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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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

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
B Telephone number: (651) 209-3301
G Check all that apply: Initial return, Final return, Address change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 739,257
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(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 <input checked="" type="checkbox"/>	358,197	381,780		
	c	Investments—corporate bonds (attach schedule) . . . . .	175,894 <input checked="" type="checkbox"/>	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	<b>Total assets</b> (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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	24	Unrestricted . . . . .	678,325	705,499			
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
27	Capital stock, trust principal, or current funds . . . . .						
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	678,325	705,499				
31	<b>Total liabilities and net assets/fund balances</b> (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) ▶ _____ <input checked="" type="checkbox"/>	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)
<b>1 a</b> PUBLICALLY TRADED SECURITIES	P		
<b>b</b> PUBLICALLY TRADED SECURITIES	P		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 524,034		503,280	20,754
<b>b</b> 48,996		46,276	2,720
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			20,754
<b>b</b>			2,720
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	24,425
<b>3</b> 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		<b>3</b>	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			

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.113375
<b>3</b> 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	<b>3</b>	0.037792
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	727,289
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	27,486
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	415
<b>7</b> Add lines 5 and 6.	<b>7</b>	27,901
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	40,768

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	415
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	415
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	415
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	415
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</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)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MN _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 . . . . . 15
and enter the amount of tax-exempt interest received or accrued during the year . . . . .
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.
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)? 1b
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c 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? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a 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))?  Yes  No

**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

**(3)** Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).  Yes  No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here.  Yes  No

**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?  Yes  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?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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.  Yes  No

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

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

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

**Total** number of others receiving over \$50,000 for professional services. . . . . **▶**

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **▶**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	731,972
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	6,392
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	738,364
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	738,364
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	11,075
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	727,289
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	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.)

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	40,768
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	40,768
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	415
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				35,949
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			22,425	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>40,768</u>				
<b>a</b> Applied to 2011, but not more than line 2a			22,425	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				18,343
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				17,606
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . .				
<b>e</b> 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)

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2012</b>	<b>(b) 2011</b>	<b>(c) 2010</b>	<b>(d) 2009</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 40,243
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

**Schedule of Contributors**

OMB No 1545-0047

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

**2012**

Department of the Treasury  
Internal Revenue Service

**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

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% 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 )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization  
THE WILFORD FAMILY FOUNDATION

Employer identification number  
26-3863475

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	40 SHARES OF APPLE COMPUTER INC	\$ 21,103	2012-12-18
		\$	
		\$	
		\$	
		\$	
		\$	

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 exclusively 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

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
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  4434 DORCHESTER DRIVE WOODBURY, MN 55129	PRESIDENT 0 50	0	0	0
LINDA C WILFORD  4434 DORCHESTER DRIVE WOODBURY, MN 55129	VICE PRES 0 25	0	0	0
ADAM L WILFORD  13622 ATWOOD AVENUE NORTH ROSEMOUNT, MN 55068	EXEC DIR 0 25	0	0	0
JEFFREY D WILFORD  2255 ORIOLE AVENUE NORTH STILLWATER, MN 55082	DIRECTOR 0 25	0	0	0
AMY L BLACKFORD  5509 RABBIT CREEK ROAD FORT COLLINS, CO 80528	DIRECTOR 0 25	0	0	0

**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)				
<b>a</b> <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)								
<b>a</b> <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
<b>Total . . . . .</b>							<b>3a</b>	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	15.13-
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	10.80-
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	9.09-
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	8.08-
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	342.00- 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
<b>** TOTAL SHORT TERM CAPITAL GAIN (LOSS)</b>			<b>524,033.81</b>	<b>503,279.70</b>	<b>20,754.11</b>
<b>** LONG TERM CAPITAL GAIN (LOSS)</b>					
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      16,275.93      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