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

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

2 G CHARITABLE FOUNDATION
C/O SOUTH DAKOTA TRUST COMPANY LLC
201 S PHILLIPS AVE, STE 200
SIOUX FALLS, SD 57104

A Employer identification number 36-4414115

B Telephone number (see the instructions) (605) 271-5132

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 ☐

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

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, column (c), line 16) ► $ 85,111.

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 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 (att sch)	2,600.			
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,363.	1,363.	1,363.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-2,604.			
	b Gross sales price for all assets on line 6a 21,313.				
	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 and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,359.	1,363.	1,363.	
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) See St 1	3,500.			
	b Accounting fees (attach sch) See St 2	1,232.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	84.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	373.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,189.			
	25 Contributions, gifts, grants paid Part XV	5,000.			5,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	10,189.	0.	0.	5,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-8,830.			
	b **Net investment income** (if negative, enter -0-)		1,363.		
	c **Adjusted net income** (if negative, enter -0-)			1,363.	

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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	End of year	
	(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS 1 Cash – non-interest-bearing			
2 Savings and temporary cash investments	996.	12,309.	12,309.
3 Accounts receivable ►			
Less allowance for doubtful accounts ►			
4 Pledges receivable ►			
Less allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less. allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U S and state government obligations (attach schedule)			
b Investments – corporate stock (attach schedule) Statement 5	92,368.	72,638.	72,802.
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 ►)	313.		
16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	93,677.	84,947.	85,111.
LIABILITIES 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & 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 ► [X] **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	93,677.	84,947.	
30 **Total net assets or fund balances** (see instructions)	93,677.	84,947.	
31 **Total liabilities and net assets/fund balances** (see instructions)	93,677.	84,947.	

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	93,677.
2	Enter amount from Part I, line 27a	2	-8,830.
3	Other increases not included in line 2 (itemize) ► See Statement 6	3	100.
4	Add lines 1, 2, and 3	4	84,947.
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	84,947.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 7			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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	-2,604.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-9.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	3,985.	87,732.	0.045422
2009	4,484.	75,676.	0.059253
2008	3,970.	84,672.	0.046887
2007	4,944.	98,834.	0.050023
2006	3,200.	92,303.	0.034668

2 **Total** of line 1, column (d)	2	0.236253
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	0.047251
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	91,402.
5 Multiply line 4 by line 3	5	4,319.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14.
7 Add lines 5 and 6	7	4,333.
8 Enter qualifying distributions from Part XII, line 4	8	5,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	14.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	14.
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	14.
6	Credits/Payments		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 — 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	0.
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	14.
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 2012 estimated tax** ► **Refunded** ►	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1 a	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 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► SOUTH DATKOTA TRUST COMPANY Telephone no ► (605) 271-5132

Located at ► 201 S PHILLIPS AVE, STE 200 SIOUX FALLS SD ZIP + 4 ► 57104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, 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 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
1 a	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 instructions)?		1b	N/A	
	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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ 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 instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 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 2011 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 2011)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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 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 8		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

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

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

Part IX-B **Summary of Program-Related Investments** (see 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 instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	92,794.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	92,794.
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	92,794.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,392.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,402.
6	**Minimum investment return.** Enter 5% of line 5	6	4,570.

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

1	Minimum investment return from Part X, line 6	1	4,570.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 14.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	14.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,556.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,556.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	4,556.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	5,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	5,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	14.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,986.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,556.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,141.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 5,000.				
a Applied to 2010, but not more than line 2a			4,141.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				859.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				3,697.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ► [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 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				
CHILDREN'S HOSPITAL FOUNDATION 801 ROEDER ROAD; SUITE 300 SILVER SPRING, MD 20910	NONE	501(C) 3	FUNDRAISING ARM FOR THE CHILDREN'S NATIONAL MEDICAL CENTER IN WASHINGTON, D.C.	2,000.
RHETT SYNDROME ASSOCIATION 217 SOUTH STREET WALTHAM, MA 02453	NONE	501(C) 3	FOR CREDIT TO TEAM RHETT FUNDRAISER	1,500.
GWENDOLYN STRONG FOUNDATION 27 W. ANAPAMU STREET; SUITE 177 SANTA BARBARA, CA 93101	NONE	501(C) 3	DONATION TO NONPROFIT PUBLIC CHARITY.	1,500.
Total			► 3a	5,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	1,363.	
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					-2,604.
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)				1,363.	-2,604.

13 Total. Add line 12, columns (b), (d), and (e) 13 -1,241.

(See worksheet in line 13 instructions 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 instructions)
8	LOSS FROM SALE OF SHARES OF MUTUAL FUNDS

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

South Dakota Trust Company LLC, Trustee
By: Jeanice L. Caselli Vice Pres & Trust Officer 08/14/12 ▶ Trustee

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
JEANNE M. PYLE SCOTT	JEANNE M. PYLE SCOTT	8/13/12		P01248513
Firm's name ▶ ROCK RIVER FAMILY OFFICE			Firm's EIN ▶ 27-3073775	
Firm's address ▶ 102 South Harrison, Suite 200 Davenport, IA 52801			Phone no (563) 823-4400	

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
REFORMATION FEES	$ 3,500.			
Total	$ 3,500.	$ 0.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROFESSIONAL FEES	$ 78.			
RRFO FEES	1,154.			
Total	$ 1,232.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL INCOME FORM 990PF	$ 15.			
FOREIGN TAXES	54.			
ILLINOIS CHARITY ANNUAL REPORT FEE	15.			
Total	$ 84.	$ 0.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	$ 25.			
SDTC TRUSTEE FEES	348.			
Total	$ 373.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
	Cost	$ 72,638.	$ 72,802.
	Total	$ 72,638.	$ 72,802.

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

ADJUST GIFT TO BOOK VALUE	$ 100.
Total	$ 100.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	9.809 Dodge & Cox International Fund	Purchased	8/29/2006	1/05/2011
2	2.891 Dodge & Cox International Fund	Purchased	12/28/2006	1/05/2011
3	29.821 Dodge & Cox International Fund	Purchased	10/10/2007	1/05/2011
4	5.964 Dodge & Cox International Fund	Purchased	12/28/2007	1/05/2011
5	1.766 Dodge & Cox International Fund	Purchased	12/28/2007	1/05/2011
6	55.219 DWS S&P 500 Index S	Purchased	9/08/2006	1/05/2011
7	5.745 DWS S&P 500 Index S	Purchased	9/25/2006	1/05/2011
8	6.077 DWS S&P 500 Index S	Purchased	12/18/2006	1/05/2011
9	5.385 DWS S&P 500 Index S	Purchased	3/26/2007	1/05/2011
10	5.431 DWS S&P 500 Index S	Purchased	6/25/2007	1/05/2011
11	5.568 DWS S&P 500 Index S	Purchased	9/24/2007	1/05/2011
12	96.974 DWS S&P 500 Index S	Purchased	10/10/2007	1/05/2011
13	6.636 DWS S&P 500 Index S	Purchased	12/14/2007	1/05/2011
14	7.696 DWS S&P 500 Index S	Purchased	3/25/2008	1/05/2011
15	6.819 DWS S&P 500 Index S	Purchased	6/24/2008	1/05/2011
16	2.181 Fidelity International Discovery Fund	Purchased	9/20/2006	1/05/2011
17	8.663 Fidelity International Discovery Fund	Purchased	12/04/2006	1/05/2011
18	0.246 Fidelity International Discovery Fund	Purchased	12/31/2006	1/05/2011
19	30.277 Fidelity International Discovery Fund	Purchased	10/10/2007	1/05/2011
20	2.549 Fidelity International Discovery Fund	Purchased	12/07/2007	1/05/2011
21	10.334 Fidelity International Discovery Fund	Purchased	12/07/2007	1/05/2011
22	63.088 Rice Hall James Micro Cap	Purchased	6/01/2007	1/05/2011
23	24.631 Rice Hall James Micro Cap	Purchased	10/10/2007	1/05/2011
24	71.702 Royce Special Equity Inv.	Purchased	6/04/2007	1/05/2011
25	6.98 DODGE & COX INCOME FUND	Purchased	3/28/2011	12/27/2011
26	6.73 DODGE & COX INCOME FUND	Purchased	6/27/2011	12/27/2011
27	6.88 DODGE & COX INCOME FUND	Purchased	9/27/2011	12/27/2011

