9661 05/12/2011 1 39 PM

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

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
THE WILLIAM D. AND JOYCE E. SEXTON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 296
Room/suite:

City or town, state, and ZIP code: CLARA CITY MN 56222

A Employer identification number: 68-0551421

B Telephone number (see page 10 of the instructions)

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: ☒ 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) ▶ $ 1,061,488

J Accounting method: ☒ 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)	386,850			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	53	53	53	
	4	Dividends and interest from securities	23,379	23,379	23,379	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	53,646			
	b	Gross sales price for all assets on line 6a 955,048				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	463,928	23,432	23,432	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	1,250	1,250		1,250
	c	Other professional fees (attach schedule) Stmt 3	5,278	5,278		5,278
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 4	3,682	3,682		3,682
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 5				
	24	**Total operating and administrative expenses** Add lines 13 through 23	10,210	10,210	0	10,210
	25	Contributions, gifts, grants paid	443,194			443,194
	26	**Total expenses and disbursements.** Add lines 24 and 25	453,404	10,210	0	453,404
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	10,524			
	b	**Net investment income** (if negative, enter -0-)		13,222		
	c	**Adjusted net income** (if negative, enter -0-)			23,432	

RECEIVED MAY 20 2011 3039 IRS-OSC OGDEN, UT

SCANNED MAY 26 2011

20

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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	131,901	107,055	107,055
	2	Savings and temporary cash investments	203,047	199,696	199,696
	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 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 6	827,966	866,687	754,737
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,162,914	1,173,438	1,061,488
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,162,914	1,173,438	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,162,914	1,173,438	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,162,914	1,173,438	

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	1,162,914
2	Enter amount from Part I, line 27a	2	10,524
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,173,438
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,173,438

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	N/A			
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

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))
2009	418,335	839,475	0.498329
2008	267,952	938,715	0.285446
2007	205,980	1,044,153	0.197270
2006	192,980	707,703	0.272685
2005	75,512	808,452	0.093403

2 **Total** of line 1, column (d)	2	1.347133
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	0.269427
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	132
7 Add lines 5 and 6	7	132
8 Enter qualifying distributions from Part XII, line 4	8	453,404

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 letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	132
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	132
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	132
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
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	132
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 2011 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? N/A	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) ▶ DE			
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 2010 or the taxable year beginning in 2010 (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 ▶ KEVIN NOBLE Telephone no ▶ 320-847-3100

Located at ▶ CLARA CITY MN ZIP+4 ▶ 55431

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	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 2010?	N/A	1c		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 22 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010)	N/A	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 2010?		4b		X

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

5a	During the year did the foundation pay or incur any amount to.			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 7				

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				

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

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

3 Five highest-paid independent contractors for professional services (see 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		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
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	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	0
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0
6	**Minimum investment return.** Enter 5% of line 5	6	0

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	
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 132		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	132
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0

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	453,404
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	453,404
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	132
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	453,272

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					0
2 Undistributed income, if any, as of the end of 2010.					
a Enter amount for 2009 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2010:					
a From 2005	35,455				
b From 2006	157,957				
c From 2007	154,192				
d From 2008	221,902				
e From 2009	376,511				
f **Total** of lines 3a through e		946,017			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 453,404					
a Applied to 2009, 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)					
d Applied to 2010 distributable amount					
e Remaining amount distributed out of corpus		453,404			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,399,421			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
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)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		35,455			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,363,966			
10 Analysis of line 9					
a Excess from 2006	157,957				
b Excess from 2007	154,192				
c Excess from 2008	221,902				
d Excess from 2009	376,511				
e Excess from 2010	453,404				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(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))

WILLIAM & JOYCE SEXTON

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

KEVIN NOBLE 320-847-3100
P.O. BOX 296 CLARA CITY MN 56222

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

See Statement 8

c Any submission deadlines

N/A

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

PURPOSE MUST BE CONSISTANT WITH FOUNDATION PURPOSE.

