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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

PILGRIM FOUNDATION
C/O S. GUNNAR KLARR

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

1530 NORTH CRANBROOK

City or town, state, and ZIP code

BLOOMFIELD VILLAGE, MI 48301

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 4,731,233. (Part I, column (d) must be on cash basis.)

A Employer identification number

36-7159136

B Telephone number

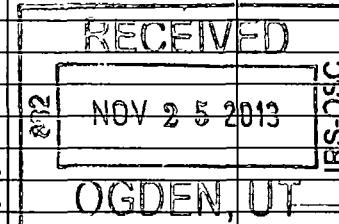
(248) 540-8797

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			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	11,866.	11,597.		STATEMENT 2
4	Dividends and interest from securities	91,504.	91,504.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	76,612.			STATEMENT 1
b	Gross sales price for all assets on line 6a	99,217.			
7	Capital gain net income (from Part IV, line 2)		75,387.		
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	16,288.	11,391.		STATEMENT 4
12	Total Add lines 1 through 11	196,270.	189,879.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest	16,788.	16,788.		
18	Taxes	3,533.	3,522.		
19	Depreciation and depletion	18.	18.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	27,629.	27,618.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	47,968.	47,946.		0.
25	Contributions, gifts, grants paid	240,001.			240,001.
26	Total expenses and disbursements. Add lines 24 and 25	287,969.	47,946.		240,001.
27	Subtract line 26 from line 12:	-91,699.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		141,933.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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Assets	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
			104,461.	21,749.
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments			
3	Accounts receivable ► 15.			
	Less: allowance for doubtful accounts ►	103.	15.	15.
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			
b	Investments - corporate stock	STMT 7	15,083.	0.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 8	4,490,094.	4,496,278.
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		4,609,741.	4,518,042.
				4,731,233.
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.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
25	Temporarily restricted			
26	Permanently restricted			
Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds		0.	0.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		4,609,741.	4,518,042.
30	Total net assets or fund balances		4,609,741.	4,518,042.
31	Total liabilities and net assets/fund balances		4,609,741.	4,518,042.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,609,741.
2	Enter amount from Part I, line 27a	2	-91,699.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	4,518,042.
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	4,518,042.

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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	99,217.		23,830.	75,387.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (i), if any		
a					
b					
c					
d					
e				75,387.	
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	75,387.
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	{ 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	218,130.	4,786,271.	.045574
2010	173,278.	4,431,072.	.039105
2009	161,466.	3,888,798.	.041521
2008	8,300.	4,693,998.	.001768
2007	68,850.	5,249,309.	.013116

2 Total of line 1, column (d)

2 .141084

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 .028217

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

4 4,642,035.

5 Multiply line 4 by line 3

5 130,984.

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

6 1,419.

7 Add lines 5 and 6

7 132,403.

8 Enter qualifying distributions from Part XII, line 4

8 240,001.

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.

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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

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 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 5,471.

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 5,471.

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 4,052.

11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

11 4,052. Refunded ► 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes **No**

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a **1b** *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**

c 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

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***3**

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 *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:

6

• 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?

7 *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) ►

8b **MI**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** 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** 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no. ► 312-803-6700	
Located at ► 303 W. MADISON, SUITE 1800, CHICAGO, IL ZIP+4 ► 60606		
15	► 15	► N/A
16	Yes	No
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.		
	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	►
1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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	
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?	<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	
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

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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
 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

N/A



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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

N/A



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

7b

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
LOUISE S. KLARR 1530 NORTH CRANBROOK BLOOMFIELD VILLAGE, MI 48301	TRUSTEE 5.00	0.	0.	0.
S. GUNNAR KLARR 1530 NORTH CRANBROOK BLOOMFIELD VILLAGE, MI 48301	TRUSTEE 5.00	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
THE FOUNDATION DOES NOT COMPENSATE ANY EMPLOYEE(S) OVER \$50,000.	0.00	0.	0.	0.
	0.00	0.	0.	0.

