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 , 2012, and ending , 20

Name of foundation: Looser-Flake Charitable Foundation

A Employer identification number: 20-8397881

Number and street (or P O box number if mail is not delivered to street address): c/o Quad City Bank & Trust Co , 3551 - 7th Street

Room/suite: 100

B Telephone number (see instructions): 309-736-3889

City or town, state, and ZIP code: Moline, Illinois 61265

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 *(from Part II, col. (c), line 16)* ▶ $ 2,246,777.

J Accounting method: ☑ 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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	37,576.	37,576.	37,576.	
	5a	Gross rents	2,793	2,793.	2,793	
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,759.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less· Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	44,128.	40,369	40,369	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,253.	1,253.	1,253	1,253.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	10,315	10,315.	10,315	10,315.
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	65.	65.	65.	65.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15	15.	15.	15
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,648.	11,648.	11,648.	11,648.
	25	Contributions, gifts, grants paid	-0-			-0-
	26	**Total expenses and disbursements.** Add lines 24 and 25	11,648	11,648.	11,648	11,648.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	32,480			
	b	**Net investment income** (if negative, enter -0-)		28,721		
	c	**Adjusted net income** (if negative, enter -0-)			28,721	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	6,294.	15,324.	15,324.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	224,713.	40,076.	32,338.
	b Investments—corporate stock (attach schedule)	560,641.	1,735,878.	1,841,965.
	c Investments—corporate bonds (attach schedule)	159,176	353,364.	357,150.
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	950,824	2,144,642	2,246,777
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	None	None	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	950,824.	2,144,642.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	950,824.	2,144,642.	

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	950,824.
2 Enter amount from Part I, line 27a	2	32,480
3 Other increases not included in line 2 (itemize) ▶ See Attached	3	1,161,338.
4 Add lines 1, 2, and 3	4	2,144,642.
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	2,144,642.

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				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	267.	941,285	.000284
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	.000284
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	.000284
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	992,944.
5	Multiply line 4 by line 3	5	282.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	287.
7	Add lines 5 and 6	7	569
8	Enter qualifying distributions from Part XII, line 4	8	11,648.

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	287.
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	287.
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	287.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	-0-
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	None
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	287.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	-0-
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	-0-

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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Illinois			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

		Line	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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ www.guidestar.com			
14	The books are in care of ▶ Quad City Bank & Trust Company Telephone no. ▶ 309-736-3889			
	Located at ▶ 3551 - 7th Street, Suite 100, Moline, IL ZIP+4 ▶ 61265			
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			
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		✓
	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.

		Line	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)?	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		✓
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John A Slover, Jr. 506 - 15th St., Ste 600, Moline, IL 61265	Director	-0-	-0-	-0-
Thomas A. Harper 506 - 15th St., Ste 600, Moline, IL 61265	Director	-0-	-0-	-0-
Gary Vanderflugt 3551 - 7th St., Ste 100, Moline, IL 61265	Director	-0-	-0-	-0-
Quad City Bank & Trust Company 3551 - 7th St., Ste 100, Moline, IL 61265	Investment Manager	10,315.	-0-	-0-

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services . . . . ▶		

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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	1,008,065.
b	Average of monthly cash balances	1b	-0-
c	Fair market value of all other assets (see instructions)	1c	-0-
d	**Total** (add lines 1a, b, and c)	1d	1,008,065.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	None
3	Subtract line 2 from line 1d	3	1,008,065.
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	15,121.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	992,944.
6	**Minimum investment return.** Enter 5% of line 5	6	49,647

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	49,647
2a	Tax on investment income for 2012 from Part VI, line 5	2a	287.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	-0-		
c	Add lines 2a and 2b			2c	287
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	49,360
4	Recoveries of amounts treated as qualifying distributions			4	-0-
5	Add lines 3 and 4			5	49,360
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	49,360.

