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

2011

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

For calendar year 2011 or tax year beginning

SEP 1, 2011

and ending

AUG 31, 2012

Name of foundation

A Employer identification number

GENERATIONS HEALTH CARE INITIATIVES, INC

41-2000473

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

130 W. SUPERIOR STREET

700

B Telephone number

218-336-5700

City or town, state, and ZIP code

DULUTH, MN 55802

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☒

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☐

Cash

☒

Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 10,690,091. (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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

228,734.

228,734.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

178,046.

b Gross sales price for all assets on line 6a 2,423,122.

7 Capital gain net income (from Part IV, line 2)

178,046.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

311,319.

0.

0. STATEMENT 2

12 Total. Add lines 1 through 11

718,099.

406,780.

0.

13 Compensation of officers, directors, trustees, etc

131,309.

0.

0. 131,309.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 3 250.

13.

0.

238.

b Accounting fees STMT 4 14,730.

737.

0.

12,806.

c Other professional fees

17 Interest

18 Taxes

STMT 5

5,895.

388.

0.

0.

19 Depreciation and depletion

17,552.

17,552.

0.

20 Occupancy

16,200.

9,257.

0.

12,369.

21 Travel, conferences, and meetings

1,623.

40.

0.

15,303.

22 Printing and publications

23 Other expenses

STMT 6

15,065,415.

40,721.

0.

1,370,781.

24 Total operating and administrative expenses. Add lines 13 through 23

1,252,974.

68,708.

0.

1,542,806.

25 Contributions, gifts, grants paid

0.

0.

0.

0.

26 Total expenses and disbursements. Add lines 24 and 25

1,252,974.

68,708.

0.

1,542,806.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

&lt;534,875.&gt;

b Net investment income (if negative, enter -0-)

338,072.

c Adjusted net income (if negative, enter -0-)

0.

AMENDED

3  
914SCANNED JUL 02 2014  
Revenue  
Operating and Administrative ExpensesRECEIVED  
JUN 30 2014  
STMT 6  
OGDEN, UT

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	34,350.	75,276.	75,276.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 21,111.			
	Less: allowance for doubtful accounts ▶	42,746.	21,111.	21,111.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	10,959.	8,042.	8,042.
	10a Investments - U.S. and state government obligations STMT 7	968,942.	690,000.	690,000.
	b Investments - corporate stock STMT 8	6,464,151.	6,502,978.	6,502,978.
	c Investments - corporate bonds STMT 9	1,175,556.	755,754.	755,754.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	2,245,154.	2,594,811.	2,594,811.	
14 Land, buildings, and equipment: basis ▶ 168,198.				
Less accumulated depreciation STMT 11 ▶ 126,079.	59,671.	42,119.	42,119.	
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	11,001,529.	10,690,091.	10,690,091.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	127,204.	79,595.	
	18 Grants payable			
	19 Deferred revenue	13,755.		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	140,959.	79,595.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> <b>X</b> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	10,860,570.	10,610,496.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 <b>Total net assets or fund balances</b>	10,860,570.	10,610,496.		
31 <b>Total liabilities and net assets/fund balances</b>	11,001,529.	10,690,091.		

**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	10,860,570.
2 Enter amount from Part I, line 27a	2	<534,875.>
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN ON INVESTMENTS</b>	3	284,801.
4 Add lines 1, 2, and 3	4	10,610,496.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,610,496.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 2,423,122.		2,245,076.	178,046.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			178,046.

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	178,046.
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). If (loss), enter -0- in Part I, line 8	3	N/A

**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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,327,033.	11,367,296.	.116741
2009	536,887.	10,418,598.	.051532
2008	817,244.	9,612,980.	.085015
2007	668,985.	12,774,969.	.052367
2006	1,255,882.	13,435,144.	.093477

2 Total of line 1, column (d)	2	.399132
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	.079826
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,623,894.
5 Multiply line 4 by line 3	5	848,063.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,381.
7 Add lines 5 and 6	7	851,444.
8 Enter qualifying distributions from Part XII, line 4	8	1,542,806.