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
THE FOUNDATION DOES NOT PAY ANY		0.
PERSON(S) OVER \$50,000 FOR PROFESSIONAL		
SERVICES.		0.

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		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3



0.
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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	171,848.
b Average of monthly cash balances	1b	155,463.
c Fair market value of all other assets	1c	4,385,415.
d Total (add lines 1a, b, and c)	1d	4,712,726.
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	4,712,726.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,691.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,642,035.
6 Minimum investment return. Enter 5% of line 5	6	232,102.

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	232,102.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,419.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	212.
c Add lines 2a and 2b	2c	1,631.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	230,471.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	230,471.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	230,471.

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	240,001.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	240,001.
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	1,419.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	238,582.

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.

Form 990-PF (2012)

223571
12-05-12

10381105 796085 367159136

2012.03050 PILGRIM FOUNDATION C/O S. G 36715911

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				230,471.
2 Undistributed income, if any, as of the end of 2012			236,445.	
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				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 240,001.			236,445.	
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)	0.			
d Applied to 2012 distributable amount				3,556.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
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				226,915.
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
a Paid during the year				
CHARITABLE DEDUCTION VIA KTC HEDGE PRODUCTS, LLC				1.
NATIONAL CHRISTIAN CHARITABLE FOUNDATION, RALEIGH, NC		OTHER PUBLIC CHARITY	GENERAL SUPPORT	240,000.
Total				► 3a 240,001.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	11,866.	
5 Net rental income or (loss) from real estate:			14	91,504.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	16,288.	
8 Gain or (loss) from sales of assets other than inventory			18	76,612.	
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.		196,270.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	196,270.
(See worksheet in line 13 instructions to verify calculations.)					

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

PILGRIM FOUNDATION
C/O S. GUNNAR KLARR

Form 990-PF (2012)

C/O S. GUNNAR KLARR

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

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

May the IRS discuss this
return with the preparer
shown below (see instr.)?

Signature of officer or trustee

11/17/15

Date

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no. _____	

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	FLOW THROUGH VIA KTC DEVELOPED INTL	P	VARIOUS	12/31/12
b	FLOW THROUGH VIA KTC DEVELOPED INTL	P	VARIOUS	12/31/12
c	FLOW THROUGH VIA KTC HEDGE PRODUCTS	P	VARIOUS	12/31/12
d	FLOW THROUGH VIA KTC HEDGE PRODUCTS	P	VARIOUS	12/31/12
e	FLOW THROUGH VIA KTC INTL EMERGING	P	VARIOUS	12/31/12
f	FLOW THROUGH VIA KTC INTL EMERGING	P	VARIOUS	12/31/12
g	FLOW THROUGH VIA KTC LARGE VALUE FUND	P	VARIOUS	12/31/12
h	FLOW THROUGH VIA KTC LARGE VALUE FUND	P	VARIOUS	12/31/12
i	FLOW THROUGH VIA KTC SMALL CAP FUND	P	VARIOUS	12/31/12
j	FLOW THROUGH VIA KTC SMALL CAP FUND	P	VARIOUS	12/31/12
k	FLOW THROUGH VIA KTC STRATEGIC OPPS	P	VARIOUS	12/31/12
l	1,431.047 SHS VANGUARD FIXED INC ADMIRAL	P	09/28/09	12/04/12
m	FLOW THROUGH SEC 1256 INCOME VIA KTC DEVELOPED IN	P	VARIOUS	12/31/12
n	FLOW THROUGH SEC 1256 INCOME VIA KTC HEDGE PRODUC	P	VARIOUS	12/31/12
o	FLOW THROUGH SEC 1256 INCOME VIA KTC HEDGE PRODUC	P	VARIOUS	12/31/12
(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	1,629.			1,629.
b			7,039.	-7,039.
c	7,373.		141.	7,232.
d	18,047.		1,077.	16,970.
e	407.			407.
f	929.			929.
g	6,067.			6,067.
h	7,340.			7,340.
i	6,943.			6,943.
j	17,765.			17,765.
k	13,245.			13,245.
l	15,570.		15,083.	487.
m			1.	-1.
n			150.	-150.
o			226.	-226.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i)	F.M.V. as of 12/31/69	(j)	Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any
a				1,629.
b				-7,039.
c				7,232.
d				16,970.
e				407.
f				929.
g				6,067.
h				7,340.
i				6,943.
j				17,765.
k				13,245.
l				487.
m				-1.
n				-150.
o				-226.
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).	2		
	If (loss), enter "-0-" in Part I, line 8	3		

