	1,877.	1,193.
SCIENTIFIC GAMES CORP-A	2,260.	1,892.
TARGET CORP	9,400.	7,739.
WILEY JOHN & SONS INC CL A	1,609.	2,094.
COCA COLA CO	7,875.	9,690.
COLGATE PALMOLIVE CO	4,322.	7,065.
DIAGEO PLC ADR SPON ADR	12,265.	12,494.
KELLOGG CO	6,941.	6,916.
NESTLE SA REG SHS ADR SPON ADR	13,003.	19,340.
PEPSICO INC	7,234.	7,296.
APACHE CORP	2,925.	6,500.
BP PLC ADR SPON ADR	6,630.	8,696.
CHEVRON CORP	6,605.	7,083.
CORE LABORATORIES N V COM	1,724.	2,126.
EXXON MOBIL CORPORATION	10,563.	9,888.
FMC TECHNOLOGIES INC	4,759.	6,652.
NOBLE CORPORATION	4,514.	5,902.
OCCIDENTAL PETE CORP	3,301.	3,254.
OCEANEERING INTL INC	712.	1,873.
SOUTHWESTERN ENERGY COM COM	3,162.	3,374.
TOTAL SA ADR SPON ADR	12,347.	12,040.
TRANSOCEAN LTD	6,047.	6,872.
XTO ENERGY INC	7,538.	6,468.
AFLAC INC	11,851.	11,146.
ALLSTATE CORP	6,717.	7,360.
AMERICAN CAMPUS CMNTYS INC COM	2,432.	3,232.
BANK NY MELLON CORP COM COM	6,991.	6,014.
DIGITAL RLTY TR INC	1,225.	1,760.
FED RLTY INVT TR SH BEN INT	3,553.	3,386.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HSBC ADR SPON ADR	7,405.	6,680.
MARKEL HOLDINGS	2,752.	2,380.
PLUM CREEK TIMBER CO INC COM	2,771.	3,700.
PUBLIC STORAGE INC COM	2,429.	3,258.
SCHWAB CHARLES CORP NEW	5,228.	8,375.
TCF FINANCIAL	1,859.	1,880.
WRIGHT EXPRESS CORP	994.	1,689.
ABBOTT LABS	5,296.	6,209.
JOHNSON & JOHNSON	7,245.	7,407.
MEDCO HEALTH SOLUTIONS INC	8,682.	11,504.
MEDNAX INC	1,739.	2,404.
MEDTRONIC INC		43,980.
PHARMACEUTICAL PROD DEV INC CO	1,115.	1,406.
QUEST DIAGNOSTICS INC	8,655.	8,997.
THERMO FISHER SCIENTIFIC INC	11,433.	10,015.
VCA ANTECH INC	2,536.	2,243.
ACCENTURE PLC	6,580.	10,790.
ANSYS INC	1,135.	1,956.
CISCO SYSTEMS INC	10,777.	9,337.
DEALERTRACK HLDGS INC COM	1,290.	1,466.
GOOGLE INC CL A	5,175.	9,300.
INTL BUS MACH CORP COM	5,498.	5,891.
METTLER-TOLEDO INTL INC	1,332.	2,100.
NEUSTAR INC CL A	1,639.	1,866.
NINTENDO CO LTD ADR SPON ADR	9,513.	8,499.
NOKIA CORP ADR SPON ADR	8,166.	4,960.
QUALCOMM INC	8,996.	10,177.
ROFIN SINAR TECH INC COM	1,430.	1,133.
SAP AG ADR SPON ADR	6,798.	7,256.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TAIWAN SEMICNDCTR MFG ADR SPON	8,264.	10,388.
ZEBRA TECH CORP CL A	2,958.	2,410.
EDISON INT COM	7,645.	8,869.
UGI CORP NEW COM	1,882.	1,984.
XCEL ENERGY INC COM	5,615.	6,578.
KOMATSU JPY 50.0	8,330.	9,764.
RECKITT BENCKSER PLC GBP	8,255.	13,278.
TECK RESOURCES LTD	3,170.	4,022.
TESCO PLC 5P	9,491.	10,381.
THOMPSON CREEK METALS CO INC	3,230.	3,047.
ISHARES MSCI BRAZIL	6,330.	6,640.
ISHARES MSCI EAFE	6,727.	5,473.
ISHARES MSCI JAPAN CLASS I	13,339.	11,191.
SPDR TRUST SERIES 1 FD	9,410.	10,030.
VANGUARD EMERGING MKTS ETF	9,910.	19,557.
TOTALS	558,781.	672,977.

