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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 RODMAN FOUNDATION		A Employer identification number 23-7025570
Number and street (or P O box number if mail is not delivered to street address) 30 EAST SEVENTH STREET, SUITE 2000		B Telephone number 6512280935
City or town, state, and ZIP code ST PAUL, MN 55101-4930		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,098,279.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		148,448.	141,002.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		148,340.			STATEMENT 1
b Gross sales price for all assets on line 6a	1,031,552.				
7 Capital gain net income (from Part IV, line 2)			209,929.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,436.	23,672.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		298,224.	374,603.	0.	
13 Compensation of officers, directors, trustees, etc		20,000.	0.	0.	20,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		2,263.	0.	0.	2,263.
b Accounting fees STMT 5		26,961.	3,937.	0.	21,524.
c Other professional fees					
17 Interest			452.		
18 Taxes STMT 6		6,339.	2,986.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		2,095.	21,460.	0.	2,095.
24 Total operating and administrative expenses. Add lines 13 through 23		57,658.	28,835.	0.	45,882.
25 Contributions, gifts, grants paid		230,000.			227,500.
26 Total expenses and disbursements. Add lines 24 and 25		287,658.	28,835.	0.	273,382.
27 Subtotal line 26 from line 12: ODDEN, UT		10,566.			
a Excess of revenue over expenses and disbursements			345,768.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

3

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			
	2	Savings and temporary cash investments			
	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 9	2,837,716.	2,604,542.	3,191,574.
	c	Investments - corporate bonds STMT 10	910,768.	1,143,469.	1,237,442.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	571,064.	576,060.	669,263.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	4,319,548.	4,324,071.	5,098,279.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	4,319,548.	4,324,071.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	4,319,548.	4,324,071.	
	31	Total liabilities and net assets/fund balances	4,319,548.	4,324,071.	

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	4,319,548.
2	Enter amount from Part I, line 27a	2	10,566.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,330,114.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	6,043.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,324,071.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
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 1,031,552.		821,623.	209,929.

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			209,929.

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	209,929.
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	4,741.

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	237,731.	4,826,828.	.049252
2010	212,593.	4,612,137.	.046094
2009	236,713.	3,907,953.	.060572
2008	256,781.	4,803,664.	.053455
2007	229,740.	5,778,908.	.039755

2 Total of line 1, column (d)	2	.249128
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	.049826
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,864,098.
5 Multiply line 4 by line 3	5	242,359.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,458.
7 Add lines 5 and 6	7	245,817.
8 Enter qualifying distributions from Part XII, line 4 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.	8	273,382.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,458.
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	3,458.
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	3,458.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,125.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,125.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,667.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,000. Refunded <input checked="" type="checkbox"/>	11	5,667.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FIDUCIARY COUNSELLING, INC Telephone no. ► 651-228-0935 Located at ► 30 E. 7TH ST, STE 2000, ST. PAUL, MN ZIP+4 ► 55101-4930			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**5b****X****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**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		20,000.	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

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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	
	0.
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.

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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	4,396,693.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	541,478.
d	Total (add lines 1a, b, and c)	1d	4,938,171.
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	4,938,171.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,073.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,864,098.
6	Minimum investment return. Enter 5% of line 5	6	243,205.

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	243,205.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,458.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,458.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	239,747.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	239,747.
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	239,747.

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	273,382.
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	273,382.
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	3,458.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	269,924.

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.

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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				239,747.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			208,406.	
b Total for prior years:		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: ▶ \$ 273,382.				
a Applied to 2011, but not more than line 2a			208,406.	
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				64,976.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				174,771.
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	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				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 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**

[illegible]

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).)

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.

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				
SEE ATTACHED				230,000.
Total			▶ 3a	230,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

RODMAN FOUNDATION

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	DODGE & COX INTL STOCK FUND	P	02/07/06	11/19/12
b	DOUBLELINE TOTAL RETURN BOND FD	P	04/25/12	11/19/12
c	DOUBLELINE TOTAL RETURN BOND FD	P	07/31/12	11/19/12
d	DOUBLELINE TOTAL RETURN BOND FD	P	08/31/12	11/19/12
e	DOUBLELINE TOTAL RETURN BOND FD	P	09/28/12	11/19/12
f	DOUBLELINE TOTAL RETURN BOND FD	P	10/31/12	11/19/12
g	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/29/10	11/19/12
h	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	07/14/10	11/19/12
i	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/28/10	11/19/12
j	OAKMARK SELECT FD	P	02/07/06	02/16/12
k	OAKMARK SELECT FD	P	02/07/06	11/19/12
l	LOOMIS SAYLES BOND INSTL	P	06/27/08	04/25/12
m	LOOMIS SAYLES BOND INSTL	P	06/27/08	11/19/12
n	LOOMIS SAYLES BOND INSTL	P	01/23/12	04/25/12
o	LOOMIS SAYLES BOND INSTL	P	02/16/12	04/25/12

(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 2,985.		3,347.	-362.
b 9,051.		8,950.	101.
c 1,008.		997.	11.
d 1,029.		1,026.	3.
e 948.		950.	-2.
f 950.		949.	1.
g 4,985.		5,476.	-491.
h 8,922.		8,297.	625.
i 4,063.		4,214.	-151.
j 18,000.		19,231.	-1,231.
k 26,000.		27,111.	-1,111.
l 14,075.		13,509.	566.
m 22,621.		21,211.	1,410.
n 1,689.		1,646.	43.
o 122,405.		122,015.	390.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			-362.
b			** 101.
c			** 11.
d			** 3.
e			** -2.
f			** 1.
g			-491.
h			625.
i			-151.
j			-1,231.
k			-1,111.
l			566.
m			1,410.
n			** 43.
o			** 390.

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). If (loss), enter "-0-" in Part I, line 8 }	3	

RODMAN FOUNDATION

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	LOOMIS SAYLES BOND INSTL	P	02/22/12	04/25/12
b	LOOMIS SAYLES BOND INSTL	P	03/23/12	04/25/12
c	LOOMIS SAYLES BOND INSTL	P	04/23/12	04/25/12
d	LOOMIS SAYLES BOND INSTL	P	05/23/12	11/19/12
e	LOOMIS SAYLES BOND INSTL	P	06/22/12	11/19/12
f	LOOMIS SAYLES BOND INSTL	P	07/23/12	11/19/12
g	LOOMIS SAYLES BOND INSTL	P	08/23/12	11/19/12
h	LOOMIS SAYLES BOND INSTL	P	09/21/12	11/19/12
i	LOOMIS SAYLES BOND INSTL	P	10/22/12	11/19/12
j	MORGAN STANLEY INST INTL EQUITY	P	08/15/02	11/19/12
k	PIMCO EMERGING MARKETS BOND FD	P	10/05/07	04/25/12
l	PIMCO EMERGING MARKETS BOND FD	P	10/05/07	11/19/12
m	PIMCO EMERGING MARKETS BOND FD	P	10/31/11	04/25/12
n	PIMCO EMERGING MARKETS BOND FD	P	11/30/11	04/25/12
o	PIMCO EMERGING MARKETS BOND FD	P	12/30/11	04/25/12

(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	2,602.	2,587.	15.
b	2,628.	2,623.	5.
c	2,586.	2,576.	10.
d	2,138.	2,034.	104.
e	2,021.	1,940.	81.
f	2,111.	2,038.	73.
g	2,211.	2,171.	40.
h	1,800.	1,806.	-6.
i	2,083.	2,090.	-7.
j	5,985.	6,731.	-746.
k	44,062.	41,700.	2,362.
l	15,026.	13,537.	1,489.
m	975.	942.	33.
n	938.	895.	43.
o	977.	938.	39.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 15.
b			** 5.
c			** 10.
d			** 104.
e			** 81.
f			** 73.
g			** 40.
h			** -6.
i			** -7.
j			-746.
k			2,362.
l			1,489.
m			** 33.
n			** 43.
o			** 39.

