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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
THE ALICE & FRED WALL FAMILY FOUNDATION
C/O ELIZABETH WALL LEE

A Employer identification number
20-6768522

Number and street (or P O box number if mail is not delivered to street address): 811 LASALLE AVENUE
Room/suite: 102

B Telephone number
612-767-4000

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

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: [X] 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 *(from Part II, col. (c), line 16)* ▶$ 1,925,289.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	250,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	590.	590.		STATEMENT 1
	4 Dividends and interest from securities	45,553.	45,553.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,891.			
	b Gross sales price for all assets on line 6a 710,569.				
	7 Capital gain net income (from Part IV, line 2)		15,891.		
	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				
	12 **Total.** Add lines 1 through 11	312,034.	62,034.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,575.	0.		1,575.
	c Other professional fees STMT 4	16,874.	16,874.		0.
	17 Interest				
	18 Taxes STMT 5	1,595.	609.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	108.	0.		108.
	23 Other expenses STMT 6	291.	266.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,443.	17,749.		1,708.
	25 Contributions, gifts, grants paid	113,840.			113,840.
	26 **Total expenses and disbursements.** Add lines 24 and 25	134,283.	17,749.		115,548.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	177,751.			
	b **Net investment income** (if negative, enter -0-)		44,285.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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
Assets	1 Cash - non-interest-bearing	1,811.	5,856.	5,856.
	2 Savings and temporary cash investments	45,874.	175,819.	175,819.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	1,035,729.	1,107,364.	1,107,364.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	545,372.	636,250.	636,250.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,628,786.	1,925,289.	1,925,289.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,628,786.	1,925,289.	
	30 **Total net assets or fund balances**	1,628,786.	1,925,289.	
	31 **Total liabilities and net assets/fund balances**	1,628,786.	1,925,289.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,628,786.
2 Enter amount from Part I, line 27a	2	177,751.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	118,752.
4 Add lines 1, 2, and 3	4	1,925,289.
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	1,925,289.

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	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DISTRIBUTIONS	P		
c	NONDIVIDEND DISTRIBUTIONS	P		
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	710,184.		694,678.	15,506.
b	94.			94.
c	291.			291.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				15,506.
b				94.
c				291.
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 15,891.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	92,625.	1,449,279.	.063911
2010	122,780.	1,510,288.	.081296
2009	133,955.	1,433,251.	.093462
2008	193,399.	1,336,190.	.144739
2007	140,060.	1,181,341.	.118560

2	**Total** of line 1, column (d)	2	.501968
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	.100394
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,782,327.
5	Multiply line 4 by line 3	5	178,935.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	443.
7	Add lines 5 and 6	7	179,378.
8	Enter qualifying distributions from Part XII, line 4	8	115,548.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	886.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	886.
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	886.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 600.		
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	600.
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	286.
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 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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.*	1b		X
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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	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 2012 or the taxable year beginning in 2012 (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

Form **990-PF** (2012)

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 ▶ THE WALL COMPANIES Telephone no. ▶ 612-767-4000
Located at ▶ 811 LASALLE AVENUE, MINNEAPOLIS, MN ZIP+4 ▶ 55402

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

			Yes	No
16	At any time during calendar year 2012, 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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ 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
FRED L WALL 811 LASALLE AVENUE, #102 MINNEAPOLIS, MN 55402	TRUSTEE 1.00	0.	0.	0.
ALICE M WALL 811 LASALLE AVENUE, #102 MINNEAPOLIS, MN 55402	TRUSTEE 1.00	0.	0.	0.
ELIZABETH WALL LEE 811 LASALLE AVENUE, #102 MINNEAPOLIS, MN 55402	TRUSTEE 1.00	0.	0.	0.

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** (2012)

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

3 Five highest-paid independent contractors for professional services. 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

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	156,761.
b	Average of monthly cash balances	1b	1,652,708.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,809,469.
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	1,809,469.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,142.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,782,327.
6	**Minimum investment return.** Enter 5% of line 5	6	89,116.

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	89,116.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 886.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	886.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,230.
4	Recoveries of amounts treated as qualifying distributions	4	200.
5	Add lines 3 and 4	5	88,430.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	88,430.

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	115,548.
b	Program-related investments - total from Part IX-B	1b	0.
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	115,548.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	115,548.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				88,430.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 84,118.				
b From 2008 127,025.				
c From 2009 62,375.				
d From 2010 47,606.				
e From 2011 20,703.				
f **Total** of lines 3a through e	341,827.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 115,548.				
a Applied to 2011, 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 2012 distributable amount				88,430.
e Remaining amount distributed out of corpus	27,118.			
5 Excess distributions carryover applied to 2012 (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	368,945.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	84,118.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	284,827.			
10 Analysis of line 9:				
a Excess from 2008 127,025.				
b Excess from 2009 62,375.				
c Excess from 2010 47,606.				
d Excess from 2011 20,703.				
e Excess from 2012 27,118.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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).)

SEE STATEMENT 9

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 or e-mail 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				
ACCION INTERNATIONAL P.O. BOX 84 TOMS RIVER, NJ 08754-0084	NONE	501(C)(3)	GENERAL	1,000.
ALS FOUNDATION FOR LIFE P.O. BOX 96 NATICK, MA 1760	NONE	501(C)(3)	GENERAL	100.
AMERICAN CANCER SOC. P.O. BOX 23267 MINNEAPOLIS, MN 55423	NONE	501(C)(3)	GENERAL	250.
AMERICAN LUNG ASSOC. OF MINNESOTA P.O. BOX 7000 ALBERT LEA, MN 56007-8000	NONE	501(C)(3)	GENERAL	200.
AMERICAN RED CROSS P.O. BOX 1288 MINNEAPOLIS, MN 55440-1288	NONE	501(C)(3)	GENERAL	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	113,840.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
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			14	590.	
4 Dividends and interest from securities			14	45,553.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	15,891.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		62,034.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 62,034.

(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).

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.

Frederick L Wall

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIM MALECHA	[signature] CPA	4.30.13		P00820567

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402 — Phone no. 612-376-4500

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE ALICE & FRED WALL FAMILY FOUNDATION C/O ELIZABETH WALL LEE	20-6768522

Organization type (check one).