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 FLOW THROUGH SEC 1231 INCOME VIA KTC HEDGE PRODUC			P	VARIOUS	12/31/12
b CAPITAL GAINS DIVIDENDS					
c					
d					
e					
f					
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			113.	-113.	
b	3,902.			3,902.	
c					
d					
e					
f					
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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				-113.	
b				3,902.	
c					
d					
e					
f					
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	75,387.	
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	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

FLOW THROUGH VIA KTC DEVELOPED INTL		PURCHASED	VARIOUS	12/31/12
-------------------------------------	--	-----------	---------	----------

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,629.	0.	0.	0.	1,629.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

FLOW THROUGH VIA KTC DEVELOPED INTL		PURCHASED	VARIOUS	12/31/12
-------------------------------------	--	-----------	---------	----------

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	7,039.	0.	0.	-7,039.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

FLOW THROUGH VIA KTC HEDGE PRODUCTS		PURCHASED	VARIOUS	12/31/12
-------------------------------------	--	-----------	---------	----------

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,373.	0.	0.	0.	7,373.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC HEDGE PRODUCTS		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
18,047.	0.	0.	0.	18,047.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC INTL EMERGING		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
407.	0.	0.	0.	407.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC INTL EMERGING		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
929.	0.	0.	0.	929.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC LARGE VALUE FUND		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
6,067.	0.	0.	0.	6,067.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC LARGE VALUE FUND		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,340.	0.	0.	0.	7,340.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC SMALL CAP FUND		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,943.	0.	0.	0.	6,943.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC SMALL CAP FUND		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,765.	0.	0.	0.	17,765.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH VIA KTC STRATEGIC OPPS		PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,245.	0.	0.	0.	13,245.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,431.047 SHS VANGUARD FIXED INC ADMIRAL		PURCHASED	09/28/09	12/04/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,570.	15,083.	0.	0.	487.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH SEC 1256 INCOME VIA KTC DEVELOPED INTL		PURCHASED	VARIOUS	12/31/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1.	0.	0.	-1.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH SEC 1256 INCOME VIA KTC HEDGE PRODUCTS		PURCHASED	VARIOUS	12/31/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	153.	0.	0.	-153.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH SEC 1256 INCOME VIA KTC HEDGE PRODUCTS		PURCHASED	VARIOUS	12/31/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	230.	0.	0.	-230.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLOW THROUGH SEC 1231 INCOME VIA KTC HEDGE PRODUCTS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	99.	0.	0.	-99.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,902.
TOTAL TO FORM 990-PF, PART I, LINE 6A	76,612.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
FLOW THROUGH TAX EXEMPT INCOME VIA KTC HEDGE PRODUCTS	269.
FLOW THROUGH VIA KTC DEVELOPED	1.
FLOW THROUGH VIA KTC HEDGE PRODUCTS	11,596.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,866.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FLOW THOROUGH VIA KTC HEDGE PRODUCTS	5,921.	0.	5,921.
FLOW THOROUGH VIA KTC LARGE GROWTH	3,651.	0.	3,651.
FLOW THROUGH VIA KTC DEVELOPED INTL	22,453.	0.	22,453.
FLOW THROUGH VIA KTC INTL EMERGING	7,675.	0.	7,675.
FLOW THROUGH VIA KTC LARGE VALUE	21,924.	0.	21,924.
FLOW THROUGH VIA KTC SMALL CAP	2,865.	0.	2,865.
FLOW THROUGH VIA KTC STRATEGIC OPPS	24,286.	0.	24,286.
HARRIS TRUST & SAVINGS BANK	6,631.	3,902.	2,729.
TOTAL TO FM 990-PF, PART I, LN 4	95,406.	3,902.	91,504.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SEC 988 VIA KTC DEVELOPED INTL ORDINARY INCOME VIA KTC HEDGE PRODUCTS	-97.	-97.	
SEC 988 VIA KTC HEDGE PRODUCTS	869.	869.	
SWAP INCOME VIA KTC HEDGE PRODUCTS	1,127.	1,127.	
SEC 475F VIA KTC HEDGE PRODUCTS	-2,630.	-2,630.	
OTHER NON-PASSIVE INCOME VIA KTC HEDGE PRODUCTS	16,848.	16,848.	
FLOW THROUGH ROYALTY INCOME FROM KTC HEDGE PRODUCTS, LLC	448.	448.	
SEC 988 VIA KTC INTL EMERGING	4.	4.	
SEC 987 VIA KTC HEDGE PRODUCTS	-3.	-3.	
UBTI ADJUSTMENT	-395.	-395.	
RENTAL INCOME VIA KTC HEDGE PRODUCTS	0.	-4,897.	
CANCELLATION OF DEBT INCOME VIA KTC HEDGE PRODUCTS	111.	111.	
PFIC INCOME VIA KTC HEDGE PRODUCTS	9.	9.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,288.	11,391.	