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

3

• RODMAN FOUNDATION

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	PIMCO EMERGING MARKETS BOND FD	P	01/31/12	04/25/12
b	PIMCO EMERGING MARKETS BOND FD	P	02/16/12	04/25/12
c	PIMCO EMERGING MARKETS BOND FD	P	02/29/12	04/25/12
d	PIMCO EMERGING MARKETS BOND FD	P	03/30/12	04/25/12
e	PIMCO EMERGING MARKETS BOND FD	P	04/30/12	11/19/12
f	PIMCO EMERGING MARKETS BOND FD	P	05/31/12	11/19/12
g	PIMCO EMERGING MARKETS BOND FD	P	06/29/12	11/19/12
h	PIMCO EMERGING MARKETS BOND FD	P	07/31/12	11/19/12
i	PIMCO EMERGING MARKETS BOND FD	P	08/31/12	11/19/12
j	PIMCO EMERGING MARKETS BOND FD	P	09/28/12	11/19/12
k	PIMCO EMERGING MARKETS BOND FD	P	10/31/12	11/19/12
l	PIMCO ALL ASSET INST CLASS	P	07/12/05	11/19/12
m	PIMCO ALL ASSET INST CLASS	P	12/01/05	11/19/12
n	PIMCO ALL ASSET INST CLASS	P	12/13/06	11/19/12
o	PIMCO ALL ASSET INST CLASS	P	12/13/06	11/19/12

(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	793.	773.	20.
b	63,122.	62,015.	1,107.
c	960.	954.	6.
d	1,158.	1,152.	6.
e	1,092.	1,044.	48.
f	807.	750.	57.
g	833.	793.	40.
h	765.	751.	14.
i	884.	874.	10.
j	740.	738.	2.
k	837.	840.	-3.
l	12,221.	12,630.	-409.
m	16,167.	16,652.	-485.
n	1,564.	1,614.	-50.
o	33.	34.	-1.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 20.
b			** 1,107.
c			** 6.
d			** 6.
e			** 48.
f			** 57.
g			** 40.
h			** 14.
i			** 10.
j			** 2.
k			** -3.
l			-409.
m			-485.
n			-50.
o			-1.

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

3

• RODMAN FOUNDATION

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	PIMCO EMERGING MARKETS CURRENCY FD	P	01/29/10	02/16/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	02/26/10	02/16/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	03/31/10	02/16/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	04/30/10	02/16/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	05/03/10	02/16/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	05/28/10	02/16/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/10	02/16/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	07/14/10	02/16/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	07/30/10	02/16/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	02/07/06	02/16/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/06	02/16/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	10/31/08	02/16/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	11/28/08	02/16/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	12/10/08	02/16/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	12/10/08	02/16/12

(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	182.	174.	8.
b	183.	175.	8.
c	198.	194.	4.
d	189.	186.	3.
e	60,089.	58,963.	1,126.
f	256.	239.	17.
g	276.	257.	19.
h	57,414.	54,965.	2,449.
i	325.	317.	8.
j	95,546.	95,773.	-227.
k	628.	626.	2.
l	635.	533.	102.
m	396.	317.	79.
n	880.	687.	193.
o	1,583.	1,235.	348.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8.
b			8.
c			4.
d			3.
e			1,126.
f			17.
g			19.
h			2,449.
i			8.
j			-227.
k			2.
l			102.
m			79.
n			193.
o			348.

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 }

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

2

3

RODMAN FOUNDATION

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	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/08	02/16/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	01/30/09	02/16/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	02/27/09	02/16/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	03/31/09	02/16/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	04/30/09	02/16/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	05/29/09	02/16/12
g	PIMCO EMERGING MARKETS CURRENCY FD	P	06/30/09	02/16/12
h	PIMCO EMERGING MARKETS CURRENCY FD	P	07/14/09	02/16/12
i	PIMCO EMERGING MARKETS CURRENCY FD	P	07/31/09	02/16/12
j	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/09	02/16/12
k	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/09	02/16/12
l	PIMCO EMERGING MARKETS CURRENCY FD	P	10/30/09	02/16/12
m	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/09	02/16/12
n	PIMCO EMERGING MARKETS CURRENCY FD	P	12/31/09	02/16/12
o	PIMCO EMERGING MARKETS CURRENCY FD	P	08/31/10	02/16/12

(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	320.	259.	61.
b	275.	212.	63.
c	261.	194.	67.
d	241.	186.	55.
e	232.	191.	41.
f	314.	276.	38.
g	225.	199.	26.
h	11,321.	10,005.	1,316.
i	234.	215.	19.
j	222.	206.	16.
k	220.	208.	12.
l	238.	225.	13.
m	204.	198.	6.
n	218.	209.	9.
o	354.	342.	12.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			61.
b			63.
c			67.
d			55.
e			41.
f			38.
g			26.
h			1,316.
i			19.
j			16.
k			12.
l			13.
m			6.
n			9.
o			12.

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). If (loss), enter "-0-" in Part I, line 8 }	3

RODMAN FOUNDATION

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	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/10	02/16/12
b	PIMCO EMERGING MARKETS CURRENCY FD	P	09/30/11	02/16/12
c	PIMCO EMERGING MARKETS CURRENCY FD	P	10/31/11	02/16/12
d	PIMCO EMERGING MARKETS CURRENCY FD	P	11/30/11	02/16/12
e	PIMCO EMERGING MARKETS CURRENCY FD	P	12/30/11	02/16/12
f	PIMCO EMERGING MARKETS CURRENCY FD	P	01/31/12	02/16/12
g	SELECTED AMERICAN SHARES CL D	P	02/07/06	02/16/12
h	SELECTED AMERICAN SHARES CL D	P	02/07/06	11/19/12
i	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	02/16/12	11/19/12
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	03/19/12	11/19/12
k	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	08/17/12	11/19/12
l	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	09/19/12	11/19/12
m	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	10/17/12	11/19/12
n	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	11/19/12	11/19/12
o	TEMPLETON INST FOREIGN SM COS	P	05/07/10	11/19/12

(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 463.		458.	5.
b 336.		320.	16.
c 262.		260.	2.
d 294.		283.	11.
e 328.		312.	16.
f 238.		236.	2.
g 19,985.		18,678.	1,307.
h 14,985.		13,992.	993.
i 23,606.		22,617.	989.
j 1,171.		1,131.	40.
k 1,563.		1,515.	48.
l 1,513.		1,501.	12.
m 1,543.		1,542.	1.
n 1,590.		1,582.	8.
o 6,533.		5,362.	1,171.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5.
b			** 16.
c			** 2.
d			** 11.
e			** 16.
f			** 2.
g			1,307.
h			993.
i			** 989.
j			** 40.
k			** 48.
l			** 12.
m			** 1.
n			** 8.
o			1,171.