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	11,648
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	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	11,648
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	-0-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,648

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				49,360
2	Undistributed income, if any, as of the end of 2012.				
a	Enter amount for 2011 only			7,661	
b	Total for prior years. 20___,20___,20___		-0-		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	-0-			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 11,648				
a	Applied to 2011, but not more than line 2a			11,648.	
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				-0-
e	Remaining amount distributed out of corpus	-0-			
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	-0-			
b	Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		-0-		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			(3,987)	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				49,360
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	-0-			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	-0-			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	-0-			
10	Analysis of line 9.				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see 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 or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
None				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
None				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					37,576.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					2,793.
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					3,759
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-0-		-0-	44,128.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 44,128.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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
		Not Applicable	

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
	Not Applicable	

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

[signature] 5/2/2013 Vice President-Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990-PF Tax Year 2012

Looser-Flake Charitable Foundation Tax ID #20-8397881

Part III Item 3:

Roberta Looser died on October 30, 2011. Her Estate is currently under administration. On December 18, 2012 a large partial distribution of securities was made from the Estate to the Charitable Foundation. The assets transferred to the Foundation had a total Book Value of: $1,161,388.00

For the Account of: *LOOSER-FLAKE CHARITABLE FOUNDATION*

QUAD CITY BANK & TRUST

Account Number: *23 00 2568 0 GV*
Date: *DECEMBER 31, 2012*

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH					
	INCOME CASH		131,947 78	131,947.78		
	PRINCIPAL CASH		-131,947.78	-131,947.78		
	TOTAL CASH		**0.00**	**0.00**		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
15,323.77	GOLDMAN SACHS FINCL SQUARE PRIME OBLIG INSTL		15,323 77	15,323.77	16	0 11
	TOTAL CASH EQUIVALENTS		**15,323.77**	**15,323.77**	**16**	**0.11**
	FIXED INCOME SECURITIES					
	MUTUAL FUNDS - FIXED INCOME					
2,000	NUVEEN QUALITY PFD INCOME FD	9.460	26,670.00	18,920.00	1,320	6.98
336 65	VANGUARD SHORT-TERM BOND INDEX-SIGNAL #1349	10.630	3,474.23	3,578.59	56	1 57
536.045	VANGUARD GNMA FUND ADMIRAL SHARES #0536	10 910	5,864.33	5,848.25	167	2.86
32,039.769	VANGUARD SHORT-TERM INVEST GRADE FD ADM #0539	10.830	343,295.16	346,990.70	8,138	2.35
	TOTAL MUTUAL FUNDS - FIXED INCOME		**379,303.72**	**375,337.54**	**9,681**	**2.58**
	MUTUAL FUNDS-TAX EXEMPT					
475.85	VANGUARD SHORT-TERM TAX-EXEMPT ADMIRAL #0541	15.910	7,542 22	7,570.77	87	1.14