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)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,381.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,381.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,381.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 4,188.	7	10,188.
b Exempt foreign organizations - tax withheld at source	6b	8	12.
c Tax paid with application for extension of time to file (Form 8868)	6c 6,000.	9	
d Backup withholding erroneously withheld	6d	10	6,795.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 6,795. Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MN		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GENERATIONS-HEALTHCARE.ORG/</u>	13	X	
14	The books are in care of ► <u>MR DANIEL SVENDSEN</u> Telephone no. ► <u>(218) 336-5702</u> Located at ► <u>130 W. SUPERIOR STREET, SUITE 700, DULUTH, MN</u> ZIP+4 ► <u>55802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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 12		98,381.	32,259.	668.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2011)

**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INSPERITY - 19001 CRESCENT SPRINGS DRIVE, KINGWOOD, TX 77339	CO-EMPLOYMENT ARRANGEMENT	407,518.
LAKE SUPERIOR COMMUNITY HEALTH CENTER 4325 GRAND AVENUE, DULUTH, MN 55807	SOCIAL SERVICES	284,000.
<b>Total</b> 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	
SEE STATEMENT 13	684,160.
2	
SEE STATEMENT 14	672,505.
3	
SEE STATEMENT 15	92,785.
4	
SEE STATEMENT 16	26,171.

**Part IX-B** Summary of Program-Related Investments

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	
<b>Total.</b> Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	10,585,644.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	94,643.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	105,392.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,785,679.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,785,679.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	161,785.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,623,894.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	531,195.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	531,195.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	3,381.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,381.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	527,814.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	527,814.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	527,814.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,542,806.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,542,806.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	3,381.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	1,539,425.

**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				527,814.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	330,226.			
b From 2007	41,527.			
c From 2008	339,147.			
d From 2009	19,870.			
e From 2010	766,466.			
f Total of lines 3a through e	1,497,236.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,542,806.				
a Applied to 2010, but not more than line 2a			0.	
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				527,814.
e Remaining amount distributed out of corpus	1,014,992.			
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:	2,512,228.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,512,228.			
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	330,226.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,182,002.			
10 Analysis of line 9:				
a Excess from 2007	41,527.			
b Excess from 2008	339,147.			
c Excess from 2009	19,870.			
d Excess from 2010	766,466.			
e Excess from 2011	1,014,992.			

**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)

- 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	

- 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.

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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

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- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

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- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

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- 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)

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- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

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- (3) Largest amount of support from an exempt organization

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- (4) Gross investment income

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**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

- a The name, address, and telephone number 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
<b>a Paid during the year</b>  <p style="text-align: center;">NONE</p>				
<b>Total</b>				▶ <b>3a</b> 0.
<b>b Approved for future payment</b>  <p style="text-align: center;">NONE</p>				
<b>Total</b>				▶ <b>3b</b> 0.





**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.

(b) How acquired  
P - Purchase  
D - Donation

(c) Date acquired  
(mo., day, yr.)

(d) Date sold  
(mo., day, yr.)

1a	CLASS ACTION SETTLEMENTS - AOL TIME WARNER	P	01/01/11	04/12/12
b	CLASS ACTION SETTLEMENTS - KING PHARMACEUTICAL	P	01/01/11	07/03/12
c	PUBLICLY TRADED SECURITIES - WELLS FARGO #1152020	P	01/01/11	12/31/12
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 21.			21.
b 14.			14.
c 2,416,372.		2,245,076.	171,296.
d 6,715.			6,715.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			21.
b			14.
c			171,296.
d			6,715.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

178,046.

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).  
If (loss), enter "-0-" in Part I, line 8

3

N/A

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVEMENTS	010101SL	SL	15.00	16	5,826.			5,826.	3,957.		1,439.
2	MOVEABLE EQUIPMENT	010101SL	SL	5.00	16	116,415.			116,415.	58,613.		16,113.
3	MOVEABLE EQUIPMENT	010101SL	SL	5.00	16	12,441.			12,441.	12,441.		0.
4	MOVEABLE EQUIPMENT	010101SL	SL	5.00	16	33,516.			33,516.	33,516.		0.
	* TOTAL 990-PF PG 1 DEPR					168,198.		0.	168,198.	108,527.	0.	17,552.

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME - AGENCY	228,732.	0.	228,732.
INVESTMENT INCOME - AGENCY	6,715.	6,715.	0.
INVESTMENT INCOME - OTHER	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	235,449.	6,715.	228,734.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HEALTHSHARE	252,159.	0.	
STATE HEALTH IMPROVEMENT PROGRAM	34,345.	0.	
CHILDREN'S HEALTH INSURANCE PROGRAM REAUTHORIZATION ACT	11,014.	0.	
BRIDGE TO HEALTH	8,646.	0.	
OTHER	5,155.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	311,319.	0.	