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). If (loss), enter "-0-" in Part I, line 8 }	3

RODMAN FOUNDATION

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	TEMPLETON INST FOREIGN SM COS	P	12/28/11	11/19/12
b	TEMPLETON INST FOREIGN SM COS	P	12/28/11	11/19/12
c	TEMPLETON INST FOREIGN SM COS	P	09/11/12	11/19/12
d	TEMPLETON INST FOREIGN SM COS	P	09/11/12	11/19/12
e	THIRD AVENUE REAL ESTATE	P	12/21/10	02/16/12
f	VANGUARD PRIMECAP CORE FD	P	02/07/06	02/16/12
g	VANGUARD PRIMECAP CORE FD	P	02/07/06	11/19/12
h	VANGUARD PRIMECAP CORE FD	P	12/28/10	02/16/12
i	VANGUARD PRIMECAP CORE FD	P	12/27/11	02/16/12
j	VANGUARD INDEX TRUST SMALL CAP GROWTH-ADM	P	03/11/03	11/19/12
k	VANGUARD INDEX TRUST SMALL CAP GROWTH-ADM	P	12/22/11	11/19/12
l	VANGUARD INDEX TRUST SMALL CAP GROWTH-ADM	P	03/21/12	11/19/12
m	SHORT TERM WASH SALE ADJ	P		
n	LONG TERM WASH SALE ADJ	P		
o	LTCGD BOOK TO TAX ADJ	P		

(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 2,098.		1,834.	264.
b 3,899.		3,408.	491.
c 33.		33.	0.
d 422.		424.	-2.
e 1,985.		1,913.	72.
f 47,893.		38,691.	9,202.
g 16,985.		13,442.	3,543.
h 2,801.		2,657.	144.
i 3,291.		3,081.	210.
j 93,278.		32,535.	60,743.
k 359.		325.	34.
l 9.		9.	0.
m 18.			18.
n 1,528.			1,528.
o 10,350.			10,350.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 264.
b			** 491.
c			** 0.
d			** -2.
e			72.
f			9,202.
g			3,543.
h			144.
i			** 210.
j			60,743.
k			** 34.
l			** 0.
m			** 18.
n			1,528.
o			10,350.

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 }

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 }

** (SHORT-TERM)

RODMAN FOUNDATION

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	STCG THRU CPOF II	P		
b	LTCG THRU CPOF II	P		
c	SEC. 1231 THRU CPOF II	P		
d	SEC. 1256 THRU CPOF II	P		
e	STCG THRU CPOF III	P		
f	LTCG THRU CPOF III	P		
g	SEC. 1231 THRU CPOF III	P		
h	SEC. 1256 THRU CPOF III	P		
i	STCG THRU CPOF IV	P		
j	LTCG THRU CPOF IV	P		
k	SEC. 1231 THRU CPOF IV	P		
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	570.		570.
b	44,079.		44,079.
c	1,547.		1,547.
d		558.	-558.
e	208.		208.
f	3,446.		3,446.
g	29.		29.
h		1.	-1.
i	78.		78.
j	301.		301.
k		6.	-6.
l	59,426.		59,426.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 570.
b			44,079.
c			1,547.
d			** -558.
e			** 208.
f			3,446.
g			29.
h			** -1.
i			** 78.
j			301.
k			-6.
l			59,426.
m			
n			
o			

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

2

209,929.

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

4,741.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JODGE & COX INTL STOCK FUND	PURCHASED	02/07/06	11/19/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,985.	3,347.	0.	0.	-362.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	PURCHASED	04/25/12	11/19/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,051.	8,950.	0.	0.	101.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DOUBLELINE TOTAL RETURN BOND FD	PURCHASED	07/31/12	11/19/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,008.	997.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DOUBLELINE TOTAL RETURN BOND FD	1,029.	1,026.	0.	0.	3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DOUBLELINE TOTAL RETURN BOND FD	948.	950.	0.	0.	-2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DOUBLELINE TOTAL RETURN BOND FD	950.	949.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	4,985.	5,476.	0.	0.	-491.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	8,922.	8,297.	0.	PURCHASED	07/14/10	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	4,063.	4,214.	0.	PURCHASED	12/28/10	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AKMARK SELECT FD	18,000.	19,231.	0.	PURCHASED	02/07/06	02/16/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AKMARK SELECT FD	26,000.	27,111.	0.	PURCHASED	02/07/06	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	14,075.	13,509.	0.	0.	566.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	22,621.	21,211.	0.	0.	1,410.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	1,689.	1,646.	0.	0.	43.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	122,405.	122,015.	0.	0.	390.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LOOMIS SAYLES BOND INSTL	2,602.	2,587.	0.	PURCHASED	02/22/12	04/25/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LOOMIS SAYLES BOND INSTL	2,628.	2,623.	0.	PURCHASED	03/23/12	04/25/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LOOMIS SAYLES BOND INSTL	2,586.	2,576.	0.	PURCHASED	04/23/12	04/25/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LOOMIS SAYLES BOND INSTL	2,138.	2,034.	0.	PURCHASED	05/23/12	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	2,021.	1,940.	0.	0.	81.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	2,111.	2,038.	0.	0.	73.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	2,211.	2,171.	0.	0.	40.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	1,800.	1,806.	0.	0.	-6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
JOOMIS SAYLES BOND INSTL	2,083.	2,090.	0.	0.	-7.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	5,985.	6,731.	0.	0.	-746.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	44,062.	41,700.	0.	0.	2,362.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	15,026.	13,537.	0.	0.	1,489.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	975.	942.	0.	0.	33.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	938.	895.	0.	0.	43.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	977.	938.	0.	0.	39.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	793.	773.	0.	0.	20.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	63,122.	62,015.	0.	0.	1,107.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	960.	954.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,158.	1,152.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	1,092.	1,044.	0.	0.	48.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	807.	750.	0.	0.	57.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	833.	793.	0.	0.	40.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	765.	751.	0.	0.	14.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	884.	874.	0.	0.	10.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS BOND FD	PURCHASED	09/28/12	11/19/12		
	740.	738.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS BOND FD	PURCHASED	10/31/12	11/19/12		
	837.	840.	0.	0.	-3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO ALL ASSET INST CLASS	PURCHASED	07/12/05	11/19/12		
	12,221.	12,630.	0.	0.	-409.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO ALL ASSET INST CLASS	PURCHASED	12/01/05	11/19/12		
	16,167.	16,652.	0.	0.	-485.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	1,564.	1,614.	0.	0.	-50.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO ALL ASSET INST CLASS	33.	34.	0.	0.	-1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	182.	174.	0.	0.	8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	183.	175.	0.	0.	8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	198.	194.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	189.	186.	0.	0.	3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	60,089.	58,963.	0.	0.	1,126.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	256.	239.	0.	0.	17.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	06/30/10	02/16/12		
	276.	257.	0.	0.	19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	07/14/10	02/16/12		
	57,414.	54,965.	0.	0.	2,449.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	07/30/10	02/16/12		
	325.	317.	0.	0.	8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	02/07/06	02/16/12		
	95,546.	95,773.	0.	0.	-227.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	06/30/06	02/16/12		
	628.	626.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	10/31/08	02/16/12		
	635.	533.	0.	0.	102.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	11/28/08	02/16/12		
	396.	317.	0.	0.	79.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	12/10/08	02/16/12		
	880.	687.	0.	0.	193.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	12/10/08	02/16/12		
	1,583.	1,235.	0.	0.	348.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	12/31/08	02/16/12		
	320.	259.	0.	0.	61.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	01/30/09	02/16/12		
	275.	212.	0.	0.	63.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	02/27/09	02/16/12		
	261.	194.	0.	0.	67.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	03/31/09	02/16/12		
	241.	186.	0.	0.	55.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	04/30/09	02/16/12		
	232.	191.	0.	0.	41.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	05/29/09	02/16/12		
	314.	276.	0.	0.	38.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	06/30/09	02/16/12		
	225.	199.	0.	0.	26.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	11,321.	10,005.	0.	0.	1,316.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	234.	215.	0.	0.	19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	222.	206.	0.	0.	16.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	220.	208.	0.	0.	12.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	238.	225.	0.	0.	13.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	204.	198.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	218.	209.	0.	0.	9.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	354.	342.	0.	0.	12.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	463.	458.	0.	0.	5.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	336.	320.	0.	0.	16.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS CURRENCY FD	262.	260.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B)		(C)	(D)	(E)	(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC.	GAIN OR LOSS	
PIMCO EMERGING MARKETS CURRENCY FD	294.	283.	0.	0.	11.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	12/30/11	02/16/12		
	328.	312.	0.	0.	16.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS CURRENCY FD	PURCHASED	01/31/12	02/16/12		
	238.	236.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SELECTED AMERICAN SHARES CL D	PURCHASED	02/07/06	02/16/12		
	19,985.	18,678.	0.	0.	1,307.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SELECTED AMERICAN SHARES CL D	PURCHASED	02/07/06	11/19/12		
	14,985.	13,992.	0.	0.	993.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	23,606.	22,617.	0.	PURCHASED	02/16/12	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,171.	1,131.	0.	PURCHASED	03/19/12	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,563.	1,515.	0.	PURCHASED	08/17/12	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,513.	1,501.	0.	PURCHASED	09/19/12	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,543.	1,542.	0.	PURCHASED	10/17/12	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,590.	1,582.	0.	PURCHASED	11/19/12	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TEMPLETON INST FOREIGN SM COS	6,533.	5,362.	0.	PURCHASED	05/07/10	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TEMPLETON INST FOREIGN SM COS	2,098.	1,834.	0.	PURCHASED	12/28/11	11/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	3,899.	3,408.	0.	0.	491.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	33.	33.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	422.	424.	0.	0.	-2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THIRD AVENUE REAL ESTATE	1,985.	1,913.	0.	0.	72.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ANGUARD PRIMECAP CORE FD	47,893.	38,691.	0.	0.	9,202.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ANGUARD PRIMECAP CORE FD	16,985.	13,442.	0.	0.	3,543.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ANGUARD PRIMECAP CORE FD	2,801.	2,657.	0.	0.	144.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ANGUARD PRIMECAP CORE FD	3,291.	3,081.	0.	0.	210.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
VANGUARD INDEX TRUST SMALL CAP GROWTH-ADM	PURCHASED	03/11/03	11/19/12		
	93,278.	32,535.	0.	0.	60,743.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
VANGUARD INDEX TRUST SMALL CAP GROWTH-ADM	PURCHASED	12/22/11	11/19/12		
	359.	325.	0.	0.	34.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
VANGUARD INDEX TRUST SMALL CAP GROWTH-ADM	PURCHASED	03/21/12	11/19/12		
	9.	9.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SHORT TERM WASH SALE ADJ	PURCHASED				
	18.	18.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
LONG TERM WASH SALE ADJ	1,528.	1,528.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
LTCGD BOOK TO TAX ADJ	10,350.	10,350.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
STCG THRU CPOF II	570.	570.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
LTCG THRU CPOF II	44,079.	44,079.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS
SEC. 1231 THRU CPOF II	1,547.	1,547.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS
SEC. 1256 THRU CPOF II	0.	0.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS
3TCG THRU CPOF III	208.	208.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS
4TCG THRU CPOF III	3,446.	3,446.	0.		0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC. 1231 THRU CPOF III	29.	29.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC. 1256 THRU CPOF III	0.	0.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
STCG THRU CPOF IV	78.	78.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
LTCG THRU CPOF IV	301.	301.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 THRU CPOF IV	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV 59,426.

