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Form 990-PF

## Return of Private Foundation

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

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 JOHN SCULLY FOUNDATION		A Employer identification number 26-6003516			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 75000		B Telephone number (see instructions) (612) 215-3603			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,259,789	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments	8	8			
4 Dividends and interest from securities. . . . .	36,003	36,003			
5a Gross rents . . . . .	3,426	3,426	3,426		
b Net rental income or (loss) 3,426					
6a Net gain or (loss) from sale of assets not on line 10	27,496				
b Gross sales price for all assets on line 6a 580,232					
7 Capital gain net income (from Part IV, line 2) . . .		27,496			
8 Net short-term capital gain . . . . .			0		
9 Income modifications . . . . .					
10a Gross sales less returns and allowances					
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 Total. Add lines 1 through 11 . . . . .	66,933	66,933	3,426		
13 Compensation of officers, directors, trustees, etc	18,282	16,454		1,828	
14 Other employee salaries and wages . . . . .		0	0	0	
15 Pension plans, employee benefits . . . . .		0	0		
16a Legal fees (attach schedule) . . . . .				0	
b Accounting fees (attach schedule) . . . . .	900	450		450	
c Other professional fees (attach schedule) . . . . .	27,880	27,880		0	
17 Interest . . . . .				0	
18 Taxes (attach schedule) (see instructions)	5,388			0	
19 Depreciation (attach schedule) and depletion . . .	0	0			
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .		0	0		
22 Printing and publications . . . . .		0	0		
23 Other expenses (attach schedule) . . . . .	44,626	44,626			
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .	97,076	89,410	0	2,278	
25 Contributions, gifts, grants paid. . . . .	179,000			179,000	
26 Total expenses and disbursements. Add lines 24 and 25	276,076	89,410	0	181,278	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-209,143				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			3,426		

	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 . . . . .	183,264	95,646	95,671	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►		0	0	
	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 ►	0			
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10a Investments—U S and state government obligations (attach schedule)	55,463	66,840	67,991	
	b Investments—corporate stock (attach schedule) . . . . .	792,070	661,747	780,529	
	c Investments—corporate bonds (attach schedule) . . . . .	227,025	224,322	235,598	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans . . . . .					
13 Investments—other (attach schedule) . . . . .			0		
14 Land, buildings, and equipment basis ►	3,557,500	3,557,500	2,080,000		
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)	4,815,322	4,606,055	3,259,789		
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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds . . . . .	4,815,322	4,606,055		
	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) . . . . .	4,815,322	4,606,055			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	4,815,322	4,606,055			
Net Assets or Fund Balances					

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	4,815,322
2	Enter amount from Part I, line 27a . . . . .	2	-209,143
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3 . . . . .	4	4,606,179
5	Decreases not included in line 2 (itemize) ►	5	124
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,606,055

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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**1a** See Additional Data Table**b****c****d****e**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
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**a** See Additional Data Table**b****c****d****e**

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

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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**a** See Additional Data Table**b****c****d****e**

<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>	27,496
<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>	

**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2011	161,466	3,541,827	0 045588
2010	38,726	4,074,790	0 009504
2009	30,900	313,954	0 098422
2008	37,614	407,703	0 092258
2007	24,209	482,937	0 050129

**2** **Total** of line 1, column (d). . . . .**2** 0 295901**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 05918**4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .**4** 3,353,318**5** Multiply line 4 by line 3. . . . .**5** 198,449**6** Enter 1% of net investment income (1% of Part I, line 27b). . . . .**6** 0**7** Add lines 5 and 6. . . . .**7** 198,449**8** Enter qualifying distributions from Part XII, line 4. . . . .**8** 181,278

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)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary—see instructions)	1	0	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	0	
3	Add lines 1 and 2.	4	0		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	0		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .				
6	<b>Credits/Payments</b>				
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	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.	7	0		
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9			
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10			
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b>	0	<b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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)?	1b	No
	<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>		
c	Did the foundation file <b>Form 1120-POL</b> for this year?	1c	No
d	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"/> \$ _____		
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	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 <b>Form 990-T</b> for this year?	4b	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> <li>● By language in the governing instrument, or</li> <li>● 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?</li> </ul>	6	Yes
7	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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SD		
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>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► COMERICA BANK Located at ► 101 NORTH MAIN STREET ANN ARBOR MI	Telephone no ► (877) 405-1091 ZIP +4 ► 48104
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► 15
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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
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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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . ►		No
1c	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? . . . . .		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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012). . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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? . . . . .		No
3b			
4b			No