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 ATTACHED LIST		CHARITABLE	ACTIVITY	443,194
Total			▶ 3a	443,194
b Approved for future payment N/A				
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					53
4 Dividends and interest from securities					23,379
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					53,646
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	77,078

13 Total. Add line 12, columns (b), (d), and (e) 13 77,078

(See worksheet in line 13 instructions on page 29 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)
N/A	

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
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Kevin Noble | 5-15-11 | Officer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
BRIAN HOFFMAN, CPA	BRIAN HOFFMAN, CPA	05/12/11	
Firm's name ▶ Hoffman & Brobst, PLLP		PTIN	P00120373
Firm's address ▶ PO Box 548		Firm's EIN ▶	41-0978542
Marshall, MN 56258		Phone no	507-532-5735

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	Employer identification number
THE WILLIAM D. AND JOYCE E. SEXTON FAMILY FOUNDATION	68-0551421

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE WILLIAM D. AND JOYCE E. SEXTON

Employer identification number: 68-0551421

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM, & JOYCE SEXTON LAS VEGAS NV 89109	$ 386,850	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE WILLIAM D. AND JOYCE E. SEXTON	68-0551421

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5000 SH OF COLGATE PALLOMOLIVE	$ 386,850	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ST-SEE SCH			Purchase				
	Various	Various	$ 487,561	$ 442,356	$	$	$ 45,205
LT-SEE SCH			Purchase				
	Various	Various	467,487	459,046			8,441
Total			$ 955,048	$ 901,402	$ 0	$ 0	$ 53,646

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 1,250	$ 1,250	$	$ 1,250
Total	$ 1,250	$ 1,250	$ 0	$ 1,250

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	$ 5,278	$ 5,278	$	$ 5,278
Total	$ 5,278	$ 5,278	$ 0	$ 5,278

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ST OF DELAWARE	$ 50	$ 50	$	$ 50
IRS-2009	75	75		75
FOREIGN TAXES PAID	3,557	3,557		3,557
Total	$ 3,682	$ 3,682	$ 0	$ 3,682

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
COST DEPLETION				
Total	$ 0	$ 0	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STOCK INVESTMENTS	$ 581,313	$ 866,687	Cost	$ 754,737
PENGROWTH ENERGY PTP	246,653		Cost	
Total	$ 827,966	$ 866,687		$ 754,737

Federal Statements

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOYCE E. SEXTON LAS VEGAS NV	PRESIDENT	0.00	0	0	0
WILLIAM D. SEXTON LAS VEGAS NV	VICE-PRESIDE	0.00	0	0	0
KEVIN NOBLE BLOOMINGTON MN	SEC/TREASURE	0.00	0	0	0
JENNIFER ORNBURG INCLINE VILLAGE NV	DIRECTOR	0.00	0	0	0
JAMES SEXTON FOUNTAIN HILLS AZ	DIRECTOR	0.00	0	0	0
MATS SEXTON MINNEAPOLIS MN	DIRECTOR	0.00	0	0	0
THOMAS SEXTON WAYZATA MN	DIRECTOR	0.00	0	0	0

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
WILLIAM & JOYCE SEXTON	$
Total	$ 0

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER EXPLAINING PURPOSE OF REQUEST AND INFORMATION ON REQUESTING ENTITY.

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
PURPOSE MUST BE CONSISTANT WITH FOUNDATION PURPOSE.

