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Form **990-PF**

Return of Private Foundation

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

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 , 2012, and ending , 20

| | | | | | | | | |
|---|--|--|--|---------------------------------------|---|---|--------------------------------------|--|
| Name of foundation EMERALD FOUNDATION | | A Employer identification number 37-6439234 | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) 401 EAST EIGHTH STREET, SUITE 319 | | B Telephone number (see instructions) 605- 336-6832 | | | | | | |
| Room/suite | | | | | | | | |
| City or town, state, and ZIP code SIOUX FALLS, SD 57103 | | C If exemption application is pending, check here <input type="checkbox"/> | | | | | | |
| G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> | | <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | | | | | | | |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | | | | | | | |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | | | | | | | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | | | | | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,732,026. | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | | | | | | |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | | | | | | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 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 | 124,004. | 121,686. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 53,110. | | | |
| | b Gross sales price for all assets on line 6a | 793,250. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 53,110. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10 a Gross sales less returns and allowances | | | | |
| b Less cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | 44. | 44. | | STMT 5 | |
| 12 Total. Add lines 1 through 11 | 177,158. | 174,840. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 28,630. | 6,974. | | 21,657. |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | 9,503. | 9,503. | | STMT 6 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 978. | 450. | | STMT 7 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) | 25. | | | 25. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 39,136. | 16,927. | NONE | 21,682. |
| | 25 Contributions, gifts, grants paid | 287,000. | | | 287,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 326,136. | 16,927. | NONE | 308,682. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | -148,978. | | | | |
| b Net investment income (if negative, enter -0-) | | 157,913. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|------------------------------------|--|---|------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | 547,085. | 180,532. | 180,532. |
| | 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 (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less allowance for doubtful accounts ▶ | NONE | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | STMT 9 | 207,016. | 232,219. | 237,061. |
| | b | Investments - corporate stock (attach schedule) | STMT 10 | 2,198,702. | 2,082,834. | 2,732,874. |
| | c | Investments - corporate bonds (attach schedule) | STMT 11 | 280,088. | 594,721. | 603,809. |
| | 11 | Investments - land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) | STMT 12 | 1,761,185. | 1,759,802. | 1,977,750. | |
| 14 | Land, buildings, and equipment basis | | | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 4,994,076. | 4,850,108. | 5,732,026. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | | NONE | |
| 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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 4,994,076. | 4,850,108. | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see instructions) | | 4,994,076. | 4,850,108. | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 4,994,076. | 4,850,108. | | |

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 | 4,994,076. |
| 2 | Enter amount from Part I, line 27a | 2 | -148,978. |
| 3 | Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCES | 3 | 5,010. |
| 4 | Add lines 1, 2, and 3 | 4 | 4,850,108. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,850,108. |

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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 PUBLICLY TRADED SECURITIES | | | | | |
| b OTHER GAINS AND LOSSES | | | | | |
| 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 801,711. | | 740,140. | 61,571. | | |
| b -8,461. | | | -8,461. | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)) | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | 61,571. | | |
| b | | | -8,461. | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | 53,110. | |
| 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) (see instructions). If (loss), enter -0- in Part I, line 8 | | | 3 | | |

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.

| (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 | 186,646. | 5,603,232. | 0.033310 |
| 2010 | 125,025. | 5,314,517. | 0.023525 |
| 2009 | 243,000. | 5,024,862. | 0.048360 |
| 2008 | | | |
| 2007 | | | |
| 2 Total of line 1, column (d) | | | 2 0.105195 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.035065 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 4 5,707,778. |
| 5 Multiply line 4 by line 3 | | | 5 200,143. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 1,579. |
| 7 Add lines 5 and 6 | | | 7 201,722. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | | | 8 308,682. |

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 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | 1 | 1,579. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| 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 | |
| 3 Add lines 1 and 2 | | 3 | 1,579. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 1,579. |
| 6 Credits/Payments | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 1,876. | |
| b Exempt foreign organizations - tax withheld at source | 6b | NONE | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | NONE | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 1,876. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 297. | |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 297. Refunded <input type="checkbox"/> | 11 | | |

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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____ | | |
| 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 | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | 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? | 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 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MN | | |
| 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 | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----------------------------|---|----|-----|------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | 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 <u>N/A</u> | | | | |
| 14 | The books are in care of <u>SEE STATEMENT 14</u> Telephone no. <u></u> | | | |
| | Located at <u></u> ZIP+4 <u></u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> | | | |
| 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u> | 16 | Yes | No X |

