Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION

A Employer identification number
35-2050825

Number and street (or P O box number if mail is not delivered to street address)
2310 N 725 E

Room/suite

B Telephone number
765-589-8834

City or town, state, and ZIP code
LAFAYETTE, IN 47905

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,696,876.86

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	281,949.99	281,156.34		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	386,931.39			
	b Gross sales price for all assets on line 6a 5,451,676.77				
	7 Capital gain net income (from Part IV, line 2)		386,931.39		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	668,881.38	668,087.73		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	96,000.00	9,600.00		86,400.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	12,605.00	8,823.50		3,781.50
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	29,752.51	4,565.85		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	63,911.60	63,911.60		0.00
	24 **Total operating and administrative expenses.** Add lines 13 through 23	202,269.11	86,900.95		90,181.50
	25 Contributions, gifts, grants paid	426,080.00			426,080.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	628,349.11	86,900.95		516,261.50
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	40,532.27			
	b **Net investment income** (if negative, enter -0-)		581,186.78		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,539,313.27	837,108.43	837,108.43
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	589,957.82		
	b Investments - corporate stock STMT 5	3,763,853.44	3,889,978.61	4,280,687.72
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	4,045,812.69	5,252,382.45	5,579,080.71
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,938,937.22	9,979,469.49	10,696,876.86
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	9,938,937.22	9,979,469.49	
	30 **Total net assets or fund balances**	9,938,937.22	9,979,469.49	
	31 **Total liabilities and net assets/fund balances**	9,938,937.22	9,979,469.49	

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	9,938,937.22
2	Enter amount from Part I, line 27a	2	40,532.27
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	9,979,469.49
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,979,469.49

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,451,676.77		5,064,745.38	386,931.39

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				386,931.39

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	386,931.39
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	496,838.00	10,598,560.53	.046878
2010	464,458.00	10,164,318.65	.045695
2009	600,438.55	9,363,099.85	.064128
2008	678,182.84	12,054,663.39	.056259
2007	517,682.00	13,914,838.89	.037204

2 **Total** of line 1, column (d)	2	.250164
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	.050033
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,486,053.29
5 Multiply line 4 by line 3	5	524,648.70
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,811.87
7 Add lines 5 and 6	7	530,460.57
8 Enter qualifying distributions from Part XII, line 4	8	516,261.50

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	11,623.74
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.00
3 Add lines 1 and 2			3	11,623.74
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	11,623.74
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,000.00		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	20,000.00
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,376.26
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		8,376.26 **Refunded** ▶	11	0.00

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0.00 (2) On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WAYNE E. WEBER Telephone no. ▶317-585-4455
Located at ▶11999 LAKESIDE DRIVE, FISHERS, IN ZIP+4 ▶46038

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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? | 6b | | X (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? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. DAVID WEBB 4839 WHIPPOORWILL DRIVE LAFAYETTE, IN 47909	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WILLIAM J. MCCAW 2310 N 725 E LAFAYETTE, IN 47905	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WAYNE E. WEBER 11999 LAKESIDE DRIVE FISHERS, IN 46038	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
CHARLES MAX LAYDEN P. O. BOX 909 LAFAYETTE, IN 47902	CO-TRUSTEE 5.00	24,000.00	0.00	0.00

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,857,373.93
b	Average of monthly cash balances	1b	788,365.45
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,645,739.38
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	10,645,739.38
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,686.09
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,486,053.29
6	**Minimum investment return.** Enter 5% of line 5	6	524,302.66

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	524,302.66
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 11,623.74		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	11,623.74
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	512,678.92
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	512,678.92
6	Deduction from distributable amount (see instructions)	6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	512,678.92

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	516,261.50
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	516,261.50
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	516,261.50

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				512,678.92
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			515,496.20	
b Total for prior years: ______ , ______ , ______		0.00		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 516,261.50				
a Applied to 2011, but not more than line 2a			515,496.20	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2012 distributable amount				765.30
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				511,913.62
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ART MUSEUM OF GREATER LAFAYETTE 102 SOUTH TENTH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	15,000.00
GREATER LAFAYETTE COMMUNITY FD PO BOX 677 LAFAYETTE, IN 47902	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
FOOD FINDERS 50 OLYMPIA COURT LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	44,000.00
HABITAT FOR HUMANITY 3815 FORTUNE DRIVE LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	17,000.00
HANNA COMMUNITY CENTER 1201 N 18TH ST LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
Total SEE CONTINUATION SHEET(S)			▶ 3a	426,080.00
b Approved for future payment NONE				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	281,949.99	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	386,931.39	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		668,881.38	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 668,881.38

