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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE WILFORD FAMILY FOUNDATION		A Employer identification number 26-3863475	
Number and street (or P O box number if mail is not delivered to street address) 4434 DORCHESTER DRIVE		B Telephone number (see instructions) (651) 209-3301	
City or town, state, and ZIP code WOODBURY, MN 55129		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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) \$ 739,257		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	21,103			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,794	9,794		
	4 Dividends and interest from securities.	10,929	10,929		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	24,425			
	b Gross sales price for all assets on line 6a _____ 573,981				
	7 Capital gain net income (from Part IV , line 2)		24,425		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	66,251	45,148		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000	500		500
	c Other professional fees (attach schedule)	3,161	3,161		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	253	8		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25			25
	24 Total operating and administrative expenses. Add lines 13 through 23	4,439	3,669		525
	25 Contributions, gifts, grants paid	40,243			40,243
	26 Total expenses and disbursements. Add lines 24 and 25	44,682	3,669		40,768
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	21,569			
	b Net investment income (if negative, enter -0-)		41,479		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	16,597	13,119	13,119
	3	Accounts receivable ▶ <u>248</u>			
		Less allowance for doubtful accounts ▶ _____	53	248	248
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	94,352	144,833	151,021
	b	Investments—corporate stock (attach schedule)	391,429	358,197	381,780
	c	Investments—corporate bonds (attach schedule).	175,894	189,102	193,089
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	678,325	705,499	739,257

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	678,325	705,499	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	678,325	705,499	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	678,325	705,499	

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	678,325
2	Enter amount from Part I, line 27a	2	21,569
3	Other increases not included in line 2 (itemize) ▶ _____	3	5,605
4	Add lines 1, 2, and 3	4	705,499
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	705,499

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)
1 a	PUBLICALLY TRADED SECURITIES	P		
b	PUBLICALLY TRADED SECURITIES	P		
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 524,034		503,280	20,754
b 48,996		46,276	2,720
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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			20,754
b			2,720
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	24,425
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	20,754

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 page 18 of 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	43,617	723,107	0 060319
2010	26,625	674,990	0 039445
2009	8,825	648,388	0 013611
2008		27,087	
2007			

2	Total of line 1, column (d).	2	0 113375
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 037792
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	727,289
5	Multiply line 4 by line 3.	5	27,486
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	415
7	Add lines 5 and 6.	7	27,901
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	40,768

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	415
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	
3		Add lines 1 and 2.		3	415
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	415
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	
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	415
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of THE WILFORD FAMILY FOUNDATION Telephone no (651) 209-3301 Located at 4434 DORCHESTER DRIVE WOODBURY MN ZIP+4 55129			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).		Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part IX-A Summary of Direct Charitable Activities

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

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 page 24 of the instructions	
3	

Form **990-PF** (2012)

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	731,972
b	Average of monthly cash balances.	1b	6,392
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	738,364
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	738,364
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	11,075
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	727,289
6	Minimum investment return. Enter 5% of line 5.	6	36,364

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	36,364
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	415
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	415
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	35,949
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	35,949
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	35,949

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	40,768
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	40,768
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	415
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	40,353
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				35,949
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			22,425	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 40,768				
a Applied to 2011, but not more than line 2a			22,425	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				18,343
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				17,606
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

LAWRENCE A WILFORD

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 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	40,243
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash.</p> <p>(2) Other assets.</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization.</p> <p>(2) Purchases of assets from a noncharitable exempt organization.</p> <p>(3) Rental of facilities, equipment, or other assets.</p> <p>(4) Reimbursement arrangements.</p> <p>(5) Loans or loan guarantees.</p> <p>(6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p>		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>						
	<table style="width: 100%; border: none;"> <tr> <td style="border-bottom: 1px solid black; width: 45%; text-align: center;">*****</td> <td style="border-bottom: 1px solid black; width: 15%; text-align: center;">2013-05-09</td> <td style="border-bottom: 1px solid black; width: 40%; text-align: center;">*****</td> </tr> <tr> <td style="text-align: center;">Signature of officer or trustee</td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Title</td> </tr> </table>	*****	2013-05-09	*****	Signature of officer or trustee	Date	Title
*****	2013-05-09	*****					
Signature of officer or trustee	Date	Title					