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 checked="" type="checkbox"/> Yes | <input 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 <u></u> | 1b | X |
| 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? If "Yes," list the years <u></u> | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) | 2b | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u> | | |
| 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) | 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(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| DORSEY & WHITNEY TRUST COMPANY LLC 401 EAST EIGHTH STREET, SUITE 319, SIOUX FALLS, SD 57 | TRUSTEE 1 | 28,630 | - 0 - | - 0 - |
| THOMAS R YOUNGREN 401 EAST EIGHTH STREET, SUITE 319, SIOUX FALLS, SD 57 | TRUSTEE 1 | | | |
| | | | | |
| | | | | |

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

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

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

NONE

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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** (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

Form 990-PF (2012)

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 | 5,273,288. |
| b | Average of monthly cash balances | 1b | 521,410. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 5,794,698. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 5,794,698. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 86,920. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,707,778. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 285,389. |

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 | 285,389. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 1,579. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,579. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 283,810. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 283,810. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 283,810. |

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 | 308,682. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 308,682. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 1,579. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 307,103. |

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 | | | | 283,810. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 244,962. | |
| b Total for prior years 20 <u>10</u> , 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | NONE | | | |
| b From 2008 | NONE | | | |
| c From 2009 | NONE | | | |
| d From 2010 | NONE | | | |
| e From 2011 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>308,682.</u> | | | | |
| a Applied to 2011, but not more than line 2a | | | 244,962. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2012 distributable amount | | | | 63,720. |
| e Remaining amount distributed out of corpus . . . | NONE | | | |
| 5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | NONE | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions | | | | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 220,090. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . | NONE | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 . . . | NONE | | | |
| b Excess from 2009 . . . | NONE | | | |
| c Excess from 2010 . . . | NONE | | | |
| d Excess from 2011 . . . | NONE | | | |
| e Excess from 2012 . . . | NONE | | | |

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year | Prior 3 years | | | | (e) Total |
|---|---------------|----------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 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).)

N/A

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.

N/A

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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------|---|--------------------------------|----------------------------------|----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 19 | | | | 287,000. |
| Total | | | ▶ 3a | 287,000. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Form 990-PF (2012)

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? | Yes | No |
| | | | |
| 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. | | |



[illegible]

- 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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

**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.

| | | | |
|--|--|------------------|---|
|  Signature of officer or trustee TRUSTEE | V.P. For: Dorsey & Whitney Trust Company LLC | Date 5/8/2013 |  Title Vice President |
|--|--|------------------|---|

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

**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 | |

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------------------------|---|-----------------------------|
| ----- | ----- | ----- |
| AT & T INC | 681. | 681. |
| AT&T INC | 306. | 306. |
| AIR PRODS & CHEMS INC | 160. | 160. |
| AMERICAN EXPRESS CO | 136. | 136. |
| APPLE INC | 223. | 223. |
| ASSOCIATED BANC CORP | 380. | 380. |
| BP PLC SPONS ADR | 2,376. | 2,376. |
| BARRICK GOLD CORP | 174. | 174. |
| BAXTER INTERNATIONAL INC | 1,654. | 1,654. |
| BEMIS CO | 1,500. | 1,500. |
| BLACKROCK INC CLASS A | 360. | 360. |
| BRISTOL MYERS SQUIBB CO | 499. | 499. |
| CARDINAL HEALTH INC | 251. | 251. |
| CENTURYLINK INC | 890. | 890. |
| CHEVRON CORPORATION | 376. | 376. |
| COLGATE PALMOLIVE CO | 305. | 305. |
| CORNING INC | 832. | 832. |
| JOHN DEERE CAP MTN | 1,751. | 1,751. |
| DISNEY WALT CO NEW | 1,729. | 1,729. |
| ECOLAB INC COM | 680. | 680. |
| EMERSON ELECTRIC | 1,932. | 1,932. |
| EXXON MOBIL CORP | 582. | 582. |
| FASTENAL CO | 1,539. | 1,539. |
| FHLB | 1,313. | 1,313. |
| FHLB | 397. | 397. |
| FNMA | 584. | 584. |
| FNMA | 2,393. | 2,393. |
| FNMA | 625. | 625. |
| GENERAL ELECTRIC CORP | 2,205. | 2,205. |
| GENERAL MLS INC | 2,032. | 2,032. |
| GOLDMAN SACHS | 3,502. | 3,502. |
| GRACO INC | 1,080. | 1,080. |
| CXD706 655A 05/06/2013 15:03:52 | 733-00580-00 | |

STATEMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------------------|---|-----------------------------|
| ----- | ----- | ----- |
| JOHN HANCOCK LIF MTN 4.750% 1/15/14 | 2,375. | 2,375. |
| HARTFORD FLOATING RATE I | 96. | 96. |
| HOME DEPOT INC | 1,479. | 1,479. |
| HONEYWELL INTERNATIONAL INC | 1,819. | 1,819. |
| HORMEL FOODS CORP | 900. | 900. |
| INTEL CORP | 1,723. | 1,723. |
| INTL. BUSINESS MACHINES CORP | 1,193. | 1,193. |
| INVESCO CREDIT DYNAMIC OPPORT FUND | 3,846. | 3,846. |
| ISHARES BARCLAYS TIPS BOND FUND | 2,803. | 2,803. |
| ISHARES IBOXX H/Y CORP BOND | 5,113. | 5,113. |
| JP MORGAN CHASE & CO | 677. | 677. |
| JOHNSON & JOHNSON | 2,772. | 2,772. |
| JOHNSON CTLS INC | 242. | 242. |
| KIMBERLY-CLARK CORP | 2,336. | 2,336. |
| KINDER MORGAN INC | 126. | 126. |
| MARSH & MCCLENNAN | 84. | 84. |
| MEDTRONIC INC | 3,795. | 3,795. |
| MERCK & CO INC | 1,663. | 1,663. |
| MICROSOFT CORP | 471. | 471. |
| NORFOLK SOUTHERN CORP | 475. | 475. |
| NUVEEN GLOBAL VALUE OPP FUND | 2,760. | 1,794. |
| OCCIDENTAL PETE CORP | 54. | 54. |
| ORACLE CORPORATION COM | 165. | 165. |
| PNC FINANCIAL SERVICES GROUP | 457. | 457. |
| PATTERSON COS INC | 1,020. | 1,020. |
| PENTAIR INC | 902. | 902. |
| PEPSICO INC | 740. | 740. |
| PFIZER INC | 2,323. | 2,323. |
| PHILIP MORRIS INTERNATIONAL | 745. | 745. |
| PIMCO ENHANCED SHORT MATURITY ETF | 1,128. | 1,128. |
| POWERSHARES QQQ TRUST | 1. | 1. |
| POWERSHARES DB AGRICULTURE FUND | 27. | 27. |
| POWERSHARES DB OIL FUND | 66. | 66. |

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733-00580-00

STATEMENT

2

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-----------------------------------|---|-----------------------------|
| ----- | ----- | ----- |
| PRINCIPAL FINANCIAL GROUP | 901. | 901. |
| PROCTER & GAMBLE COMPANY | 205. | 205. |
| QUALCOMM INC | 232. | 232. |
| SEI DAILY INC TR GOVT II-A | 53. | 53. |
| SPDR S&P OIL & GAS EQUIP & SERV | 65. | 65. |
| SCHLUMBERGER LTD | 797. | 797. |
| SEMPRA ENERGY | 353. | 353. |
| SUNCOR ENERGY INC | 78. | 78. |
| TCF FINANCIAL | 660. | 660. |
| TARGET CORP | 1,700. | 1,700. |
| THERMO FISHER SCIENTIFIC INC | 55. | 55. |
| THORNBURG INTL VALUE FD I | 2,697. | 2,697. |
| 3M CO | 1,888. | 1,888. |
| TRAVELERS COMPANIES INC | 344. | 344. |
| US BANCORP | 1,640. | 1,640. |
| UNITED PARCEL SVC INC CL B | 1,824. | 1,824. |
| UNITED TECHNOLOGIES CORP | 436. | 436. |
| V.F. CORP | 187. | 187. |
| VALSPAR CORP | 1,356. | 1,356. |
| VANGUARD SHORT TERM BOND ETF | 1,610. | 1,610. |
| VANGUARD SHORT TERM CORP BOND ETF | 12,254. | 12,254. |
| VANGUARD REIT ETF | 4,335. | 2,983. |
| VERIZON COMMUNICATIONS | 2,660. | 2,660. |
| VISA INC | 106. | 106. |
| VIRTUS EMERGING MKTS OPPOR-I | 1,879. | 1,879. |
| WAL-MART STORES 1.625% 4/15/14 | 1,067. | 1,067. |
| WALGREEN CO | 341. | 341. |
| WELLS FARGO & CO | 1,597. | 1,597. |
| WESTERN UNION CO | 982. | 982. |
| WILLIAMS COS INC | 348. | 348. |
| WISCONSIN ENERGY CORP COM | 395. | 395. |
| XCEL ENERGY INC | 1,407. | 1,407. |
| YUM! BRANDS INC | 227. | 227. |