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

William J McLean 5/14/2013 ▶ CO-TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
CHARLENE M. BEAVER	Charlene M. Beaver	5/13/13		P01357640
Firm's name ▶ CHARLENE M. BEAVER, CPA			Firm's EIN ▶ 20-4297717	
Firm's address ▶ 11999 LAKESIDE DRIVE FISHERS, IN 46038			Phone no. 317-585-4455	

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HISTORIC PROPHETSTOWN 3549 PROPHETSTOWN TRAIL BATTLE GROUND, IN 47920	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
NATALIE'S SECOND CHANCE 10 SOUTH 16TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	30,000.00
NEW COMMUNITY SCHOOL 710 NORTH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
NICHES LAND TRUST PO BOX 2790 WEST LAFAYETTE, IN 47906	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
LAFAYETTE PARKS FOUNDATION PO BOX 1535 LAFAYETTE, IN 47902	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
SALVATION ARMY 1110 UNION STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	4,500.00
STIDHAM UNITED METHODIST CHURCH 5300 S 175 W LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
TIPPECANOE ARTS FEDERATION 638 NORTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
LAFAYETTE URBAN MINISTRY 525 NORTH 9TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	9,500.00
TIPPECANOE CO HISTORICAL ASSN 909 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
Total from continuation sheets				335,080.00

ALFRED J. MCALLISTER AND DOROTHY N.
MCALLISTER FOUNDATION 35-2050825

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WABASH CENTER 2000 GREENBUSH STREET LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	14,580.00
WILDCAT WILDLIFE CENTER 4709 N 400 W DELPHI, IN 46923	NONE	PUBLIC CHARITY	CHARITABLE	56,000.00
YWCA CAMP TECUMSEH 12635 WEST TECUMSEH BEND BROOKSTON, IN 47923	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
LYN TREECE BOYS & GIRLS CLUB 1529 NORTH 10TH ST LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	10,500.00
MEALS ON WHEELS 1501 HARTFORD ST LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	15,000.00
MINTONYE SOUTHWESTERN SUMMER RECREATION PO BOX 1535 ROMNEY, IN 47981	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
PAWS & CLAWS ANIMAL SHELTER INC PO BOX 294 ATTICA, IN 47918	NONE	PUBLIC CHARITY	CHARITABLE	5,000.00
TIPPECANOE CO 4H EXHIBIT ASSN PO BOX 4466 LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	15,000.00
WOLF PARK INC 4004 EAST 800 NORTH BATTLE GROUND, IN 47920	NONE	PUBLIC CHARITY	CHARITABLE	15,000.00
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - DIVIDENDS	148,378.62	29,933.26	118,445.36
MERRILL LYNCH #2307 - DIVIDENDS	13,776.52	239.74	13,536.78
MERRILL LYNCH #2307 - INTEREST	316.34	0.00	316.34
MERRILL LYNCH #2328 - AMORTIZED INTEREST	<266.85>	0.00	<266.85>
MERRILL LYNCH #2328 - DIVIDENDS	3,732.32	0.00	3,732.32
MERRILL LYNCH #2328 - INTEREST	590.55	0.00	590.55
MERRILL LYNCH #4079 - DIVIDENDS	100,473.74	344.79	100,128.95
MERRILL LYNCH #4079 - INTEREST	160.87	0.00	160.87
MERRILL LYNCH #4J05 - AMORTIZED INTEREST	<811.37>	0.00	<811.37>
MERRILL LYNCH #4J05 - DIVIDENDS	22,975.18	121.35	22,853.83
MERRILL LYNCH #4J05 - INTEREST	15,263.21	0.00	15,263.21
MERRILL LYNCH #4J05 - U. S. INTEREST	8,000.00	0.00	8,000.00
TOTAL TO FM 990-PF, PART I, LN 4	312,589.13	30,639.14	281,949.99

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,605.00	8,823.50		3,781.50
TO FORM 990-PF, PG 1, LN 16B	12,605.00	8,823.50		3,781.50