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	CARRIE SCHINDELDECKER	CARRIE SCHINDELDECKER	2013-05-14		
	Firm's name <input type="checkbox"/>	FOLEY KALSEIM & COMPANY LTD		Firm's EIN <input type="checkbox"/>	
		1751 TOWER DRIVE W SUITE 200			
	Firm's address <input type="checkbox"/>	STILLWATER, MN 550827596		Phone no (651) 430-3635	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization THE WILFORD FAMILY FOUNDATION	Employer identification number 26-3863475
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization THE WILFORD FAMILY FOUNDATION	Employer identification number 26-3863475
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAWRENCE LINDA WILFORD 4434 DORCHESTER DRIVE WOODBURY, MN 55129	\$ 21,103	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

[illegible]

Name of organization THE WILFORD FAMILY FOUNDATION	Employer identification number 26-3863475
--	---

Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2012 Accounting Fees Schedule

Name: THE WILFORD FAMILY FOUNDATION

EIN: 26-3863475

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORM 990PF PREPARATION	1,000	500		500

TY 2012 Compensation Explanation**Name:** THE WILFORD FAMILY FOUNDATION**EIN:** 26-3863475

Person Name	Explanation
LAWRENCE A WILFORD	
LINDA C WILFORD	
ADAM L WILFORD	
JEFFREY D WILFORD	
AMY L BLACKFORD	

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THE WILFORD FAMILY FOUNDATION**EIN:** 26-3863475

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CMO	26,449	27,878
COMMERCIAL MORTGAGE BACKED		
CORPORATE BONDS	54,385	55,986
MORTGAGE BACKED BONDS	85,108	86,055
MUTUAL FUND BONDS	23,160	23,170

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE WILFORD FAMILY FOUNDATION**EIN:** 26-3863475

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BASIC MATERIALS	7,354	7,576
CONSUMER CYCLICAL	19,951	25,209
CONSUMER NON-CYCLICAL	18,352	21,071
ENERGY	28,323	26,405
FINANCIAL	27,043	29,697
HEALTH CARE	23,657	24,285
INDUSTRIALS	23,739	24,448
MUTUAL FUND-EQUITY	65,573	66,121
MUTUAL FUND-INTERNATIONAL	71,872	77,385
TECHNOLOGY	54,931	61,322
TELECOMMUNICATIONS	5,863	6,737
UTILITY	11,539	11,524