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
28	7.25 DODGE & COX INCOME FUND	Purchased	12/20/2011	12/27/2011
29	40.60 DODGE & COX INCOME FUND	Purchased	1/28/2002	12/27/2011
30	7.63 DODGE & COX INCOME FUND	Purchased	9/28/2009	12/27/2011
31	7.52 DODGE & COX INCOME FUND	Purchased	12/22/2009	12/27/2011
32	7.71 DODGE & COX INCOME FUND	Purchased	3/26/2010	12/27/2011
33	7.75 DODGE & COX INCOME FUND	Purchased	6/25/2010	12/27/2011
34	7.72 DODGE & COX INCOME FUND	Purchased	9/28/2010	12/27/2011
35	8.17 DODGE & COX INCOME FUND	Purchased	12/21/2010	12/27/2011
36	389.62 RICE HALL JAMES MICRO	Purchased	6/01/2007	12/27/2011
37	69.70 RICE HALL JAMES MICRO	Purchased	12/13/2007	12/27/2011
38	67.72 RICE HALL JAMES MICRO	Purchased	2/05/2009	12/27/2011
39	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	351.		395.	-44.				$ -44.
2	104.		126.	-22.				-22.
3	1,068.		1,500.	-432.				-432.
4	214.		275.	-61.				-61.
5	63.		82.	-19.				-19.
6	937.		955.	-18.				-18.
7	97.		100.	-3.				-3.
8	103.		115.	-12.				-12.
9	91.		103.	-12.				-12.
10	92.		108.	-16.				-16.
11	94.		113.	-19.				-19.
12	1,645.		2,010.	-365.				-365.
13	113.		129.	-16.				-16.
14	131.		138.	-7.				-7.
15	116.		119.	-3.				-3.
16	72.		77.	-5.				-5.
17	287.		316.	-29.				-29.
18	8.		10.	-2.				-2.
19	1,005.		1,400.	-395.				-395.
20	85.		112.	-27.				-27.
21	343.		455.	-112.				-112.
22	1,079.		1,373.	-294.				-294.
23	421.		550.	-129.				-129.
24	1,500.		1,578.	-78.				-78.
25	91.		93.	-2.				-2.
26	88.		91.	-3.				-3.
27	90.		92.	-2.				-2.
28	94.		96.	-2.				-2.
29	528.		499.	29.				29.
30	99.		98.	1.				1.
31	98.		98.	0.				0.
32	100.		101.	-1.				-1.
33	101.		102.	-1.				-1.
34	101.		104.	-3.				-3.
35	106.		108.	-2.				-2.
36	6,900.		8,482.	-1,582.				-1,582.
37	1,234.		1,216.	18.				18.
38	1,199.		598.	601.				601.
39								465.

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
							Total	$ -2,604.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
SOUTH DAKOTA TRUST COMPANY 3551 7TH STREET, SUITE 300 MOLINE, IL 61265	Trustee 1.00	$ 0.	$ 0.	$ 0.
BRIAN J WOLFE 3551 7TH STREET, SUITE 300 MOLINE, IL 61265	President 0	0.	0.	0.
ALEXANDER C. BEER 3551 7TH STREET; SUITE 300 MOLINE, IL 61265	VP GRANTS 0	0.	0.	0.
ADRIANNA C. BEER 3551 7TH STREET; SUITE 300 MOLINE, IL 61265	VP FUND RAISING 0	0.	0.	0.
LISA A. WOLFE 3551 7TH STREET; SUITE 300 MOLINE, IL 61265	VP SERVICE 0	0.	0.	0.
CATHERINE M. WOLFE 3551 7TH STREET; SUITE 300 MOLINE, IL 61265	Secretary 0	0.	0.	0.
PATRICK E. BEER 3551 7TH STREET; SUITE 300 MOLINE, IL 61265	Treasurer 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	2 G CHARITABLE FOUNDATION C/O SOUTH DAKOTA TRUST COMPANY LLC	[X] 36-4414115
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 201 S PHILLIPS AVE, STE 200	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions SIOUX FALLS, SD 57104	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► SOUTH DATKOTA TRUST COMPANY

  Telephone No ► (605) 271-5132 FAX No ► (605) 274-9200
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for:

► [X] calendar year 20 11 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 14.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 14.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

STATE OF SOUTH DAKOTA	)	IN CIRCUIT COURT
	: ss	
COUNTY OF MINNEHAHA	)	SECOND JUDICIAL CIRCUIT

****

TR No. 11-______

IN THE MATTER OF TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000

PETITION TO EXERCISE SUPERVISION OF TRUST, WAIVING BOND, PROTECTING PRIVACY, APPROVING MODIFICATION IN THE TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000, AND DISPENSING WITH FUTURE SUPERVISION

****

South Dakota Trust Company LLC ("Petitioner") hereby petitions the Court as follows:

1. By agreement made July 1, 2000 between Adrienne D. Hewitt and Anna Hewitt Wolfe (the "Settlors" or "Grantors") and Rock River Trust Company, as Trustee (the "Trustee"), the Grantors made and declared the agreement to be designated as the "2G Charitable Foundation" (the "Trust"). The Trust states that commencing upon the date of the instrument and thereafter the trust assets shall be administered for the benefit those charitable purposes or charitable organizations selected by the Advisory Committee of the Trust[1].

Adrienne D. Hewitt died on September 18, 2004 leaving Anna H. Wolfe as the sole remaining Settlor of the Trust.

Rock River Trust Company resigned as Trustee on March 31, 2011, and, under the authority of Article V, Paragraph A, of the Trust, Rock River Trust Company, the Appointer, designated your Petitioner, South Dakota Trust Company LLC, as successor Trustee. Petitioner is a trust company organized and existing under the laws of the State of South Dakota, and references hereafter to the "Trustee", "Directed Trustee" or "Corporate Trustee" shall refer to Petitioner.

By its signature below in this Petition, the Petitioner hereby certifies and verifies that the Trust attached as Exhibit 1, made a part hereof and incorporated herein by reference, is a true and correct copy of the Trust referenced above. A copy of the

---

[1] Article II Paragraph A, of the Trust provides that trustee shall make distributions of net income and principal in the name of the trust for one or more charitable purposes or to one or more charitable organizations in such amounts and at such times as the Advisory Committee determines. All income and principal of this Trust is to be used for the exclusive benefit of charitable purposes.

recent appointment of Petitioner is attached hereto as Exhibit 2, made a part hereof and incorporated herein by this reference.

The Trust has never been filed with any court establishing it or confirming it.

Your Petitioner is the Trustee of the Trust.

2. Petitioner hereby requests this Court exercise supervision pursuant to SDCL 21-22-9[2] for the purposes set forth herein. Pursuant to SDCL 21-22-9 and 21-22-3[3] incorporated therein, the Trustee files with this Petition an Inventory of all the trust estate, verified by the Trustee, (Exhibit 3, made a part hereof and incorporated herein by reference) and a listing of the names, residences and post office addresses of the Beneficiaries and Trustee, as set forth below in this Petition[4].

3. Petitioner files herewith a Certificate of Service showing notice of this Petition and the Notice of Hearing thereon has been served on all of the Beneficiaries of the Trust and the Trustees, pursuant to the Order and Notice of Hearing. It appearing that Notice has been served on the parties appropriately through the provisions of

---

[2] Which states: Any trustee or beneficiary of any other trust may, if the trustee is a resident of this state or if any of the trust estate has its situs in this state, at any time petition the circuit court, the county where such petition is to be filed to be determined the same as in the case of a court trust, to exercise supervision. Upon such petition being filed the court must fix a time and place for hearing thereon, notice to be given as provided by this chapter and upon such hearing shall enter an order assuming supervision unless good cause to the contrary is shown. Thereupon the trustee shall within thirty days, file the information required pursuant to § 21-22-3 by a trustee under a court trust, and at all times thereafter the court shall have the same powers as over a court trust. If the petition for court supervision includes the information required pursuant to § 21-22-3, the trustee or beneficiary may in the same petition request court action as to any matter relevant to the administration of the trust, including the termination of court supervision. Upon the hearing on the petition, the court shall enter an order assuming supervision unless good cause to the contrary is shown and further shall make such order or give such directions to the trustee as the court shall determine.

[3] Which states: Within thirty days after entering upon his or her duties, any trustee under a court trust shall, if a resident of this state or if any of the trust estate has its situs in this state, file in the office of the clerk of the circuit court of the county specified in § 21-22-5 an inventory of all the trust estate, a copy of the personal representative's instrument of distribution, a copy of any recorded personal representative's deed of distribution, a duly certified copy of any other court order or clerk's statement establishing or confirming the trust, a certified copy of the original instrument, if any, on which the trust is based, a statement showing the names, residences and post office addresses of all persons, including conservators or other trustees interested in the trust, so far as known to the trustee, and the ages of such of them as are minors. Such inventory shall show a list and description of all the trust property, an estimate by the trustee of the value of each item, the encumbrances, if any, on each item, and all claims against the trust estate with the amount of each claim and the name and post office address of the claimant Such inventory and such statement shall be duly verified by the trustee.