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	250.	13.	0.	238.
TO FM 990-PF, PG 1, LN 16A	250.	13.	0.	238.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	14,730.	737.	0.	12,806.	
TO FORM 990-PF, PG 1, LN 16B	14,730.	737.	0.	12,806.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	5,895.	388.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	5,895.	388.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTANTS	4,458.	0.	0.	4,458.	
SUPPLIES	1,304.	65.	0.	1,239.	
DUES AND MEMBERSHIPS	1,697.	85.	0.	2,368.	
TELEPHONE	2,468.	987.	0.	1,481.	
PARKING	476.	458.	0.	18.	
SPACE EXPENSES	847.	339.	0.	508.	
INSURANCE	2,619.	131.	0.	4,620.	
AGENCY ACCOUNT MANAGEMENT FEES	38,475.	38,475.	0.	0.	
MISCELLANEOUS	147.	7.	0.	141.	
POSTAGE	185.	9.	0.	176.	
LEASED EMPLOYEES	118,011.	0.	0.	130,286.	
HEALTH CARE ACCESS PROGRAM	324,265.	0.	0.	631,210.	
COMPUTER SUPPLIES AND SOFTWARE	3,293.	165.	0.	3,454.	
SHARECARE	4,212.	0.	0.	3,879.	
HEALTHSHARE	510,519.	0.	0.	535,135.	
STATE HEALTH IMPROVEMENT PROGRAM MANAGEMENT	32,711.	0.	0.	32,081.	
CHILDREN'S HEALTH INSURANCE PROGRAM REAUTHORIZATION ACT	11,014.	0.	0.	11,014.	

BRIDGE TO HEALTH	8,714.	0.	0.	8,713.
TO FORM 990-PF, PG 1, LN 23	1,065,415.	40,721.	0.	1,370,781.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S GOVT SECURITIES	X		690,000.	690,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS			690,000.	690,000.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			690,000.	690,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE EQUITY SECURITIES	1,459,498.	1,459,498.
MUTUAL FUNDS	5,043,480.	5,043,480.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,502,978.	6,502,978.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	755,754.	755,754.
TOTAL TO FORM 990-PF, PART II, LINE 10C	755,754.	755,754.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKET FUNDS	FMV	281,164.	281,164.
ACC INT REC - SECURITIES	FMV	10,568.	10,568.
REAL ESTATE FUNDS	FMV	1,318,476.	1,318,476.
ENDOWMENT TEI FUND LP	FMV	984,603.	984,603.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,594,811.	2,594,811.

FORM 990-PF		DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	5,826.	5,396.	430.
MOVEABLE EQUIPMENT	116,415.	74,726.	41,689.
MOVEABLE EQUIPMENT - FADP	12,441.	12,441.	0.
MOVEABLE EQUIPMENT - HCAP	33,516.	33,516.	0.
TOTAL TO FM 990-PF, PART II, LN 14	168,198.	126,079.	42,119.

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 12  
    TRUSTEES AND FOUNDATION MANAGERS

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PAMELA ELSTAD 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR  0.30	  0.	  0.	  0.
HEATHER RAND 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR  1.00	  0.	  0.	  0.
JEAN GORNICK 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR  0.50	  0.	  0.	  0.
THEODORE JOHNSON 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	CHAIR  0.30	  0.	  0.	  0.
DANIEL SVENDSEN 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	CFO  20.00	  47,599.	  19,278.	  344.
WILLIAM GRAVELLE 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	TREASURER  0.50	  0.	  0.	  0.
JEFF COENEN 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	VICE-CHAIR  0.30	  0.	  0.	  0.
ANNE BUSHEY 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR  0.30	  0.	  0.	  0.
CLAUDIA WELTY 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR  0.30	  0.	  0.	  0.

MICHAEL LALICH	DIRECTOR				
130 WEST SUPERIOR STREET, SUITE					
700	0.30	0.	0.	0.	
DULUTH, MN 55802					
WILLIAM PALMER	DIRECTOR				
130 WEST SUPERIOR STREET, SUITE					
700	0.30	0.	0.	0.	
DULUTH, MN 55802					
DANIEL MADDY	DIRECTOR				
130 WEST SUPERIOR STREET, SUITE					
700	0.30	0.	0.	0.	
DULUTH, MN 55802					
JENNIFER PETERSON	EXECUTIVE DIRECTOR				
130 WEST SUPERIOR STREET, SUITE					
700	20.00	50,782.	12,981.	324.	
DULUTH, MN 55802					

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		98,381.	32,259.	668.
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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	13
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ACTIVITY ONE