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE ALICE & FRED WALL FAMILY FOUNDATION C/O ELIZABETH WALL LEE	20-6768522

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FREDERICK L WALL & ALICE M WALL 811 LASALLE AVENUE, SUITE 102 MINNEAPOLIS, MN 55402	$ 250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE ALICE & FRED WALL FAMILY FOUNDATION C/O ELIZABETH WALL LEE	20-6768522

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

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

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

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

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

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

Name of organization	Employer identification number
THE ALICE & FRED WALL FAMILY FOUNDATION C/O ELIZABETH WALL LEE	20-6768522

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMNESTY INTERNATIONAL USA P.O. BOX 98233 WASHINGTON, DC 20090-8233	NONE	501(C)(3)	GENERAL	1,000.
ARCHBISHOP'S ANNUAL CATHOLIC APPEAL 328 KELLOGG BOULEVARD WEST ST. PAUL, MN 55102-1997	NONE	501(C)(3)	GENERAL	1,000.
BAHAMAS NATIONAL TRUST P.O. BOX N-4105 NASSAU, BAHAMAS	NONE	501(C)(3)	GENERAL	500.
BBB WISE GIVING ALLIANCE P.O. BOX 1808 MERRIFIELD, VA 22116	NONE	501(C)(3)	GENERAL	65.
BOY SCOUTS OF AMERICA 393 MARSHALL AVENUE ST. PAUL, MN 55102-1717	NONE	501(C)(3)	GENERAL	100.
BOYS & GIRLS CLUBS OF THE TWIN CITIES 6500 NICOLLET AVE SOUTH 690 JACKSON STREET ST. PAUL, MN 55130-9905	NONE	501(C)(3)	GENERAL	250.
CATHOLIC RELIEF SERVICES P.O. BOX 17152 BALTIMORE, MD 21298-8452	NONE	501(C)(3)	GENERAL	1,500.
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	NONE	501(C)(3)	GENERAL	100.
CHRIS VOELZ SCHOLARSHIP FUND 275 BIERMAN FIELD ATHLETIC BLVD 516 15TH AVE MINNEAPOLIS, MN 55455	NONE	501(C)(3)	GENERAL	250.
CITIZENS LEAGUE 213 4TH STREET E SUITE #425 ST. PAUL, MN 55101	NONE	501(C)(3)	GENERAL	125.
Total from continuation sheets				111,290.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMO FRIENDS 1225 ESTABROOK DRIVE ST. PAUL, MN 55103-1022	NONE	501(C)(3)	GENERAL	250.
COMO ZOO & CONSERVATORY SOCIETY 1225 ESTABROOK DRIVE ST. PAUL, MN 55103-1022	NONE	501(C)(3)	GENERAL	0.
COVENENT OF VISITATION 2455 VISITATION DR MENDOTA HEIGHTS, MN 55120	NONE	501(C)(3)	GENERAL	500.
DISABLED AMERICAN VETERANS DEPT. OF MASS ROOM 546 STATE HOUSE BOSTON, MA 02133-1042	NONE	501(C)(3)	GENERAL	250.
DOCTORS WITHOUT BORDERS P.O. BOX 5022 HAGERSTOWN, MD 21741-5022	NONE	501(C)(3)	GENERAL	1,000.
DODGE NATURE CENTER 365 MARIE AVENUE WEST WEST ST. PAUL, MN 55118	NONE	501(C)(3)	GENERAL	1,000.
EDEN PRAIRIE LIONS CLUB 7280 PRAIRIE VIEW DRIVE EDEN PRAIRIE, MN 55346	NONE	501(C)(3)	GENERAL	100.
EMERGENCY FOODSHELF NETWORK 8501 54TH AVE NORTH NEW HOPE, MN 55428	NONE	501(C)(3)	GENERAL	1,000.
FRIENDS OF THE MPLS PUBLIC LIBRARY 300 NICOLLET MALL SUITE #N290 MINNEAPOLIS, MN 55401	NONE	501(C)(3)	GENERAL	250.
FRIENDS OF THE SMITHSONIAN P.O. BOX 9016 PITTSFIELD, MA 01202-9951	NONE	501(C)(3)	GENERAL	150.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GREATER MINNEAPOLIS CRISIS NURSERY 5400 GLENWOOD AVENUE GOLDEN VALLEY, MN 55422	NONE	501(C)(3)	GENERAL	1,000.
GUTHRIE THEATER FOUNDATION SDS 12-1075 P.O. BOX 86 MINNEAPOLIS, MN 55486-1075	NONE	501(C)(3)	GENERAL	1,000.
H.E.A.R.T. 10800 OLD COUNTY ROAD 15 SUITE #100 PLYMOUTH, MN 55441-9839	NONE	501(C)(3)	GENERAL	500.
HOSPITALITY HOUSE YOUTH DEVELOPMENT P.O. BOX 11008 MINNEAPOLIS, MN 55411-9946	NONE	501(C)(3)	GENERAL	500.
INTELLECTUAL TAKEOUT 207 N CHESTNUT ST. SUITE #200 CHASKA, MN 55318	NONE	501(C)(3)	GENERAL	250.
INTERNATIONAL RESCUE COMMITTEE P.O. BOX 6068 ALBERT LEA, MN 56007-6668	NONE	501(C)(3)	GENERAL	1,000.
JUNIOR ACHIEVEMENT 1800 WHITE BEAR AVE NORTH MAPLEWOOD, MN 55109	NONE	501(C)(3)	GENERAL	250.
LAKE MINNETONKA ASSOC. P.O. BOX 248 EXCELSIOR, MN 55331	NONE	501(C)(3)	GENERAL	250.
LEUKEMIA & LYMPHOMA SOCIETY 8441 WAYZATA BLVD SUITE #340 GOLDEN VALLEY, MN 55426	NONE	501(C)(3)	GENERAL	250.
MADELINE ISLAND MUSIC CAMP 118 EAST TWENTY-SIXTH STREET MINNEAPOLIS, MN 55404	NONE	501(C)(3)	GENERAL	500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MADELINE ISLAND WILDERNESS RESERVE P.O. BOX 28 LAPOINTE, WI 54850	NONE	501(C)(3)	GENERAL	200.
MARINE TOYS FOR TOTS FOUNDATION P.O. BOX 4002896 DES MOINES, IA 50340-2896	NONE	501(C)(3)	GENERAL	200.
MAYO CLINIC-DEPARTMENT OF DEVELOPMENT P.O. BOX 450 ALBERT LEA, MN 56007-0450	NONE	501(C)(3)	GENERAL	2,000.
MICROGRANTS 1035 EAST FRANKLIN AVE MINNEAPOLIS, MN 55404	NONE	501(C)(3)	GENERAL	30,000.
MINNEAPOLIS HEART INSTITUTE FOUNDATION 920 E 28TH STREET #100 MINNEAPOLIS, MN 55407	NONE	501(C)(3)	GENERAL	250.
MINNEAPOLIS INSTITUTE OF ARTS 2400 THIRD AVENUE SOUTH MINNEAPOLIS, MN 55404-3596	NONE	501(C)(3)	GENERAL	3,000.
MINNESOTA HISTORICAL SOCIETY 345 KELLOGG BOULEVARD WEST ST. PAUL, MN 55102-1906	NONE	501(C)(3)	GENERAL	250.
MINNESOTA INTERNATIONAL CENTER 711 EAST RIVER ROAD MINNEAPOLIS, MN 55455	NONE	501(C)(3)	GENERAL	500.