TY 2012 Other Expenses Schedule

Name: THE WILFORD FAMILY FOUNDATION

EIN: 26-3863475

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
STATE FILING FEE	25			25

TY 2012 Other Increases Schedule

Name: THE WILFORD FAMILY FOUNDATION

EIN: 26-3863475

Description	Amount
APPRECIATION OF STOCK GIFT	5,605

TY 2012 Other Professional Fees Schedule

Name: THE WILFORD FAMILY FOUNDATION

EIN: 26-3863475

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	3,161	3,161		






TY 2012 Taxes Schedule

Name: THE WILFORD FAMILY FOUNDATION

EIN: 26-3863475

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	245			
FOREIGN TAXES	8	8		

Form 990PF Part VIII Line 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
LAWRENCE A WILFORD 	PRESIDENT 0 50	0	0	0
4434 DORCHESTER DRIVE WOODBURY, MN 55129				
LINDA C WILFORD 	VICE PRES 0 25	0	0	0
4434 DORCHESTER DRIVE WOODBURY, MN 55129				
ADAM L WILFORD 	EXEC DIR 0 25	0	0	0
13622 ATWOOD AVENUE NORTH ROSEMOUNT, MN 55068				
JEFFREY D WILFORD 	DIRECTOR 0 25	0	0	0
2255 ORIOLE AVENUE NORTH STILLWATER, MN 55082				
AMY L BLACKFORD 	DIRECTOR 0 25	0	0	0
5509 RABBIT CREEK ROAD FORT COLLINS, CO 80528				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN VENTURES LEADERSHIP FDN 2924 4TH AVENUE SOUTH MINNEAPOLIS,MN 55408		PC	GENERAL	1,000
GILLETTE CHILDREN'S FOUNDATION 200 UNIVERSITY AVE EAST ST PAUL,MN 55101		PC	GENERAL	1,000
YOUNG LIFE PO BOX 29202 COLORADO SPRINGS,CO 80901		PC	GENERAL	1,500
NEW LIFE FAMILY SERVICES 1515 EAST 66TH STREET RICHFIELD,MN 55423		PC	GENERAL	5,296
NEW LIFE FAMILY SERVICES 1515 EAST 66TH STREET RICHFIELD,MN 55423		PC	GENERAL	4,921
TRINITY FIRST LUTHERAN SCHOOL 1115 EAST 19TH STREET MINNEAPOLIS,MN 55404		PC	GENERAL	1,000
ALPHA CENTER 1212 SOUTH COLLEGE AVENUE FORT COLLINS,CO 80524		PC	GENERAL	3,500
REDEEMER LUTHERAN CHURCH 7755 GREENSTONE TRAIL FORT COLLINS,CO 80525		PC	MULTI-SITE MISSION	500
FIRST LOVE INTERNATIONAL MINISTRIES PO BOX 15836 LOVES PARK,IL 61132		PC	GENERAL	1,000
JOSEPH'S COAT 1107 7TH STREET W ST PAUL,MN 55102		PC	GENERAL	1,000
FEED MY STARVING CHILDREN 401 93RD AVENUE NW COON RAPIDS,MN 55433		PC	GENERAL	2,000
NEIGHBORHOOD HOUSE 179 ROBIE STREET EAST ST PAUL,MN 55107		PC	GENERAL	1,000
VALLEY OUTREACH 1911 CURVE CREST BLVD W STILLWATER,MN 55082		PC	GENERAL	500
WILDER FOUNDATION 451 LEXINGTON PKWY NORTH ST PAUL,MN 55104		PC	GENERAL	1,000
CHILDREN'S HOSPITAL FOUNDATION 2525 CHICAGO AVENUE S MINNEAPOLIS,MN 55404		PC	GENERAL	6,427

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN'S HOSPITAL FOUNDATION 2525 CHICAGO AVENUE S MINNEAPOLIS,MN 55404		PC	GENERAL	3,599
RONALD MCDONALD HOUSE 818 FULTON STREET SE MINNEAPOLIS,MN 55414		PC	GENERAL	1,500
NILMDTS 2305 E ARAPAHOE RD 220 CENTENNIAL,CO 80122		PC	GENERAL	1,000
FOOD BANK FOR LARIMER COUNTY 1301 BLUE SPRUCE FT COLLINS,CO 80524		PC	GENERAL	500
MATTHEWS HOUSE 415 MASON CT 1 FT COLLINS,CO 80524		PC	GENERAL	1,500
JARED ALLENS HOME FOR WOUNDED 7890 E MCCLAIN DR STE 2 SCOTTSDALE,AZ 85260		PC	GENERAL	500
Total			3a	40,243