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

DESCRIPTION		AMOUNT
FED TAX REFUND		1,390.
	TOTAL	1,390.

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

DESCRIPTION		AMOUNT
MUTUAL FUND TIMING DIFFERENCE		307.
	TOTAL	307.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MN

STATEMENT 13

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

This question does not apply. The foundation does not have any undistributed income from prior years.

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

OFFICER NAME:
PAMELA PETERSMEYER
ADDRESS:
15195 EDGEWATER CIRCLE NORTHEAST
PRIOR LAKE, MN 55372
TITLE:
PRES/DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
===

NAME:
NONE

RECIPIENT NAME:
ALZHEIMERS ASSOC
ADDRESS:
4550 W 77TH STREET
EDINA, MN 55435
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
EPILEPSY FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
AMERICAN CANCER SOCIETY
ADDRESS:
3316 W 66TH ST
EDINA, MN 55435
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
AMERICAN DIABETES ASSOC
ADDRESS:
715 FLORIDA AVE S
MINNEAPOLIS, MN 55426
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
BAKKEN FOUNDATION (THE)
ADDRESS:
3537 ZENITH AVE SOUTH
MINNEAPOLIS, MN 55416-4623
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
COURAGE CAMPS
ADDRESS:
3915 GOLDEN VALLEY ROAD
GOLDEN VALLEY, MN 55422
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
MINNESOTA VALLEY HUMANE SOCIETY
ADDRESS:
1313 HWY 13 EAST
BURNSVILLE, MN 55337
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
PRIOR LAKE FIRE DEPARTMENT
ADDRESS:
16200 EAGLE CREEK AVE
PRIOR LAKE, MN 55372
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
SALVATION ARMY (THE)
ADDRESS:
MINNAPOLIS CENTRAL 2445
ROSEVILLE, MN 55113-2714
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
SHEPHERD OF THE LAKE
LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SOUTHERN VALLEY ALLIANCE
FOR BATTERED WOMEN
ADDRESS:
PO BOX 166
BELLE PLAINE, MN 56011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
TOYS FOR TOTS
C/O KARE 11
ADDRESS:
8811 OLSEN MEMORIAL HWY
MINNEAPOLIS, MN 55427
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50.

RECIPIENT NAME:
VETERANS OF FOREIGN WARS
ADDRESS:
PROCESSING CENTER
TOPEKA, KS 66608-8958
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
PRIOR LAKE ATHLETICS
FOR CHILDREN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
UNIVERSITY OF MINN FDN
MCNAMARA ALUMNI CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TCF STADIUM FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

RECIPIENT NAME:
PRIOR LAKE ROTARY CLUB
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
SUSAN G KOMEN BREAST
CANCER FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
GOLDEN GOPHER FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
PRIOR LAKE SCHOOLS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
YMCA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
PRIOR LAKE ASSOCIATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100.

TOTAL GRANTS PAID: 29,200.