[4] It being noted that the Beneficiaries of this Trust are unnamed charitable organizations The South Dakota Attorney General represents said Beneficiaries pursuant to SDCL 55-9-5.

SDCL 55-9-5[5] and that this Court should approve such service. All persons entitled to notice as interested parties are as follows[6].

Name & Address	Relationship to Settlor	Interest
South Dakota Trust Company LLC 201 South Phillips Avenue, Suite 200 Sioux Falls, SD 57104	None	Trustee
Anna H. Wolfe P.O. Box 188 Des Moines, New Mexico 88418	Settlor	None
South Dakota Attorney General Attn. Jeff Hallem, Assistant Attorney General 1302 E. Highway 14, #1 Pierre, SD 57501		

Petitioner specifically requests as follows:

a. That the requirement of a Bond of the Trustee as set forth in SDCL 21-22-10[7] be waived and no bond be required.

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[5] Which states: The attorney general shall represent the beneficiaries in all cases arising under this chapter, and it shall be his duty to enforce such trusts by proper proceedings in the courts.

[6] Petitioner has discussed this Petition with the Assistant Attorney General, Charitable Trust Bureau in the State of Illinois, and said Assistant Attorney General has indicated that prior notice of this Petition, the modifications therein and transfer to South Dakota is not required by his office as long as a copy of the appointment of Petitioner as trustee, acceptance of Petitioner as Trustee and court order approving the transfer of assets and modification of the Trust by this Court is provided to the Assistant Attorney General's Office, Charitable Trust Bureau. Petitioner represents a copy of such documents will be served on the Assistant Attorney General, Charitable Trust Bureau, in the State of Illinois following the Court's approval of this Petition.

[7] Which states: Unless the trustee is exempted by the terms of the instrument creating the trust from furnishing a bond or unless such instrument itself provides the amount and condition of such bond, the trustee must, upon commencement of court supervision, petition the court to fix the amount and conditions of his bond. The court shall then fix a time and place for hearing and direct notice thereof to be given as provided in this chapter. Such bond shall be conditioned that the trustee will faithfully perform his trust and duly account for all money and property received, and the amount of the bond shall be fixed by the court in a sum which in the opinion of the court shall be sufficient to protect the interest of the beneficiaries. Such bond must be either with a corporate surety or with at least two personal sureties to be approved by the court who are residents and freeholders of this state and who together are worth in excess of all their liabilities and property exempt from execution, at least the amount of the bond Such bond must be filed by the trustee within ten days after entry of the order requiring that the same be filed. Whenever it appears that the proper administration of the trust requires that a new bond be given, the court may require such new bond.

b. That all requirements necessary for privacy protection under SDCL 21-22-28[8] have been met and that the Court order that this Petition, the Trust, the Inventory, all statements filed by the Trustee, and all Petitions and court orders in this matter shall be sealed upon filing and may not be made a part of the public record of the proceedings but shall be available to the Court, to the Trustor, to the Trustee, to any Beneficiary, to their attorneys, and to such other persons as the Court may order upon a showing of the need.

c. That the Court determine that pursuant to SDCL 55-9-4[9], the method of administration is incomplete or imperfect and the Trustee has determined that the general purposes of the instrument and the object and intention of the donor can be most appropriately and efficiently achieved if the Court approves the desired modifications, including the efficiencies as allowed under South Dakota law, and given the favorable trust structures of South Dakota's laws and the Beneficiaries' best interests to allow changes in situs and trustee, and further that the Trustee and remaining Settlor and other interested parties (including the Attorney General representing the Beneficiaries) have no objection to the modifications, the Court approve the Petitioner's request that the Trust be modified and amended to read as follows[10]:

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[8] The privacy of those who have established a court trust or other trust shall be protected in any court proceeding concerning the trust if the acting trustee, the trustor (if living), or any beneficiary so petition the court. Upon the filing of such a petition, the instrument on which the trust is based, inventory, statement filed by any trustee, annual verified report of trustee, final report of trustee, and all petitions relevant to trust administration and all court orders thereon shall be sealed upon filing and may not be made a part of the public record of the proceeding, but shall be available to the court, to the trustor, to the trustee, to any beneficiary, to their attorneys, and to such other interested persons as the court may order upon a showing of the need.

[9] Which states "Whenever it shall appear to the circuit court for the proper county that the purpose and object of such charity is imperfectly expressed, or the method of administration is not indicated or is incomplete or imperfect, or that the fulfillment of the special purpose expressed in a trust for charitable or public purpose is or becomes impracticable, impossible, inexpedient or unlawful, such court shall upon the application of any trustee of the trust, or any interested party or the attorney general of this state, and upon such notice as said court may direct, make an order directing that such trust shall be administered or expended in such manner as in the judgment of said court will, as nearly as can be, accomplish the general purposes of the instrument and the object and intention of the donor without regard to, and free from any, specific restriction, limitation or direction contained therein, provided, however, that no such order shall be made without the consent of the donor of said trust if he is then living and mentally competent."

[10] Pursuant to Article II Paragraph A, the Advisory Committee shall determine those charitable organizations which shall receive distributions from the Trust Article II Paragraph C of the Trust further provides that all income and principal shall be devoted exclusively to charitable purposes and no part and under no circumstances shall any principal or income of the Trust be given, contributed or inure to the benefit of any private individual or corporation. Article VI Paragraph D of this reformation conforms to such principles in that it specifically provides that no compensation shall be paid to any member of the Investment Committee if such person is a lineal ancestor or descendant of a Settlor or the spouse of any such person

1. To delete the preamble sentence of Paragraph A of Article IV in its entirety, and replace it with the following new preamble sentence to Paragraph A:

A. Subject to the provisions of Article III of this instrument, the trustee shall have the following powers with respect to a trust under this instrument, exercisable in the discretion of the trustee, and the trustee shall exercise such powers subject to the direction, as applicable, of the Investment Committee under Article VI:

2. To insert new Paragraph 11 in Paragraph A of Article IV to permit investment in the 2G, LLC as follows and to thereafter renumber the current Paragraph 11 of Paragraph A in Article IV to Paragraph 12:

11. To invest any and all trust assets in that separate Iowa limited liability company named 2G, LLC, and to hold such business interest, including membership interests in 2G, LLC for any period of time whatsoever, even though it may constitute all or a large portion of the trust estate; to participate in the conduct of the related business of 2G, LLC or rely upon others to do so as may be set forth in the Operating Agreement of 2G, LLC; to take any action with respect to its management and affairs which an individual could take as outright owner of the business or business interest, including, at the direction of the Appointer, the voting of membership interests and taking action to amend the Operating Agreement of 2G, LLC; and

3. To delete Paragraph E of Article IV in its entirety, and replace it with the following new Paragraph E:

E. The interpretation, validity, construction, administration and operation of the trust instrument shall be governed by the laws of South Dakota.

4. To insert new Paragraphs H, I and J at the end of Article IV to define the term "trustee" as used throughout the trust and define the scope of trustee authority to make investment decisions as follows:

H. The term "trustee" and any pronoun referring to that term designates the trustee or trustees of this trust at any time acting hereunder, regardless of number.

I. Notwithstanding any provision to the contrary in the trust, the trustee shall not, so long as any Investment Committee is appointed and acting pursuant to Article VI herein, make any investment decision under this instrument unless directed to do so by the Investment Committee as more fully set forth in Article VI herein.

J. The trustee shall take all action necessary for the continued administration of the 2G, LLC, including voting the interests of the 2G, LLC and taking any and all other action required to be taken by the sole member of 2G, LLC; provided, however, any action to be taken by the trustee as the member of 2G, LLC shall be at the direction of the Appointer.