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DRIVE CHASKA, MN 55318	NONE	501(C)(3)	GENERAL	2,500.
MINNESOTA MUSEUM OF AMERICAN ART 408 ST. PETER STREET #419 ST. PAUL, MN 55102	NONE	501(C)(3)	GENERAL	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS, MN 55403	NONE	501(C)(3)	GENERAL	500.
MINNESOTA PUBLIC RADIO MINNESOTA PUBLIC RADIO 480 CEDAR STREET ST. PAUL, MN 55101-2230	NONE	501(C)(3)	GENERAL	1,000.
MINNESOTA STATE HORTICULTURAL SOCIETY 2705 LINCOLN DRIVE ROSEVILLE, MN 55113-1334	NONE	501(C)(3)	GENERAL	100.
MINNETONKA CENTER FOR THE ARTS 2240 NORTH SHORE DRIVE WAYZATA, MN 55391-9347	NONE	501(C)(3)	GENERAL	500.
NATIONAL MS SOCIETY-GREATER NEW ENGLAND 101A FIRST AVE SUITE #6 WALTHAM, MA 2451	NONE	501(C)(3)	GENERAL	10,000.
OWATONNA FOUNDATION, INC. P.O. BOX 642 OWATONNA, MN 55060	NONE	501(C)(3)	GENERAL	250.
OXFAM AMERICA 226 CAUSEWAY STREET 5TH FLOOR BOSTON, MA 02114-22006	NONE	501(C)(3)	GENERAL	1,000.
PREVENT CHILD ABUSE MINNESOTA 709 UNIVERSITY AVE W SUITE #234 ST. PAUL, MN 55104-4804	NONE	501(C)(3)	GENERAL	1,000.
PROJECT HOPE P.O. BOX 96340 WASHINGTON, DC 20090-6340	NONE	501(C)(3)	GENERAL	500.
PROVIDENCE ACADEMY 15100 SCHMIDT LAKE ROAD PLYMOUTH, MN 55446-3722	NONE	501(C)(3)	GENERAL	500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAINT THOMAS ACADEMY 949 MENDOTA HEIGHTS ROAD MENDOTA HEIGHTS, MN 55120	NONE	501(C)(3)	GENERAL	500.
SCIENCE MUSEUM OF MINNESOTA 120 WEST KELLOGG BLVD ST. PAUL, MN 55102	NONE	501(C)(3)	GENERAL	500.
SEARCH & RESCUE CHARITABLE FOUNDATION PMB 1313 1811 NW 51ST ST HNGR 42D FT. LAUDERDALE, FL 33309-7136	NONE	501(C)(3)	GENERAL	100.
SECOND HARVEST HEARTLAND P.O. BOX 64051 ST. PAUL, MN 55164-4051	NONE	501(C)(3)	GENERAL	1,000.
SISTERS OF SAINT JOSEPH OF BOSTON 637 CAMBRIDGE STREET BRIGHTON, MA 02135-2801	NONE	501(C)(3)	GENERAL	500.
ST. DAVID'S CHILD DEV & FAMILY SERVICES 3395 PLYMOUTH ROAD MINNETONKA, MN 55305-3633	NONE	501(C)(3)	GENERAL	250.
ST. THERESE CHURCH OF DEEPHAVEN 18323 MINNETONKA BLVD WAYZATA, MN 55391	NONE	501(C)(3)	GENERAL	10,200.
SUMMIT ACADEMY OIC 935 OLSON MEMORIAL HWY MINNEAPOLIS, MN 55405-9903	NONE	501(C)(3)	GENERAL	1,000.
THE BASILICA LANDMARK P.O. BOX 50070 MINNEAPOLIS, MN 55405	NONE	501(C)(3)	GENERAL	250.
THE BRIDGE FOR YOUTH 111 WEST 22ND STREET MINNEAPOLIS, MN 55405	NONE	501(C)(3)	GENERAL	500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE CENTER FOR VICTIMS OF TORTURE P.O. BOX 6030 ALBERT LEA, MN 56007-6630	NONE	501(C)(3)	GENERAL	250.
THE CHILDREN'S THEATRE COMPANY 2400 THIRD AVE SOUTH MINNEAPOLIS, MN 55404	NONE	501(C)(3)	GENERAL	500.
THE MUSEUM OF RUSSIAN ART 5500 STEVENS AVE SOUTH MINNEAPOLIS, MN 55419	NONE	501(C)(3)	GENERAL	250.
THE NATURE CONSERVANCY IN MINNESOTA P.O. BOX 6017 ALBERT LEA, MN 56007-6617	NONE	501(C)(3)	GENERAL	1,500.
THE QUARTET PROJECT P.O. BOX 194 NORTH HATFIELD, MA 1066	NONE	501(C)(3)	GENERAL	250.
THE RETREAT 1221 WAYZATA BLVD. EAST WAYZATA, MN 55391	NONE	501(C)(3)	GENERAL	0.
TWIN CITIES PUBLIC TELEVISION 172 EAST FOURTH STREET ST. PAUL, MN 55101	NONE	501(C)(3)	GENERAL	1,000.
U.S. FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038-4912	NONE	501(C)(3)	GENERAL	1,000.
UNION GOSPEL MISSION P.O. BOX 64389 ST. PAUL, MN 55164-0389	NONE	501(C)(3)	GENERAL	1,250.
UNITED WAY 404 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55404	NONE	501(C)(3)	GENERAL	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF MN ALUMNI ASSOC. C-M 3854 P.O. BOX 70870 ST. PAUL, MN 55170-0001	NONE	501(C)(3)	GENERAL	100.
WILDERNESS INQUIRY 808 14TH AVE SE MINNEAPOLIS, MN 55414-1516	NONE	501(C)(3)	GENERAL	250.
WORLD VISION P.O. BOX 70220 TACOMA, WA 98481-0220	NONE	501(C)(3)	GENERAL	1,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
HIGHLAND BANK MONEY MARKET FUND	590.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	590.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	45,553.	0.	45,553.
TOTAL TO FM 990-PF, PART I, LN 4	45,553.	0.	45,553.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,575.	0.		1,575.
TO FORM 990-PF, PG 1, LN 16B	1,575.	0.		1,575.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	16,874.	16,874.		0.
TO FORM 990-PF, PG 1, LN 16C	16,874.	16,874.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	609.	609.		0.
INCOME TAX PAID	986.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,595.	609.		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
MN ANNUAL FILING FEES	25.	0.		25.
BANK CHARGES	266.	266.		0.
TO FORM 990-PF, PG 1, LN 23	291.	266.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES-COMMON STOCK-SEE STMT 10	586,218.	586,218.
EQUITIES-CLOSED END FUNDS & EXCHANGE TRADED PRODUCTS-SEE STMT 10	521,146.	521,146.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,107,364.	1,107,364.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME-SEE STMT 10	FMV	509,726.	509,726.
COMMODITIES-SEE STMT 10	FMV	83,235.	83,235.
MONEY MARKET-SEE STMT 10	FMV	43,289.	43,289.
TOTAL TO FORM 990-PF, PART II, LINE 13		636,250.	636,250.