PAMELA BAKKEN FOUNDATION C/O LOWRY HILL 41-1850599

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
73. APACHE CORP	12/30/2008	01/05/2009	5,268.00	5,279.00	-11.00
.1923 AVALONBAY CMNTYS INC	10/06/2008	02/11/2009	9.00	16.00	-7.00
36. AVALONBAY CMNTYS INC	01/30/2009	07/24/2009	2,031.00	2,962.00	-931.00
86. COLGATE PALMOLIVE CO	12/30/2008	01/05/2009	5,852.00	5,861.00	-9.00
245. DU PONT E I DE	01/14/2009	04/17/2009	6,956.00	5,974.00	982.00
145. EXXON MOBIL	12/30/2008	01/05/2009	11,355.00	11,368.00	-13.00
115. GENERAL ELECTRIC CO	02/22/2008	01/14/2009	1,622.00	3,837.00	-2,215.00
105. HOST HOTELS &	03/03/2009	07/24/2009	897.00	359.00	538.00
65. ISHARES DOW JONES	11/06/2008	01/14/2009	2,455.00	2,980.00	-525.00
50. ISHARES DOW JONES	06/17/2009	08/12/2009	1,971.00	1,784.00	187.00
100. ISHARES DOW JONES	06/17/2009	09/18/2009	4,221.00	3,567.00	654.00
5. ISHARES BARCLAYS 1-3	12/08/2008	02/27/2009	420.00	423.00	-3.00
5. ISHARES BARCLAYS 1-3	12/08/2008	03/02/2009	420.00	423.00	-3.00
5. ISHARES BARCLAYS 1-3	12/08/2008	04/22/2009	420.00	423.00	-3.00
5. ISHARES BARCLAYS 1-3	02/17/2009	05/22/2009	419.00	421.00	-2.00
5. ISHARES BARCLAYS 1-3	04/02/2009	08/18/2009	419.00	420.00	-1.00
2. ISHARES BARCLAYS 1-3	04/02/2009	08/19/2009	168.00	168.00	
3. ISHARES BARCLAYS 1-3	04/02/2009	08/20/2009	251.00	252.00	-1.00
5. ISHARES BARCLAYS 1-3	02/06/2009	09/28/2009	420.00	420.00	
5. ISHARES BARCLAYS 1-3	04/03/2009	10/30/2009	420.00	420.00	
5. ISHARES BARCLAYS 1-3	04/03/2009	12/10/2009	418.00	420.00	-2.00
5. ISHARES BARCLAYS SHORT	11/25/2008	03/03/2009	551.00	552.00	-1.00
40. ISHARES BARCLAYS SHORT	04/17/2009	07/14/2009	4,408.00	4,413.00	-5.00
10. ISHARES BARCLAYS SHORT	07/24/2009	09/17/2009	1,102.00	1,102.00	
10. ISHARES BARCLAYS SHORT	10/07/2009	10/12/2009	1,102.00	1,102.00	
45. ISHARES BARCLAYS SHORT	10/07/2009	10/15/2009	4,958.00	4,959.00	-1.00
1000. MEDTRONIC INC	12/30/2008	01/05/2009	30,000.00	30,590.00	-590.00
313. NESTLE S.A.	12/30/2008	01/05/2009	12,257.00	12,764.00	-507.00
34. NEUSTAR INC	09/05/2008	07/15/2009	737.00	756.00	-19.00
170. NIKE INC CL B	12/30/2008	01/05/2009	8,376.00	8,389.00	-13.00
10. OCEANEERING INTL INC	11/26/2008	04/30/2009	460.00	233.00	227.00
65. REALTY INCOME CORP COM	03/03/2009	07/24/2009	1,477.00	1,087.00	390.00
Totals					

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PAMELA BAKKEN FOUNDATION C/O LOWRY HILL 41-1850599

