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

2012

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

, and ending

Name of foundation

MR. &amp; MRS. GEORGE W. TAYLOR FOUNDATION

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

2599 N MULFORD RD

Room/suite

113

City or town, state, and ZIP code

ROCKFORD, IL 61114-5643

G Check all that apply

Initial return       Initial return of a former public charity  
 Final return       Amended return  
 Address change       Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust       Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

► \$ 10,679,811.

J Accounting method

 Cash Accrual Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

A Employer identification number

36-3321315

B Telephone number

815-637-6363

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► 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)
1	Contributions, gifts, grants, etc., received	7,003,789.		N/A	
2	Check ► <input type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	75,152.	75,152.	STATEMENT 1	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	417,340.			
b	Gross sales price for all assets on line 6a	3,543,187.			
7	Capital gain net income (from Part IV, line 2)		417,340.		
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	7,496,281.	492,492.		
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	250.	0.	0.	
b	Accounting fees	4,350.	0.	0.	
c	Other professional fees	80,991.	80,991.	0.	
17	Interest				
18	Taxes	11,356.	1,891.	0.	
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	91.	0.	0.	
22	Printing and publications				
23	Other expenses	14,805.	26.	0.	
24	Total operating and administrative expenses. Add lines 13 through 23	111,843.	82,908.	0.	
25	Contributions, gifts, grants paid	103,820.		103,820.	
26	Total expenses and disbursements. Add lines 24 and 25	215,663.	82,908.	103,820.	
27	Subtract line 26 from line 12:	7,280,618.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		409,584.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 20 2013

Operating and Administrative Expenses

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2012)

6/8/2012

<b>Part II</b> 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
	1	Cash - non-interest-bearing	7,891.	911.	911.
	2	Savings and temporary cash investments	165,867.	6,043,032.	6,043,032.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►	296.		
	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 ►			
Assets	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock	STMT 7	3,214,426.	4,652,272.
	c	Investments - corporate bonds	STMT 8	98,071.	70,954.
	11	Investments - land, buildings, and equipment basis ►	46,265.	46,265.	46,265.
		Less accumulated depreciation ►		46,265.	46,265.
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
Liabilities	15	Other assets (describe ► )			
	16	Total assets (to be completed by all filers)		3,532,816.	10,813,434.
	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.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	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		3,532,816.	3,532,816.
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		0.	7,280,618.
	30	Total net assets or fund balances		3,532,816.	10,813,434.
	31	Total liabilities and net assets/fund balances		3,532,816.	10,813,434.

**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	3,532,816.
2	Enter amount from Part I, line 27a	2	7,280,618.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	10,813,434.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,813,434.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	3,543,187.		3,125,847.		417,340.
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					417,340.
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	417,340.	
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	136,812.	3,909,543.	.034994
2010	160,222.	3,356,082.	.047741
2009	193,505.	2,652,108.	.072963
2008	209,630.	3,069,840.	.068287
2007	158,421.	3,628,359.	.043662

2 Total of line 1, column (d)

2 .267647

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 .053529

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 7,500,830.

5 Multiply line 4 by line 3

5 401,512.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,096.

7 Add lines 5 and 6

7 405,608.

8 Enter qualifying distributions from Part XII, line 4

8 103,820.

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 ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary-see instructions)	1	8,192.
Date of ruling or determination letter _____				
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			
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -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	7,673.	
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	7,673.	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	519.	
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> ►	11		
		Refunded ►		

**Part VII-A Statements Regarding Activities**

		Yes	No
1a		X	
1b		X	
1c		X	
2		X	
3		X	
4a		X	
4b			
5		X	
6		X	
7		X	
8b		X	
9		X	
10		X	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► 815-637-6363	
Located at ► 6810 SPRING CREEK ROAD, SUITE 2B, ROCKFORD, IL ZIP+4 ► 61114		
15	► 15	N/A
16	Yes	No 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**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	X
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	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A			

**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
JAMES THIEDE 6810 SPRING CREEK ROAD, SUITE 2B ROCKFORD, IL 61114	TRUSTEE 0.00	0.	0.	0.
JO THIEDE 2116 EL RANCHO ROCKFORD, IL 61107	TRUSTEE 0.00	0.	0.	0.
TIM GAFFNEY 6810 SPRING CREEK ROAD, SUITE 2B ROCKFORD, IL 61114	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ►

0

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE PART XV - LINE 3A	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3 ►	0.