FORM 990-PF PART XV - LINE 1A STATEMENT 9

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

FRED L WALL
ALICE M WALL

UBS

Mgd Port of Global Selections
December 2012

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ANADARKO PETROLEUM CORP								
Symbol· APC Exchange: NYSE								
EAI $48 Current yield 0 48%	Aug 3, 10	109 000	52 607	5,734 27	74 310	8,099 79	2,365 52	LT
	Feb 3, 11	4 000	77 555	310 22	74 310	297 24	-12 98	LT
	Dec 23, 11	18 000	76 330	1,373.94	74 310	1,337 58	-36 36	LT
	Dec 28, 11	3 000	75 880	227 64	74 310	222 93	-4 71	LT
Security total		134 000	57 060	7,646 07		9,957 54	2,311 47	
ANALOG DEVICES INC								
Symbol. ADI Exchange· OTC								
EAI: $370 Current yield 2 86%	Aug 3, 10	250 000	29 819	7,454.75	42 060	10,515.00	3,060 25	LT
	Dec 23, 11	46 000	36.220	1,666 12	42 060	1,934 76	268 64	LT
	Dec 28, 11	7 000	35 815	250 71	42 060	294 42	43 71	LT
	Nov 8, 12	5 000	40 148	200 74	42 060	210.30	9.56	ST
Security total		308.000	31 079	9,572 32		12,954.48	3,382.16	

continued next page

UBS Mgd Port of Global Selections
December 2012

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
APPLE INC								
Symbol. AAPL Exchange· OTC								
EAI. $721 Current yield: 1 99%	Aug 3, 10	54 000	261.390	14,115.06	532 172	28,737 28	14,622.22	LT
	Feb 3, 11	1 000	343 830	343 83	532 172	532.17	188 34	LT
	Dec 23, 11	11.000	403 060	4,433.66	532 172	5,853 89	1,420 23	LT
	Nov 8, 12	2 000	543 070	1,086.14	532 172	1,064 34	-21 80	ST
Security total		68 000	293 804	19,978.69		36,187 69	16,208 99	
AT&T INC								
Symbol T Exchange· NYSE								
EAI $1,075 Current yield. 5.34%	Aug 3, 10	482 000	26 648	12,844.34	33 710	16,248 22	3,403 88	LT
	Apr 7, 11	8.000	30 367	242 94	33 710	269 68	26 74	LT
	Dec 23, 11	94 000	29 948	2,815 19	33 710	3,168 74	353 55	LT
	Nov 8, 12	13.000	33 316	433 11	33.710	438 23	5 12	ST
Security total		597 000	27 363	16,335 58		20,124 87	3,789 29	
CELGENE CORP								
Symbol CELG Exchange· OTC	Dec 20, 10	207 000	59 318	12,278.97	78 470	16,243 29	3,964 32	LT
	Dec 23, 11	40 000	66.950	2,678 00	78.470	3,138 80	460 80	LT
	Dec 28, 11	4.000	67 080	268 32	78 470	313.88	45 56	LT
	Nov 8, 12	3 000	71 416	214 25	78 470	235 41	21 16	ST
Security total		254 000	60 786	15,439 54		19,931 38	4,491 84	
CHEVRON CORP								
Symbol· CVX Exchange. NYSE								
EAI· $544 Current yield· 3 33%	Aug 3, 10	119 000	78 807	9,378 15	108.140	12,868 66	3,490.51	LT
	Dec 23, 11	28.000	106.990	2,995 72	108 140	3,027.92	32 20	LT
	Nov 8, 12	4 000	106.562	426 25	108 140	432 56	6 31	ST
Security total		151 000	84 769	12,800.12		16,329 14	3,529 02	
CISCO SYSTEMS INC								
Symbol: CSCO Exchange· OTC								
EAI: $404 Current yield: 2 85%	Jun 14, 12	695 000	16 969	11,793 87	19 649	13,656 05	1,862 18	ST
	Nov 8, 12	27.000	16 867	455 42	19 649	530.52	75.10	ST
Security total		722 000	16 966	12,249 29		14,186 57	1,937 28	

continued next page

UBS

Mgd Port of Global Selections
December 2012

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
COCA COLA CO COM								
Symbol KO Exchange NYSE								
EAI $549 Current yield: 2 82%	Aug 3, 10	434 000	28 214	12,244 88	36 250	15,732 50	3,487.62	LT
	Dec 23, 11	88 000	34 943	3,075 04	36 250	3,190 00	114 96	LT
	Nov 8, 12	16 000	36 576	585 23	36 250	580 00	-5.23	ST
Security total		538 000	29 563	15,905 15		19,502 50	3,597 35	
COMCAST CORP NEW CL A								
Symbol CMCSA Exchange OTC								
EAI $345 Current yield 1 74%	Aug 3, 10	443 000	19.106	8,464 18	37 360	16,550 48	8,086 30	LT
	Dec 23, 11	74 000	23 750	1,757 50	37 360	2,764 64	1,007 14	LT
	Nov 8, 12	14.000	36 355	508 98	37 360	523 04	14 06	ST
Security total		531 000	20 208	10,730 66		19,838 16	9,107 50	
CSX CORPORATION								
Symbol· CSX Exchange. NYSE								
EAI· $267 Current yield. 2 84%	Aug 3, 10	390.000	17.842	6,958 48	19 730	7,694 70	736 22	LT
	Dec 23, 11	77 000	21 330	1,642 41	19 730	1,519 21	-123 20	LT
	Nov 8, 12	10 000	20 207	202 07	19 730	197 30	-4.77	ST
Security total		477 000	18 455	8,802 96		9,411 21	608 25	
EMC CORP MASS								
Symbol EMC Exchange: NYSE	Aug 3, 10	324 000	20.407	6,612 19	25 300	8,197.20	1,585 01	LT
	Dec 23, 11	63.000	21 800	1,373 40	25.300	1,593 90	220 50	LT
	Nov 8, 12	9 000	24 390	219 51	25 300	227 70	8 19	ST
Security total		396 000	20 720	8,205 10		10,018 80	1,813 70	
EXPRESS SCRIPTS HLDG CO								
Symbol ESRX Exchange OTC	Dec 6, 12	260 000	53 792	13,985 97	54 000	14,040 00	54 03	ST
EXXON MOBIL CORP								
Symbol XOM Exchange: NYSE								
EAI: $495 Current yield· 2 64%	Aug 3, 10	174 000	62 637	10,899 01	86 550	15,059 70	4,160.69	LT
	Dec 23, 11	37 000	84 908	3,141 63	86 550	3,202 35	60.72	LT
	Dec 28, 11	3.000	84 280	252 84	86 550	259 65	6 81	LT
	Nov 8, 12	3 000	87 753	263 26	86 550	259 65	-3 61	ST
Security total		217 000	67 082	14,556 74		18,781 35	4,224 61	