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
60. RESEARCH IN MOTION	10/15/2008	10/07/2009	4,028.00	3,346.00	682.00
35. SPDR S & P 500 ETF	01/07/2009	01/29/2009	3,019.00	3,221.00	-202.00
20. SPDR S & P 500 ETF	01/07/2009	02/26/2009	1,565.00	1,841.00	-276.00
20. SPDR S & P 500 ETF	01/07/2009	03/12/2009	1,459.00	1,758.00	-299.00
15. SPDR S & P 500 ETF	06/26/2009	09/30/2009	1,591.00	1,352.00	239.00
40. SPDR S & P 500 ETF	10/22/2009	11/19/2009	4,386.00	4,307.00	79.00
15. SPDR S & P 500 ETF	10/07/2009	11/20/2009	1,643.00	1,588.00	55.00
240. TEXTRON INC	09/19/2008	02/04/2009	1,521.00	9,561.00	-8,040.00
25. TOYOTA MOTOR	02/22/2008	01/14/2009	1,545.00	2,726.00	-1,181.00
35. UNION PACIFIC CORP	01/14/2009	09/18/2009	2,188.00	1,437.00	751.00
220. VALERO ENERGY CORP	03/11/2009	09/18/2009	4,458.00	4,333.00	125.00
35. XTO ENERGY INC	07/10/2008	03/12/2009	1,035.00	2,074.00	-1,039.00
305. ACCENTURE LTD	12/30/2008	01/05/2009	9,825.00	9,853.00	-28.00
63. ACCENTURE PLC	12/30/2008	12/15/2009	2,625.00	2,035.00	590.00
7. ACCENTURE PLC	12/30/2008	12/15/2009	291.00	226.00	65.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			153,019.00	163,382.00	-10,363.00
Totals			153,019.00	163,382.00	-10,363.00

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PAMELA BAKKEN FOUNDATION C/O LOWRY HILL 41-1850599
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
40. ALEXANDRIA REAL ESTATE	04/14/2005	03/24/2009	1,477.00	2,566.00	-1,089.00
71. AMERICAN REPROGRAPHICS	12/19/2007	01/21/2009	474.00	1,564.00	-1,090.00
31. AMERICAN REPROGRAPHICS	12/20/2007	01/22/2009	196.00	525.00	-329.00
50. ANALOG DEVICES INC	09/25/2007	04/17/2009	1,069.00	1,833.00	-764.00
220. ANALOG DEVICES INC	02/22/2008	06/17/2009	5,412.00	6,879.00	-1,467.00
12. ANSYS INC	07/27/2007	08/06/2009	434.00	310.00	124.00
3. ANSYS INC	07/27/2007	08/07/2009	109.00	77.00	32.00
15. ANSYS INC	07/27/2007	10/12/2009	625.00	386.00	239.00
10. APACHE CORP	07/16/2004	06/26/2009	723.00	464.00	259.00
43. BE AEROSPACE INC COM	06/13/2008	09/28/2009	849.00	1,184.00	-335.00
42. BE AEROSPACE INC COM	06/12/2008	09/28/2009	831.00	1,151.00	-320.00
3. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	46.00	52.00	-6.00
10. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	153.00	173.00	-20.00
10. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	149.00	173.00	-24.00
7. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	104.00	121.00	-17.00
7. DEALERTRACK HLDGS INC	03/07/2008	08/21/2009	150.00	119.00	31.00
8. DEALERTRACK HLDGS INC	03/07/2008	08/21/2009	171.00	136.00	35.00
70. ENTERTAINMENT PPTYS	07/12/2007	03/03/2009	941.00	3,810.00	-2,869.00
15. FMC TECHNOLOGIES INC	07/16/2007	06/26/2009	568.00	636.00	-68.00
25000. FED HOME LN MTG					
CORP 5.000% 6/18/15	05/28/2008	06/18/2009	25,000.00	25,000.00	
25000. FED HOME LN BK					
3.375% 4/21/09	03/30/2004	04/21/2009	25,000.00	25,000.00	
25000. FED HOME LN BK					
4.250% 6/10/13	05/22/2008	06/10/2009	25,000.00	24,981.00	19.00
20. FEDERAL RLTY INVT TR	07/12/2007	03/03/2009	786.00	1,560.00	-774.00
260. GENERAL ELECTRIC CO	04/11/2007	01/14/2009	3,668.00	8,443.00	-4,775.00
14. GENTEX CORP	10/05/2005	04/22/2009	176.00	235.00	-59.00
31. GENTEX CORP	10/05/2005	04/22/2009	389.00	521.00	-132.00
31. GENTEX CORP	04/11/2007	07/22/2009	443.00	512.00	-69.00
69. GENTEX CORP	04/11/2007	08/27/2009	962.00	1,085.00	-123.00
.5833 HSBC HOLDINGS PLC					
Totals 3/31/09					