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>	<p><b>5b</b></p>
<p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . .</p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p>	
<p><b>c</b> 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</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>	
<p><b>6a</b> 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</p>	<p><b>6b</b></p>
<p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p><b>No</b></p>
<p><b>7a</b> 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</p>	
<p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .</p>	<p><b>7b</b></p>

**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).

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account other allowances</b>
COMERICA BANK PO BOX 75000 M/C 5100 DETROIT MI 482755100	TRUSTEE 1	18,282		

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

**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. . . . .		0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	1,188,610
b	Average of monthly cash balances. . . . .	1b	135,774
c	Fair market value of all other assets (see instructions). . . . .	1c	2,080,000
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	3,404,384
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	3,404,384
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	51,066
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,353,318
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	167,666

**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	167,666
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	0
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	167,666
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	167,666
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	167,666

**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	181,278
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	0
b	Cash distribution test (attach the required schedule). . . . .	3b	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	181,278
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	181,278

**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				167,666
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			175,514	
<b>b</b> Total for prior years 2010, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	0			
<b>b</b> From 2008. . . . .	0			
<b>c</b> From 2009. . . . .	0			
<b>d</b> From 2010. . . . .	0			
<b>e</b> From 2011. . . . .	0			
<b>f Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ 181,278				
<b>a</b> Applied to 2011, but not more than line 2a			175,514	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .			5,764	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<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	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<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. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				161,902
<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) . . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	0			
<b>b</b> Excess from 2009. . . . .	0			
<b>c</b> Excess from 2010. . . . .	0			
<b>d</b> Excess from 2011. . . . .	0			
<b>e</b> Excess from 2012. . . . .	0			

**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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

BRENDA PEARSON  
60 S 6TH ST STE 2550  
MINNEAPOLIS, MN 55402  
(612) 215-3603

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

LETTER FORM

c Any submission deadlines

NONE

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

NONE

**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
<b>a Paid during the year</b>				
DARTMOUTH COLLEGE 7 LEBANON STREET STE 309 HANOVER, NH 03755	NONE	EXEMPT	SCHOLARSHIPS	50,000
SOUTH DAKOTA SCHOOL OF MINES & TECHNOLOGY 501 E ST JOSEPH RAPID CITY, SD 57701	NONE	EXEMPT PUBLIC SCHOOL	SCHOLARSHIP	129,000
<b>Total . . . . .</b>			► 3a	179,000
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
Line	Description	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>			14	8	
<b>4</b>	<b>Dividends and interest from securities</b>			14	36,003	
<b>5</b>	<b>Net rental income or (loss) from real estate</b>					
a	Debt-financed property					
b	Not debt-financed property			16	3,426	
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			18	27,496	
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue</b> a					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>				66,933	
<b>13</b>	<b>Total</b> Add line 12, columns (b), (d), and (e)					66,933
	(See worksheet in line 13 instructions to verify calculations.)					