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 VIA KTC DEVELOPED INTL	2,219.	2,219.		0.
FOREIGN TAX VIA KTC INTL EMERGING	1,026.	1,026.		0.
FOREIGN TAX VIA KTC HEDGE PRODUCTS	127.	125.		0.
FEDERAL TAXES VIA KTC HEDGE PRODUCTS	9.	0.		0.
STATE TAXES VIA KTC HEDGE PRODUCTS	3.	3.		0.
FOREIGN TAX VIA KTC LARGE VALUE FUND	149.	149.		0.
TO FORM 990-PF, PG 1, LN 18	3,533.	3,522.		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
PORTFOLIO DEDUCTIONS VIA KTC LARGE GROWTH	617.	617.		0.
PORTFOLIO DEDUCTIONS VIA KTC LARGE VALUE	5,392.	5,392.		0.
PORTFOLIO DEDUCTIONS VIA KTC STRATEGIC OPPS	224.	224.		0.
PORTFOLIO DEDUCTIONS VIA KTC SMALL CAP	2,155.	2,155.		0.
PORTFOLIO DEDUCTIONS VIA KTC DEVELOPED INTL	204.	204.		0.
PORTFOLIO DEDUCTIONS VIA KTC INTL EMERGING	1,902.	1,902.		0.
SEC 59(E)(2) EXPENDITURE VIA KTC HEDGE PRODUCTS	118.	118.		0.
PORTFOLIO DEDUCTIONS VIA KTC HEDGE PRODUCTS	1,674.	1,674.		0.
OTHER DEDUCTIONS VIA KTC DEVELOPED INTL	2,219.	2,219.		0.
OTHER DEDUCTIONS VIA KTC HEDGE PRODUCTS	13,113.	13,113.		0.
NON-DEDUCTIBLE EXP VIA KTC HEDGE PRODUCTS	11.	0.		0.
TO FORM 990-PF, PG 1, LN 23	27,629.	27,618.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD SHORT TERM TREASURY	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KTC DEVELOPED INTERNATIONAL, LLC	COST	686,000.	778,945.
KTC LARGE VALUE FUND, LLC	COST	724,189.	867,876.
KTC STRATEGIC OPPS, LLC	COST	854,578.	691,464.
KTC INTERNATIONAL EMERGING, LLC	COST	447,265.	457,771.
KTC SMALL CAP FUND, LLC	COST	165,675.	182,162.
KTC LARGE GROWTH FUND, LLC	COST	825,877.	935,721.
KTC HEDGE PRODUCTS, LLC	COST	617,694.	613,386.
ASTON FAIRPOINTE MID CAP I	COST	175,000.	182,144.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,496,278.	4,709,469.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER

LOUISE S. KLARR
S. GUNNAR KLARR