Exhibit A.1

William D and Joyce E Sexton Family Foundation
2010 Charitable Contributions

	Charity	Amount	Check cleared	Letter of Receipt
Bill & Joyce				
ck. 1265	St. Francis of Assisi	$ 20,000.00	12/21/10	
	PO Box 4226, Incline Village, NV 89450			
ck. 1264	Holy Trinity Church	$ 25,000.00	11/12/10	11/4/10
ck. 1266	St. Bartholomew - Building Project	$ 5,000.00	12/6/10	12/6/10
	630 E. Wayzata Blvd., Wayzata, MN 55391			
ck. 1267	St. Bernard of Clairvaux - Building Project	$ 5,000.00	12/6/10	12/6/10
	10755 N. 124th St., Scottsdale, AZ 85259			
ck. 1270	I.O.C.P. - Bob's Sleep Out	$ 5,000.00	12/3/10	12/6/10
	110 Grand Ave S., Wayzata, MN 55391			
ck. 1271	Hospice of LuVerne	$ 5,000.00	12/3/10	12/3/10
	PO Box 623, LuVerne, MN. 56156			
ck. 1272	Union Gospel Mission	$ 1,000.00	12/3/10	12/8/10
	PO Box 64389, St. Paul, MN 55164			
ck. 1273	Reno-Sparks Gospel Mission, Inc	$ 1,000.00	12/17/10	12/14/10
	PO Box 5956, Reno, NV 89513			
ck. 1274	Catholic Community Foundation	$ 250.00	12/8/10	12/8/10
	One Water Street W, Suite 200, St. Paul, MN			
ck. 1275	The Saint Paul Seminary - St. Thomas	$ 250.00	12/14/10	12/14/10
	CM-9768, PO Box 70870, Saint Paul, MN			
ck. 1276	St. Jude Children's Research Hospital	$ 250.00	12/7/10	12/15/10
	PO Box 50, Memphis, TN 38101			
ck. 1300	Crosier Community Of Onamia	$ 1,000.00	12/8/10	12/2/10
	PO Box 500, Onamia, MN 56359			
ck. 1277	National Multiple Sclerosis	$ 100.00	12/15/10	12/3/10
	PO Box 11510, Reno, NV 89510			
ck. 1278	American Heart Association	$ 250.00	12/7/10	
	PO Box 78851, Phoenix, AZ 85062			

	Charity	Amount	Check cleared	Letter of Receipt
Bill & Joyce				
ck. 1279	Covenant House	$ 100.00	12/23/10	
	PO Box 731, New York, NY 10108-0900			
ck. 1280	Cystic Fibrosis Foundation	$ 100.00	12/15/10	
	PO Box 96305, Washington, DC 20077			
ck. 1281	American Cancer Society	$ 100.00	12/16/10	12/8/10
	PO Box 19110, Las Vegas, NV 89132			
ck. 1282	Alzheimer's Disease Research	$ 100.00	12/7/10	
	22512 Gateway Center Dr., Clarksburg, MD			
ck. 1283	Easter Seals	$ 100.00	12/15/10	1/3/11
	PO Box 40906, Reno, NV 89504			
ck. 1284	Catholic Services Appeal	$ 5,000.00	12/7/10	
ck. 1285	Special Olympics Nevada	$ 100.00	12/10/10	12/9/10
	4680 S. Polaris, Ave. #250, Las Vegas, NV			
ck. 1286	Courage Center	$ 100.00	12/3/10	12/3/10
	3915 Golden Valley Rd., Minneapolis, MN			
ck. 1287	PFLAG	$ 1,000.00	12/16/10	12/30/10
	PO Box 96519, Washington, DC 20090			
ck. 1288	Nevada Humane Society	$ 100.00	12/14/10	12/13/10
	Po Box KIND, Sparks, NV 89432			
ck. 1289	Hammer - General Fund	$ 1,000.00	12/9/10	12/8/10
	1909 E. Wayzata Blvd, Wayzata, MN 55391			
ck. 1290	St. Joseph's Indian School	$ 1,000.00	12/8/10	12/9/10
	PO Box 200, Chamberlain, SD 57325			
ck. 1291	Friends of St. Stephen's	$ 1,000.00	12/10/10	12/6/10
	2211 Clinton Ave., N, Minneapolis, MN 55404			
ck. 1292	College of St. Benedict	$ 500.00	12/6/10	12/3/10
	37 South College Ave., St. Joseph, MN 56374			
ck. 1260	Lake Tahoe School	$ 15,125.00	8/24/10	
ck. 1305	Renewable Resources Foundation	$ 50,000.00	12/10/10	12/9/10
	605 W 2nd Ave, Anchorage, AK 99501			