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



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
52 AT&T INC		2008-07-07	2012-08-31
174 ALLEGHENY TECHNOLOGIES INC		2010-08-24	2012-04-26
25 AMERICAN EXPRESS CO		2010-07-26	2012-08-17
15 AMERICAN EXPRESS CO		2010-05-17	2012-12-18
88 AMERICAN INTL GROUP INC		2012-09-11	2012-12-05
22 ANGLOGOLD LTD ADR		2011-01-13	2012-12-05
75 ANGLOGOLD LTD ADR		2008-07-11	2012-12-05
13 ANGLOGOLD LTD ADR		2012-10-08	2012-12-05
56 AON CORPORATION		2009-11-30	2012-04-03
38 APACHE CORP		2007-01-05	2012-12-05
4 APPLE COMPUTER INC		2009-07-28	2012-02-09
4 APPLE COMPUTER INC		2009-07-28	2012-03-14
19 BARRICK GOLD CORP		2002-12-17	2012-06-06
46 BARRICK GOLD CORP		2002-12-17	2012-12-05
10 BERKSHIRE HATHAWAY CL B		2011-02-04	2012-10-25
20 BERKSHIRE HATHAWAY CL B		2011-02-04	2012-10-31
20 BEST BUY INC		2012-04-17	2012-10-24
52 BEST BUY INC		2012-04-17	2012-12-05
5000 BOTTLING GROUP LLC 4 625% 11/15/2012		2007-02-21	2012-11-15
9 CVS CORPORATION (DEL)		2011-02-04	2012-06-14
8 CVS CORPORATION (DEL)		2011-02-04	2012-07-19
13 CVS CORPORATION (DEL)		2011-02-04	2012-12-05
29 CVS CORPORATION (DEL)		2009-11-05	2012-12-05
23 CA INC		2010-05-17	2012-06-14
6 CA INC		2011-01-26	2012-06-14
194 CA INC		2010-05-17	2012-12-05
33 CANADIAN NATURAL RESOURCES LTD ADR		2012-04-24	2012-12-05
72 CANADIAN NATURAL RESOURCES LTD ADR		2010-01-26	2012-12-05
27 CAPITAL ONE FINANCIAL CORP		2012-09-05	2012-12-05
98 CISCO SYS INC		2010-11-05	2012-11-02