**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	3,263,693.
b	Average of monthly cash balances	1b	4,305,086.
c	Fair market value of all other assets	1c	46,277.
d	<b>Total</b> (add lines 1a, b, and c)	1d	7,615,056.
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	7,615,056.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,226.
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,500,830.
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	375,042.

**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	375,042.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,192.
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	8,192.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	366,850.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	366,850.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	366,850.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	103,820.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	103,820.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions</b> . Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	103,820.
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		
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4		

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				366,850.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	48,091.			
c From 2009	60,900.			
d From 2010	747.			
e From 2011				
f Total of lines 3a through e	109,738.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 103,820.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				103,820.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	109,738.			109,738.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				153,292.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				



**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>				
ADAM LUTHIN  ROCKFORD, IL	NONE	NONE	SCHOLARSHIP	750.
SALVATION ARMY 220 S MADISON STREET ROCKFORD, IL 61104	NONE	PUBLIC	SOCIAL WELFARE	10,000.
SWEDISHAMERICAN FOUNDATION 1401 EAST STATE ST ROCKFORD, IL 61104	NONE	PUBLIC	MEDICAL WELFARE	5,000.
AUSTIN ROOS  ROCKFORD, IL	NONE	NONE	SCHOLARSHIP	3,350.
BOYLAN CATHOLIC HIGH SCHOOL 4000 SAINT FRANCIS DRIVE ROCKFORD, IL 61103	NONE	PUBLIC	EDUCATION	10,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 103,820.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
<b>1</b> Program service revenue				
a				
b				
c				
d				
e				
f				
<b>g</b> Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities				<b>14</b> <b>75,152.</b>
<b>5</b> Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income				
<b>8</b> Gain or (loss) from sales of assets other than inventory				<b>18</b> <b>417,340.</b>
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue				
a				
b				
c				
d				
e				
<b>12</b> Subtotal Add columns (b), (d), and (e)			<b>0.</b>	<b>492,492.</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b> <b>492,492.</b>
(See worksheet in line 13 instructions to verify calculations )				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



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

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

OMB No 1545-0047

**2012****Name of the organization****MR. & MRS. GEORGE W. TAYLOR FOUNDATION****Employer identification number****36-3321315****Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

MR. &amp; MRS. GEORGE W. TAYLOR FOUNDATION

Employer identification number

36-3321315

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDNA M. TAYLOR CHARITABLE REMAINDER UNITRUST U/A/D 1/17/97  6810 SPRING CREEK ROAD NO. 2B  ROCKFORD, IL 61114	\$ 7,003,112.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
2	EDNA M. TAYLOR CHARITABLE REMAINDER UNITRUST U/A/D 1/17/97  6810 SPRING CREEK ROAD NO. 2B  ROCKFORD, IL 61114	\$ 677.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution.)

Name of organization

MR. &amp; MRS. GEORGE W. TAYLOR FOUNDATION

Employer identification number

36-3321315

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	46 SHARES WOLTERS KLUWER NV	\$ 677.	05/25/12
		\$	
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

**Name of organization**

**Employer identification number**

MR. & MRS. GEORGE W. TAYLOR FOUNDATION

36-3321315

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

## 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	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1060	P	VARIOUS	VARIOUS
b	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1060	P	VARIOUS	VARIOUS
c	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1060	P	VARIOUS	VARIOUS
d	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1060	P	VARIOUS	VARIOUS
e	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1060	P	VARIOUS	VARIOUS
f	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1060	P	VARIOUS	VARIOUS
g	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1698	P	VARIOUS	VARIOUS
h	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1698	P	VARIOUS	VARIOUS
i	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1698	P	VARIOUS	VARIOUS
j	SEE ATTACHED GAIN/LOSS STATEMENT A/C#1134-9171	P	VARIOUS	VARIOUS
k	SEE ATTACHED GAIN/LOSS STATEMENT A/C#1134-9171	P	VARIOUS	VARIOUS
l	SEE ATTACHED GAIN/LOSS STATEMENT A/C#3611-0290	P	VARIOUS	VARIOUS
m	SEE ATTACHED GAIN/LOSS STATEMENT A/C#3611-0290	P	VARIOUS	VARIOUS
n	SEE ATTACHED GAIN/LOSS STATEMENT A/C#3611-0290	P	VARIOUS	VARIOUS
o	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1821	P	VARIOUS	VARIOUS