FORM 990-PF	TAXES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD FROM DIVIDENDS	4,565.85	4,565.85		0.00
FEDERAL EXCISE TAX	25,186.66	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	29,752.51	4,565.85		0.00

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	62,466.60	62,466.60		0.00
INSURANCE - BOND	750.00	750.00		0.00
PROFESSIONAL SUBSCRIPTIONS	695.00	695.00		0.00
TO FORM 990-PF, PG 1, LN 23	63,911.60	63,911.60		0.00

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLERGAN INC	13,189.74	12,750.47
ALLSTATE CORP	24,163.09	29,444.61
AMAZON.COM	36,217.09	46,912.69
AMERICAN ELECTRIC POWER	27,011.83	28,254.16
AMERPRISE FINANCIAL	23,250.10	31,377.63
ANNALY CAP MGMT	23,804.81	21,158.28
APPLE INC	30,182.06	91,533.74
ASML HOLDINGS	24,818.33	25,820.39
ASTRAZENECA	69,168.88	72,701.26
AT&T INC	21,584.66	25,113.95
AUST NW	7,605.06	12,810.96
AXIS CAPITAL HOLDINGS	7,682.26	10,495.92
BAE SYS	14,310.90	14,281.48
BANCO BRADESCO	12,898.36	12,141.63
BARCLAYS	5,494.45	6,737.48
BIOGEN	15,957.27	20,052.69
BOEING COMPANY	14,395.18	16,579.20
MONTPELIER HOLDINGS	2,422.47	2,416.66
MORGAN STANLEY CAP VII	7,921.25	8,313.26
ALBERMARLE	20,266.81	20,685.96
ALTRIA GROUP	20,059.77	19,901.52
BERSHIRE HATHAWAY	12,470.51	14,082.90
BLACKROCK INC	16,494.28	16,950.22
BRISTOL MYERS SQUIBB	19,994.04	19,945.08
CHEVRON CORP	14,994.80	16,437.28
CINCINNATI FINANCIAL	15,055.08	17,073.76
CISCO SYSTEMS	14,761.31	16,780.59
COCA COLA	12,507.06	12,180.00
CONOCOPHILLIPS	8,759.42	9,858.30
DOMINION RESOURCES	21,198.61	20,875.40
DUKE ENERGY	9,985.49	9,952.80
FEDERATED INVESTORS	15,001.58	15,253.42

HASBRO	19,687.28	20,104.00
HATTERAS FINANCIAL	20,045.19	17,491.05
HERSHEY COMPANY	12,986.11	13,721.80
INTEL CORP	20,295.75	16,578.48
IBM CORP	12,417.77	12,067.65
JOHNSON & JOHNSON	7,477.27	8,271.80
KINDER MORGAN	20,147.51	22,109.78
LORILLARD INC	22,746.41	21,350.61
LOWES	14,980.19	20,708.16
MEADWESTVACO	11,325.72	13,098.57
MICROSOFT CORP	14,955.34	13,515.11
NEWMARKET	13,334.91	17,043.00
PAYCHEX	15,075.19	15,861.00
PFIZER	20,296.20	22,295.50
PHILIP MORRIS	10,066.94	9,953.16
REYNOLDS AMERICAN	10,008.07	10,108.92
VERIZON COMM	11,994.40	12,548.30
WAL MART STORES	12,526.15	13,577.77
WELLS FARGO & CO	19,647.15	20,883.98
ADOBE SYSTEMS	7,820.67	8,741.76
AEON COMPANY	10,821.56	9,798.36
AGRIUM INC	2,502.82	6,291.90
AMDOCS LIMITED	12,551.12	13,188.12
AMERICAN INTL	26,121.10	26,227.90
AMETEK	8,922.16	9,805.77
AMPHENOL	15,131.08	16,498.50
ANHEUSER BUSCH	28,350.77	29,107.53
ATHENAHEALTH	11,642.59	10,114.02
ATMEL CORP	10,064.56	11,010.55
BARRICK GOLD	37,014.72	28,883.25
BRISTOL MYERS SQUIBB	26,464.93	26,267.54
CH ROBINSON	9,887.39	10,873.84
CA INC	25,025.14	20,727.14
CANCDIAN PACIFIC	5,682.84	6,706.92
CAP GEMINI	5,365.98	6,309.90
CARLSBERG	11,458.78	13,139.90
CELGENE	8,490.81	9,494.87
CHEVRON CORP	17,423.62	26,494.30
CHINA PETE	11,775.31	13,445.64
CISCO SYSTEMS	24,325.29	28,904.27
COCA COLA	35,476.27	39,367.50
COMPANHIA D SNMNTO	5,292.23	19,137.53
CONOCOPHILLIPS	42,135.54	54,684.57
COPEL PARANA	13,033.79	11,144.10
COSTR GROUP	5,003.96	5,362.20
CROWN CASTLE	49,050.90	63,212.16
DANAHER CORP	22,622.31	23,533.90
DUETSCHE BOERSE	11,982.80	13,101.60
DIAGEO PLC	5,868.97	12,823.80
DRESSER RAND	15,493.75	16,898.14
EI DU PONT DE NEMOURS	25,755.09	22,174.40
EMC CORPORATION	22,731.07	27,754.10
ENSCO	25,756.21	30,114.24
EOG RESPORCES INC	12,524.13	12,803.74