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733-00580-00

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------|---|-----------------------------|
| ----- | ----- | ----- |
| ZIMMER HLDGS INC | 535. | 535. |
| ACCENTURE PLC CL A | 296. | 296. |
| COVIDIEN PLC | 407. | 407. |
| PENTAIR LTD | 264. | 264. |
| | ----- | ----- |
| TOTAL | 124,004. | 121,686. |
| | ===== | ===== |

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART I - OTHER INCOME

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|---------------------------------|--|--------------------------------------|
| INTEREST ON OVERPAYMENT OF FEES | 44. | 44. |
| | ----- | ----- |
| TOTALS | 44. | 44. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------------|--|--------------------------------------|
| INVESTMENT MANAGEMENT FEES | 8,975. | 8,975. |
| INVESTMENT EXPENSES | 528. | 528. |
| | ----- | ----- |
| TOTALS | 9,503. | 9,503. |
| | ===== | ===== |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| ----- | ----- | ----- |
| FOREIGN TAXES | 38. | 38. |
| FEDERAL ESTIMATES | 528. | |
| FOREIGN TAXES ON QUALIFIED FOR | 412. | 412. |
| | ----- | ----- |
| TOTALS | 978. | 450. |
| | ===== | ===== |

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | CHARITABLE PURPOSES ----- |
|---------------------------|--|---------------------------------|
| STATE RE-REGISTRATION FEE | 25. | 25. |
| TOTALS | ----- 25. ===== | ----- 25. ===== |

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED SCHEDULE

C

TOTALS

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-3,384.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-3,384.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-5,077.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-5,077.00
=====

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: DORSEY & WHITNEY TRUST COMPANY LLC

ADDRESS: 401 EAST EIGHTH STREET, SUITE 319
SIOUX FALLS, SD 57103

TELEPHONE NUMBER: (605) 336-6832

STATEMENT 14

EMERALD FOUNDATION

37-6439234

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

TWIN CITIES RED CROSS

ADDRESS:

1201 WEST RIVER PKWY

MINNEAPOLIS, MN 55454

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

501(C)3 PUBLIC CHARITY

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

BEYOND BALLROOM DANCE COMPANY

ADDRESS:

5315 OLIVER AVENUE S

MINNEAPOLIS, MN 55419

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

501(C)3 PUBLIC CHARITY

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

NATIONAL CHILD PROTECTION TRAINING

CENTER

ADDRESS:

2324 UNIVERSITY AVE WEST, SUITE 105

SAINT PAUL, MN 55114

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

JACOB WETTERLING RESOURCE CENTER

FOUNDATION STATUS OF RECIPIENT:

501(C)3 PUBLIC CHARITY

AMOUNT OF GRANT PAID 30,000.

STATEMENT 15

RECIPIENT NAME:
PARABLE FUND
ADDRESS:
PO BOX 28773
OAKDALE, MN 55128
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SCOOP PROJECT
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
HEALTHEAST BETHESDA HOSPITAL
ADDRESS:
559 CAPITOL BLVD
ST. PAUL, MN 55103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 65,000.

RECIPIENT NAME:
COURAGE CENTER
ADDRESS:
3915 GOLDEN VALLEY ROAD
MINNEAPOLIS, MN 55422
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
SCIENCE MUSEUM OF MINNESOTA
ADDRESS:
120 W KELLOGG BLVD
ST. PAUL, MN 55102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
MINNESOTA HISTORICAL SOCIETY
ADDRESS:
345 KELLOGG BLVD W
ST. PAUL, MN 55102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
MINNESOTA PUBLIC RADIO
ADDRESS:
45 7TH ST E
ST. PAUL, MN 55101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
CHRISTIANS REACHING OUT IN
SOCIAL SERVICE
ADDRESS:
12915 WEINAND CIRCLE
ROGERS, MN 55374
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHILDREN'S SHELTER OF CEBU
ADDRESS:
PO BOX 247
CAMBRIDGE, MN 55008
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 13,000.