For the Account of: *LOOSER-FLAKE CHARITABLE FOUNDATION*

QUAD CITY BANK & TRUST

Account Number: *23 00 2568 0 GV*
Date: *DECEMBER 31, 2012*

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	PREFERRED STOCK					
263	GENERAL ELEC CAP CORP PINES 6.625%	25 020	6,594.72	6,580.26	436	6 62
	TOTAL FIXED INCOME SECURITIES		**393,440.66**	**389,488.57**	**10,204**	**2.62**
	EQUITIES					
	COMMON STOCK					
1,590	AT&T INC	33 710	42,662.95	53,598.90	2,862	5 34
3,300	ALCOA INC	8.680	36,013.82	28,644.00	396	1 38
342	ALLIANT ENERGY CORP	43.910	13,998.06	15,017.22	616	4.10
700	ALLSTATE CORP	40.170	18,762.60	28,119.00	616	2 19
500	ANADARKO PETE CORP	74 310	27,623.64	37,155 00	180	0 48
40	APPLE INC	532 173	21,159.27	21,286.92	424	1 99
250	BECTON DICKINSON & CO	78 190	17,664.03	19,547.50	495	2.53
400	BERKSHIRE HATHAWAY CL B NEW	89.700	33,832.52	35,880.00	0	0.00
200	BLACKROCK INC	206 710	35,133.19	41,342.00	1,200	2.90
900	BRISTOL MYERS SQUIBB CO	32.590	28,825.20	29,331 00	1,260	4.30
500	CATERPILLAR INC DEL	89.609	45,667.08	44,804.25	1,040	2.32
500	CHEVRON CORP NEW	108.140	53,787.50	54,070.00	1,800	3.33
2,000	CISCO SYS INC	19.649	37,810.30	39,298.80	1,120	2.85
300	CONOCOPHILLIPS	57 990	17,248.20	17,397.00	792	4.55
1,900	DEERE & CO	86 420	149,173 16	164,198.00	3,496	2.13
500	DISNEY WALT CO	49 790	17,737.47	24,895.00	375	1.51
1,150	DOW CHEM CO	32.329	36,245 59	37,178 81	1,472	3.96
350	EXXON MOBIL CORP	86 550	29,118.92	30,292.50	798	2 63
450	FEDEX CORP	91.720	41,181 66	41,274.00	252	0.61

QUAD CITY BANK & TRUST

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
175	FISERV INC	79.030	8,795.79	13,830.25	0	0.00
2,400	GENERAL ELECTRIC CO	20 990	61,626 00	50,376 00	1,824	3.62
400	HONEYWELL INTL INC	63.470	21,171.93	25,388.00	656	2.58
1,500	INTEL CORP	20 620	32,706 77	30,930.00	1,350	4.36
450	INTEGRYS ENERGY GROUP INC	52 220	23,050.16	23,499.00	1,224	5.21
100	INTERNATIONAL BUSINESS MACHS	191.550	20,022 72	19,155.00	340	1 77
500	JOHNSON & JOHNSON	70.100	32,272 97	35,050 00	1,220	3.48
1,300	JOHNSON CTLS INC	30 670	40,634.86	39,871.00	988	2 48
200	KIMBERLY CLARK CORP	84.430	14,072 00	16,886.00	592	3 51
833	KRAFT FOODS GROUP INC	45 470	36,183 39	37,876.51	1,666	4.40
500	MEDTRONIC INC	41.020	19,111 60	20,510.00	520	2.54
800	MICROSOFT CORP	26.710	21,520.00	21,367.76	736	3 44
1,000	MONDELEZ INTL INC	25.453	24,196.01	25,453 20	520	2.04
1,350	MYLAN INC	27 450	23,616.29	37,057.50	0	0.00
500	NATIONAL OILWELL VARCO INC	68 350	35,576.71	34,175.00	260	0.76
1,000	NISOURCE INC	24 890	22,374 43	24,890.00	960	3 86
875	NUCOR CORP	43.160	33,093.36	37,765 00	1,286	3 41
1,000	ORACLE CORP	33 320	24,093 64	33,320 00	240	0.72
400	PEPSICO INC	68.430	25,219.48	27,372.00	860	3.14
1,000	PFIZER INC	25 079	22,192 62	25,079.30	960	3.83
500	POTASH CORP OF SASKATCHEWAN	40 690	21,355.85	20,345 00	420	2.06
600	PROCTER & GAMBLE CO	67 890	38,370 66	40,734.00	1,349	3 31
650	QEP RESOURCES INC	30.270	19,704 32	19,675.50	52	0.26
600	QUALCOMM INC	61.860	39,437.43	37,115 76	600	1.62
1,750	QUESTAR CORP	19.760	33,494.52	34,580 00	1,190	3.44