EXPEDITORS	11,810.51	12,181.40
EXPRESS SCRIPTS	29,779.07	28,188.00
FACEBOOK	9,517.63	7,772.95
FAMILY DOLLAR STORES	13,296.83	12,364.95
FEDEX	12,221.14	12,473.92
FIFTH THIRD BANK	26,972.48	26,478.40
FLEXTRONICS	5,315.29	4,868.64
FRANCE TELECOM	17,237.92	9,469.85
FREEPORT MCMORAN	32,235.54	23,221.80
FUJI HEAVY INDS	7,542.33	12,302.48
GARTNER	12,934.51	12,149.28
GENERAL ELECTRIC	37,982.08	44,120.98
GLOBAL PAYMENTS	7,103.34	7,972.80
GOLDEN AGRI	5,600.53	5,912.50
GOOGLE INC	34,331.65	40,320.66
HANG SENG	5,906.00	6,598.74
HARRIS CORP	23,231.71	30,159.36
HITACHI	10,133.99	10,548.47
HSBC HOLDING	11,136.33	12,524.52
ILLUMINA	34,141.77	28,128.54
IMPERIAL	9,491.00	10,306.17
INCYTE CORP	4,383.92	3,886.74
INTEL CORP	52,231.51	48,044.60
IBM CORP	27,159.99	25,093.05
INTERNATIONAL PAPER	39,056.15	55,855.68
INTUIT	8,986.63	8,921.31
ISRAEL CHEMICAL	5,350.17	6,130.70
JACK HENRY	5,301.14	5,614.18
JOHNSON & JOHNSON	45,551.99	47,037.10
JOY GLOBAL	33,317.23	28,190.76
JPMORGAN CHASE	44,358.98	58,303.03
KDDI CORP	10,544.89	11,911.12
KIMBERLY CLARK	21,788.66	26,426.59
KINDER MORGAN	22,094.44	21,798.61
KLA TENCOR	12,552.78	11,223.60
KOC HOLDING	6,232.42	8,292.72
KOMATSU	5,238.45	5,244.84
KRAFT FOODS GROUP	11,616.34	12,731.60
LAMAR ADVERSITING	5,803.42	6,858.75
LINKEDIN	18,562.88	20,437.96
LOCKHEED MARTIN	24,284.83	27,040.97
LPL FINANCIAL	3,757.14	3,712.12
MAGNA INTL	5,039.82	6,502.60
MANULIFE FINANCIAL	13,779.13	12,693.06
MARATHON OIL CORP	22,253.82	25,907.70
MARKS AND SPENCER	5,633.23	5,768.98
MASIMO	7,113.17	6,639.16
MATTEL INC	20,556.14	28,380.50
MEAD JOHNSON NUTRITION	4,406.85	4,019.29
MEDTRONIC INC	22,746.66	26,786.06
MERCK	25,521.14	26,979.46
METLIFE	29,834.48	24,474.42
MICROSOFT CORP	78,214.42	72,495.13
MITSUI CO	9,504.83	10,818.00