5. *To insert new Paragraphs K, L, M and N at the end of Article IV to clarify the role of the "Appointer" and the "Remover" of the trust as follows:*

K. The Advisory Committee as designated in Article IV Paragraph F of the trust instrument shall also be the "Appointer" and "Remover" under the trust instrument and shall, in exercising all authority delegated to said person or persons under this Article and elsewhere in this trust instrument, be deemed to be a "Trust Protector" of the trust within the meaning of South Dakota Codified Law § 55-1B and afforded all protection of South Dakota law available to the Trust Protector, provided, that neither the Appointer or Remover shall have any authority to take action granted to a Trust Protector under South Dakota Codified Law § 55-1B, except as expressly granted in this instrument. It is further clarified that the Appointer and Remover positions constitute an essential function of this trust. No future modification or reformation of this trust may take place absent the written approval of the Appointer. The trustee shall be relieved of liability for following the direction of the Appointer and shall not be accountable for any claim by reason of action taken pursuant to direction of the Appointer or not taken by reason of disapproval or inaction by the Appointer.

L. The Appointer and Remover shall have the right to request information concerning the trust and its administration at any time, including, but not limited to fee schedules and fees paid from the trust, investment reports, reports regarding requests for distributions, and reports regarding approved and disapproved distributions to beneficiaries; provided, however, the Appointer and Remover shall have no duty to monitor any trust created under this instrument in order to determine whether any of the powers and discretions conferred under this Article should be exercised, and the Appointer and Remover are not required to exercise any power or discretion granted under paragraphs K, L or M of this Article. Any exercise or nonexercise of the powers and discretions granted to the Appointer and Remover shall be in their sole and absolute discretion, and shall be binding and conclusive on all persons. Further, the Appointer and Remover, each in that capacity, shall have no duty to keep informed as to the acts or omissions of others or to take any action to prevent or minimize loss. Absent bad faith, the Appointer and Remover, each in that capacity, is hereby exonerated from any and all liability for the acts or omissions of any fiduciary or any beneficiary hereunder or arising from any exercise or nonexercise of the powers and discretions conferred under this trust instrument.

M. In the event there is more than one acting Appointer or Remover, meetings of the Appointer/Remover shall be held at such place, time and date as may be established from time to time by the Appointer/Remover. The affirmative vote of the majority of the Appointers/Removers shall be required in order to approve any decision. All actions required or permitted to be taken at a meeting of the Appointer/Remover may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken and signed by each Appointer/Remover.

N. The term "Appointer" and any pronoun referring to that term designates the Advisory Committee under Article IV Paragraph F, at anytime acting hereunder, regardless of number. The term "Remover" and any pronoun referring to that term designates the Advisory Committee under Article IV Paragraph F, at anytime acting hereunder, regardless of number.

6. To insert a new Article VI to the trust instrument to appoint an Investment Committee to the trust as follows:

ARTICLE VI

Despite the general powers of the trustee, the following provisions shall apply during any period during which the Investment Committee shall be acting. If at any time there is no Investment Committee acting hereunder, then the trustee shall exercise all rights and powers of the Investment Committee

A. There shall be an Investment Committee, which shall exercise those powers of an investment trust advisor set forth in South Dakota Codified Law §55-1B, as it may be amended from time to time, and as may be delegated to it under this Article VI with respect to this trust instrument to which the Investment Committee is acting. The Investment Committee shall at all times act in a fiduciary capacity. The Investment Committee shall operate in accordance with those investment policies and procedures adopted by 2G, LLC; provided, however, in the event 2G, LLC is dissolved or shall no longer have adopted investment policies and procedures, the Investment Committee shall act in accordance with the last adopted form of investment policies and procedures of 2G, LLC. If 2G, LLC shall not have adopted investment policies and procedures, the Investment Committee, with the approval of the Appointer, may adopt such investment policies and procedures as it deems appropriate to govern investments of the trust. At any time, the Investment Committee may amend such investment policies and procedures by the vote of the Investment Committee in accordance with the terms of this Article and the approval of the Appointer.

B. The trustee shall follow the written directions of the Investment Committee with respect to the retention, purchase, sale or encumbrance of trust property, the investment and reinvestment of principal and income held hereunder, the sole authority and discretion for which shall belong to the Investment Committee, and the exercise of voting rights with respect to trust securities, the sole authority and discretion for which shall belong to the Investment Committee (provided, however, that the Investment Committee shall not be authorized to direct the trustee to loan money to any member of the Investment Committee, or to purchase any asset that would violate federal, state, or local law or the provisions of this trust). The trustee shall accordingly have no duty to review or monitor trust investments while the Investment Committee is acting. Except as otherwise provided, the Investment Committee shall have full authority to direct the trustee to take any action with respect to the trust assets that the trustee is authorized to take under this trust instrument.

C. Any or all trust assets are specifically permitted to be invested in the 2G, LLC, an Iowa limited liability company, with the trust under this instrument being the sole member of the 2G, LLC. The assets shall be invested by the managers of 2G, LLC, in accordance with the terms of this instrument and the Operating Agreement for 2G, LLC. It is recognized that by investment in 2G, LLC, the only assets of the trust under this instrument may be the certificate of ownership in 2G, LLC and a cash account. All duties and obligations for investment of the assets held in 2G, LLC shall be separately set forth in the Operating Agreement of 2G, LLC and such investment of assets in marketable securities shall be separately managed by the managers of 2G, LLC in accordance with the terms of the 2G, LLC Operating Agreement.

D. The Investment Committee shall consist of not less than three (3) nor more than six (6) members The initial Investment Committee shall consist of Brian J. Wolfe, Lisa A. Wolfe, Catherine M. Wolfe, Alexander C. Beer, Adrianna C. Beer and Patrick E. Beer. The Trustee shall hold the sole authority to authorize compensation for the Investment Committee members, provided, however, that no compensation shall be authorized (i) if the sole assets of the trust are cash and the certificate of ownership in 2G, LLC; or (ii) for those members of the Investment Committee that are a lineal ancestor or descendant of a Settlor or the spouse of any such person. Any such compensation authorized by the Trustee shall be reasonable and shall take into account the total time commitment of committee members in managing trust assets, the risk involved with managing trust assets, whether committee meetings are attended in person or by telephone, and any other factor the Trustee deems reasonable to determine compensation of the members. At no time shall a committee member receive compensation under this trust which is duplicative of compensation received from 2G, LLC for investment of 2G, LLC assets.

E. In the event of a vacancy in the member positions, such vacancy shall be filled by that person or persons designated by the Appointer, if any, otherwise the trustee, to serve as a member of the Investment Committee under this trust; provided, however, that the Appointer, if any, otherwise the trustee, may choose not to fill such position so long as there remains at least three (3) members on the Investment Committee. The Appointer, if any, otherwise the trustee, may add additional members to the Investment Committee at any time so long as the total number of members of the Investment Committee does not exceed six (6) members. In the event the number of members of the Investment Committee is less than three (3) at any time, the remaining two (2) members of the Investment Committee will have the authority to continue to act under this Article until the third member is appointed; provided that the Appointer, if any, otherwise the trustee, takes prompt action to fill the vacancy.

F. A member of the Investment Committee may resign upon written notice to the Appointer, if any, otherwise, the trustee. A member of the Investment Committee may be removed from the Investment Committee at any time with or without cause by the Remover, if any, otherwise by the trustee. The Remover shall provide written notice to the Appointer, if any, otherwise the trustee, of any such removal.

G. Unless specifically requested to do so in writing by the Investment Committee, the trustee shall be under no duty or obligation to forward any investment information regarding the assets/liabilities held in the trust under this instrument, including but not limited to corporate actions, proxies, securities litigation, prospectuses and annual company reports. In addition, the trustee shall be under no duty or obligation to vote any proxies or respond to any corporate actions or securities litigation notices unless specifically directed in writing by the Investment Committee. If the Investment Committee chooses not to instruct the trustee with regard to proxies, corporate actions or securities litigation, the trustee shall not be liable for any failure to act.

H. The trustee shall vote proxies for all securities held by the trust under this instrument to or on the written order of the Investment Committee. The trustee shall not be liable for the manner in which securities for which proxies that have been issued are voted, for any direct or indirect result of such voting, or for any failure to vote such securities.

I. The Investment Committee shall at all times in making investment decisions or recommendations first retain and consult with at least one (1) independent investment advisor, which is a registered investment advisor under applicable securities laws, and which shall be approved by the Appointer (the "Independent Investment Advisor"). The Independent Investment Advisor may be removed at any time upon the direction of the Investment Committee and approval of the Appointer, and thereafter a new Independent Investment Advisor shall be appointed upon the direction of the Investment Committee and approval of the Appointer. In performing its duties, the Investment Committee shall evaluate those investment alternatives presented to it by said Independent Investment Advisor and thereafter take action on such investment alternatives. Notwithstanding the foregoing, the Investment Committee need not retain and consult with an Independent Investment Adviser if the only assets of the trust are the interest in 2G, LLC, cash and/or other assets which are not marketable securities.