For the Account of: *LOOSER-FLAKE CHARITABLE FOUNDATION*

QUAD CITY BANK & TRUST

Account Number: *23 00 2568 0 GV*
Date: *DECEMBER 31, 2012*

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
500	SCHLUMBERGER LTD	69.299	33,343 72	34,649.30	550	1.59
64	STANLEY BLACK & DECKER INC	73 970	3,023.12	4,734.08	125	2.65
400	STRYKER CORP	54 820	22,388 28	21,928.00	424	1.93
1,400	SYSCO CORP	31.660	40,379.36	44,324 00	1,568	3.54
400	TARGET CORP	59.170	21,057.15	23,668.00	576	2.43
600	US BANCORP DEL NEW	31.940	18,711 82	19,164 00	468	2.44
1,110	VERIZON COMMUNICATIONS INC	43.270	39,708 14	48,029.70	2,287	4 76
200	WALGREEN CO	37.010	6,741 00	7,402.00	220	2.97
600	WELLS FARGO & CO NEW	34.180	20,175.41	20,508.00	528	2.57
2,000	WESTERN UN CO	13 610	35,716.83	27,220 00	1,000	3 67
1,400	XCEL ENERGY INC	26 710	34,142.13	37,394.00	1,512	4 04
4,994	XEROX CORP	6.820	39,299.42	34,059.08	849	2.49
300	YUM BRANDS INC	66 400	20,185 06	19,920.00	402	2.02
50	ZIMMER HLDGS INC	66.660	3,467.77	3,333 00	36	1.08
	TOTAL COMMON STOCK		**1,735,877.88**	**1,841,964.84**	**49,552**	**2.69**
	TOTAL EQUITIES		**1,735,877.88**	**1,841,964.84**	**49,552**	**2.69**
	GRAND TOTAL		**2,144,642.31**	**2,246,777.18**	**59,772**	**2.66**

For the Account of: *LOOSER-FLAKE CHARITABLE FOUNDATION*

Account Number: *23 00 2568 0 GV*
Date: *DECEMBER 31, 2011*

QUAD CITY BANK & TRUST

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH					
	INCOME CASH		111,209 09	111,209.09		
	PRINCIPAL CASH		-111,209.09	-111,209.09		
	TOTAL CASH		**0.00**	**0.00**		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
6,294 43	GOLDMAN SACHS FINCL SQUARE PRIME OBLIG INSTL		6,294 43	6,294.43	7	0 11
	TOTAL CASH EQUIVALENTS		**6,294.43**	**6,294.43**	**7**	**0.11**
	FIXED INCOME SECURITIES					
	MUTUAL FUNDS - FIXED INCOME					
3,627.008	VANGUARD SHORT-TERM BOND INDEX-SIGNAL #1349	10.610	37,430 72	38,482.55	780	2.03
17,083 794	VANGUARD GNMA FUND ADMIRAL SHARES #0536	11.070	184,355.14	189,117.60	6,184	3.27
6,505.576	VANGUARD SHORT-TERM INVEST GRADE FD ADM #0539	10 640	70,000.00	69,219.33	2,218	3.20
	TOTAL MUTUAL FUNDS - FIXED INCOME		**291,785.86**	**296,819.48**	**9,182**	**3.09**
	MUTUAL FUNDS-TAX EXEMPT					
2,546 233	VANGUARD SHORT-TERM TAX-EXEMPT ADMIRAL #0541	15 920	40,357.79	40,536.03	555	1 37