TOTAL TO FORM 990-PF, PART I, LINE 6A 148,340.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	146,519.	0.	146,519.
LTCGD	59,426.	59,426.	0.
STCGD	1,929.	0.	1,929.
TOTAL TO FM 990-PF, PART I, LN 4	207,874.	59,426.	148,448.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL EXCISE REFUND	1,197.	0.	0.
FEDERAL UBTI REFUND	239.	0.	0.
THRU CPOF II, #20-2825162	0.	0.	0.
ORDINARY INCOME	0.	210.	0.
LESS: UBTI/PLUS UBTI LOSS	0.	-675.	0.
NET RENATL INCOME/LOSS	0.	-127.	0.
OTHER RENTAL REAL ESTATE INCOME/LOSS	0.	87.	0.
INTEREST INCOME	0.	3,460.	0.
ORDINARY DIVIDENDS	0.	14,553.	0.
ROYALTIES	0.	24.	0.
OTHER PORTFOLIO INCOME	0.	-233.	0.
CANCELLATION OF DEBT INCOME	0.	22.	0.
OTHER INCOME/LOSS	0.	879.	0.

CPOF III, #26-2251284	0.	0.	0.
ORDINARY INCOME	0.	556.	0.
LESS: UBTI/PLUS UBTI LOSS	0.	-688.	0.
NET RENTAL INCOME	0.	-1.	0.
OTHER RENTAL REAL ESTATE INCOME/LOSS	0.	18.	0.
INTEREST INCOME	0.	1,735.	0.
DIVIDENDS	0.	1,988.	0.
ROYALTY	0.	104.	0.
OTHER PORTFOLIO INCOME	0.	244.	0.
OTHER INCOME	0.	575.	0.
THRU CPOF IV, 45-2978316	0.	0.	0.
ORDINARY INCOME	0.	-71.	0.
LESS: UBTI/PLUS UBTI LOSS	0.	32.	0.
INTEREST INCOME	0.	114.	0.
DIVIDENDS	0.	352.	0.
OTHER PORTFOLIO INCOME	0.	2.	0.
OTHER INCOME	0.	512.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,436.	23,672.	0.

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
***LEGAL FEE	2,263.	0.	0.	2,263.	
***ALLOCATED 100% TO DISBURSEMENT FOR CHARITABLE PURPOSES	0. 0.	0. 0.	0. 0.	0. 0.	
TO FM 990-PF, PG 1, LN 16A	2,263.	0.	0.	2,263.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
*ACCOUNTING & TAX SERVICE	26,811.	3,862.	0.	21,449.	
**AUDIT FEE	150.	75.	0.	75.	
*ALLOCATED 20% TO INVESTMENT	0.	0.	0.	0.	
INCOME AND 80% TO DISBURSEMENT	0.	0.	0.	0.	
FOR CHARITABLE PURPOSES	0.	0.	0.	0.	
**ALLOCATED 50% TO INVESTMENT	0.	0.	0.	0.	