The Investment Committee shall also have the power and authority (i) to select one or more additional advisors, investment managers, brokers, counselors, accountants, legal counsel and other agents and employees (together with the Independent Investment Advisor referred to in the first sentence of this paragraph, are hereinafter referred to as the "Advisors") desired for investment matters for this trust instrument which may include any then-serving trustee or one of its affiliates, and to delegate to them any or all of its powers, whether discretionary or nondiscretionary, as set forth in this Article with respect to all or any portion of the trust assets; (ii) to negotiate the terms of, and direct the trustee to execute management agreements with such Advisors; and (iii) to direct the trustee to pay the compensation and costs of such Advisors from the trust assets. It is understood and agreed that if a then-serving trustee or one of its affiliates is appointed as an Independent Investment Advisor hereunder, additional fees may be charged by the trustee for serving as the Independent Investment Advisor.

J. The Investment Committee, at any time and from time to time, shall have the power and authority to direct the trustee as to brokerage instructions for any security transactions executed with respect to the trust under this instrument, provided that the broker selected is acceptable to the trustee as a counter-party. In connection therewith, the Investment Committee may: (i) direct and authorize the trustee to hold any or all trust assets in 2G, LLC, (ii) direct the trustee to enter into such contracts, agreements or other arrangements as the Investment Committee deems appropriate with such brokers as it selects for "payment vs. delivery" with respect to security transactions executed for the trust; and (iii) direct the trustee to pay the compensation and costs of brokers from the trust assets. It is recognized that pursuant to such brokerage instructions as the Investment Committee may direct, the trust under this instrument may pay more in commissions for a particular security than might have been obtained elsewhere. Neither the trustee nor the Investment Committee shall have any liability for any such differences in brokerage commissions.

K. The Investment Committee shall have the power and authority to approve and enter into agreements with the trustee regarding trustee compensation.

L. The trustee shall not be accountable for any loss or depreciation in value sustained by reason of: (i) action taken pursuant to direction of the Investment Committee; (ii) action not taken by reason of disapproval or inaction by the Investment Committee pursuant to the preceding provisions of this Article; or (iii) investment of assets in the 2G, LLC. The foregoing sentence shall not be construed as placing any affirmative obligation on the trustee to seek advice and direction from the Investment Committee under any circumstances, it being the specific intention to relieve and exclude the trustee of all responsibility for investment performance of the trust assets while the Investment Committee is acting. The trustee shall, however, have the entire care, control and/or custody of all of the assets comprising such trust and shall have sole responsibility for (i) making all payment of liabilities and administration expenses, and (ii) effecting all distributions, whether principal or income, to the beneficiaries of this trust instrument. Such trustee shall maintain full and accurate books of account and records of all financial transactions relative to such trust, which shall be available at all reasonable times for inspection by the co-fiduciaries and each presently vested income, principal and remainder beneficiary of this trust, and their respective representatives. No person dealing with the trustee shall be required or privileged to inquire whether there has been compliance with these provisions.

M. Despite the foregoing provisions of this Article, if, in any case of emergency, it is impossible for the trustee, as determined solely by the trustee, to obtain the direction of the Investment Committee with respect to trust investments by reasons of a vacancy in the position of Investment Committee, or an incapacity, disability or other condition preventing the Investment Committee from acting, then all the rights, powers and discretion conferred upon the Investment Committee under this paragraph shall, until the passing of such emergency, vest in and may be exercised by the trustee as fully and effectively as if such rights, powers and discretion had originally been conferred upon the trustee solely. The trustee shall incur no liability for actions taken in good faith pursuant to the powers granted by this paragraph.

N. No Investment Committee member who is an insured under a policy of life insurance held by the trust shall have the authority to vote on any decision affecting such policy if such authority could create an incident of ownership of such policy. Such decisions include, but are not limited to, (i) changing beneficiary designations, (ii) acquiring, surrendering, canceling or assigning a policy, (iii) borrowing against the cash surrender value of a policy, or (iv) pledging a policy for a loan.

O. Meetings of the members of the Investment Committee shall be held at such place, time and date as may be established from time to time by the members of the Investment Committee. The affirmative vote of the majority of the members of the Investment Committee shall be required in order to approve any investment decision. At all meetings of members of the Investment Committee a member must vote in person. All actions required or permitted to be taken at a meeting of the members of the Investment Committee may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken and signed by each member. Investment Committee members may participate in a meeting of the Investment Committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

P. The term "Investment Committee" and any provision referring to that term designates the investment advisor under Article VI at anytime acting hereunder, regardless of number.

7. To insert a new Article VII to the trust instrument to set forth the general powers and liabilities of the Trust Advisors to the trust as follows:

ARTICLE VII

Except as otherwise stated herein, the following shall be applicable to all trustees, the Appointer, Remover and members of the Investment Committee serving under this trust (collectively, the trustee, Appointer, Remover and Investment Committee members are referred to as "Trust Advisors"):

A. By accepting an appointment to serve as a Trust Advisor, the Trust Advisors shall be deemed to have consented to submit to the jurisdiction of any courts in which jurisdiction and venue are proper to review the administration of the trust and to be made parties to any proceedings in such courts that place at issue the decisions or actions of such Trust Advisors.

B. To the extent such requirement can be legally waived, and unless specifically required in the writing making its appointment, no bond or other security shall be required of a Trust Advisor.

C. No successor Trust Advisor shall be obligated to examine the accounts, records, or acts of any previous Trust Advisor, or any allocation of the trust estate made by any previous Trust Advisor, unless requested by a beneficiary of a trust to do so. No successor Trust Advisor shall have any obligation to take action to obtain redress for breach of trust by any previous Trust Advisor unless instructed by a court to do so.

D. Unless otherwise stated herein or in the trust, the Trust Advisors shall be entitled to receive reasonable compensation for the performance of any services rendered by it in its capacity as Trust Advisor. In addition, the Trust Advisors shall be paid for or reimbursed reasonable expenses incurred in the performance of such services. This compensation shall be paid wholly from principal or wholly from income or partly from both as the trustee deems proper.

E. The Trust Advisors, acting from time to time, may at any time release, renounce or suspend performance of all powers and discretions conferred under this trust by a written instrument delivered to the Appointer, if any, otherwise the trustee, and the Remover, if any, otherwise the trustee, may release or suspend performance of all powers and discretions conferred under this trust, by written instrument delivered to the Trust Advisor being removed and the Appointer, if any, otherwise the trustee.

F. No Trust Advisor shall have any power to take any action which would result in the inclusion of trust assets in a Settlor's taxable estate for federal estate tax purposes, and all provisions of this document shall be interpreted and limited accordingly.

G. Financial transactions, both direct and indirect, between the trust, a Trust Advisor, and beneficiaries (including, for instance, the purchase, sale or lease of property, investments in mortgages, acquisitions of life insurance policies, employment in any capacity, lending, etc.), whether or not specifically permitted between such parties under this trust agreement or otherwise, except to the extent expressly prohibited by this instrument, are hereby expressly authorized. Notwithstanding any rule of law relating to self-dealing, the Trust Advisor acting on behalf of or with such trust, shall, where the Trust Advisor is serving as a member of the Investment Committee authorized to direct the trustee with respect to the particular matter, (i) provide notice of such self-dealing action and an opportunity to object (in which case the self dealing action will not be taken) as set forth below, and (ii) recuse him/itself from any decision relating to such self-dealing action and thereafter act in good faith to assure that such trust receives in such transaction adequate and full consideration in money or money's worth. Prior to engaging in any conflict of interest, self-dealing or other interested party transaction, the Trust Advisor shall notify all of the trust beneficiaries and the remaining Trust Advisors of the nature and relevant terms of such business relationship or transaction. If a majority of the disinterested Trust Advisors and the members of the class of individuals consisting of the competent adult beneficiaries object to such business relationship or transaction within thirty (30) days of such notice, the Trust Advisor shall not authorize such business relationship or transaction. If there are no such adult beneficiaries, then such right may be exercised by a majority of the guardians of the minor trust beneficiaries. Further, if at any time the

Trust Advisor or an Affiliate is engaged as an agent or broker for the trust or as a lender to the trust or any entity in which the trust has an interest as described above, and if the Trust Advisor receives a written objection with respect to such business relationship or transaction, signed by a majority of the disinterested Trust Advisors and the members of the class of individuals consisting of the competent adult beneficiaries, then the Trust Advisor shall, as soon as practicable, sever such business relationship or transaction with the trust or the entity in which the trust has an interest. For purposes of applying this paragraph, it shall be conclusively presumed that the Trust Advisor has acted as soon as practicable if such relationship or transaction is severed within six (6) months of the Trust Advisor's receipt of written notice in accordance with this subparagraph. The compensation to which the Trust Advisor is entitled under this trust instrument shall not be reduced or offset by reason of such the Trust Advisor receives sales or other fees or commissions on property sold to the trust by such Trust Advisor (directly or indirectly), which sales are hereby authorized.