For the Account of: *LOOSER-FLAKE CHARITABLE FOUNDATION*

QUAD CITY BANK & TRUST

Account Number: *23 00 2568 0 GV*
Date: *DECEMBER 31, 2011*

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	PREFERRED STOCK					
1,000	GENERAL ELEC CAP CORP PINES 6.625%	26.340	25,075.00	26,340 00	1,656	6 29
2,000	NUVEEN QUALITY PFD INCOME FD	7 830	26,670 00	15,660 00	1,320	8 43
	TOTAL PREFERRED STOCK		**51,745.00**	**42,000.00**	**2,976**	**7.09**
	TOTAL FIXED INCOME SECURITIES		**383,888.65**	**379,355.51**	**12,713**	**3.35**
	EQUITIES					
	COMMON STOCK					
1,060	AT&T INC	30.240	27,020.00	32,054 40	1,866	5 82
2,300	ALCOA INC	8 650	26,348 92	19,895 00	276	1 39
700	ALLSTATE CORP	27 410	18,762.60	19,187 00	588	3.06
200	ANADARKO PETE CORP	76.330	8,070 27	15,266 00	72	0 47
400	BP PLC ADR	42.740	16,666 36	17,096.00	672	3.93
300	BANK OF AMERICA CORPORATION	5 560	13,023.09	1,668.00	12	0.72
250	BECTON DICKINSON & CO	74.720	17,664 03	18,680.00	450	2.41
100	CATERPILLAR INC DEL	90.600	7,359 08	9,060.00	184	2 03
200	CISCO SYS INC	18.080	4,076 00	3,616.00	48	1.33
100	CONOCOPHILLIPS	72.870	7,812.76	7,287.00	264	3 62
500	DISNEY WALT CO	37 500	17,737 47	18,750.00	300	1 60
750	DOW CHEM CO	28.760	24,179.08	21,570.00	750	3.48
200	EXXON MOBIL CORP	84.760	16,071.31	16,952.00	376	2.22
50	FEDEX CORP	83 510	4,984.68	4,175.50	26	0.62
175	FISERV INC	58.740	8,795 79	10,279.50	0	0 00
1,200	GENERAL ELECTRIC CO	17.910	41,178 00	21,492.00	816	3.80
200	HEWLETT PACKARD CO	25 760	7,946 18	5,152.00	96	1 86

For the Account of: *LOOSER-FLAKE CHARITABLE FOUNDATION*

Account Number: *23 00 2568 0 GV*
Date: *DECEMBER 31, 2011*

QUAD CITY BANK & TRUST

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
400	HONEYWELL INTL INC	54.350	21,171.93	21,740.00	596	2.74
1,000	INTEL CORP	24.250	22,455.17	24,250.00	840	3.46
450	INTEGRYS ENERGY GROUP INC	54 180	23,050.16	24,381.00	1,224	5 02
200	JOHNSON CTLS INC	31.260	6,229.28	6,252.00	144	2 30
500	KRAFT FOODS INC CL A	37.360	18,339 61	18,680 00	580	3 10
850	MYLAN INC	21.460	12,902.09	18,241.00	0	0.00
1,000	NISOURCE INC	23.810	22,374 43	23,810.00	920	3 86
575	NUCOR CORP	39.570	22,538.68	22,752.75	840	3.69
400	ORACLE CORP	25 650	8,024 36	10,260 00	96	0 94
500	PFIZER INC	21.640	11,536.57	10,820 00	440	4 07
100	PROCTER & GAMBLE CO	66 710	6,186.51	6,671.00	210	3 15
150	QEP RESOURCES INC	29 300	5,062.83	4,395.00	12	0 27
1,150	QUESTAR CORP	19 860	21,934 17	22,839.00	748	3 27
64	STANLEY BLACK & DECKER INC	67 600	3,023.12	4,326.40	105	2 43
700	SYSCO CORP	29 330	20,443 65	20,531 00	756	3.68
400	TARGET CORP	51.220	21,057 15	20,488 00	480	2 34
100	UNITED TECHNOLOGIES CORP	73.090	6,523.15	7,309.00	192	2 63
244	VERIZON COMMUNICATIONS INC	40 120	6,873.63	9,789 28	488	4 99
1,000	WESTERN UN CO	18 260	17,997 47	18,260.00	320	1 75
400	XCEL ENERGY INC	27 640	7,566.15	11,056.00	416	3.76
494	XEROX CORP	7 960	4,187.82	3,932.24	84	2 14
50	ZIMMER HLDGS INC	53 420	3,467.77	2,671.00	36	1.35
	TOTAL COMMON STOCK		**560,641.32**	**555,635.07**	**16,323**	**2.94**
	TOTAL EQUITIES		**560,641.32**	**555,635.07**	**16,323**	**2.94**
	GRAND TOTAL		**950,824.40**	**941,285.01**	**29,043**	**3.09**