(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 378,399.		305,058.	73,341.
b 12,960.		10,695.	2,265.
c 201,302.		174,642.	26,660.
d 585,238.		508,063.	77,175.
e 34,176.		34,362.	<186.>
f 18,650.		13,974.	4,676.
g 1,119,396.		1,073,418.	45,978.
h 396,421.		347,873.	48,548.
i 207,631.		140,513.	67,118.
j 21,693.		21,962.	<269.>
k 14,130.		14,175.	<45.>
l 95,723.		93,003.	2,720.
m 2,928.		4,167.	<1,239.>
n 192,677.		169,548.	23,129.
o 117,000.		119,824.	<2,824.>

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

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) 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			73,341.
b			2,265.
c			26,660.
d			77,175.
e			<186.>
f			4,676.
g			45,978.
h			48,548.
i			67,118.
j			<269.>
k			<45.>
l			2,720.
m			<1,239.>
n			23,129.
o			<2,824.>

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

## 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	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1821	P	VARIOUS	VARIOUS
b	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1821	P	VARIOUS	VARIOUS
c	SEE ATTACHED GAIN/LOSS STATEMENT A/C#8417-1821	P	VARIOUS	VARIOUS
d	46 SHS WOLTERS KLUWER	P	VARIOUS	07/23/12
e	COST BASIS ADJUSTMENT FOR OID, N/T DIST., ETC.	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
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	1.			1.
b	33,269.		30,296.	2,973.
c	105,738.		63,597.	42,141.
d	658.		677.	<19.>
e	4,563.			4,563.
f	634.			634.
g				
h				
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				1.
b				2,973.
c				42,141.
d				<19.>
e				4,563.
f				634.
g				
h				
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	417,340.
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 XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
BRIGHT WATER MONTESSORI SCHOOL 2410 GIRARD AVE NORTH MINNEAPOLIS, MN 55411	NONE	PUBLIC	EDUCATION	1,500.
RYAN REIFSTECK ROCKFORD, IL	NONE	NONE	SCHOLARSHIP	750.
UNIVERSITY OF MINNESOTA 231 PILLSBURY DRIVE S.E. MINNEAPOLIS, MN 55455	NONE	PUBLIC	SCHOLARSHIPS	44,920.
WILLIAM MORROW ROCKFORD, IL	NONE	NONE	SCHOLARSHIP	2,550.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53726	NONE	PUBLIC	EDUCATION	25,000.
<b>Total from continuation sheets</b>				<b>74,720.</b>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO A/C 1134-9171	19,445.	123.	19,322.
WELLS FARGO A/C 3602-1396	412.	0.	412.
WELLS FARGO A/C 3611-0290	5,586.	0.	5,586.
WELLS FARGO A/C 8417-1060	36,821.	0.	36,821.
WELLS FARGO A/C 8417-1698	12,418.	511.	11,907.
WELLS FARGO A/C 8417-1821	1,104.	0.	1,104.
TOTAL TO FM 990-PF, PART I, LN 4	75,786.	634.	75,152.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	250.	0.		0.
TO FM 990-PF, PG 1, LN 16A	250.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	4,350.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,350.	0.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	80,991.	80,991.		0.
TO FORM 990-PF, PG 1, LN 16C	80,991.	80,991.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,891.	1,891.		0.
EXCISE TAX	9,465.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,356.	1,891.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,250.	0.		0.
CELLULAR PHONE SERVICE	3,776.	0.		0.
OFFICE SUPPLIES	288.	0.		0.
MEMBERSHIP FEES	1,695.	0.		0.
IL ANNUAL REPORT FEE	30.	0.		0.
COMPUTER SUPPLIES &				
EQUIPMENT	5,541.	0.		0.
LANDSCAPING	525.	0.		0.
MISCELLANEOUS	219.	0.		0.
POSTAGE	455.	0.		0.
BANK FEES	26.	26.		0.
TO FORM 990-PF, PG 1, LN 23	14,805.	26.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	4,652,272.	4,521,382.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,652,272.	4,521,382.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	70,954.	68,221.
TOTAL TO FORM 990-PF, PART II, LINE 10C	70,954.	68,221.