ALERUS FINANCIAL NA
Gain/Loss With Pending Trades Report

Run on 2/8/2013 2:49:29 PM

Start Date: 01/01/2012

End Date: 12/31/2012

Account: 1050000442

Administrator: SHANNON GEPHART 701-280-5124

THE WILFORD FAMILY FOUNDATION C/O LAWRENCE WILFORD

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
158.21 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	01/18/2012	10/19/2011	158.21	166.47	8.26-
680.05 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	01/18/2012	10/21/2011	680.05	716.60	36.55-
25 SHARES OF NEXTERA ENERGY INC	01/13/2012	06/17/2011	1,470.59	1,420.00	50.59 Covered
127.932 SHARES OF GOLDMAN SACHS ABSOLUTE RETURN TRACKER FUND	01/18/2012	05/25/2011	1,151.39	1,200.00	48.61-
1154.261 SHARES OF GOLDMAN SACHS ABSOLUTE RETURN TRACKER FUND	01/18/2012	06/17/2011	10,388.35	10,700.00	311.65-
60 SHARES OF GILEAD SCI INC	01/23/2012	09/27/2011	2,828.81	2,415.22	413.59 Covered
3032.392 SHARES OF GOLDMAN SACHS INTERNATIONAL EQUITY FUND #867	01/25/2012	12/01/2011	44,394.22	44,000.00	394.22
184.866 SHARES OF GOLDMAN SACHS SMALL CAP VALUE INST	01/25/2012	12/01/2011	8,037.97	7,500.00	537.97
123.94 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	01/26/2012	10/20/2011	123.94	132.91	8.97-
469.6 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	01/26/2012	10/05/2011	469.60	490.29	20.69-
90 SHARES OF SPDR TR UNIT SER 1	01/25/2012	09/29/2011	11,922.07	10,468.74	1,453.33 Covered
1085 SHARES OF SPDR TR UNIT SER 1	01/25/2012	11/28/2011	143,727.19	129,961.30	13,765.89 Covered
420 SHARES OF VANGUARD MID-CAP ETF	01/25/2012	11/28/2011	32,464.96	29,419.66	3,045.30 Covered
1055.901 SHARES OF GOLDMAN SACHS REAL ESTATE SECURITIES FUND #649	01/30/2012	12/01/2011	15,226.09	13,600.00	1,626.09
45 SHARES OF JUNIPER NETWORKS INC	01/31/2012	01/25/2012	943.52	1,020.15	76.63- Covered
80 SHARES OF SELECT SECTOR SPDR TR HEALTH CARE	02/03/2012	01/23/2012	2,885.71	2,858.40	27.31 Covered
552.983 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	02/09/2012	01/25/2012	5,065.33	5,054.26	11.07 Covered
1967.213 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	02/09/2012	01/30/2012	18,019.67	18,000.00	19.67 Covered
198.834 SHARES OF DIMENSIONAL EMERGING MARKETS VALUE	02/15/2012	01/25/2012	6,169.82	5,800.00	369.82 Covered
131.59 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	02/16/2012	10/19/2011	131.59	138.46	6.87-
350.24 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	02/16/2012	10/21/2011	350.24	369.07	18.83-

55 SHARES OF KOHLS CORPORATION	02/21/2012	06/17/2011	2,864.57	2,764.30	100.27 Covered
240 SHARES OF VANGUARD MID CAP GROWTH ETF	02/22/2012	01/25/2012	16,185.53	15,609.60	575.93 Covered
110.56 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	02/28/2012	10/20/2011	110.56	118.56	8.00
434.26 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	02/28/2012	10/05/2011	434.26	453.39	10.13-
3558.13 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	03/15/2012	07/11/2011	3,558.13	3,655.98	97.84
235 SHARES OF VANGUARD MID CAP VALUE ETF	03/13/2012	01/25/2012	13,475.91	12,925.00	550.91 Covered
119.91 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	03/16/2012	10/19/2011	119.91	126.17	6.26-
298.31 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	03/16/2012	10/21/2011	298.31	314.34	16.03-
96.19 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	03/27/2012	10/20/2011	96.19	103.15	6.96
557.34 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	03/27/2012	10/05/2011	557.34	581.90	24.56-
2046.892 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	03/27/2012	01/25/2012	18,770.00	18,708.59	61.41 Covered
677.57 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	04/16/2012	07/11/2011	677.57	696.20	18.03-
119 SHARES OF SPDR TR UNIT SER 1	04/12/2012	02/22/2012	16,446.98	16,197.90	249.08 Covered
206.9 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	04/17/2012	10/19/2011	206.90	217.70	10.60-
726.24 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	04/17/2012	10/21/2011	726.24	765.28	29.04
260.89 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027	04/17/2012	03/26/2012	260.89	269.98	9.34-
498.062 SHARES OF COHEN & STEERS INSTITUTIONAL GLOBAL REALTY FUND CLASS I	04/17/2012	01/30/2012	10,280.00	9,881.55	398.45 Covered
136.555 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY FUND INST #45	04/17/2012	05/25/2011	898.53	1,300.00	401.47
505.542 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY FUND INST #45	04/17/2012	06/17/2011	3,326.47	4,453.83	1,127.36-
111.63 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	04/26/2012	10/20/2011	111.63	119.71	8.63-
537.36 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	04/26/2012	10/05/2011	537.36	561.04	23.68
120 SHARES OF PRINCIPAL FINANCIAL GROUP	05/02/2012	01/25/2012	3,277.70	3,279.60	1.90- Covered
75 SHARES OF AFLAC INC	05/03/2012	01/25/2012	3,329.21	3,671.21	340.00- Covered
222.49 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	05/15/2012	07/11/2011	222.49	228.61	6.12-
101.58 UNITS OF	05/16/2012	10/19/2011	101.58	106.88	5.30-

FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018 339.68 UNITS OF	05/16/2012	10/21/2011	339.68	357.94	18.26
FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020 387.87 UNITS OF	05/16/2012	03/26/2012	387.87	401.38	13.51-
FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027 10 SHARES OF	05/15/2012	01/25/2012	583.74	502.39	81.35 Covered
AMERICAN EXPRESS COMPANY 15 SHARES OF	05/16/2012	01/25/2012	484.83	453.45	31.38 Covered
WELLS FARGO & COMPANY 20 SHARES OF	05/16/2012	05/03/2012	646.44	668.40	21.96- Covered
WELLS FARGO & COMPANY 70 SHARES OF	05/22/2012	01/25/2012	1,336.57	1,343.30	6.73- Covered
GENERAL ELECTRIC COMPANY 105.02 UNITS OF	05/29/2012	10/20/2011	105.02	112.62	7.60-
FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018 439.32 UNITS OF	05/29/2012	10/05/2011	439.32	458.68	19.36
FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025 70 SHARES OF	05/24/2012	02/21/2012	2,866.82	2,784.20	82.62 Covered
MARKET VECTORS 8114.64 UNITS OF	06/15/2012	07/11/2011	8,114.64	8,337.79	223.15
MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049 84.57 UNITS OF	06/18/2012	10/19/2011	84.57	88.98	4.41
FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018 369.2 UNITS OF	06/18/2012	10/21/2011	369.20	389.04	19.84
FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020 428.67 UNITS OF	06/18/2012	03/26/2012	428.67	443.61	14.94-
FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027 169.44 UNITS OF	06/26/2012	10/20/2011	169.44	181.70	12.26-
FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018 361.8 UNITS OF	06/26/2012	10/05/2011	361.80	377.74	15.94
FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025 5 SHARES OF	07/09/2012	05/02/2012	859.53	942.39	82.86 Covered
BLACKROCK INC 30 SHARES OF	07/10/2012	12/21/2011	2,370.26	2,229.90	140.36 Covered
VANGUARD LONG TERM GOV BOND ETF 30 SHARES OF	07/10/2012	12/21/2011	2,370.26	2,229.90	140.36 Covered
VANGUARD LONG TERM GOV BOND ETF 30 SHARES OF	07/10/2012	01/25/2012	2,370.26	2,191.19	179.07 Covered
VANGUARD LONG TERM GOV BOND ETF 226.75 UNITS OF	07/17/2012	10/19/2011	226.75	238.58	11.83-
FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018 355.16 UNITS OF	07/17/2012	10/21/2011	355.16	374.25	19.09-
FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020 788.64 UNITS OF	07/17/2012	03/26/2012	788.64	816.12	27.48-
FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027 15 SHARES OF	07/19/2012	01/25/2012	987.98	1,072.64	84.66- Covered
GENERAL DYNAMICS 15 SHARES OF	07/19/2012	07/09/2012	987.97	974.70	13.27 Covered
GENERAL DYNAMICS 144.34 UNITS OF	07/26/2012	10/20/2011	144.34	154.78	10.44-
FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018					