continued next page

UBS Mgd Port of Global Selections
December 2012

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
FEDEX CORP								
Symbol FDX Exchange· NYSE								
EAI $68 Current yield 0 61%	Nov 5, 10	98 000	89 800	8,800 45	91 720	8,988 56	188 11	LT
	Dec 23, 11	21 000	84 590	1,776 39	91 720	1,926 12	149.73	LT
	Dec 28, 11	3.000	83 160	249 48	91.720	275 16	25 68	LT
Security total		122 000	88.740	10,826 32		11,189 84	363 52	
GENL ELECTRIC CO								
Symbol GE Exchange NYSE								
EAI. $540 Current yield 3.62%	Jun 14, 12	700 000	19 576	13,703 76	20 990	14,693 00	989 24	ST
	Nov 8, 12	11 000	21 000	231 00	20 990	230.89	-0 11	ST
Security total		711 000	19 599	13,934 76		14,923 89	989 13	
INTEL CORP								
Symbol INTC Exchange· OTC								
EAI· $563 Current yield 4.36%	Nov 28, 11	525 000	23 501	12,338 29	20 620	10,825 50	-1,512.79	LT
	Dec 23, 11	92 000	24 303	2,235 92	20 620	1,897.04	-338 88	LT
	Dec 28, 11	9 000	24 365	219 29	20 620	185 58	-33 71	LT
Security total		626.000	23 632	14,793.50		12,908 12	-1,885 38	
INTERCONTINENTALEXCHANGE INC								
Symbol: ICE Exchange NYSE	Aug 3, 10	61 000	107 226	6,540 79	123 810	7,552 41	1,011 62	LT
	Dec 23, 11	12.000	119 650	1,435 80	123 810	1,485.72	49 92	LT
	Nov 8, 12	3 000	130 780	392.34	123.810	371 43	-20 91	ST
Security total		76 000	110.118	8,368 93		9,409.56	1,040.63	
INTL BUSINESS MACH								
Symbol IBM Exchange. NYSE								
EAI. $343 Current yield· 1 77%	Aug 3, 10	82 000	130 430	10,695 26	191 550	15,707 10	5,011 84	LT
	Dec 23, 11	17 000	184 070	3,129 19	191.550	3,256 35	127 16	LT
	Dec 28, 11	2 000	183 740	367 48	191 550	383 10	15.62	LT
Security total		101.000	140 514	14,191.93		19,346 55	5,154 62	
JOHNSON & JOHNSON COM								
Symbol· JNJ Exchange. NYSE								
EAI· $420 Current yield 3 48%	Aug 3, 10	138.000	59 437	8,202.44	70.100	9,673 80	1,471.36	LT
	Dec 23, 11	30.000	65 840	1,975 20	70 100	2,103 00	127 80	LT
	Dec 28, 11	4 000	65 430	261.72	70 100	280 40	18 68	LT

continued next page

UBS

Mgd Port of Global Selections
December 2012

Your assets › **Equities** › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		172 000	60 694	10,439.36		12,057 20	1,617 84	
JPMORGAN CHASE & CO								
Symbol JPM Exchange NYSE								
EAI $474 Current yield 2 73%	Aug 3, 10	206 000	41.188	8,484 73	43 969	9,057 61	572 88	LT
	Feb 11, 11	120 000	46 751	5,610 13	43.969	5,276 28	-333 85	LT
	Dec 23, 11	69 000	33 400	2,304 60	43 969	3,033 86	729 26	LT
Security total		395.000	41 518	16,399 46		17,367 75	968 29	
MCDONALDS CORP								
Symbol· MCD Exchange NYSE								
EAI· $530 Current yield 3.49%	Aug 3, 10	139 000	70 470	9,795 33	88 210	12,261 19	2,465.86	LT
	Dec 23, 11	28 000	99 918	2,797 73	88 210	2,469 88	-327 85	LT
	Nov 8, 12	5 000	85 096	425.48	88 210	441 05	15 57	ST
Security total		172 000	75 689	13,018 54		15,172.12	2,153 58	
MEDTRONIC INC								
Symbol MDT Exchange NYSE								
EAI $420 Current yield: 2 53%	Apr 14, 11	327 000	40 688	13,305 11	41 020	13,413 54	108.43	LT
	Dec 23, 11	64 000	37 846	2,422 20	41 020	2,625 28	203 08	LT
	Dec 28, 11	6 000	37 520	225 12	41 020	246 12	21 00	LT
	Nov 8, 12	7 000	41 197	288 38	41 020	287 14	-1 24	ST
Security total		404 000	40 200	16,240 81		16,572 08	331 27	
MERCK & CO INC NEW COM								
Symbol MRK Exchange· NYSE								
EAI: $662 Current yield 4.20%	Aug 3, 10	312 000	34 928	10,897 54	40 940	12,773 28	1,875 74	LT
	Dec 23, 11	62 000	37 830	2,345 46	40 940	2,538 28	192 82	LT
	Dec 28, 11	6 000	37 486	224 92	40 940	245 64	20 72	LT
	Nov 8, 12	5 000	43 996	219.98	40 940	204 70	-15 28	ST
Security total		385 000	35 553	13,687 90		15,761 90	2,074 00	
METLIFE INC								
Symbol· MET Exchange NYSE								
EAI· $201 Current yield· 2.24%	Dec 10, 10	227 000	43 851	9,954 20	32 940	7,477 38	-2,476.82	LT
	Dec 23, 11	45 000	30 940	1,392 30	32 940	1,482 30	90 00	LT
Security total		272 000	41.715	11,346 50		8,959 68	-2,386.82	