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PAMELA BAKKEN FOUNDATION C/O LOWRY HILL 41-1850599

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	02/25/2008	04/09/2009	5.00		5.00
15. HARTE-HANKS	10/25/2006	01/21/2009	116.00	412.00	-296.00
22. HARTE-HANKS	04/11/2007	01/22/2009	162.00	595.00	-433.00
18. HARTE-HANKS	04/11/2007	01/23/2009	133.00	477.00	-344.00
25. HEALTH CARE REIT INC	07/12/2007	03/03/2009	724.00	1,025.00	-301.00
40. HEALTH CARE REIT INC	07/12/2007	04/17/2009	1,364.00	1,640.00	-276.00
77. ISHARES MSCI JAPAN	04/11/2007	06/12/2009	731.00	1,133.00	-402.00
103. ISHARES MSCI JAPAN	04/11/2007	06/12/2009	979.00	1,516.00	-537.00
102. ISHARES MSCI JAPAN	04/11/2007	06/15/2009	954.00	1,500.00	-546.00
51. ISHARES MSCI JAPAN	03/01/2007	06/15/2009	477.00	750.00	-273.00
262. ISHARES MSCI JAPAN	03/01/2007	06/16/2009	2,430.00	3,833.00	-1,403.00
19. ISHARES MSCI EAFE	02/25/2008	03/31/2009	707.00	1,445.00	-738.00
25. JOHNSON & JOHNSON	01/25/2007	01/14/2009	1,444.00	1,654.00	-210.00
25. JOHNSON & JOHNSON	07/01/2005	03/11/2009	1,196.00	1,628.00	-432.00
72. KEY ENERGY SERVICES	09/28/2007	01/21/2009	258.00	1,226.00	-968.00
42. KEY ENERGY SERVICES	09/21/2007	01/22/2009	141.00	698.00	-557.00
14. MARINER ENERGY INC	10/25/2006	12/10/2009	189.00	281.00	-92.00
1. MARINER ENERGY INC	10/25/2006	12/10/2009	13.00	20.00	-7.00
13. MARINER ENERGY INC	03/24/2006	12/11/2009	170.00	255.00	-85.00
19. MARINER ENERGY INC	03/15/2006	12/14/2009	253.00	368.00	-115.00
35. MARINER ENERGY INC	11/05/2008	12/15/2009	453.00	527.00	-74.00
25. MENS WEARHOUSE INC COM	01/07/2008	03/12/2009	327.00	635.00	-308.00
16. MENS WEARHOUSE INC COM	01/07/2008	08/27/2009	397.00	404.00	-7.00
10. METTLER-TOLEDO INTL	10/24/2008	10/30/2009	985.00	728.00	257.00
180. MICROSOFT CORP	06/30/2005	03/16/2009	3,029.00	4,714.00	-1,685.00
142. MICROCHIP TECHNOLOGY	04/11/2007	01/07/2009	2,669.00	4,966.00	-2,297.00
159. MICROCHIP TECHNOLOGY	10/31/2007	01/07/2009	2,945.00	5,290.00	-2,345.00
3. MIDDLEBY CORP	07/17/2007	04/02/2009	108.00	190.00	-82.00
4. MIDDLEBY CORP	07/18/2007	04/02/2009	144.00	251.00	-107.00
2. MIDDLEBY CORP	07/18/2007	04/03/2009	71.00	126.00	-55.00
11. MIDDLEBY CORP	07/13/2007	04/03/2009	383.00	680.00	-297.00
87. NESTLE S.A. REGISTERED	10/17/2007	01/05/2009	3,407.00	3,656.00	-249.00
105. NORFOLK SOUTHERN CORP	09/25/2007	01/14/2009	4,138.00	5,402.00	-1,264.00
40. OMNICOM GROUP	05/12/2008	09/18/2009	1,525.00	1,962.00	-437.00
40. PEPSICO INC	04/11/2007	01/29/2009	2,069.00	2,551.00	-482.00
Totals					