517.61 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	07/26/2012	10/05/2011	517.61	540.42	22.81-
83.07 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	08/16/2012	10/19/2011	83.07	87.40	4.33
301.08 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	08/16/2012	10/21/2011	301.08	317.26	16.18-
907.04 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027	08/16/2012	03/26/2012	907.04	938.64	31.60
115.27 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	08/28/2012	10/20/2011	115.27	123.61	8.34
577.07 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	08/28/2012	10/05/2011	577.07	602.50	25.43-
135.61 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	09/18/2012	10/19/2011	135.61	142.69	7.08-
323.06 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	09/18/2012	10/21/2011	323.06	340.42	17.36
1048.82 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027	09/18/2012	03/26/2012	1,048.82	1,085.37	36.55-
1676.057 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	09/18/2012	07/18/2012	15,470.01	15,419.72	50.29 Covered
1043.878 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	09/18/2012	09/13/2012	9,634.99	9,635.00	0.01 Covered
101.08 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	09/26/2012	10/20/2011	101.08	108.39	7.31-
679.89 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	09/26/2012	10/05/2011	679.89	709.85	29.96
777.475 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	09/26/2012	01/25/2012	7,176.10	7,106.12	69.98 Covered
1450.382 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	09/26/2012	04/17/2012	13,387.02	13,300.00	87.02 Covered
220.139 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	09/26/2012	07/18/2012	2,031.88	2,025.28	6.60 Covered
30 SHARES OF EXPEDITORS INTERNATL OF WASH INC	10/08/2012	01/25/2012	1,055.39	1,329.86	274.47 Covered
30 SHARES OF EXPEDITORS INTERNATL OF WASH INC	10/08/2012	07/09/2012	1,055.38	1,134.90	79.52 Covered
146.11 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	10/16/2012	10/19/2011	146.11	153.73	7.62
359.91 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	10/16/2012	10/21/2011	359.91	379.26	19.35
958.68 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027	10/16/2012	03/26/2012	958.68	992.08	33.40-
.67 SHARES OF KRAFT FOODS GROUP INC	10/22/2012	06/28/2012	31.64	26.27	5.37 Covered
11 SHARES OF KRAFT FOODS GROUP INC	10/23/2012	06/28/2012	507.55	431.29	76.26 Covered
62.63 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #MA1175 (24 DAY DELAY) 3% 09/01/2042	10/26/2012	09/17/2012	62.63	65.44	2.81-
1078.918 SHARES OF FIDELITY SPARTAN SHORT TERM TREASURY BOND INDEX ADVTG	11/09/2012	01/18/2012	11,458.11	11,501.27	43.16 Covered

241 936 SHARES OF FIDELITY SPARTAN SHORT TERM TREASURY BOND INDEX ADVTG	11/09/2012	01/25/2012	2,569.36	2,579.04	9.68- Covered
55 SHARES OF SELECT SECTOR SPDR TR INDL	11/08/2012	10/08/2012	2,003.06	2,040.43	37.37- Covered
30 SHARES OF COMCAST CORP NEW CL A	11/13/2012	05/24/2012	1,090.13	875.54	214.59 Covered
923.91 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027	11/16/2012	03/26/2012	923.91	956.10	32.19-
92.37 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #MA1175 (24 DAY DELAY) 3% 09/01/2042	11/27/2012	09/17/2012	92.37	96.51	4.14
810.92 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #E03077 (14 DAY DELAY) 3% 03/01/2027	12/18/2012	03/26/2012	810.92	839.18	28.26-
451.972 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	12/18/2012	01/25/2012	4,171.70	4,131.03	40.67 Covered
1330.986 SHARES OF FEDERATED ULTRASHORT BOND FUND # 108	12/18/2012	12/14/2012	12,285.00	12,285.00	0.00 Covered
299.02 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #MA1175 (24 DAY DELAY) 3% 09/01/2042	12/27/2012	09/17/2012	299.02	312.43	13.41
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			524,033.81	503,279.70	20,754.11
** LONG TERM CAPITAL GAIN (LOSS)					
35 SHARES OF GENERAL MILLS INC	06/28/2012	06/17/2011	1,314.64	1,335.20	20.56- Covered
20 SHARES OF THE MOSAIC COMPANY	07/03/2012	06/17/2011	1,116.68	1,195.60	78.92- Covered
10 SHARES OF PRAXAIR INC	07/09/2012	06/17/2011	1,090.37	1,014.30	76.07 Covered
35 SHARES OF PROCTER & GAMBLE CO	07/09/2012	06/17/2011	2,152.47	2,273.25	120.78 Covered
30 SHARES OF MCDONALDS CORP COM	07/09/2012	06/17/2011	2,692.17	2,482.50	209.67 Covered
15 SHARES OF PEPSICO INC	07/09/2012	06/17/2011	1,048.79	1,035.15	13.64 Covered
20 SHARES OF PEPSICO INC	07/09/2012	07/06/2011	1,398.38	1,403.60	5.22- Covered
15 SHARES OF AT&T INC	07/09/2012	06/17/2011	531.14	464.55	66.59 Covered
40 SHARES OF AT&T INC	07/09/2012	07/06/2011	1,416.37	1,250.80	165.57 Covered
20 SHARES OF TARGET CORP	07/09/2012	07/06/2011	1,160.18	966.40	193.78 Covered
25 SHARES OF DUPONT E I DE NEMOURS & COMPANY	07/09/2012	06/17/2011	1,186.23	1,244.96	58.73- Covered
10 SHARES OF APPLE COMPUTER INC	07/09/2012	06/17/2011	6,125.16	3,208.80	2,916.36 Covered
25 SHARES OF VERIZON COMMUNICATIONS	07/09/2012	06/17/2011	1,115.74	892.25	223.49 Covered
50 SHARES OF JOHNSON CONTROLS INC	07/09/2012	06/17/2011	1,332.47	1,859.00	526.53- Covered
247.87 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	07/16/2012	07/11/2011	247.87	254.69	6.82-
50 SHARES OF BAXTER INTERNATIONAL INC	08/01/2012	06/17/2011	2,939.91	2,923.50	16.41 Covered
6015.29 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	08/15/2012	07/11/2011	6,015.29	6,180.71	165.42-