INCOME AND 50% TO DISBURSEMENT FOR CHARITABLE PURPOSES	0.	0.	0.	0.
	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	26,961.	3,937.	0.	21,524.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHELD	0.	2,904.	0.	0.
2011 FEDERAL EXCISE TAX	1,100.	0.	0.	0.
2012 FEDERAL EXCISE TAX	5,000.	0.	0.	0.
2012 FEDERAL UBTI TAX	239.	0.	0.	0.
FOREIGN TAXES THRU CPOF II	0.	41.	0.	0.
FOREIGN TAXES THRU CPOF III	0.	40.	0.	0.
FOREIGN TAXES THRU CPOF IV	0.	1.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,339.	2,986.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*MEMBERSHIP FEE	2,070.	0.	0.	2,070.
*STATE FILING FEE	25.	0.	0.	25.
THRU CPOF II	0.	0.	0.	0.
SEC. 179	0.	3.	0.	0.
ROYALTY DEDUCTIONS	0.	14.	0.	0.
SEC. 59 E (2)	0.	502.	0.	0.
PORTFOLIO DEDUCTIONS	0.	10,699.	0.	0.
PORTFOLIO DEDUCTIONS	0.	69.	0.	0.
OTHER DEDUCTIONS	0.	88.	0.	0.
THRU CPOF III	0.	0.	0.	0.
ROYALTY DEDUCTIONS	0.	97.	0.	0.
SEC. 59 E (2)	0.	70.	0.	0.
PORTFOLIO DEDUCTIONS	0.	6,417.	0.	0.
PORTFOLIO DEDUCTIONS	0.	79.	0.	0.
OTHER DEDUCTIONS	0.	167.	0.	0.
THRU CPOF IV	0.	0.	0.	0.
SEC. 59 E (2)	0.	2.	0.	0.
PORTFOLIO DEDUCTIONS	0.	3,145.	0.	0.
PORTFOLIO DEDUCTIONS	0.	34.	0.	0.

RODMAN FOUNDATION

23-7025570

OTHER DEDUCTIONS	0.	2.	0.	0.
THRU SPELL CAPITAL MEZZANINE PARTNERS	0.	0.	0.	0.
PORTFOLIO DEDUCTIONS	0.	72.	0.	0.
*ALLOCATED 100% FOR CHARITABLE PURPOSES	0.	0.	0.	0.
	0.	0.	0.	0.

TO FORM 990-PF, PG 1, LN 23	2,095.	21,460.	0.	2,095.
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FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
OTHER ADJUSTMENTS	6,041.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,043.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CLEARING	-118,300.	-118,300.
FIDELITY CASH RESERVES	106,299.	106,299.
BARON ASSET FUND	73,200.	97,298.
DAKMARK SELECT FD	194,934.	222,606.
SELECTED AMERICAN SHARES CL D	195,884.	217,955.
VANGUARD PRIMECAP CORE FD	170,720.	220,342.
CLEARWATER SMALL CAP FUND	138,405.	171,759.
ROYCE MICRO CAP TRUST INC	138,074.	173,786.
ROYCE VALUE TR INC	129,124.	171,991.
AMERICAN EUROPACIFIC GR CL F2	149,919.	257,074.
DODGE & COX INTL STOCK FD	125,797.	132,209.
MSDW INSTITUTIONAL INTL EQUITY	125,627.	128,343.
VANGUARD INDEX TRUST SMALL CAP	0.	0.
TEMPLETON INST FOREIGN SM COS	167,136.	256,716.
PARAMETRIC T-M EMERGING MKTS INSTL	259,421.	348,929.
FOUCHSTONE EMERGING MARKETS FUND CL I	116,475.	115,300.
RUSSMAN STRATEGIC GROWTH	132,455.	109,997.
PRIMCO ALL ASSET INST CLASS	271,087.	279,776.
EUROPEAN INVESTORS GLBL PROP	127,714.	147,365.
THIRD AVENUE REAL ESTATE	100,571.	152,129.
PRIMCO EMERGING MARKETS CURRENCY FD	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,604,542.	3,191,574.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND FD	191,924.	193,275.
LOOMIS SAYLES BOND INSTL	425,312.	469,482.
PIMCO EMERGING MARKETS BOND FD	167,221.	198,408.
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	359,012.	376,277.
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 1,143,469.	 1,237,442.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLEARWATER PRIV OPP FD II	COST	394,477.	484,840.
CLEARWATER PRIV OPP FD III	COST	149,086.	151,660.
CLEARWATER PRIV OPP FD IV	COST	28,500.	28,762.
SPELL CAPITAL MEZZANINE PARTNERS	COST		
SBIC LP		4,000.	4,000.
ROUNDING	COST	-3.	1.
 TOTAL TO FORM 990-PF, PART II, LINE 13		 576,060.	 669,263.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
E. RODMAN TITCOMB, JR. 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR/TREASURER 1.00	5,000.	0.	0.
BRUCE L. TITCOMB 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR/SECRETARY 1.00	5,000.	0.	0.
DANIEL C. TITCOMB 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR/VICE PRESIDENT 1.00	5,000.	0.	0.
FREDERICK W. TITCOMB 30 EAST SEVENTH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	DIRECTOR/PRESIDENT 1.00	5,000.	0.	0.
EDWARD R. TITCOMB (DECEASED 2011)	0.00	0.	0.	0.
JULIE C. TITCOMB (DECEASED 2010)	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,000.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 13
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

EDWARD R. TITCOMB (DECEASED 2011)
 JULIE C. TITCOMB (DECEASED 2010)

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

FREDERICK W. TITCOMB, PRESIDENT
30 EAST SEVENTH ST, SUITE 2000
ST. PAUL, MN 55101-4930

TELEPHONE NUMBER

651-228-0935

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE MADE IN WRITING BUT NEED NOT BE SUBMITTED IN ANY
PARTICULAR FORM.

ANY SUBMISSION DEADLINES

PROPOSALS ARE CONSIDERED THROUGHOUT THE YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE DIRECTORS HAVE NOT ADOPTED ANY RESTRICTIONS OR LIMITATIONS WITH REGARD
TO THE GRANT REQUESTS THAT WILL BE CONSIDERED.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

WEYERHAEUSER FAMILY FOUNDATION

GRANTEE'S ADDRESS

30 EAST SEVENTH STREET, SUITE 2000
ST. PAUL, MN 55101-4930

GRANT AMOUNT

2,500.

DATE OF GRANT

12/18/12

AMOUNT EXPENDED

2,500.

PURPOSE OF GRANT

FOR GENERAL SUPPORT OF THE WEYERHAEUSER FAMILY FOUNDATION PROVIDED NEITHER THE GRANT NOR THE INCOME THEREFROM IS USED FOR ANY PURPOSE OTHER THAN THOSE DESCRIBED IN IRC SECTION 170(C)(2)(B). THE WEYERHAEUSER FAMILY FOUNDATION IS A PRIVATE, GRANT-MAKING FOUNDATION THAT DOES NOT CONDUCT ANY PROGRAMS OF ITS OWN. SINCE THIS GRANT WAS MADE FOR GENERAL SUPPORT, THE EXPENDITURE RESPONSIBILITY AGREEMENT DID NOT PROVIDE THAT THE PRINCIPAL AND INCOME, IF ANY, FROM THE GRANT FUNDS WOULD HAVE TO BE EXPENDED FOR ANY PARTICULAR PURPOSE OR WITHIN ANY SPECIFIC PERIOD OF TIME.