continued next page

UBS Mgd Port of Global Selections
December 2012

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MICROSOFT CORP								
Symbol MSFT Exchange· OTC								
EAI· $290 Current yield. 3 45%	Aug 3, 10	259 000	26.016	6,738.27	26 709	6,917 63	179 36	LT
	Dec 23, 11	46.000	25 990	1,195 54	26 709	1,228.61	33 07	LT
	Nov 8, 12	10 000	29.030	290 30	26 709	267 09	-23 21	ST
Security total		315 000	26 108	8,224 11		8,413 33	189 22	
NOVARTIS AG SPON ADR								
Symbol· NVS Exchange NYSE								
EAI $278 Current yield 3 33%	Aug 3, 10	107 000	50 038	5,354 11	63 300	6,773 10	1,418.99	LT
	Dec 23, 11	25 000	56 808	1,420 21	63 300	1,582 50	162.29	LT
Security total		132 000	51 321	6,774 32		8,355.60	1,581 28	
OCCIDENTAL PETROLEUM CRP								
Symbol: OXY Exchange. NYSE								
EAI· $328 Current yield 2 82%	Aug 3, 10	81 000	78 829	6,385 18	76.610	6,205 41	-179 77	LT
	Dec 23, 11	15 000	94 000	1,410 00	76.610	1,149.15	-260 85	LT
	Dec 28, 11	3 000	93 240	279 72	76 610	229 83	-49 89	LT
	Jun 14, 12	53 000	83.395	4,419 96	76.610	4,060 33	-359.63	ST
Security total		152 000	82 203	12,494 86		11,644 72	-850 14	
PEPSICO INC								
Symbol PEP Exchange· NYSE								
EAI· $516 Current yield: 3 14%	Aug 3, 10	196 000	65 688	12,874 93	68 430	13,412 28	537 35	LT
	Dec 23, 11	40 000	66 597	2,663 89	68 430	2,737 20	73 31	LT
	Dec 28, 11	4 000	66.090	264.36	68 430	273 72	9 36	LT
Security total		240.000	65.847	15,803.18		16,423 20	620 02	
PNC FINANCIAL SERVICES GROUP								
Symbol PNC Exchange· NYSE								
EAI. $256 Current yield 2 74%	Apr 14, 11	135 000	62 016	8,372.20	58 310	7,871 85	-500 35	LT
	Dec 23, 11	25.000	58 506	1,462.66	58.310	1,457 75	-4 91	LT
Security total		160.000	61 468	9,834 86		9,329.60	-505.26	
SCHLUMBERGER LTD NETHERLANDS ANTILLES								
Symbol SLB Exchange NYSE								
EAI $254 Current yield· 1 59%	Aug 3, 10	119.000	62.688	7,459 92	69 298	8,246 46	786 54	LT
	Dec 23, 11	23 000	68 880	1,584 24	69.298	1,593 85	9 61	LT

continued next page

UBS

Mgd Port of Global Selections
December 2012

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Dec 28, 11	4 000	67 170	268.68	69 298	277 19	8 51	LT
	Jun 14, 12	74 000	65 037	4,812 81	69.298	5,128 05	315 24	ST
	Nov 8, 12	11 000	68 036	748 40	69.298	762 28	13 88	ST
Security total		231 000	64 390	14,874.05		16,007 83	1,133.78	
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR Symbol: TEVA Exchange OTC EAI $138 Current yield. 2 15%	Aug 3, 10	133 000	50 577	6,726 81	37 340	4,966 22	-1,760 59	LT
	Feb 3, 11	12 000	54 546	654 56	37 340	448 08	-206 48	LT
	Dec 23, 11	27.000	41.530	1,121 31	37 340	1,008 18	-113 13	LT
Security total		172 000	49 434	8,502 68		6,422.48	-2,080 20	
THERMO FISHER SCIENTIFIC INC Symbol TMO Exchange. NYSE EAI $134 Current yield 0 94%	Aug 3, 10	181 000	44 588	8,070 49	63 780	11,544 18	3,473 69	LT
	Dec 23, 11	38 000	45.660	1,735 08	63 780	2,423 64	688 56	LT
	Nov 8, 12	5 000	59 886	299 43	63 780	318 90	19 47	ST
Security total		224 000	45 112	10,105 00		14,286 72	4,181 72	
TJX COS INC NEW Symbol TJX Exchange NYSE EAI $227 Current yield· 1 08%	Nov 28, 11	406 000	29 901	12,139 83	42 450	17,234 70	5,094 87	LT
	Dec 23, 11	68 000	32 430	2,205 24	42 450	2,886 60	681 36	LT
	Dec 28, 11	10 000	32.530	325 30	42 450	424 50	99 20	LT
	Nov 8, 12	10 000	40.726	407 26	42 450	424 50	17 24	ST
Security total		494 000	30 522	15,077 63		20,970 30	5,892 67	
TRAVELERS COS INC/THE Symbol· TRV Exchange NYSE EAI· $381 Current yield· 2 56%	Aug 3, 10	173 000	50 359	8,712 11	71 820	12,424 86	3,712 75	LT
	Dec 23, 11	34.000	59 185	2,012 29	71 820	2,441 88	429.59	LT
Security total		207 000	51 809	10,724 40		14,866 74	4,142 34	
UNTD TECHNOLOGIES CORP Symbol· UTX Exchange· NYSE EAI: $571 Current yield 2 61%	Aug 3, 10	217 000	72 318	15,693 22	82 010	17,796 17	2,102 95	LT
	Apr 7, 11	3 000	85 060	255 18	82 010	246 03	-9 15	LT

continued next page

UBS Mgd Port of Global Selections
December 2012

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Dec 23, 11	40 000	73 934	2,957 38	82 010	3,280 40	323 02	LT
	Dec 28, 11	4 000	73.207	292 83	82 010	328 04	35 21	LT
	Nov 8, 12	3.000	76.510	229.53	82 010	246 03	16 50	ST
Security total		267 000	72 765	19,428 14		21,896 67	2,468 53	
US BANCORP DEL (NEW) Symbol: USB Exchange· NYSE EAI: $257 Current yield· 2 44%	Feb 11, 11	270 000	28 425	7,674 99	31 940	8,623 80	948 81	LT
	Dec 23, 11	52 000	27 471	1,428 54	31 940	1,660 88	232.34	LT
	Dec 28, 11	8 000	26 936	215 49	31 940	255 52	40 03	LT
Security total		330.000	28 239	9,319 02		10,540 20	1,221 18	
WALT DISNEY CO (HOLDING CO) DISNEY COM Symbol· DIS Exchange NYSE EAI $321 Current yield 1.51%	Aug 3, 10	351 000	34 228	12,014.17	49 790	17,476 29	5,462 12	LT
	Apr 7, 11	5.000	41 860	209 30	49.790	248 95	39 65	LT
	Dec 23, 11	62 000	37 660	2,334 92	49 790	3,086 98	752 06	LT
	Dec 28, 11	6 000	37 346	224 08	49 790	298 74	74.66	LT
	Nov 8, 12	4 000	50 310	201 24	49 790	199 16	-2.08	ST
Security total		428 000	35 009	14,983 71		21,310 12	6,326 41	
YUMI BRANDS INC Symbol· YUM Exchange· NYSE EAI· $320 Current yield: 2 02%	Aug 3, 10	195 000	41 459	8,084 51	66 400	12,948.00	4,863 49	LT
	Dec 23, 11	35 000	58 880	2,060 80	66 400	2,324 00	263 20	LT
	Nov 8, 12	9 000	71 150	640.35	66.400	597 60	-42.75	ST
Security total		239 000	45.128	10,785 66		15,869.60	5,083.94	
3M CO Symbol: MMM Exchange· NYSE EAI $380 Current yield 2 54%	Aug 3, 10	132 000	87 138	11,502 22	92 850	12,256 20	753.98	LT
	Dec 23, 11	26 000	81 787	2,126 47	92 850	2,414 10	287 63	LT
	Dec 28, 11	3 000	81 200	243.60	92 850	278.55	34 95	LT
Security total		161 000	86 163	13,872.29		14,948 85	1,076.56	
Total				**$490,260.11**		**$586,218.34**	**$95,958.22**	