H. Members of the Investment Committee, the Appointer and Remover shall not be personally liable to a trust under this instrument or its beneficiaries for any act or omission taken in good faith on behalf of the trust under this instrument and in a manner reasonably believed by the Investment Committee, Appointer or Remover to be within the scope of his or its authority and in the best interest of the trust under this instrument and its beneficiaries, except for breaches of trust by acts or omissions committed intentionally, with gross negligence, in bad faith, or with reckless indifference to the interests of the beneficiaries, and as to any profit that the Investment Committee, Appointer or Remover derive from any breach of trust. In addition, no trustee shall be personally liable to a trust or its beneficiaries for (i) any loss that results from compliance with a direction from the Investment Committee, Appointer or Remover, custodial account owner, or authorized designee of a custodial account owner; or (ii) any loss that results from the failure to take any action proposed by the Investment Committee, Appointer or Remover if such advisor timely sought but failed to obtain authorization. Except as otherwise provided, a trustee shall be liable for his or her negligent failure to adequately monitor the actions and omissions of any agent hired by the trustee.

I. The Investment Committee, Appointer and Remover, including any of its members, managers, employees or other agents (the "Indemnified Parties") shall be entitled to indemnification or reimbursement from the trust estate for any expense, loss, damage or claim by reason of any act performed or omitted to be performed by the Investment Committee, Appointer and Remover in good faith on behalf of the trust and in a manner reasonably believed by the Investment Committee, Appointer and Remover to be within the scope of the Investment Committee, Appointer and Removers' authority and in the best interest of the trust and its beneficiaries. Notwithstanding the foregoing, however, the Indemnified Parties shall not be indemnified or reimbursed (i) with respect to any expense, loss, damage or claim incurred by reason of any breach of trust or by acts or omissions, committed intentionally, with gross negligence, in bad faith, or with reckless indifference to the interests of the beneficiaries, or (ii) for any profit that the Investment Committee, Appointer or Remover derive from a breach of trust. Except as otherwise provided, neither Investment Committee, Appointer nor Remover shall be liable for its negligent failure to adequately monitor the actions and omissions of any agent hired by the Investment Committee, Appointer or Remover.

8. To insert a new Article VIII to address notification requirements of trust beneficiaries.

ARTICLE VIII

Notice to qualified beneficiaries under South Dakota Revised Statutes 55-2-13 is hereby waived, unless specifically required hereunder, and no notice of the existence of this trust need be given to beneficiaries of the trust.

9. To renumber the current Article VI of the trust as Article IX.

d. That further Court supervision is unnecessary and involves unnecessary expenses and supervision by the Court and should be dispensed with according to SDCL 21-22-7[11]; and the Beneficiaries have been informed that they have the right at any time to petition for resumption of Court supervision, which the Court would resume unless good cause against supervision is shown pursuant to SDCL 21-22-8.[12]

e. That the Court order, pursuant to SDCL 21-22-7.1[13], notice of entry of this Order shall require only notice that an order has been entered, has been served, and there shall be no requirement to attach the Court Order to the notice, but that notice be given that any Beneficiary, Settlor, Trustee, or their attorneys may review the Order as filed at the Clerk of Courts' office.

f. That the Court hear this matter immediately pursuant to the Waivers of Notice and Hearing and Consents filed herewith from all Beneficiaries and the Trustees.

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[11] Which states. At any time after the filing of the papers required by §§ 21-22-3 and 21-22-4 the trustee or any beneficiary under such court trust, if he considers court supervision unnecessary or impractical and involving unnecessary burden and expense, may petition the court to dispense with such supervision. Upon such petition being filed the court must fix the time and place for hearing and cause notice thereof to be given as provided by this chapter Upon such hearing such supervision shall not be dispensed with if any trustee or any beneficiary with a substantial interest in the trust objects to dispensing therewith If there is no such objection and the court is satisfied that such supervision is impractical or unnecessary and would involve unnecessary burden and expense, an order may be entered dispensing with such supervision.

[12] Which states: At any time during the existence of the trust, after supervision has been dispensed with pursuant to § 21-22-7, any trustee or beneficiary may petition for a resumption of such supervision in which event the court must, upon notice as provided in this chapter, conduct a hearing and such supervision shall be resumed unless good cause to the contrary is shown.

[13] Which states: Notice of entry as required by § 15-26A-6 shall require only that notice that an order has been entered has been served. Absent a court order to the contrary, there is no requirement that the order be attached to the notice of entry.

WHEREAS, Petitioner requests that the Court order as aforesaid and hereby also certifies that the Trust attached as Exhibit 1 hereto is a true and correct copy of the original Trust as described in this Petition and on file in the undersigned's office.

Dated this 8 day of April, 2011.

SOUTH DAKOTA TRUST COMPANY LLC,
AS TRUSTEE

By Dianne L Casella

Its Vice President & Trust Officer

STATE OF SOUTH DAKOTA)
:ss
COUNTY OF MINNEHAHA)

Subscribed and sworn to before me
this 8th day of April, 2011.

[signature]
Notary Public - South Dakota
My Commission Expires: 08-08-2015

TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION

We, ADRIENNE D. HEWITT, of Middleburg, Virginia, and ANNA H. WOLFE, of Des Moines, New Mexico, hereby transfer to ROCK RIVER TRUST COMPANY, as trustee, the property identified in the attached Schedule of Property. That property, any property added to the trust in accordance with the provisions of this instrument, and all investments and reinvestments thereof ("trust principal") shall be held upon the following terms:

ARTICLE I

The trust hereby created may be identified as the "2G CHARITABLE FOUNDATION."

ARTICLE II

A. Commencing as of the date of this instrument and as long as the trust principal of the 2G CHARITABLE FOUNDATION (the "Foundation") shall exist, the trustee shall administer the Foundation as follows:

1. The trustee shall receive, hold, invest, manage, and control the trust principal, shall collect the income therefrom, and shall pay all the expenses incidental to the maintenance and operation of the Foundation;

2. The trustee shall make distributions of net income and principal of the Foundation in the name of the Foundation, for one or more "charitable purposes," as hereinafter defined, including the making of distributions to one or more "charitable organizations," as hereinafter defined, at such times and in such amounts or proportions as the Advisory Committee (created under paragraph F of Article IV of this instrument), or, if the Advisory Committee is not then in existence, as the trustee, shall determine. As used in this instrument, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended (the "Code") and the term "charitable organization" means any organization exclusively for such charitable purposes which is described in Code Section 501(c) (3); and

Exhibit 1

3. Income or principal derived from contributions by corporations shall be distributed by the trustee for use solely within the United States or its possessions.

B. The Foundation shall continue forever, unless it is terminated. Termination shall occur whenever the Advisory Committee, or, if it is not then in existence, the trustee, shall determine. Upon termination of the Foundation, the trustee shall distribute the remaining trust assets to such one or more organizations selected by the Advisory Committee, or, if it is not then in existence, by the trustee, each of which is an organization organized and operated exclusively for charitable, educational, religious, or scientific purposes and which at the time of distribution shall qualify for exemption under Code Section 501(c)(3), in such proportions among such organizations as the Advisory Committee or the trustee, as the case may be, in its sole discretion shall decide.

C. The net income and principal of the Foundation shall be devoted exclusively to the purposes described in subparagraph 2 of paragraph A of this Article and shall in no part and under no circumstances be given or contributed to or inure to the benefit of any private individual or corporation, and no part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or of participating or intervening in any political campaign (including the publication or distribution of statements) on behalf of any candidate for political office. Notwithstanding any other provision of this instrument, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Code Section 501 (c)(3), or by an organization, contributions to which are deductible under Code Section 170(c) and the regulations thereto as they now exist or as they may hereafter be amended.

ARTICLE III

A. Despite any other provisions of this instrument, in the management, investment, and distribution of the Foundation, the trustee shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) acquire or retain any investments which would subject the trust to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and to the extent required, the trustee shall distribute the trust fund at such time or times and in such matter as not to subject the trust to tax under Code Section 4942.

B. Nothing in this instrument shall be construed as restricting the trustee from investing Foundation assets in a manner, which would result in the annual realization of a reasonable amount of net income or gain from their sale or disposition.