DATES OF REPORTS BY GRANTEE

ANNUAL REPORT AVAILABLE AFTER MAY 15, 2013

ANY DIVERSION BY GRANTEE

THE GRANTEE HAS NOT DIVERTED ANY PORTION FROM THE PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. TO THE KNOWLEDGE OF THE GRANTOR, NEITHER THE PRINCIPAL NOR THE INCOME FROM THE GRANT FUNDS HAS BEEN USED FOR ANY PURPOSE WHICH WOULD RESULT IN TAX UNDER IRC SECTION 4945(D). NO VERIFICATIONS HAVE BEEN UNDERTAKEN.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. RODMAN FOUNDATION	Employer identification number (EIN) or 23-7025570
	Number, street, and room or suite no. If a P.O. box, see instructions. 30 EAST SEVENTH STREET, SUITE 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST PAUL, MN 55101-4930	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FIDUCIARY COUNSELLING, INC

- The books are in the care of ► **30 E. 7TH ST, STE 2000, ST. PAUL, MN - 55101-4930**
Telephone No. ► **651-228-0935** FAX No. ► **651-228-0776**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 10,125
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 5,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 5,125.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

AMENDED AND RESTATED BYLAWS

OF

THE RODMAN FOUNDATION

Effective: _____

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AMENDED AND RESTATED BYLAWS

OF

THE RODMAN FOUNDATION

ARTICLE I

Offices

Section 1. Registered Office. The registered office of The Rodman Foundation (the "Corporation") in the State of Minnesota shall be as stated in the Articles of Incorporation of the Corporation (the "Articles"), or such other place within the State as the Board of Directors may designate from time to time.

Section 2. Principal Office. The principal office of the Corporation shall be at 30 East 7th Street, Suite 2000, St. Paul, Minnesota 55101, or at such other place as the Board of Directors shall designate from time to time. The business of the Corporation shall be transacted from the principal office, and the records of the Corporation shall be kept there.

Section 3. Other Offices. The Corporation may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

ARTICLE II

Members

This Corporation shall have no members.

ARTICLE III

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Corporation and perform all acts which are not prohibited to it by law, by the Articles or by these Bylaws, all as may be amended.

Section 2. Number. The Board of Directors of the Corporation shall be composed of not less than three (3) nor more than fifteen (15) members, as determined from time to time by the Board of Directors of the Corporation. No decrease in the number of Directors pursuant to this Section shall effect the removal of any Director then in office.

Section 3. Qualifications. Directors may only be natural persons and a majority of Directors must be adults. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Corporation.

Section 4. Term of Office and Election. The Board of Directors shall be divided into four (4) groups of Directors, based on the length of the term to be served by such Directors, so that the terms of office of approximately one-fourth of the Directors shall expire each year. Each Group shall correspond with one of the four (4) family branches of the Rodman Foundation, and each Group shall contain only Director(s) who are members of the Group's corresponding family branch. In determining the time served by a Director, the period ending at the first annual meeting of the Directors shall be deemed to be one (1) year. The initial term of Group I Directors shall expire at the annual meeting of Directors held in 2013; the initial term of Group II Directors shall expire at the annual meeting of Directors held in 2014; the initial term of Group III Directors shall expire at the annual meeting of Directors held in 2015; and the initial term of Group IV Directors shall expire at the annual meeting of Directors held in 2016. Following expiration of the initial term of each group, the successor Directors of each group shall thereafter be elected by the Board of Directors for a term of four (4) years. A Director's term shall expire at the annual meeting of Directors at which the Director's group must stand for reelection. Each Director shall serve until the expiration of his or her term of office, and thereafter until a successor has been elected and qualified, or until the earlier death, resignation, removal or disqualification of the Director.

Section 5. Vacancy. If the office of any elected Director becomes vacant for any reason, the Board of Directors may choose a successor from among the members of the family branch associated with that Director Group, by the election of a Director by the remaining Directors of the Corporation, or the Board of Directors may leave such position vacant so long as the number of Directors does not fall below the minimum number of Directors set forth in Section 2 of this Article III. A Director elected to fill a vacancy shall hold office until the next election of members of the Group of Directors which contains the vacancy.

Section 6. Removal of Directors. A Director of the Corporation may be removed, at any time, with or without cause, upon the affirmative vote of a majority of all Directors of the Corporation then in office, excluding the Director proposed for removal.

Section 7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

Section 8. Compensation. Directors may receive compensation from the Corporation for services as a Director. In addition, Directors shall be entitled to reasonable compensation for services rendered to the Corporation in any other capacity. All compensation of Directors shall be in exchange for the performance of personal services that are reasonable and necessary to carry out the exempt purposes of the Corporation. The amount of such compensation shall not exceed what is reasonable under all of the circumstances, and shall not exceed the amount that

would ordinarily be paid for similar services by similar organizations under similar circumstances. The Corporation shall be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

Section 9. Confidentiality. From time to time, confidentiality at meetings of the Board of Directors of the Corporation may be vital to promoting free and candid discussions, deliberations, records and other information generated in connection with the activities of the Board. The President or the Corporation's legal counsel may designate certain agenda items or topics as confidential. Members of the Board of Directors shall make no disclosure with regard to these confidential items or topics except as authorized by the President or by the Corporation's legal counsel. For all other agenda items or topics, Directors shall exercise prudent judgment with regard to whether the information should be disclosed to others.

ARTICLE IV

Meetings of the Board of Directors

Section 1. Place and Time of Meetings. The Board of Directors may hold its annual, regular and special meetings at such places, within or without this state, as determined by the President of the Corporation or his or her designee unless the Board of Directors determines otherwise. The Board of Directors may determine that one or more meetings of the Board of Directors shall be held solely by means of remote communication pursuant to Section 9 below. Such authorization may be general or confined to specific instances.

Section 2. Annual Meetings. The Board of Directors shall hold an annual meeting. At each annual meeting, the Board of Directors shall elect members of the Board of Directors in such numbers as required or permitted by the Articles and these Bylaws, shall elect officers and shall conduct such other business as may properly come before it.

Section 3. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings as the President, or his or her designee, shall determine. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by: (a) the President, or (b) upon written request of any two (2) or more Directors of the Corporation. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

Section 5. Notice of Meeting. Not less than ten (10) days' written notice of the annual meeting of the Board of Directors, excluding the day of the meeting, shall be given to all

Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item.

Not less than five (5) days' written notice of a regular meeting and three (3) days' written notice of a special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Corporation will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Notwithstanding the foregoing, no written notice of any meeting of the Board of Directors is required if the date, time and place of the meeting was announced at a previous meeting of the Board. Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 6. Quorum and Voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. Participation in a meeting by remote communication pursuant to Section 9 below constitutes presence at a meeting. At any meeting of the Board of Directors, except as otherwise provided in the Articles or these Bylaws, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, shall be sufficient to transact any business.

Proxy voting shall not be permitted.

Section 7. Rules of Procedure. The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or Minnesota law. In the absence of Board action the President may establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or Minnesota law.

Section 8. Action without Meeting. An action required or permitted to be taken at a Board Meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Corporation can reasonably conclude that the communication was actually sent by the purported sender.

Section 9. Remote Communications for Board Meetings. One or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or, if authorized by the Board of Directors, by another means of remote communication, in each case through which that Director, other Directors so participating, and all Directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Board of Directors, any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. For these purposes, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE V

Officers

Section 1. Number. The Corporation shall have the following officers: (a) President; (b) a Vice President; (c) a Secretary; and (d) a Treasurer. Officers must be natural persons that the Board of Directors elects or appoints. Subject to these Bylaws, the Board of Directors may also elect or appoint one or more additional officers or assistant officers it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

Section 2. Election and Term of Office. All officers of the Corporation shall be elected annually by the Board of Directors. Officers of the Corporation shall hold office at the discretion of the Board of Directors and shall be Directors of the Corporation. An officer shall hold office

until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided. An individual may hold more than one office of the Corporation at the same time except for the office of President.

Section 3. Removal and Vacancies. Any officer appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Directors present. Any vacancy in an office of the Corporation shall be filled by action of the Board of Directors. The removal of any individual as an officer of the Corporation shall not automatically affect such individual's employee status with the Corporation.