Total estimated annual income: $13,690

UBS Mgd Port of Global Selections
December 2012

Your assets › **Equities** (continued)

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES INC MSCI JAPAN INDEX									
FD									
Symbol EWJ									
Trade date Aug 3, 10	1,681 000	9 806	16,484 89	16,484 89	9 750	16,389 75	-95 14		LT
Trade date· Mar 24, 11	2,172 000	10.599	23,021.46	23,021 46	9.750	21,177 00	-1,844 46		LT
Trade date Apr 7, 11	54 000	9 826	530 63	530 63	9 750	526 50	-4 13		LT
Trade date: Dec 23, 11	635 000	9 057	5,751 64	5,751.64	9 750	6,191 25	439 61		LT
Trade date: Dec 28, 11	58 000	8 866	514 26	514 26	9 750	565 50	51 24		LT
Trade date· Nov 8, 12	45 000	8 967	403 52	403 52	9 750	438 75	35 23		ST
EAI· $878 Current yield· 1.94%									
Security total	4,645 000	10 055	46,706 40	46,706 40		45,288 75	-1,417 65	-1,417 65	
ISHARES TRUST RUSSELL MIDCAP									
VALUE INDEX FUND									
Symbol IWS									
Trade date Aug 3, 10	393.000	39 639	15,578 13	15,578 13	50 240	19,744 32	4,166 19		LT
Trade date· Feb 23, 11	5 000	46 768	233 84	233 84	50 240	251 20	17 36		LT
Trade date Mar 24, 11	132 000	47.230	6,234 36	6,234 36	50 240	6,631 68	397.32		LT
Trade date· Apr 7, 11	7.000	48 387	338 71	338 71	50 240	351 68	12 97		LT
Trade date· Dec 23, 11	93 000	43.610	4,055 73	4,055 73	50.240	4,672 32	616 59		LT
Trade date· Dec 28, 11	5 000	43 236	216 18	216.18	50 240	251 20	35 02		LT
Trade date Nov 8, 12	10 000	48 227	482 27	482 27	50 240	502 40	20 13		ST
EAI. $678 Current yield· 2 09%									
Security total	645.000	42 076	27,139 22	27,139 22		32,404 80	5,265 58	5,265 58	
ISHARES TRUST RUSSELL MIDCAP									

continued next page

UBS Mgd Port of Global Selections
December 2012

Your assets › Equities › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
GROWTH INDEX FUND									
Symbol IWP									
Trade date Aug 3, 10	164 000	47 192	7,739 65	7,739 65	62 800	10,299 20	2,559 55		LT
Trade date Feb 23, 11	6 000	58 870	353 22	353 22	62 800	376 80	23 58		LT
Trade date Mar 24, 11	101.000	59 679	6,027 66	6,027 66	62 800	6,342 80	315 14		LT
Trade date Apr 7, 11	5 000	61 386	306 93	306 93	62 800	314 00	7 07		LT
Trade date· Dec 23, 11	78 000	55 350	4,317 30	4,317 30	62 800	4,898 40	581 10		LT
Trade date· Dec 28, 11	8 000	54 850	438.80	438.80	62 800	502 40	63 60		LT
Trade date Nov 8, 12	4 000	60 342	241 37	241 37	62 800	251 20	9 83		ST
EAI $302 Current yield· 1 31%									
Security total	366.000	53 074	19,424 93	19,424 93		22,984 80	3,559 87	3,559 87	
ISHARES MSCI EAFE INDEX FUND									
Symbol· EFA									
Trade date. Dec 7, 11	830 000	51.358	42,627.39	42,627 39	56 860	47,193 80	4,566 41		LT
Trade date Dec 23, 11	299 000	49.427	14,778 88	14,778 88	56 860	17,001 14	2,222 26		LT
Trade date Dec 28, 11	27 000	48.477	1,308 90	1,308.90	56 860	1,535 22	226 32		LT
Trade date· Sep 18, 12	1,415 000	54 649	77,329 47	77,329 47	56 860	80,456 90	3,127 43		ST
EAI $4,522 Current yield 3 09%									
Security total	2,571 000	52 915	136,044 64	136,044 64		146,187 06	10,142.42	10,142 42	
ISHARES INC MSCI PAC EX JAPAN INDEX FUND									
Symbol· EPP									
Trade date Aug 3, 10	590 000	41 006	24,193 84	24,193 84	47 140	27,812 60	3,618.76		LT
Trade date· Apr 7, 11	8 000	49 488	395 91	395 91	47 140	377 12	-18 79		LT
Trade date· Dec 23, 11	114 000	39 486	4,501 47	4,501 47	47 140	5,373 96	872 49		LT
Trade date: Dec 28, 11	12 000	38 597	463 17	463 17	47 140	565.68	102.51		LT
EAI· $1,435 Current yield· 4 20%									
Security total	724 000	40 821	29,554 39	29,554 39		34,129.36	4,574 97	4,574 97	
TECHNOLOGY SECTOR SPDR TRUST SHS									
Symbol XLK									