	Charity	Amount	Check cleared	Letter of Receipt
Bill & Joyce				
ck. 1253	Culver Educational Foundation 1300 Academy Rd. #159, Culver, IN 46511	$ 1,200.00	3/22/10	
ck. 1258	Culver Educational Foundation 1300 Academy Rd. #159, Culver, IN 46511	$ 1,500.00	5/24/10	
ck. 1249	Culver Educational Foundation 1300 Academy Rd. #159, Culver, IN 46511	$ 1,500.00	1/1/10	
ck. 1252	St. Johns University- Columbian Student Scholarsh Rob Culligan, Collegeville, MN 56321	$ 8,000.00	1/20/10	
ck. 1320	St. Johns University- Annual Fund Rob Culligan, Collegeville, MN 56321	$ 25,000.00	12/2/10	12/7/10
ck. 1319	St. Johns University- Benedictine Institute Rob Culligan, Collegeville, MN 56321	$ 100,000.00	12/2/10	12/7/10
ck. 1318	St. Johns University- Mixed Gift Rob Culligan, Collegeville, MN 56321	$ 100,000.00	12/2/10	12/7/10
ck. 1302	Hope For the City	$ 5,000.00	12/6/10	12/8/10
ck. 1293	Reno Sparks Jr. Chamber - Christmas donation One East First St. #1600, Reno, NV 89501	$ 100.00	12/20/10	
ck. 1294	Muscular Dystrophy 3300 E Sunrise Dr., Rucson, AZ 85718	$ 100.00	12/7/10	
ck. 1295	Luekemia & Lymphoma Society - Donor Services PO Box 4072, Pittsfield, MA 01202	$ 100.00	12/10/10	12/10/10
ck. 1296	The Salvation Army - Donor Relations Center PO Box 3750, Tonopah, NV 89049-3570	$ 100.00	12/14/10	
ck. 1297	Saint Mary's Foundation 520 West Sixth Street, Reno, NV 89503-9911	$ 250.00	12/15/10	12/9/10
ck. 1298	American Kidney Fund PO Box 1837. Merrifield, VA 22116-8037	$ 250.00	12/10/10	1/3/11
ck. 1301	The Smile Train	$ 1,000.00	12/10/10	12/16/10
ck. 1321	Susan G. Komen	$ 1,000.00	12/6/10	

	Charity	Amount	Check cleared	Letter of Receipt
Bill & Joyce				
ck. 1299	Boys & Girls Clubs of the Twin Cities	$ 250.00	12/2/10	
	2575 University Ave., W. Suite 100, St. Paul, MN			
ck. 1263	Total Life Care Centers, Inc.	$ 3,519.00	11/16/10	11/16/10
	525 Thomas Ave, St. Paul, Mn 55103			
ck. 1255	Huntington Learning Center	$ 7,800.00	4/7/10	
Bill & Joyce Total:		**$ 401,194.00**		
Mats				
ck. 1309	Animal Humane Society	$ 2,500.00	12/2/10	12/7/10
	845 Meadow Lane North, Golden Vallen, MN			
ck. 1307	The Smile Train	$ 2,500.00	12/10/10	12/16/10
	41 Madison Ave, 28th Floor, New York, NY			
ck. 1308	Bridge for Youth	$ 2,500.00	12/3/10	12/8/10
	1111 W 22nd St., Minneapolis, MN 55405			
ck. 1306	The Link	$ 2,500.00	12/9/10	12/2/10
	1210 Glenwood Ave, Minneapolis, MN 55405			
Mats Total:		**$ 10,000.00**		
Tom				
ck. 1303	Underdog Rescue MN	$ 5,000.00	12/7/10	
	PO Box 16453, St. Louis Park, MN 55416			
ck. 1304	Homeward Bound	$ 5,000.00	12/13/10	12/30/10
	PO Box 1056, Monticello, MN 55361			
Tom Total:		**$ 10,000.00**		
Jim				
ck. 1310	St. Johns University- Annual Fund	$ 5,000.00	12/2/10	12/6/10
	PO Box 772, Collegeville, MN 56321-7222			
ck. 1311	Culver Educational Foundation	$ 1,894.00	12/27/10	12/28/10
	1300 Academy Rd # 159, Culver, IN 46511			
ck. 1268	Sunrise	$ 1,856.00	12/10/10	12/15/10
	65 N 1150 West, Hurricane, UT 84737			
ck. 1269	UnitedHealthcare Childrens Foundation	$ 1,250.00	12/31/10	
	2390 E Camelback Rd, Ste 300, Phoenix, AZ			
Jim Total:		**$ 10,000.00**		