Section 4. President. The President shall preside or appoint a designee to preside at meetings of the Board of Directors. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall have general active management of the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the Board of Directors to some other officer or agent of the Corporation, may maintain records of and certify proceedings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The President shall have the general powers and duties generally vested in the office of a president of a nonprofit corporation and shall have such other powers and perform such other duties as the Board of Directors may prescribe from time to time.

Section 5. Vice President. The Vice President shall have such powers and perform such duties as the President or the Board of Directors may from time to time prescribe. In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

Section 6. Secretary. The Secretary shall be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Directors are recorded in a book to be kept for that purpose, and shall be responsible for all documents and records of the Corporation, except those connected with the office of the Treasurer. He or she shall give or cause to be given any required notice of meetings of the Board of Directors, and shall mail to all Directors within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall be chief financial officer of the Corporation; shall ensure accurate financial records for the Corporation are kept; shall ensure that all moneys, drafts, and checks in the name of and to the credit of the Corporation are deposited in such banks and depositories as the Board of Directors shall designate from time to time; shall ensure that all notes, checks, and drafts received by the Corporation as ordered by the Board of Directors are

endorsed for deposit, making proper vouchers therefore; shall oversee the disbursement of corporate funds and checks and drafts in the name of the Corporation as ordered by the Board of Directors; shall render to the President and the Board of Directors, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Corporation; and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time. The Board of Directors may delegate the responsibilities of the Treasurer to one or more employees of the Corporation, provided, however, that such individual(s) shall be subject to the oversight and control of the Treasurer. The Treasurer shall at all times retain the ultimate responsibility for the financial affairs of the Corporation.

ARTICLE VI

Committees

Section 1. Committees. The Board of Directors may establish one or more committees, including an Executive Committee, as may be specified in resolutions approved by the affirmative vote of a majority of the Directors in office. Such committees shall have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in resolutions approved by a majority of the Directors currently holding office. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members must be natural persons.

Section 2. Ex Officio Member. The President, or representative appointed by the President, shall be an *ex officio* member, with voting rights, of each committee of the Corporation.

Section 3. Committee Procedures. The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

ARTICLE VII

Fiscal Matters

Section 1. Accounting Year. The accounting year of the Corporation shall be the calendar year.

Section 2. Contracts. The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of the President or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the Corporation. Such authorization and approval may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors or by the President or Treasurer upon delegation by the Board of Directors.

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or the President or Treasurer upon delegation by the Board of Directors may select.

Section 6. Maintenance of Records; Audit. The Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of the Board of Directors, and committees having any of the authority of the Board of Directors for the last six (6) years. All such other records shall be open to inspection upon the demand of any member of the Board of Directors of the Corporation. The Board of Directors shall cause the books and records of account of the Corporation to be audited by certified public accountants, to be selected by the Board of Directors, at such times as it may deem necessary or appropriate.

Section 7. Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE VIII

Indemnification

Section 1. Indemnification of Disqualified Persons. In connection with any judicial proceeding, whether civil or criminal, or any administrative proceeding, including, but not limited to, any judicial or administrative proceedings involving Chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code") or state laws relating to mismanagement of funds of charitable organizations, the Corporation may indemnify a "disqualified person" with respect to the Corporation within the meaning of Section 4946 of the Code ("Disqualified Person") only against all expenses (other than taxes, penalties, or expenses of correction), including attorney's fees, sustained in connection with the defense of any such proceeding only if:

- (a) such expenses are reasonably incurred by him or her in connection with such proceeding, and

- (b) he or she is successful in such defense, or such proceeding is terminated by settlement, and he or she has not acted willfully and without reasonable cause with respect to the act or failure to act which gave rise to the proceeding with respect to which such expenses were incurred.

Any indemnification available under this Section shall be limited to suits or actions brought against the individual in his/her capacity as an officer, Director, employee or agent of the Corporation. The Corporation may not indemnify a person who is a Disqualified Person against judgments, fines, taxes, expenses of correction, and amounts paid in settlement with respect to any judicial proceedings, whether civil or criminal or any administrative proceedings, including, but not limited to, any judicial or administrative proceedings involving Chapter 42 of the Code or state laws relating to mismanagement of funds of charitable organizations.

Section 2. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article, provided that each Disqualified Person's share of the premium for an insurance policy which covers amounts the indemnification of which directly by the Corporation would constitute an act or acts of self-dealing within the meaning of Section 4941 of the Code and the regulations thereunder shall be treated as compensation paid to such Disqualified Person, and further provided, that such share of such premium shall be paid by the Corporation only if such payment would not cause the total compensation paid to such Disqualified Person by the Corporation to be unreasonable or excessive.

ARTICLE IX

Director Conflict of Interest

Section 1. Policy. It shall be the policy of the Corporation that it shall not engage in any activities that would constitute self-dealing under the Code. In addition, it is the policy of the Corporation that all interested persons shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Corporation in any and all actions taken by them on behalf of the Corporation in their representative capacities. No interested person of the Corporation shall use his or her position in a manner that may create a conflict between personal interests and those of the Corporation or related entity, or otherwise engage in actions that may create a conflict of interest. Interested persons shall comply with all governmental statutes, ordinances and regulations, including those relating to conflicts of interest. "Interested person" means Directors, officers, and substantial contributors to, the Corporation.

Section 2. Definition of Conflict of Interest. A conflict of interest exists when any interested person of the Corporation has a direct or indirect interest in or a relationship with any individual or organization which proposes to enter into any transaction with the Corporation for

the sale, purchase, lease or rental of property, or the loan of money, or to render or employ services, personal or otherwise.

Section 3. Interests or Relationships. The following are considered direct or indirect interests or relationships which would trigger this Conflict of Interest Policy. As a result, the requirements of Section 4 must be met if the Corporation is contemplating a transaction described in Section 2 with any of the following:

- a. an interested person of the Corporation, or a member of the family of an interested person of the Corporation (for purposes of this Section 3, a member of the family is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister);
- b. a Director or trustee of a related organization, or a member of the family of a Director or trustee of a related organization;
- c. an organization in which an interested person of the Corporation, or a member of the family of an interested person, is a Director, officer, trustee, or legal representative; or
- d. an organization in which an interested person of the Corporation, or a member of the family of an interested person, has a material financial interest.

Section 4. Procedures. The Corporation may enter into a transaction involving a conflict of interest **if it has determined the transaction would not constitute self-dealing under the Code and if all of the following are true:**

- a. **Fairness and Reasonableness:** The contract or transaction was fair and reasonable to the Corporation. Whether a contract or transaction is fair and reasonable to the Corporation will be determined by looking to the time the contract or transaction was authorized, approved or ratified. The party asserting the validity of the contract or transaction has the burden of establishing the contract's or transaction's fairness and reasonableness to the Corporation.
- b. **Disclosure of Material Facts to Board:** The material facts about both the contract or transaction and the interested person's interest in the contract or transaction are either fully disclosed or known to the Board of Directors or a committee of the Corporation.
- c. **Approval by Board:** The contract or transaction must be authorized, ratified, or approved in good faith by a majority of the Board of Directors or committee of the Board of Directors. The vote of any interested Director does not count for purpose of determining what constitutes a majority vote, and the presence of any interested Director at a meeting at

which such a vote is taken does not count in determining the presence of a quorum.

If Section 4 is satisfied, the interested person of the Corporation may be a party to the contract or transaction and may be present at the meeting at which the contract or transaction was authorized, approved, or ratified, but may not vote on approving such transaction.