C. It is our intention that the Foundation shall be exempt from federal and state income taxation and that a contribution to the Foundation be deductible for federal and state income, estate, inheritance, and gift tax purposes to the extent allowed by the Code and other applicable legislation and regulations, and any provision of this instrument which is inconsistent with this intention shall not be in effect.

D. To the extent allowable by law, the trustee may amend the terms of this instrument from time to time whenever in its opinion an amendment is necessary or advisable to enable the trustee to carry out the purposes of the Foundation more effectively; provided, however, that this paragraph shall not be construed as authorizing any amendment whereby any part of the Foundation's assets may be diverted from the charitable purposes set forth herein, or which may disqualify the trust from the status and benefits described in paragraph E of this Article. Every amendment shall be in writing and shall be signed by the trustee and deposited with the trust records.

E. The trustee may at any time in its discretion organize under the laws of the State of Illinois, or any other state within the United States of America, a corporation not for profit to carry out the purposes of the Foundation trust, which corporation shall be named the "2G Charitable Foundation". The trustee shall have full discretion in regard to the organization of any such corporation and may act as directors or officers thereof, and shall take such further action as shall be necessary to cause the corporation to qualify as an exempt charitable corporation under applicable federal and state laws. Upon qualification of the corporation as an exempt charitable corporation as herein provided, the trustee shall transfer and deliver to the corporation all of the Foundation's assets, whereupon this trust shall terminate. Such corporation, if organized, shall have the same powers and authority as those vested in the trustee by the terms of this instrument, subject to the same limitations and restrictions herein contained.

ARTICLE IV

A. Subject to the provisions of Article III of this instrument, the trustee shall have the following powers, exercisable in the discretion of the trustee:

1. To retain for any period of time without limitation, and without liability for loss or depreciation in value, any property transferred to the trustee, even though the trustee could not properly purchase the property as a trust investment and though its retention might violate principles of investment diversification;

2. To sell at public or private sale, wholly or partly for cash or on credit, contract to sell, grant or exercise options to buy, convey, transfer, exchange, or lease (for a term within or extending beyond the term of the trust) any real or personal property of the trust, and to partition, dedicate, grant easements in or over, subdivide, improve, and remodel, repair, or raze improvements on any real property of the trust, and in general to deal otherwise with the trust property in such manner, for such prices, and on such terms and conditions as any individuals might do as outright owner of the property;

3. To borrow money at interest rates then prevailing from any individual, bank, or other source, and to create security interests in the trust property by mortgage, pledge, or otherwise;

4. To invest in bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of regulated investment companies, partnership interests (whether general, special, or limited), or other securities or property, real or personal, without being limited by any statute or rule of law governing investments by trustees;

5. To exercise in person or by general or limited proxy all voting and other rights, powers, and privileges and to take all steps to realize all benefits with respect to stocks or other securities; and to enter into or oppose, alone or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations, or other changes in the financial structure of any corporation;

6. To cause any security or other property to be held, without disclosure of any fiduciary relationship, in the name of the trustee, in the name of a nominee, or in unregistered form;

7. To pay all expenses incurred in the administration of the trust, including reasonable compensation to the trustee and any member of the Advisory Committee, other than us, and to employ or appoint and pay reasonable compensation to accountants, depositaries, investment counsel, attorneys, attorneys-in-fact, and agents (with or without discretionary powers), but in no event shall the trustee or Advisory Committee member who has contributed property to the trust ever receive any compensation thereafter;

8. To compromise or abandon any claim in favor of or against the trust;

9. To receive any property, real or personal, to be added to the trust, from either or both of us in any event (and, if the trustee consents in writing, from any other person) by lifetime or testamentary transfer or otherwise, provided that such property is received only for and within the purposes and objects of the Foundation;

10. To execute instruments of any kind, including instruments containing covenants and warranties binding upon and creating a charge against the trust property and containing provisions excluding personal liability; and

11. To perform all other acts necessary to accomplish the proper management, investment, and distribution of the trust fund.

B. The powers granted in this Article shall be in addition to those granted by law, shall be exercisable solely in a fiduciary capacity consistent with and in furtherance of the charitable purposes of the trust, and may be exercised even after termination of the trust until actual distribution of all trust principal.

C. To the extent that such requirements can legally be waived, no trustee hereunder shall ever be required to give bond or security as trustee, or to qualify before, be appointed by, or account to any court, or to obtain the order or approval of any court respecting the exercise of any power of discretion granted in this instrument.

D. No person paying money or delivering property to the trustee hereunder shall be required or privileged to see to its application. The certificate of the trustee that the trustee is acting in compliance with this instrument shall fully protect all persons dealing with the trustee.

E. This instrument and all dispositions hereunder shall be governed by and interpreted in accordance with the laws of the State of Illinois.

F. There is hereby constituted an Advisory Committee whose initial members shall consist of ALEXANDER S. HEWITT, BRIAN J. WOLFE, ALEXANDER C. BEER, LISA A. WOLFE, ADRIANNA C. BEER, CATHERINE M WOLFE, and PATRICK E. BEER. The duties of the Advisory Committee shall be to (i) select charitable organizations to receive distributions from the Foundation under Article II of this instrument; and (ii) act as the investment counselor as provided in Paragraph G of this Article. The following provisions shall apply, where the context admits, during any period in which the Advisory Committee is in existence:

1. Except as otherwise specifically provided herein and if the Advisory Committee does not establish rules with respect to the administration of its duties, any action or decision of the majority of the Advisory Committee shall be as effective as if taken or made by the entire Advisory Committee, and if at any time the Advisory Committee is evenly divided upon any question, the decision of the trustee then acting hereunder shall control; however, any nonconcurring Advisory Committee member shall not be liable for any act of failure to act of the other Advisory Committee members or the trustee;

2. Any Advisory Committee member acting hereunder may from time to time waive for limited periods of time or delegate to another member of the Advisory Committee or the trustee any or all of his or her rights under this instrument, by written notice delivered to the trustee and the other members of the Advisory Committee acting hereunder. In the case of any such delegation, the one to whom rights and powers are delegated may take any action or make any decision for the Advisory Committee member making the delegation within the scope of the delegated rights and powers, with the same effect as if that Advisory Committee member had participated in the action or decision;

3. Any member of the Advisory Committee may resign by giving written notice to the other members of the Advisory Committee and the trustee. In the event of the death, resignation, removal, or legal disability of any initial member of the Advisory Committee or any successor appointed as hereinafter provided, the vacancy shall be filled by the remaining members of the Advisory Committee, or, if none, by the trustee;

4. The Advisory Committee may, at any time, terminate its existence by the unanimous consent of its members, if such termination is deemed to be in the best interest of the Foundation. In such event, the rights, duties and obligations of the Advisory Committee shall be assumed by the trustee; and

5. The rights and powers herein conferred upon the Advisory Committee shall be exercisable only in a fiduciary capacity.

G. During all periods in which the Advisory Committee is in existence, it shall act as an investment counselor hereunder. Despite the general powers of the trustee, the following provisions shall apply, where the context admits, to the trust held hereunder during any period in which an investment counselor shall be acting:

1. The trustee shall follow the written directions of the investment counselor with respect to the purchase, sale, or encumbrance of trust principal and the investment and reinvestment of funds held hereunder and shall have no duty to review or monitor trust investments;

2. No trustee shall be accountable for any loss or depreciation in value sustained by reason of action (i) taken with the approval of the investment counselor or (ii) not taken by reason of disapproval by the investment counselor pursuant to the preceding provisions of this paragraph, and no person dealing with the trustee shall be required or privileged to inquire whether there has been compliance with those provisions;

3. The responsibilities and powers herein conferred on the investment counselor shall be exercisable only in a fiduciary capacity; and

4. The term "investment counselor" means the Advisory Committee.

ARTICLE V

A. Any trustee may resign by giving written notice to either of us, if we are then living, and if we are not, to the Advisory Committee. If Rock River Trust Company resigns as trustee, and except as otherwise provided in paragraph C of this Article, we name as successor trustee, any bank or trust company, within or outside the State of Illinois, appointed by Rock River Trust Company by written instrument filed with trust records; provided, however, that if a vacancy in the office of trustee has not been filled by Rock River Trust Company within thirty days after the vacancy shall occur, then a court having jurisdiction over the administration of the trust shall, by signed written instrument or order, as the case may be, appoint a bank or trust company, within or outside the State of Illinois, as a successor trustee.