802.48 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	09/17/2012	07/11/2011	802.48	824.55	22.07
623.91 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	10/16/2012	07/11/2011	623.91	641.07	17.16-
104.24 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	10/26/2012	10/20/2011	104.24	111.78	7.54-
637.83 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	10/26/2012	10/05/2011	637.83	665.93	28.10
45 SHARES OF MICROSOFT CORPORATION	10/24/2012	06/17/2011	1,260.64	1,091.64	169.00 Covered
91.17 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	11/16/2012	10/19/2011	91.17	95.93	4.76-
292.45 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	11/16/2012	10/21/2011	292.45	308.17	15.72
2039.29 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	11/16/2012	07/11/2011	2,039.29	2,095.37	56.08
20 SHARES OF JOHNSON CONTROLS INC	11/14/2012	06/17/2011	501.20	743.60	242.40- Covered
8 SHARES OF VISA INC	11/14/2012	11/10/2011	1,118.79	745.20	373.59- Covered
210.67 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	11/27/2012	10/20/2011	210.67	225.91	15.24-
597.64 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	11/27/2012	10/05/2011	597.64	623.97	26.33-
2698.33 UNITS OF MORGAN STANLEY CAPITAL I (11 DAY DELAY) 5.623% 12/12/2049	12/17/2012	07/11/2011	2,698.33	2,772.53	74.20-
20 SHARES OF JOHNSON CONTROLS INC	12/13/2012	06/17/2011	566.11	743.60	177.49- Covered
82.38 UNITS OF FEDERAL HOME LOAN MTG ASSN POOL #E96873 14 DAY DELAY 4% 06/01/2018	12/18/2012	10/19/2011	82.38	86.68	4.30-
303.42 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #J02199 14 DAY DELAY 4% 03/01/2020	12/18/2012	10/21/2011	303.42	319.73	16.31-
219.998 SHARES OF VANGUARD TOTAL BOND MARKET INDEX FUND 1351	12/18/2012	11/02/2011	2,444.18	2,433.18	11.00
99.534 SHARES OF VANGUARD TOTAL BOND MARKET INDEX FUND 1351	12/18/2012	11/02/2011	1,105.82	1,100.85	4.97
40.57 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #747873 4.5% 12/01/2018	12/27/2012	10/20/2011	40.57	43.50	2.93-
591.42 UNITS OF FEDERAL NATL MORTGAGE ASSN POOL #AE7758 (24 DAY DELAY) 3.5% 11/01/2025	12/27/2012	10/05/2011	591.42	617.48	26.06

** TOTAL LONG TERM CAPITAL GAIN (LOSS)

48,996.40

46,275.93

2,720.47

Total

** SHORT TERM CAPITAL GAINS DIVIDENDS

1245.476 BASIS SHARES OF
VANGUARD TOTAL BOND MARKET INDEX FUND
1351

6.23

1585.485 BASIS SHARES OF

7.93