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
150 CISCO SYS INC		2011-09-08	2012-12-05
27 CISCO SYS INC		2012-02-10	2012-12-05
18 CITIGROUP INC		2012-07-27	2012-12-05
55 5 CITIGROUP INC		2009-12-17	2012-12-05
33 5 CITIGROUP INC		2011-06-01	2012-12-05
314 CONOCOPHILLIPS		2010-08-24	2012-05-23
467 CONSOL ENERGY INC		2010-08-24	2012-01-24
921 CORNING INCORPORATED		2010-08-24	2012-01-26
5000 DISNEY WALT CO 4 7% 12/01/2012		2007-12-17	2012-12-01
243 DOVER CORP		2010-03-23	2012-05-15
59 DOW CHEMICAL CO		2012-04-16	2012-08-31
109 DU PONT E I DE NEMOURS & CO		2008-07-07	2012-08-31
44 EMC CORP		2012-01-23	2012-12-05
115 EATON CORP		2011-11-03	2012-08-31
383 EATON CORP		2011-11-03	2012-12-03
133 EMERSON ELEC CO		2009-09-17	2012-05-15
30 EXPEDITORS INTERNATIONAL		2012-05-01	2012-12-18
60 EXPRESS SCRIPTS INC CL A		2010-07-26	2012-02-07
5000 FEDERAL NATL MTG ASSN 5% 02/16/2012		2007-05-15	2012-02-16
2000 FEDERAL NATL MTG ASSN 4 75% 11/19/2012		2007-11-16	2012-08-14
3000 FEDERAL NATL MTG ASSN 4 75% 11/19/2012		2007-11-16	2012-10-19
172 GENERAL ELECTRIC CO		2008-07-07	2012-08-31
7000 GENERAL ELEC CAP CORP 5 4% 02/15/2017		2008-07-07	2012-11-02
44 GENERAL MTRS CO		2010-11-23	2012-12-05
48 GENERAL MTRS CO		2012-06-13	2012-12-05
17 GENERAL MTRS CO		2011-02-15	2012-12-05
33 GENWORTH FINL INC CL A		2004-05-27	2012-04-18
100 GENWORTH FINL INC CL A		2010-12-08	2012-04-19
10 GENWORTH FINL INC CL A		2010-12-06	2012-04-20
15 GENWORTH FINL INC CL A		2010-11-03	2012-04-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
44 GENWORTH FINL INC CL A		2010-11-01	2012-04-24
40 GILEAD SCIENCES INC		2009-07-28	2012-01-19
65 GILEAD SCIENCES INC		2009-11-03	2012-08-02
5 GILEAD SCIENCES INC		2009-11-03	2012-09-19
6 GOLDMAN SACHS GROUP INC		2010-08-25	2012-12-05
14 GOLDMAN SACHS GROUP INC		2011-07-01	2012-12-05
5000 GOLDMAN SACHS 6 6% 01/15/2012		2007-09-27	2012-01-15
67000 GOLDMAN SACHS GROUP INC 5 7000% DUE 09/01/2012		2008-07-07	2012-09-01
2 GOOGLE INC CL A		2011-04-26	2012-08-24
3 GOOGLE INC CL A		2011-04-26	2012-10-17
72 GULFMARK OFFSHORE INC		2008-08-21	2012-02-27
24 HALLIBURTON CO HLDG		2012-06-20	2012-12-05
26 HALLIBURTON CO HLDG		2008-11-12	2012-12-05
83 HARTFORD FINL SERVICES GROUP INC		2009-12-22	2012-12-05
7 HARTFORD FINL SERVICES GROUP INC		2012-08-02	2012-12-05
90 HARTFORD FINL SERVICES GROUP INC		2011-11-16	2012-12-05
22 HESS CORP COM		2007-04-17	2012-01-03
5 HEWLETT PACKARD CO		2012-03-05	2012-06-14
138 HEWLETT PACKARD CO		2012-08-02	2012-11-20
4 HONEYWELL INTERNATIONAL INC		2008-07-07	2012-08-31
42 HONEYWELL INTERNATIONAL INC		2012-03-08	2012-08-31
9 IBM CORP		2012-03-26	2012-11-02
5000 IBM CORP 4 75% 11/29/2012		2003-10-17	2012-11-29
8 INTUITIVE SURGICAL INC		2010-12-06	2012-01-05
8 INTUITIVE SURGICAL INC		2010-12-06	2012-03-29
8000 JP MORGAN CHASE & CO 2 05% 01/24/2014		2012-03-07	2012-11-02
70 JP MORGAN CHASE & CO		2010-11-05	2012-08-31
45 JP MORGAN CHASE & CO		2002-02-06	2012-12-05
41 JOHNSON & JOHNSON		2008-07-07	2012-08-31
12 LINCOLN NATL CORP IND		2010-06-22	2012-03-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
40 LINCOLN NATL CORP IND		2010-06-23	2012-12-05
3 LOEWS CORP		2008-09-30	2012-06-14
12 LOEWS CORP		2008-10-06	2012-07-03
49 LOEWS CORP		2009-03-23	2012-12-05
3 MERCK & CO INC NEW		2008-12-09	2012-06-14
40 MERCK & CO INC NEW		2009-02-27	2012-12-05
89 METLIFE INC		2010-12-06	2012-12-05
301 MICROSOFT CORP		2010-07-23	2012-02-02
96 MICROSOFT CORP		2011-03-09	2012-08-31
26 MICROSOFT CORP		2011-08-15	2012-12-05
57 MICROSOFT CORP		2005-06-24	2012-12-05
417 MINDRAY MEDICAL INTL LTD ADR		2011-07-06	2012-05-02
30 MOSAIC CO NEW		2012-06-05	2012-12-05
7 MOTOROLA SOLUTIONS INC		2010-02-01	2012-02-01
12 MOTOROLA SOLUTIONS INC		2010-02-01	2012-03-23
21 MOTOROLA SOLUTIONS INC		2009-02-05	2012-04-25
55 NRG ENERGY INC		2008-05-09	2012-12-05
227 NATIONAL FUEL GAS CO		2008-07-29	2012-04-26
23 NATIONAL-OILWELL INC		2008-07-07	2012-08-31
25 NATIONAL-OILWELL INC		2012-06-26	2012-09-10
227 NEXTERA ENERGY INC		2009-04-07	2012-01-04
3 NOBLE ENERGY INC		2005-02-09	2012-06-14
7 NOBLE ENERGY INC		2005-02-09	2012-07-30
5 NOBLE ENERGY INC		2005-02-09	2012-09-14
11 NOBLE ENERGY INC		2005-02-09	2012-12-05
15 OCCIDENTAL PETROLEUM CORP		2010-04-14	2012-12-05
340 ORACLE CORPORATION		2010-11-24	2012-09-21
45 PNC FINANCIAL SERVICES GROUP		2011-10-06	2012-08-31
39 PACCAR INC		2011-09-28	2012-12-05
15 PERRIGO CO		2010-11-04	2012-01-26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
10 PERRIGO CO		2010-08-13	2012-06-08
24 PFIZER INC		2010-12-27	2012-05-21
37 PFIZER INC		2010-12-27	2012-07-18
164 PFIZER INC		2010-12-22	2012-12-05
2 PHILIP MORRIS INTL INC		2002-02-06	2012-06-14
5 PHILIP MORRIS INTL INC		2002-02-06	2012-09-07
12 PHILIP MORRIS INTL INC		2002-02-06	2012-12-05
157 PHILLIPS 66		2010-08-24	2012-05-10
47 PITNEY BOWES INC		2008-01-03	2012-12-05
64 PRAXAIR INC		2009-01-08	2012-08-03
63 PRAXAIR INC		2009-01-08	2012-09-06
53 RANGE RESOURCES CORP		2010-11-10	2012-08-31
12 RAYTHEON COMPANY		2003-10-15	2012-04-26
2 RAYTHEON COMPANY		2003-10-15	2012-06-14
11 RAYTHEON COMPANY		2003-10-15	2012-12-05
16 RAYTHEON COMPANY		2011-08-16	2012-12-05
27 ROYAL DUTCH SHELL PLC ADR-B		2011-03-10	2012-08-31
7 SANOFI-SYNTHELABO ADR		2007-08-03	2012-06-14
103 SANOFI-SYNTHELABO ADR		2010-12-01	2012-12-05
27 SCHLUMBERGER LTD		2012-01-25	2012-08-31
453 SPECTRA ENERGY CORP		2010-08-23	2012-07-03
135 TALISMAN ENERGY INC		2011-11-10	2012-12-05
123 TALISMAN ENERGY INC		2012-09-24	2012-12-05
78 TALISMAN ENERGY INC		2008-07-22	2012-12-05
155 TEVA PHARMACEUTICAL INDUSTRIES LTD (ISRAEL) ADR		2011-04-26	2012-05-10
9 TEVA PHARMACEUTICAL INDUSTRIES LTD (ISRAEL) ADR		2012-06-26	2012-12-05
52 TEVA PHARMACEUTICAL INDUSTRIES LTD (ISRAEL) ADR		2011-09-20	2012-12-05
7 TIME WARNER INC		2010-12-21	2012-06-14
60 TIME WARNER INC		2010-12-21	2012-12-05
317 TRANSCANADA CORP		2010-12-15	2012-01-24