B. If any corporate trustee designated to act or at any time acting hereunder is merged with or transfers substantially all of its assets to another corporation, or is in any other manner reorganized or reincorporated, the resulting or transferred corporation shall become trustee in place of its corporate predecessor.

C. The incumbent trustee shall have all of the title, powers, and discretion granted to the original trustee, without court order or act of transfer. No successor trustee shall be personally liable for any act of failure to act of a predecessor trustee.

ARTICLE VI

We waive irrevocably all rights, powers, and authority to amend or revoke this instrument or the trust hereby evidenced.

We hereby sign this trust agreement on July 1, 2000.

Adrienne D. Hewitt

Adrienne D. Hewitt, Settlor

Anna H. Wolfe

Anna H. Wolfe, Settlor

The trust created by the foregoing instrument is accepted as of the date and year last above written.

ROCK RIVER TRUST COMPANY, as trustee of the 2G Charitable Foundation dated July 1, 2000

By: Ann M. Nordby

Ann M. Nordby, Chief Executive Officer

This schedule is attached to and forms a part of that certain trust agreement creating the 2G CHARITABLE FOUNDATION, and identifies the initial trust property subject to the trust thereunder.

Cash . . . . $ 20,000

RESIGNATION OF TRUSTEE
OF THE
2G CHARITABLE FOUNDATION DATED JULY 1, 2000

TO: Anna H. Wolfe, Settlor

Rock River Trust Company, an Illinois corporation, is the Trustee of the 2G Charitable Foundation dated July 1, 2000 (the "Trust"). Pursuant to the provisions of Article V, Paragraph A of the Trust, Rock River Trust Company hereby resigns as Trustee of the Trust effective upon the acceptance of appointment by the Successor Trustee.

Dated this 31st day of March, 2011.

ROCK RIVER TRUST COMPANY

By: Ann M. Nordby

Ann M. Nordby, its CEO

Exhibit 2

APPOINTMENT OF SUCCESSOR TRUSTEE
OF THE
2G CHARITABLE FOUNDATION DATED JULY 1, 2000

TO: Anna H. Wolfe, Settlor
Rock River Trust Company, Trustee and Trustee Appointer
South Dakota Trust Company LLC

The undersigned is named and currently acting as Trustee Appointer of the 2G Charitable Foundation dated July 1, 2000 (the "Trust") and is in receipt of the resignation of Rock River Trust Company as Trustee of the Trust. Pursuant to the provisions of Article V, Paragraph A of the Trust, the undersigned hereby appoints South Dakota Trust Company LLC, a South Dakota corporation, as successor trustee of the Trust, with such appointment to be effective upon the Acceptance of Appointment as Successor Trustee by the successor trustee.

Dated this 31st day of March, 2011.

TRUSTEE APPOINTER

By: Ann M. Nordby
Ann M. Nordby, CEO
of Rock River Trust Company

ACCEPTANCE OF SUCCESSOR TRUSTEE
OF THE
2G CHARITABLE FOUNDATION DATED JULY 1, 2000

TO: Anna H. Wolfe, Settlor
Rock River Trust Company, Trustee and Trustee Appointer

South Dakota Trust Company LLC hereby accepts its appointment as Successor Trustee of the 2G Charitable Foundation dated July 1, 2000.

Dated this 31^{st} day of March, 2011.

SOUTH DAKOTA TRUST COMPANY LLC

By: Jeanice L. Caselli
Jeanice L. Caselli, its Vice President

STATE OF SOUTH DAKOTA)
: ss
COUNTY OF MINNEHAHA)

IN CIRCUIT COURT

SECOND JUDICIAL CIRCUIT

TR No. 11-_______

****

IN THE MATTER OF TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000

VERIFICATION OF INVENTORY

****

The undersigned Trustee hereby verifies that the attached Inventory is a true and correct Inventory of the above-described Trust as of March 15, 2011.

Dated this 8 day of April, 2011.

SOUTH DAKOTA TRUST COMPANY LLC,
AS TRUSTEE

By Jeanice L. Caselli
Its Vice President & Trust Officer

STATE OF SOUTH DAKOTA)
:ss
COUNTY OF MINNEHAHA)

Subscribed and sworn to before me
this 8th day of April, 2011.

[signature]
Notary Public - South Dakota
My Commission Expires: 08-08-2015

Exhibit 3

Schedule of Trust Inventory
As of March 15, 2011

2G Charitable Foundation

	Market Value
2G, LLC	$89,000
Cash	7,500
Total March 15, 2011 Value	$96,500

STATE OF SOUTH DAKOTA)
ss
COUNTY OF MINNEHAHA)

IN CIRCUIT COURT

SECOND JUDICIAL CIRCUIT

****

TR No. 11-_______

IN THE MATTER OF TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000

WAIVER AND CONSENT TO PETITION TO EXERCISE SUPERVISION OF TRUST, WAIVING BOND, PROTECTING PRIVACY, APPROVING MODIFICATION IN THE TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000, AND DISPENSING WITH FUTURE SUPERVISION

****

SOUTH DAKOTA TRUST COMPANY LLC, Trustee, does hereby consent to and waive any and all notice otherwise required by applicable law with regard to the PETITION TO EXERCISE SUPERVISION OF TRUST, WAIVING BOND, PROTECTING PRIVACY, APPROVING MODIFICATION IN THE TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000, AND DISPENSING WITH FUTURE SUPERVISION in the above-captioned matter, and does hereby consent to the Petition and agrees that the Court may enter its Order granting the relief sought in the Petition relative thereto.

DATED this 8 day of April, 2011.

SOUTH DAKOTA TRUST COMPANY LLC
Trustee

By Jeanice L. Caselli

Its Vice President & Trust Officer

STATE OF SOUTH DAKOTA)
: SS
COUNTY OF MINNEHAHA)

IN CIRCUIT COURT

SECOND JUDICIAL CIRCUIT

****

TR No. 11-_______

IN THE MATTER OF TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000

WAIVER AND CONSENT TO PETITION TO EXERCISE SUPERVISION OF TRUST, WAIVING BOND, PROTECTING PRIVACY, APPROVING MODIFICATION IN THE TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000, AND DISPENSING WITH FUTURE SUPERVISION

****

Anna H. Wolfe, Settlor, does hereby consent to and waive any and all notice otherwise required by applicable law with regard to the PETITION TO EXERCISE SUPERVISION OF TRUST, WAIVING BOND, PROTECTING PRIVACY, APPROVING MODIFICATION IN THE TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000, AND DISPENSING WITH FUTURE SUPERVISION in the above-captioned matter, and does hereby consent to the Petition and agrees that the Court may enter its Order granting the relief sought in the Petition relative thereto.

DATED this 8th day of April, 2011.

Anna H. Wolfe

Anna H. Wolfe, Settlor

CIVIL CASE FILING STATEMENT

("IN THE MATTER OF" Cases)

IN THE MATTER OF: TRUST AGREEMENT CREATING THE 2G CHARITABLE FOUNDATION DATED JULY 1, 2000

Please check the participant role you are filing on behalf

Complete a form for each additional Participant

Trust Estate

- [x] Trustee
- [ ] Trustor
- [ ] Name of Trust
- [ ] Other ______________

Adoption/Termination of Parental Rights

- [ ] Birth Name
- [ ] Adoptive parent
- [ ] Birth Mother
- [ ] Birth Father
- [ ] Other ______________

Involuntary Committal

- [ ] Alleged Alcoholic/Drug abuser
- [ ] Petitioner
- [ ] Other ______________

Mental Illness

- [ ] Alleged Mentally Ill Person
- [ ] Petitioner
- [ ] Other ______________

Civil

- [ ] Petitioner
- [ ] Other ______________

Probate

- [ ] Deceased
- [ ] Personal Representative
- [ ] Other ______________

Guardianship/Conservatorship

- [ ] Minor
- [ ] Person alleged to need protection
- [ ] Guardian Ad Litem
- [ ] Other ______________

Name: South Dakota Trust Company LLC (Last) ______ (First) ______ (Middle) ______ (Suffix)

Address: 201 South Phillips Avenue, Suite 200

City: Sioux Falls State: SD Zip: 57104

Date of Birth: ____ ____ ____ (mm dd yyyy)

Social Security #: ____ - ____ - ____ and/or Drivers license # ____________ State ____

Employer ID (if Petitioner is a business or other entity) 80-0003725

Attorney: Prendergast (Last) Terry (First) N. (Middle)

Address: 101 North Phillips Avenue, Suite 402 Phone: (605) 331-2975

City: Sioux Falls State: SD Zip: 57104