MIZUHO FINANCIAL	12,686.44	13,878.72
MOLSON COOR	27,425.38	26,786.54
MONDELEZ INTL	21,564.42	21,380.68
MONSANTO	38,194.47	47,987.55
MOTOROLA	6,227.75	7,238.40
MSC INDL	9,368.03	10,025.54
MSCI INC	15,113.15	13,294.71
NEXTERA	16,336.81	16,259.65
NITTO DENKO CORP	11,049.65	13,755.82
NORTHRUP GRUMMAN CORP	20,178.90	28,113.28
OREILLY AUTOMOTIVE	19,376.50	18,599.36
OMNICOM GROUP	7,717.58	7,394.08
ON SEMICONDUCTOR	7,730.33	8,382.45
PETRLEO BRAS	5,486.97	3,971.88
PRFIZER	44,241.98	55,425.25
PHILIP MORRIS	39,549.69	39,645.36
PHILLIPS 66	16,697.16	30,267.00
PNC FINANCIAL	22,387.03	22,799.21
POSCO	10,334.65	11,008.10
POTASH	11,227.25	10,457.33
PRECISION CASTPARTS	36,462.71	50,764.56
T ROWE PRICE INTL BD	7,064.20	7,423.35
PROCTER & GAMBLE CO	31,960.63	33,537.66
QUALCOMM	28,107.73	28,826.58
RANGE RESOURCES	32,105.77	33,299.90
REED ELSEVIER	12,662.82	13,991.34
RENAISSANCERE HOLDINGS	3,266.03	5,363.16
REYNOLDS AMERICAN	17,920.89	25,520.88
RIO TINTO	12,888.86	12,431.26
RITCHIE BROS	7,252.91	7,708.41
ROPER INDUSTRIES INC	6,061.90	13,823.52
ROYAL DUTCH SHELL PLC	44,585.10	44,748.55
RYANAIR HOLDINGS	7,556.85	8,295.76
SAGE GROUP	4,750.22	6,057.06
SANDISK CORP	19,479.87	17,487.00
SANOFI AVENTIS	10,955.97	14,593.04
SASOL LTD	13,556.70	15,281.37
HENRY SHEIN INC	11,620.32	12,063.00
SCHLUMBERGER LTD	28,927.62	26,472.07
SEADRILL	5,132.88	5,556.80
SEGA SAMMY	6,084.86	4,765.20
SENSATA TECH	14,648.64	15,428.00
SHERWIN WILLIAMS	12,832.06	13,997.62
SIEMENS	10,782.63	14,231.10
SK TELECOM	16,296.11	14,373.64
SOLERA	15,520.26	19,142.26
ST JUDE MEDICAL	11,682.84	11,131.12
STAPLES	27,841.42	26,619.00
STARBUCKS CORP	15,541.15	30,783.62
STATOIL	7,669.99	11,042.64
SVENSKA AKTI	3,844.66	7,561.12
TAIWAN MANUFACTURING	3,891.27	5,954.52
TATA MOTORS	5,744.26	6,404.56
TE CONNECTIVITY	13,382.21	13,882.88

TECHNE CORP	5,551.22	5,603.88
TELSTRA CORP	4,143.44	6,370.00
TEVA PHARMACEUTICALS	13,669.40	10,455.20
THERMO FISHER	8,808.77	9,949.68
TORONTO DOMINION BANK	5,027.04	11,131.56
TOTAL S.A.	68,531.03	59,239.39
TRANSDIGM GROUP	5,509.22	5,454.40
TRAVELERS COS	19,639.18	27,866.16
ULTRA PETROLEUM	3,581.09	2,864.54
UNILEVER	16,429.33	17,005.20
UNION PACIFIC CORP	15,951.59	22,503.88
UNITEDHEALTH	11,163.47	16,705.92
UNITED OVERSEAS	10,147.40	12,121.65
VALE	14,575.39	11,024.96
VALEANT PHARM	7,160.84	8,188.49
VARIAN MEDICAL	14,953.91	17,489.76
VERISK ANALYTICS	21,517.13	22,579.71
VERIZON COMM	46,358.53	48,851.83
VERTEX PHARM	29,482.76	22,165.10
VISTAPRINT	13,661.20	11,468.14
WAL MART STORES	22,334.23	28,588.37
WATERS CORP	5,834.64	6,708.24
WELLS FARGO & CO	46,848.23	55,439.96
WHIRLPOOL CORP	16,654.45	27,981.25
WOORI FIN	7,099.00	6,403.20
ZURICH FINANCIAL	16,232.38	20,448.40
AON	7,219.97	7,562.96
WORLD FUEL	7,768.09	8,769.21
XEROX CORP	37,429.71	22,662.86
XILINX	8,310.98	8,821.80
YAMANA GOLD INC	7,929.65	12,167.47
YANZHOU COAL MINING	5,569.20	4,270.00
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,889,978.61	4,280,687.72