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PAMELA BAKKEN FOUNDATION C/O LOWRY HILL 41-1850599

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
45. PLUM CREEK TIMBER CO	11/06/2003	03/03/2009	1,113.00	1,196.00	-83.00
19. REGAL ENTERTAINMENT	04/11/2007	02/06/2009	192.00	393.00	-201.00
111. REGAL ENTERTAINMENT	04/11/2007	02/06/2009	1,118.00	2,247.00	-1,129.00
3. RESEARCH IN MOTION	04/28/2008	10/07/2009	201.00	370.00	-169.00
20. SPDR S & P 500 ETF	11/17/2008	11/20/2009	2,190.00	1,731.00	459.00
11. SCHOOL SPECIALTY INC	10/06/2005	06/11/2009	252.00	435.00	-183.00
21. SCHOOL SPECIALTY INC	10/25/2006	06/11/2009	469.00	824.00	-355.00
105. SCHWAB CHARLES CORP	04/11/2007	10/22/2009	1,874.00	1,989.00	-115.00
373. TAIWAN SEMICONDUCTOR	10/17/2007	04/03/2009	3,759.00	3,960.00	-201.00
.519 TAIWAN SEMICONDUCTOR	10/25/2006	08/17/2009	5.00	5.00	
65. TARGET CORP	01/25/2007	04/23/2009	2,533.00	3,956.00	-1,423.00
61. TOYOTA MOTOR	12/07/2007	01/14/2009	3,771.00	6,987.00	-3,216.00
15. UNITED STATIONERS INC	10/06/2005	02/13/2009	460.00	688.00	-228.00
8. UNITED STATIONERS INC	01/04/2008	02/13/2009	246.00	363.00	-117.00
12. UNITED STATIONERS INC	01/07/2008	02/17/2009	348.00	531.00	-183.00
4. WRIGHT EXPRESS CORP	06/11/2007	03/31/2009	74.00	135.00	-61.00
1. WRIGHT EXPRESS CORP	06/11/2007	03/31/2009	18.00	34.00	-16.00
10. WRIGHT EXPRESS CORP	06/11/2007	04/01/2009	184.00	338.00	-154.00
6. WRIGHT EXPRESS CORP	06/11/2007	04/01/2009	110.00	201.00	-91.00
21. WRIGHT EXPRESS CORP	06/08/2007	04/02/2009	400.00	655.00	-255.00
20. WRIGHT EXPRESS CORP	02/27/2007	07/15/2009	512.00	589.00	-77.00
15. WRIGHT EXPRESS CORP	07/22/2008	08/27/2009	457.00	426.00	31.00
70. ACCENTURE LTD	04/11/2007	01/05/2009	2,255.00	2,659.00	-404.00
45. ACCENTURE PLC	10/25/2006	12/15/2009	1,869.00	1,444.00	425.00
35. NOBLE CORPORATION	10/25/2006	06/26/2009	1,100.00	1,271.00	-171.00
2672. WAL MART DE MEXICO	02/25/2008	09/14/2009	9,695.00	6,897.00	2,798.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			166,206.00	202,358.00	-36,152.00
Totals			166,206.00	202,358.00	-36,152.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	156.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		156.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		156.00