	Charity	Amount	Check cleared	Letter of Receipt
Jennifer				
ck. 1314	Susan G. Komen for the Cure	$ 500.00	12/6/10	
	5005 LBJ Freeway, Suite 250, Dallas, TX			
ck. 1316	John Stephen Klacking Foundation	$ 1,000.00	12/14/10	
	PO Box 11307, Reno, NV 89510-1307			
ck. 1315	Incline High School	$ 2,500.00	12/7/10	1/26/11
	499 Village Blvd, Incline Village, NV 89451			
ck. 1248	Lake Tahoe School	$ 4,000.00	1/13/10	
	995 Tahoe Blvd, Incline Village, NV 89451			
ck. 1322	St. Francis of Assisi	$ 2,000.00	1/11/11	
	PO Box 4226, Incline Village, NV 89450			
ck. 1317	Lake Tahoe School	$ 2,500.00	12/7/10	
	995 Tahoe Blvd, Incline Village, NV 89451			
ck. 1313	Kids & Horses	$ 1,000.00	12/7/10	12/8/10
	2869 Esaw Street, Minden, NV 89423			
ck. 1312	Pet Network	$ 500.00	12/7/10	12/8/10
	401 Village Blvd, Incline Village, NV 89451			
Jennifer Total:		**$ 14,000.00**		
Sexton Family Foundation Total:		**$ 445,194.00**		
Checks not cleared 2010				
ck. 1322	St. Francis of Assisi	$ 2,000.00		
	PO Box 4226, Incline Village, NV 89450			
		$ 443,194.00		

Realized Gain/Loss

Amended Date: 3/11/11

Account Number: 7553-7798
WILLIAM & JOYCE SEXTON FAMILY FOUNDATION
C/O NOBLE FINANCIAL

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ALTRIA GROUP INC	851.00000	20.2500	05/06/10	07/26/10	18,650 71	17,252.75	1,397.96
APOLLO GROUP INC CL A	198.00000	66.5800	07/06/09	03/16/10	12,750 83	13,202.84	-452.01
	200.00000	44.7499	08/04/10	09/02/10	8,784.85	8,964.98	-180 13
Subtotal	**398.00000**				**21,535.68**	**22,167.82**	**-632.14**
AUTOMATIC DATA PROCESSING	401.00000	36.6000	06/15/09	03/09/10	17,524.32	14,696.60	2,827.72
BARD C R INC	199.00000	71.0500	05/29/09	02/03/10	16,475 30	14,158.95	2,316 35
BK NOVA SCOTIA HALIFAX	356.00000	42.6090	01/21/10	02/17/10	16,366 83	15,188.80	1,178.03
CEMEX SAB DE C V ADR	0.00000	0.0000	06/18/10	06/18/10	5.91	NOT PROVIDED -0-	~~N/A~~ 5.91
COACH INC	254.00000	34.1298	01/21/10	03/09/10	9,868.09	8,688.97	1,179.12
COCA-COLA COMPANY	350.00000	52.5000	05/06/10	09/01/10	19,929.66	18,395.00	1,534.66
COMPANHIA SIDERURGICA NACIONAL SPON ADR RPSTG ORD SHS	1,000.00000	14.0199	05/19/10	06/14/10	15,449.83	14,039.90	1,409.93
DIAGEO PLC SPONSORED ORD NEW	262.00000	61.1291	10/14/09	04/13/10	18,744.38	16,035.82	2,708.56
EBAY INC	697.00000	22.4000	11/03/09	03/08/10	17,335.07	15,632.80	1,702.27
ENCANA CORP	575.00000	29.9500	05/06/10	06/14/10	19,543.06	17,241.25	2,301.81
EQUIFAX INC	528.00000	26.7500	05/29/09	02/03/10	17,506.73	14,144.00	3,362.73
FOREST LABS INC	500.00000	28.4999	09/25/09	09/15/10	15,480.73	14,269.99	1,210.74
FREEPORT-MCMORAN COPPER & GOLD INC CLASS B	211.00000	70.9298	01/27/10	04/05/10	18,336.68	14,986.19	3,350.49
	250.00000	73.5000	05/03/10	09/08/10	19,892.26	18,395.00	1,497.26
Subtotal	**461.00000**				**38,228.94**	**33,381.19**	**4,847.75**