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK HIGH YIELD BOND FUND	FMV	75,414.19	79,988.11
FEDERATED ADJUSTABLE RATE SEC	FMV	385,552.96	386,790.52
FEDERATED TOTAL RETURN	FMV	118,105.62	126,718.63
LOOMIS SAYLES BOND FUND	FMV	327,180.23	363,590.00
MAINSTAY HIGH YIELD CORPORATE BOND	FMV	113,544.29	122,447.34
MANAGERS SHORT DURATION GOVT	FMV	385,373.97	388,132.34
WELLS FARGO ADVANTAGE INCOME	FMV	485,600.51	503,271.12
COHEN & STEERS	FMV	152,418.69	195,834.48
FMI LARGE CAP FUND	FMV	226,650.84	245,262.14
HENDERSON INTL OPPORTUNITY	FMV	65,612.57	69,383.83
PACIFIC ADV SMALL CAP	FMV	72,703.00	101,189.82

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PERMANENT PORTFOLIO	FMV	180,829.01	240,002.99
RAINIER MID CAP EQUITY	FMV	47,247.36	71,879.71
THORNBURG INTERNATIONAL VALUE	FMV	56,644.27	92,871.89
TOCQUEVILLE FUND	FMV	105,508.59	116,757.88
BLACKROCK LOW DURATION	FMV	153.49	153.50
BLACKROCK STATEGIC INCOME	FMV	9.47	9.54
AKRE FOCUS	FMV	113,688.23	120,356.15
DELAFIELD FUND	FMV	83,384.17	85,622.25
EATON VANCE FLOATING RATE	FMV	434,339.82	437,000.24
FIRST EAGLE OVERSEAS	FMV	32,865.37	33,493.65
TOUCHSTONE ULTRA SHORT	FMV	401,995.31	400,322.08
WESTCORE PLUS BOND FUND	FMV	223,136.05	229,646.10
TEMPLETON GLOBAL TOTAL	FMV	9.14	9.22
BLACKROCK STATEGIC INCOME	FMV	156,281.03	156,281.03
BLACKROCK LOW DURATION	FMV	72,931.15	73,005.34
DOUBLELINE TOTAL RETURN	FMV	156,281.03	155,594.38
MFS RESEARCH BOND FUND	FMV	208,374.70	208,562.26
PIMCO REAL RETURN FUND	FMV	41,674.94	41,271.31
PIMCO TOTAL RETURN FUND	FMV	156,281.03	154,902.89
PRINCIPAL PREFERRED	FMV	104,187.35	103,988.90
TEMPLETON GLOBAL TOTAL	FMV	145,862.29	147,186.30
DREYFUS INTERNATIONAL BOND	FMV	96,117.25	100,663.38
JHANCOCK3 DISCIPLINED FUND	FMV	26,424.53	26,891.39
TOTAL TO FORM 990-PF, PART II, LINE 13		5,252,382.45	5,579,080.71

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES - MERRILL LYNCH 04J05	P		
b	PUBLICLY TRADED SECURITIES - MERRILL LYNCH 02307	P		
c	PUBLICLY TRADED SECURITIES - MERRILL LYNCH 023280	P		
d	PUBLICLY TRADED SECURITIES - MERRILL LYNCH 04079	P		
e	PUBLICLY TRADED SECURITIES - CHARLES SCHWAB	P		
f	INTERNATIONAL RECTIFER SETTLEMTNS	P	VARIOUS	VARIOUS
g	BANK OF AMERICA SETTLEMENT	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	349,656.00		352,501.99	<2,845.99>
b	51,896.31		52,064.15	<167.84>
c	1,050,012.39		1,030,394.16	19,618.23
d	3,267,840.45		3,029,688.07	238,152.38
e	701,610.75		600,097.01	101,513.74
f	14.72			14.72
g	7.01			7.01
h	30,639.14			30,639.14
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<2,845.99>
b				<167.84>
c				19,618.23
d				238,152.38
e				101,513.74
f				14.72
g				7.01
h				30,639.14
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	386,931.39
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A