HEALTH CARE ACCESS OFFICE - INCREASES ACCESS TO HEALTH CARE FOR THE UNINSURED AND UNDER-INSURED BY ENROLLING THEM IN EXISTING HEALTH COVERAGE AND PHARMACEUTICAL ASSISTANCE PROGRAMS. THE STAFF SCREENS INDIVIDUALS FOR ELIGIBILITY, ASSISTS IN COMPLETING THE APPLICATIONS, AND PROVIDES ADVOCACY THROUGHOUT THE ENROLLMENT PROCESS. INDIVIDUALS ARE REFERRED TO COMMUNITY RESOURCES IF OTHER SERVICES ARE NEEDED.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

684,160.

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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 14
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ACTIVITY TWO

HEALTHSHARE - A COMMUNITY-BASED HEALTH COVERAGE PROGRAM DESIGNED TO PROVIDE ACCESS TO HEALTH CARE TO THOSE WORKING IN SMALL BUSINESSES WHO ARE UNINSURED. HEALTHSHARE UTILIZES A MULTI-SHARE MODEL OF FUNDING FROM EMPLOYERS, EMPLOYEES, COMMUNITY AND PUBLIC FUNDING TO PROVIDE COVERAGE AT AN AFFORDABLE RATE FOR SMALL BUSINESSES. THE MINNESOTA LEGISLATURE AUTHORIZED AND PROVIDED FUNDING FOR HEALTHSHARE AS A DEMONSTRATION PROJECT IN FOUR COUNTIES OF NORTHEASTERN MINNESOTA. ON JULY 1, 2008, A NEWLY FORMED CORPORATION, HEALTHSHARE, INC., ASSUMED OPERATION OF THE PROGRAM, HOWEVER GENERATIONS HEALTH CARE INITIATIVES CONTINUES TO MANAGE THE PROGRAM. THE PROGRAM OFFICIALLY BEGAN ENROLLING MEMBERS IN THE DULUTH MN AREA DURING OCTOBER 2008.

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EXPENSES

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TO FORM 990-PF, PART IX-A, LINE 2

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672,505.

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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 15
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ACTIVITY THREE

SHIP - GENERATIONS MANAGED A STATE HEALTH IMPROVEMENT GRANT FOR THE CARLTON-COOK-LAKE-ST. LOUIS COMMUNITY HEALTH BOARD. THE PURPOSE OF THE SHIP GRANT IS TO WORK ON PROJECTS TO IMPROVE THE HEALTH OF SPECIFIC COMMUNITIES IN A 7 COUNTY AREA, WORKING IN THE SCHOOLS TO PREVENT OBESITY AND SMOKING.

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EXPENSES

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TO FORM 990-PF, PART IX-A, LINE 3

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92,785.

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FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

## ACTIVITY FOUR

CHIPRA GRANT - GENERATIONS RECEIVED A TWO YEAR GRANT FROM THE HEALTH RESEARCH SERVICES ADMINISTRATION TO WORK IN THE DULUTH AREA TO REDUCE THE NUMBER OF UNINSURED CHILDREN IN THE DULUTH, MN AREA. A FULL TIME GENERATIONS SOCIAL WORKER WORKS IN THE COMMUNITY ESPECIALLY WITH THE SCHOOLS TO ACCESS FAMILIES WITH CHILDREN WHO ARE UNINSURED AND HELPS THEM ENROLL IN AVAILABLE PROGRAMS.

## EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

26,171.

FORM 990-PF

PROGRAM SERVICE REVENUE

STATEMENT 17

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
HEALTHSHARE					252,159.
STATE HEALTH IMPROVEMENT PROGRAM					34,345.
CHILDREN'S HEALTH INSURANCE PROGRAM REAUTHORIZATION ACT					11,014.
BRIDGE TO HEALTH					8,646.
TOTAL TO FORM 990-PF, PG 12, LINE 1					306,164.

AMENDED CHANGES

THIS RETURN IS BEING AMENDED TO REFLECT THE CHANGES REPORTED ON THE AMENDED 2010 FORM 990-PF. THE 2010 FORM 990-PF WAS AMENDED TO MATCH THE RESTATED FINANCIAL STATEMENTS. THE AMENDED RETURN MORE ACCURATELY REFLECTS THE ORGANIZATION'S FINANCIAL POSITION.

THE FOLLOWING HAVE BEEN ADJUSTED:

FORM 990-PF, PART V

FORM 990-PF, PART XIII