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
7 UNION PACIFIC CORP		2004-03-08	2012-02-01
74 UNION PACIFIC CORP		2011-11-03	2012-02-16
1 UNION PACIFIC CORP		2004-03-08	2012-06-14
14 UNION PACIFIC CORP		2011-11-03	2012-08-31
13 UNION PACIFIC CORP		2004-03-08	2012-12-05
5000 U S TREAS NTS 4 375% DUE 08/15/2012		2012-02-28	2012-06-08
5000 UNITED STATES TREASURY 3 125% 05/15/201		2011-10-14	2012-05-15
4000 UNITED STATES TREAS NTS 1% 04/30/2012		2011-06-17	2012-04-30
1000 UNITED STATES TREASURY 1 375% 05/15/201		2012-05-16	2012-09-13
1000 UNITED STATES TREASURY DTD 11/15/2010 2		2010-12-15	2012-05-15
40 UNITED TECHNOLOGIES CORP		2008-07-07	2012-08-31
50 UNUMPROVIDENT CORP		2012-08-09	2012-12-05
108 UNUMPROVIDENT CORP		2010-09-15	2012-12-05
150 VERIZON COMMUNICATIONS		2008-07-07	2012-08-01
55 VERISK ANALYTICS INC CL A		2011-08-23	2012-07-06
8 VIACOM INC NEW CL B		2006-01-04	2012-01-05
10 VIACOM INC NEW CL B		2006-01-04	2012-02-06
4 VIACOM INC NEW CL B		2006-01-04	2012-06-14
12 VIACOM INC NEW CL B		2006-01-04	2012-09-11
62 VIACOM INC NEW CL B		2006-03-06	2012-12-05
20 VISA INC CL A		2010-07-29	2012-01-26
20 VISA INC CL A		2009-07-28	2012-04-18
15 VISA INC CL A		2009-07-28	2012-10-22
16 WELLS FARGO & CO NEW		2011-05-02	2012-06-14
186 WELLS FARGO & CO NEW		2011-03-09	2012-08-31
6 WELLS FARGO & CO NEW		2002-02-06	2012-09-19
1 WELLS FARGO & CO NEW		2011-05-02	2012-09-19
75 WELLS FARGO & CO NEW		2002-02-06	2012-12-05
89 WILLIAMS COS INC		2012-01-04	2012-08-31
70 WILLIAMS COS INC		2012-01-04	2012-10-02