continued next page

UBS

Mgd Port of Global Selections
December 2012

Your assets › **Equities** › **Closed end funds & Exchange traded products** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date· Feb 22, 12	453 000	28 609	12,960 19	12,960.19	28.850	13,069 05	108 86		ST
Trade date· Nov 8, 12	9 000	28 256	254 31	254 31	28 850	259 65	5 34		ST
EAI. $232 Current yield 1 74%									
Security total	462 000	28 603	13,214 50	13,214 50		13,328 70	114 20	114 20	
VANGUARD INDEX FUNDS VANGUARD									
VALUE ETF									
Symbol VTV									
Trade date: Aug 3, 10	605 000	48 530	29,360 65	29,360 65	58 800	35,574 00	6,213 35		LT
Trade date Feb 23, 11	9 000	56 246	506 22	506 22	58 800	529 20	22.98		LT
Trade date Apr 7, 11	12 000	57 147	685 77	685 77	58 800	705 60	19 83		LT
Trade date Dec 23, 11	157.000	52 725	8,277 87	8,277 87	58.800	9,231 60	953 73		LT
Trade date· Dec 28, 11	11 000	52 225	574 48	574 48	58.800	646 80	72 32		LT
Trade date Nov 8, 12	9 000	57 316	515 85	515 85	58 800	529 20	13 35		ST
EAI $1,291 Current yield 2 73%									
Security total	803 000	49.715	39,920 84	39,920 84		47,216 40	7,295 56	7,295 56	
VANGUARD INDEX FUNDS VANGUARD									
GROWTH ETF									
Symbol· VUG									
Trade date· Aug 3, 10	566 000	53 100	30,054 60	30,054 60	71 180	40,287.88	10,233.28		LT
Trade date: Feb 23, 11	13 000	63 276	822 59	822 59	71.180	925 34	102 75		LT
Trade date· Apr 7, 11	11 000	64.502	709 53	709 53	71 180	782 98	73.45		LT
Trade date Dec 23, 11	137 000	61 928	8,484.14	8,484 14	71 180	9,751 66	1,267 52		LT
Trade date· Dec 28, 11	12 000	61 528	738 34	738 34	71 180	854 16	115 82		LT
Trade date Nov 8, 12	14 000	69 069	966 97	966 97	71 180	996 52	29 55		ST
EAI: $808 Current yield: 1 51%									
Security total	753 000	55 480	41,776 17	41,776 17		53,598 54	11,822.37	11,822 37	
VANGUARD MSCI EUROPEAN ETF									
Symbol· VGK									
Trade date Aug 3, 10	2,069.000	47 610	98,505 71	98,505 71	48 840	101,049 96	2,544 25		LT
Trade date· Feb 3, 11	39 000	51 564	2,011 02	2,011 02	48.840	1,904 76	-106 26		LT
Trade date Apr 7, 11	36 000	53.348	1,920 56	1,920 56	48 840	1,758 24	-162 32		LT

continued next page

UBS Mgd Port of Global Selections
December 2012

Your assets › **Equities** › **Closed end funds & Exchange traded products** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Dec 23, 11	378 000	41 347	15,629 43	15,629 43	48 840	18,461 52	2,832 09		LT
Trade date Dec 28, 11	31 000	40.607	1,258 84	1,258 84	48 840	1,514 04	255 20		LT
Trade date Nov 8, 12	27 000	45 256	1,221 93	1,221 93	48 840	1,318 68	96 75		ST
EAI $3,790 Current yield 3 01%									
Security total	2,580 000	46 724	120,547 49	120,547 49		126,007 20	5,459 71	5,459 71	
Total			**$474,328.58**	**$474,328.58**		**$521,145.61**	**$46,817.03**	**$46,817.03**	

Total estimated annual income: $13,936

Fixed income

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES IBOXX $ INVT GRA DE									
CORPORATE BOND FUND									
Symbol: LQD									
Trade date Aug 3, 10	522 000	109 843	57,338 05	57,338 05	120 990	63,156 78	5,818 73		LT
Trade date Apr 7, 11	7 000	108 084	756 59	756.59	120 990	846 93	90.34		LT
Trade date Dec 23, 11	111 000	113 007	12,543 85	12,543 85	120 990	13,429 89	886 04		LT
Trade date Nov 8, 12	5 000	121.894	609 47	609.47	120 990	604 95	-4 52		ST
EAI $2,986 Current yield 3 83%									
Security total	645 000	110 462	71,247 96	71,247 96		78,038.55	6,790.59	6,790 59	
ISHARES TR CORE TOTAL US BOND									
MKT ETF									
Symbol AGG									
Trade date: Jun 8, 11	298 000	107 680	32,088 64	32,088 64	111 080	33,101 84	1,013 20		LT
Trade date. Aug 5, 11	481 000	108.549	52,212 45	52,212 45	111 080	53,429 48	1,217.03		LT

continued next page

UBS Mgd Port of Global Selections
December 2012

Your assets › Fixed income › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date· Dec 23, 11	344 000	109 645	37,717 88	37,717 88	111 080	38,211 52	493 64		LT
Trade date. Nov 13, 12	1,077 000	112 250	120,893 25	120,893 25	111 080	119,633 16	-1,260 09		ST
EAI $6,222 Current yield 2 55%									
Security total	2,200 000	110 415	242,912 22	242,912.22		244,376 00	1,463 78	1,463 78	
ISHARES BARCLAYS INTER CR BD									
FD									
Symbol CIU									
Trade date Aug 3, 10	296 000	106 370	31,485 52	31,485 52	111 290	32,941 84	1,456 32		LT
Trade date Apr 7, 11	9.000	105 200	946 80	946 80	111 290	1,001 61	54 81		LT
Trade date Dec 23, 11	135 000	106 698	14,404 23	14,404 23	111 290	15,024 15	619 92		LT
EAI $1,543 Current yield. 3 15%									
Security total	440 000	106 447	46,836 55	46,836 55		48,967 60	2,131 05	2,131 05	
POWERSHARES EMERGING									
MARKETS SOVEREIGN DEBT									
Symbol PCY									
Trade date: Sep 30, 10	1,377 000	27.925	38,453.00	38,453.00	31 446	43,301 14	4,848 14		LT
Trade date· Feb 23, 11	22 000	26 040	572 88	572 88	31 446	691 81	118 93		LT
Trade date· Apr 7, 11	19 000	26 560	504 64	504 64	31 446	597 47	92 83		LT
Trade date: Dec 23, 11	257 000	27 246	7,002 38	7,002 38	31 446	8,081 62	1,079 24		LT
Trade date· Nov 8, 12	25 000	31 317	782 93	782 93	31 446	786.15	3 22		ST
EAI· $2,467 Current yield: 4 61%									
Security total	1,700 000	27.833	47,315 83	47,315 83		53,458 20	6,142 36	6,142.36	
SPDR BARCLAYS 1-3 MTH T-BILL									
ETF									
Symbol BIL									
Trade date Nov 13, 12	1,853 000	45 820	84,904 46	84,904 46	45 810	84,885 93	-18 53	-18 53	ST
Total			**$493,217.02**	**$493,217.02**		**$509,726.28**	**$16,509.25**	**$16,509.26**	

Total estimated annual income: $13,218

STATEMENT 10

UBS Mgd Port of Global Selections
December 2012

Your assets (continued)

Broad commodities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES GOLD TRUST ETF									
Symbol: IAU									
Trade date Sep 18, 12	5,113 000	17 270	88,301 51	88,301 51	16 279	83,234 52	-5,066.99	-5,066.99	ST