FORM 990-PF

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

STATEMENT 9

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAMES THIEDE, TRUSTEE  
2599 N MULFORD ROAD #113  
ROCKFORD, IL 61114-5643

## TELEPHONE NUMBER

815-637-6363

## FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD BE IN LETTER FORM

## ANY SUBMISSION DEADLINES

NONE

## RESTRICTIONS AND LIMITATIONS ON AWARDS

SCHOLARSHIP APPLICATIONS ARE REVIEWED BY A SCHOLARSHIP COMMITTEE AND ARE BASED ON ACADEMIC AND LEADERSHIP QUALIFICATIONS. SCHOLARSHIPS ARE AWARDED TO STUDENTS IN THE ROCKFORD, ILLINOIS, COMMUNITY WHO ARE WILLING TO PARTICIPATE IN THE ENGINEERING PROGRAM AT THE UNIVERSITY OF MINNESOTA INSTITUTE OF TECHNOLOGY. GRANTS MAY ALSO BE AWARDED TO PRESELECTED CHARITIES.

GEORGE W. TAYLOR FOUNDATION  
BOOK/FAIR MARKET VALUE BALANCE SHEET  
DECEMBER 31, 2012

PART II - BALANCE SHEET

FEIN: 36-3321315

	BEG. OF YEAR	END OF YEAR	
	BOOK VALUE	BOOK VALUE	FMV
CASH:			
5TH 3RD/ALPINE BANK	7,891	<u>911</u>	<u>911</u>
RECEIVABLE - UNITRUST #1 & #2 - PUR. INT. FROM A/C 8417-1060	296	-	-
	<u>296</u>	<u>-</u>	<u>-</u>
INVESTMENT LAND	<u>46,265</u>	<u>46,265</u>	<u>46,265</u>
SAVINGS AND TEMP CASH INVESTMENTS:			
WELLS FARGO A/C 3602-1396	34,429	5,862,338	5,862,338
WELLS FARGO A/C 1134-9171	-	52,688	52,688
WELLS FARGO A/C 3611-0290	3,315	29,476	29,476
WELLS FARGO A/C 8417-1821	6,556	-	-
WELLS FARGO A/C 8417-1060	104,606	73,881	73,881
WELLS FARGO A/C 8417-1698	16,961	24,649	24,649
TOTAL	<u>165,867</u>	<u>6,043,032</u>	<u>6,043,032</u>
INVESTMENT CORPORATE BONDS:			
WELLS FARGO A/C 8417-1060			
35K GOODRICH PETROLEUM 5%	32,208	32,208	33,031
15K DENDREON CORP. 2 875%	10,538	25,811	27,565
24K USEC INC 3.00%	16,012	12,935	7,625
33K LUCENT TECH 2.875%	28,618	-	-
9K JETBLUE AIRWAYS CORP 6.75%	10,695	-	-
TOTAL	<u>98,071</u>	<u>70,954</u>	<u>68,221</u>
INVESTMENTS CORPORATE STOCKS.			
WELLS FARGO A/C 3611-0290	198,604	472,759	*
WELLS FARGO A/C 1134-9171	-	963,750	*
WELLS FARGO A/C 8417-1821	173,990	-	*
WELLS FARGO A/C 8417-1060	1,908,536	2,142,425	2,000,577
WELLS FARGO A/C 8417-1698	933,296	1,073,338	1,098,039
TOTAL	<u>3,214,426</u>	<u>4,652,272</u>	<u>4,521,382</u>
TOTAL ASSETS	<u>3,532,816</u>	<u>10,813,434</u>	<u>10,679,811</u>