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
333 WPX ENERGY INC		2011-10-04	2012-01-10
162 WPX ENERGY INC		2011-10-04	2012-01-18
15 AON PLC		2012-04-03	2012-06-14
41 AON PLC		2012-04-03	2012-12-05
36 COVIDIEN PLC		2012-01-06	2012-08-31
29 ENSCO PLC		2012-07-03	2012-11-02
3 INGERSOLL-RAND PLC		2002-02-06	2012-06-14
37 INGERSOLL-RAND PLC		2002-02-06	2012-12-05
25 ACE LIMITED		2012-03-16	2012-08-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
1,914		1,695	219
7,455		9,387	-1,932
1,438		1,131	307
873		615	258
2,991		2,758	233
667		982	-315
2,275		2,519	-244
394		439	-45
2,748		1,902	846
2,962		2,398	564
1,975		637	1,338
2,341		534	1,807
765		304	461
1,548		735	813
871		827	44
1,731		1,654	77
338		440	-102
633		1,138	-505
5,000		4,861	139
411		294	117
370		261	109
599		424	175
1,337		835	502
593		561	32
155		140	15
4,272		2,379	1,893
925		1,099	-174
2,019		2,410	-391
1,547		1,509	38
1,714		2,173	-459

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
2,897		2,495	402
521		537	-16
662		493	169
2,041		1,766	275
1,232		1,419	-187
16,062		20,996	-4,934
15,983		30,962	-14,979
11,749		17,629	-5,880
5,000		4,989	11
14,030		9,993	4,037
1,748		1,965	-217
5,450		4,506	944
1,100		1,028	72
5,181		5,295	-114
19,895		16,080	3,815
6,344		5,478	866
1,174		1,224	-50
3,052		2,516	536
5,000		5,014	-14
2,024		2,034	-10
3,010		3,052	-42
3,576		4,663	-1,087
8,098		6,896	1,202
1,106		1,500	-394
1,206		1,120	86
427		612	-185
203		643	-440
604		1,662	-1,058
61		120	-59
90		173	-83

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
267		503	-236
1,888		1,951	-63
3,709		3,017	692
335		219	116
705		866	-161
1,646		2,040	-394
5,000		5,246	-246
67,000		68,369	-1,369
1,356		1,068	288
2,263		1,602	661
3,817		3,630	187
804		707	97
872		457	415
1,789		3,051	-1,262
151		113	38
1,940		1,511	429
1,286		1,249	37
108		125	-17
1,637		3,177	-1,540
235		202	33
2,465		2,482	-17
1,757		1,860	-103
5,000		4,978	22
3,729		2,164	1,565
4,295		2,164	2,131
8,122		8,193	-71
2,609		2,862	-253
1,857		1,318	539
2,774		2,661	113
327		330	-3

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
1,026		1,084	-58
119		115	4
496		438	58
2,017		1,430	587
116		79	37
1,782		1,020	762
2,980		2,861	119
8,979		7,723	1,256
2,956		2,485	471
694		662	32
1,522		1,440	82
13,355		11,425	1,930
1,594		1,555	39
327		218	109
607		244	363
1,077		311	766
1,193		2,330	-1,137
10,505		12,409	-1,904
1,805		1,872	-67
2,037		1,522	515
13,384		11,778	1,606
248		90	158
625		209	416
485		150	335
1,062		329	733
1,125		1,289	-164
11,152		9,442	1,710
2,814		2,192	622
1,734		1,406	328
1,443		964	479