Realized Gain/Loss

WELLS FARGO

Amended Date: 3/11/11

Account Number: 7553-7798
WILLIAM & JOYCE SEXTON FAMILY FOUNDATION
C/O NOBLE FINANCIAL

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
GRUPO TELEVISA S A DE CV GLOBAL DEP RCPT REP ADR 144A PARTN CTF	771.00000	19.3897	01/28/10	04/05/10	16,556.21	14,969.46	1,586.75
HANSEN NATURAL CORP	250.00000	41 7400	04/16/10	08/18/10	11,240.05	10,450.00	790.05
ITT EDUCATIONAL SERVICES INC	156.00000	92.3400	06/23/09	03/03/10	17,139.78	14,425.04	2,714.74
	100 00000	79 3199	08/04/10	09/24/10	6,785.89	7,946.99	-1,161.10
Subtotal	**256.00000**				**23,925.67**	**22,372.03**	**1,553.64**
LORILLARD INC	200.00000	72.7100	03/01/10	03/23/10	15,495.80	14,562.00	933.80
MARVELL TECHNOLOGY GROUP LTD	950.00000	17.3986	06/25/10	09/24/10	17,100.61	16,548.67	551.94
MEMC ELECTR MATLS INC	1,017.00000	15.8000	10/14/09	04/05/10	16,150.02	16,088.60	61.42
NORFOLK SOUTHERN CORP	306.00000	48.7899	01/28/10	04/01/10	17,345 23	14,949.71	2,395.52
PRECISION CASTPARTS CORP	163.00000	95.5400	11/03/09	03/01/10	19,018.48	15.593.02	3,425.46
	125 00000	118 9060	05/19/10	08/04/10	15,529.61	14.883.25	646.36
Subtotal	**288.00000**				**34,548.09**	**30,476.27**	**4,071.82**
RENAISSANCE RE HOLDING LTD	297.00000	54 5000	11/12/09	05/19/10	16.977.05	16,206.50	770.55
SAP AG-SPONSORED ADR	450.00000	43.7197	05/07/10	06/17/10	20,828.14	19,693.87	1,134.27
SIGMA ALDRICH CORP	310.00000	48.2435	01/28/10	04/07/10	17,029.71	14.975.49	2,054.22
VIMPEL COMMUNICATIONS SPONSORED ADR	900 00000	17.5000	03/23/10	08/11/10	17,718.95	15,770.00	1,948.95

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain / Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain / Loss. Please note that in these situations, the totals and subtotals will include any available cost or proceeds, even if the Gain / Loss is marked N/A.

Total - Short Term	**$487,560.77**	**$442,356.44**	**$45,~~198.42~~** 204.33

Realized Gain/Loss

Amended Date: 3/11/11

Account Number: 7553-7798
WILLIAM & JOYCE SEXTON FAMILY FOUNDATION
C/O NOBLE FINANCIAL

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
COLGATE-PALMOLIVE CO	5,000.00000	45.5700	09/28/04	11/22/10	390,204.40	386,850. ~~228,255.25~~	3354.40 ~~161,949.15~~
LINEAR TECHNOLOGY CORP	522.00000	22.0000	04/01/09	07/07/10	15,181.32	11,504 00	3,677.32
MCDONALDS CORP	255.00000	56.5000	06/24/09	07/13/10	18,082 14	14,427.50	3,654.64
MERCK & CO INC NEW	266.00000	38 4900	07/01/08	03/18/10	10,154.37	10,247.11	-92.74
NOBLE CORP BAAR NAMEN-AKT	326.00000	49 2000	10/01/07	01/08/10	X 14,~~670 00~~ 649.62	16,052 61	-1402.99 ~~-1,382.61~~
SANOFI-AVENTIS ADR	603.00000	33 0800	07/01/08	09/14/10	19,215.37	19,964.79	-749.42
Total - Long Term					**$467,~~507.60~~** 487.22	**~~$300,451.26~~** 459,046.01	**~~$167,056.34~~** 8,441.21