Section 5. Publication of Policy. A copy of this statement shall be furnished to each officer, Director, and committee member or executive who is presently serving the Corporation or who may hereafter become associated with the Corporation. This policy shall be called to the attention of the Board of Directors of the Corporation, at least annually at a regular meeting thereof, and such action shall be recorded in the minutes of such meeting. Each Director, officer, and committee member of the Corporation shall annually complete a Disclosure Statement and submit such statement to the Secretary of the Corporation for filing in the Corporation's minute book.

ARTICLE X

Plan of Grantmaking

Section 1. Family Groups. Each member of the Board of Directors shall have a corresponding family group (each, a "Family Group") that will represent the interests of that family branch in the Corporation's grantmaking process. Each Director shall appoint individuals to serve as members of his or her Family Group, and may appoint and remove members of the Family Group at the Director's discretion.

Section 2. Grantmaking Process. Each Family Group will meet [quarterly/annually] and will make an initial determination of the grant recipients and grant amounts that such Family Group would like the Corporation to distribute that year, based on the distribution amount allocated to that Family Group as described in Section 3. The Family Group will submit its grantmaking recommendations to the Board of Directors, which will make a final determination regarding the grants distributed by the Corporation.

Section 3. Allocation of Distribution. Today we agree that distributions of the Corporation will be divided evenly between the Family Groups that correspond to the four members of the Corporation's Board of Directors as of January 1, 2012. If in the future a Family Group makes an additional contribution to the Corporation, the intent is that such contribution will be taken into account in allocating the Corporation's total annual distribution amount among the Family Groups. The Board of Directors will establish by resolution any such adjustments to the allocation of the distribution amount among the Family Groups.

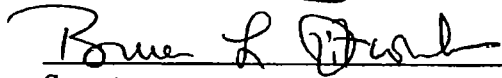
ARTICLE XI

Amendments

The Corporation's Articles of Incorporation and these Bylaws may be altered, amended or restated by the Board of Directors to omit or include any provision which could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or these Bylaws, may be voted upon at a meeting of the Board of Directors or by action in writing where due notice of the proposed amendment has been given and shall be adopted upon the affirmative vote of a majority of all Directors entitled to vote on the proposed amendment or revision.

CERTIFICATION

The undersigned, as Secretary of The Rodman Foundation, a Minnesota nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by an action of the Board of Directors effective on the 7 day of June, 2012.


Secretary



49282060003

NP Amend

H-291

ARTICLES OF AMENDMENT
AMENDING AND RESTATING THE
ARTICLES OF INCORPORATION
OF
THE RODMAN FOUNDATION

The Rodman Foundation, a Minnesota nonprofit corporation (the "Corporation"), acting through its Secretary, hereby files these Articles of Amendment amending and restating its Articles of Incorporation by replacing them in their entirety with the following:

ARTICLE I

Name

The name of the Corporation is The Rodman Foundation.

ARTICLE II

Purposes and Activities

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended ("the Code"). Within the limitations established by the preceding sentence, the Corporation is organized and shall be operated primarily to support the relief of poverty, the advancement of education, the advancement of religion and other purposes beneficial to the community, to make grants and contributions to organizations which are exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, and do any and all other acts and things and exercise any and all other rights and powers which may be reasonably necessary, incidental, desirable or expedient in the accomplishment of such purposes.

ARTICLE III

Powers

The Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above. Within those limitations, the Corporation may act on its own behalf or as the agent, trustee or representative of others; acquire or receive property of every kind by any legal means; hold, manage, use and dispose of any property and the income generated by it to further any of the purposes of the Corporation; lease, mortgage or encumber any such property; and exercise any other powers conferred on the Corporation by Minnesota Statutes Chapter 317A.

ARTICLE IV

Restrictions

Notwithstanding any other provisions of these Articles of Incorporation ("Articles"), the restrictions in this Article IV shall govern the activities of the Corporation.

The Corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its Directors or officers, and no part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

The Corporation shall not attempt to influence legislation by propaganda or otherwise. The Corporation shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

The Corporation shall not lend money to or guaranty the obligation of a director, officer, or employee of the Corporation or related organization, or of the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, officer, or employee.

ARTICLE V

Registered Office

The Corporation's registered office in the state shall be located at 30 East 7th Street, Suite 2000, St. Paul, Minnesota 55101.

ARTICLE VI

Board of Directors

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. To the extent consistent with these Articles and permissible under Minnesota Statutes Chapter 317A, the Bylaws of the Corporation shall specify the number or the manner for determining the number, term of office, method of selection, powers and duties

of the Directors of the Corporation, the time and place of their meetings, voting rights, and such other regulations pertaining to the Board of Directors as are deemed necessary. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors that would be required or permitted to take such action at a meeting of the Board of Directors at which all Directors were present.

ARTICLE VII

Membership

The Corporation shall have no members.

ARTICLE VIII

No Personal Liability

The officers and Directors of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation, nor shall any property of any officer or director be subject to the payment of the debts or obligations of the Corporation.

ARTICLE IX

No Capital Stock

The Corporation shall have no capital stock.

ARTICLE X

Amendments

These Articles may be amended as set forth in the Bylaws of the Corporation.

ARTICLE XI

Dissolution

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the Corporation, the Board or the officers acting under the direction of the Board, shall distribute the assets of the Corporation in the following order of priority: (1) assets

received and held for a special use or purpose in accordance with the uses and purposes for which the assets have been received and held; (2) costs and expenses of the dissolution proceedings, including attorney fees and disbursements; and (3) debts, obligations, and liabilities of the Corporation. Any property remaining after these payments shall be transferred, in such proportions as the Board of Directors of the Corporation shall determine, to one or more organizations which are exempt from federal income taxation under Section 501(a) by virtue of being described in Code Section 501(c)(3) exclusively for exempt purposes within the meaning of Code Section 501(c)(3), or to the State of Minnesota or any political subdivision or agency of the State for exclusively public purposes. No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it.

The foregoing Articles of Amendment Amending and Restating the Articles of Incorporation of The Rodman Foundation have been adopted by the Corporation's Board of Directors and Members pursuant to Minnesota Statutes Chapter 317A, and shall be effective when filed with the Office of the Secretary of State.

Date: June 3, 2012

THE RODMAN FOUNDATION

By Bruce H. [Signature]
Its Secretary

GP:3117027 v2

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 11 2012 *nk*

Mark Ritchie
Secretary of State

Business Services
60 Empire Drive, Suite 100
Saint Paul, MN 55103



Mark Ritchie
Secretary of State

Office of the Secretary of State
Packing Slip

June 11, 2012

NRAI Corporate Services, Inc.
To Whom It May Concern
590 Park Street
Suite 6
SAINT PAUL, MN 55103

Page 1 of 1

Client Account Number: 14117357
Batch Number: 4928206

Document Number	Document Detail	Filing Number	Fee
49282060002	LLC Expedited Fee (WILLI GST LLC)		20.00
49282060002	LLC New Registration (WILLI GST LLC)		135.00
49282060003	NP Amendment (THE RODMAN FOUND)		35.00
49282060003	NP Expedited Fee (THE RODMAN FOUND)		20.00
Total Fees			\$210.00

<u>Payment Type Received</u>	<u>Payment Reference Number</u>	<u>Amount Paid</u>
Client Account	14117357	0.00
Total Payments Received		\$0.00

Any overage amount on account with our agency will be refunded after 60 days if not used.



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