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
1,054		592	462
540		420	120
874		647	227
4,213		2,808	1,405
174		53	121
444		132	312
1,067		317	750
5,171		6,620	-1,449
513		1,615	-1,102
6,749		4,032	2,717
6,703		3,969	2,734
3,463		2,367	1,096
648		337	311
106		56	50
631		309	322
919		657	262
1,958		1,844	114
245		291	-46
4,727		3,871	856
1,954		2,045	-91
13,158		9,526	3,632
1,523		2,206	-683
1,388		1,560	-172
880		1,583	-703
6,546		7,585	-1,039
375		355	20
2,167		2,348	-181
246		223	23
2,778		1,891	887
13,158		11,949	1,209

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
815		216	599
8,030		7,493	537
113		31	82
1,705		1,418	287
1,599		402	1,197
5,038		5,098	-60
5,659		5,462	197
4,000		4,028	-28
1,008		1,011	-3
1,089		934	155
3,210		2,412	798
1,033		1,077	-44
2,231		2,338	-107
6,847		4,949	1,898
2,728		1,831	897
370		336	34
486		420	66
187		168	19
612		502	110
3,201		2,483	718
2,017		1,404	613
2,433		1,326	1,107
2,072		995	1,077
509		466	43
6,350		6,108	242
212		135	77
35		29	6
2,481		1,689	792
2,877		2,382	495
2,472		1,873	599

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
6		4	2
2,477		2,041	436
695		736	-41
2,326		2,012	314
2,027		1,628	399
1,737		1,406	331
117		59	58
1,801		722	1,079
1,848		1,816	32

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			219
			-1,932
			307
			258
			233
			-315
			-244
			-45
			846
			564
			1,338
			1,807
			461
			813
			44
			77
			-102
			-505
			139
			117
			109
			175
			502
			32
			15
			1,893
			-174
			-391
			38
			-459

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			402
			-16
			169
			275
			-187
			-4,934
			-14,979
			-5,880
			11
			4,037
			-217
			944
			72
			-114
			3,815
			866
			-50
			536
			-14
			-10
			-42
			-1,087
			1,202
			-394
			86
			-185
			-440
			-1,058
			-59
			-83

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			-236
			-63
			692
			116
			-161
			-394
			-246
			-1,369
			288
			661
			187
			97
			415
			-1,262
			38
			429
			37
			-17
			-1,540
			33
			-17
			-103
			22
			1,565
			2,131
			-71
			-253
			539
			113
			-3

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			-58
			4
			58
			587
			37
			762
			119
			1,256
			471
			32
			82
			1,930
			39
			109
			363
			766
			-1,137
			-1,904
			-67
			515
			1,606
			158
			416
			335
			733
			-164
			1,710
			622
			328
			479

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			462
			120
			227
			1,405
			121
			312
			750
			-1,449
			-1,102
			2,717
			2,734
			1,096
			311
			50
			322
			262
			114
			-46
			856
			-91
			3,632
			-683
			-172
			-703
			-1,039
			20
			-181
			23
			887
			1,209

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			599
			537
			82
			287
			1,197
			-60
			197
			-28
			-3
			155
			798
			-44
			-107
			1,898
			897
			34
			66
			19
			110
			718
			613
			1,107
			1,077
			43
			242
			77
			6
			792
			495
			599

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			2
			436
			-41
			314
			399
			331
			58
			1,079
			32

## TY 2012 Investments Corporate Bonds Schedule

**Name:** JOHN SCULLY FOUNDATION

**EIN:** 26-6003516

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	221,268	232,402
CORPORATE BOND - FOREIGN	3,054	3,196

## TY 2012 Investments Corporate Stock Schedule

**Name:** JOHN SCULLY FOUNDATION

**EIN:** 26-6003516

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	584,426	696,389
CORPORATE STOCK - FOREIGN	77,321	84,140

## TY 2012 Investments Government Obligations Schedule

**Name:** JOHN SCULLY FOUNDATION

**EIN:** 26-6003516

**US Government Securities - End of**

**Year Book Value:** 66,840

**US Government Securities - End of**

**Year Fair Market Value:** 67,991

**State & Local Government**

**Securities - End of Year Book**  
**Value:**

**State & Local Government**

**Securities - End of Year Fair**  
**Market Value:**

## TY 2012 Other Decreases Schedule

**Name:** JOHN SCULLY FOUNDATION**EIN:** 26-6003516

<b>Description</b>	<b>Amount</b>
DIFFERENCE BETWEEN CASH RECEIPTS AND TAXABLE INCOME	124