RECIPIENT NAME:
ST CROIX VALLEY FOUNDATION
ADDRESS:
516 2ND STREET, SUITE 214
HUDSON, WI 54016
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
T D & J J CAPISTRANT PARKINSON'S FOUNDATION
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
DULUTH PUBLIC SCHOOLS
ADDRESS:
215 NORTH FIRST AVE EAST
DULUTH, MN 55802
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DULUTH DENFELD NORDIC SKI TEAM
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
FRIENDS OF THE ST PAUL
PUBLIC LIBRARY
ADDRESS:
325 CEDAR ST, STE 555
SAINT PAUL, MN 55101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 287,000.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust

EMERALD FOUNDATION

Employer identification number

37-6439234

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co.) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|------------------------------------|--------------------------------|-----------------|---|--|
| 1a SHORT-TERM CAPITAL GAIN DIVIDENDS | | | | | 294. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|---------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | -26. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | -3,384. |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶ | 5 | -3,116. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co.) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|------------------------------------|--------------------------------|-----------------|---|--|
| 6a LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 1,690. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|---------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 59,613. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | -5,077. |
| 9 Capital gain distributions | 9 | |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶ | 12 | 56,226. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

| | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|-----------|---|------------------------------------|----------------------------|-----------|
| 13 | Net short-term gain or (loss) | 13 | | -3,116. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 56,226. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | |
| c | 28% rate gain | 14c | | 234. |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | 53,110. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

| | | | |
|-----------|--|-----------|-----|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000 | 16 | () |
|-----------|--|-----------|-----|

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

| | | | |
|-----------|--|-----------|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | |
| 20 | Add lines 18 and 19 | 20 | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ | 21 | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | |
| 24 | Enter the smaller of the amount on line 17 or \$2,400 | 24 | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 | 25 | |
| 26 | Subtract line 25 from line 24 | 26 | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | |
| 29 | Subtract line 28 from line 27 | 29 | |
| 30 | Multiply line 29 by 15% (.15) | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | |
| 32 | Add lines 30 and 31 | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | |

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Employer identification number

37-6439234

| | |
|---|--------|
| 1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b | -26.00 |
|---|--------|

Schedule D-1 (Form 1041) 2012

38 -

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

EMERALD FOUNDATION

37-6439234

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---------------------------------|-----------------------------|-----------------|--|--|
| 6a 500. FASTENAL CO | VAR | 01/06/2012 | 22,574.00 | 9,027.00 | 13,547.00 |
| 500. HOME DEPOT INC | VAR | 01/06/2012 | 21,550.00 | 18,235.00 | 3,315.00 |
| 480. PATTERSON COS INC | VAR | 01/06/2012 | 14,179.00 | 16,538.00 | -2,359.00 |
| 190. UNITED PARCEL SVC INC | VAR | 01/06/2012 | 13,988.00 | 14,232.00 | -244.00 |
| 344. AMERICAN ELEC PWR INC | VAR | 01/27/2012 | 13,792.00 | 10,728.00 | 3,064.00 |
| 218. DOLLAR TREE INC | VAR | 01/27/2012 | 18,405.00 | 6,748.00 | 11,657.00 |
| 12. AT & T INC | 09/23/2009 | 02/07/2012 | 360.00 | 326.00 | 34.00 |
| 8. AIR PRODS & CHEMS INC | 06/22/2010 | 02/07/2012 | 720.00 | 569.00 | 151.00 |
| 44. AMERICAN EXPRESS CO | 01/11/2011 | 02/07/2012 | 2,294.00 | 1,984.00 | 310.00 |
| 9. APPLE INC | VAR | 02/07/2012 | 4,219.00 | 1,577.00 | 2,642.00 |
| 43. BAXTER INTERNATIONAL I | VAR | 02/07/2012 | 2,452.00 | 2,494.00 | -42.00 |
| 22. CARDINAL HEALTH INC | 12/17/2010 | 02/07/2012 | 933.00 | 850.00 | 83.00 |
| 21. EXXON MOBIL CORP | VAR | 02/07/2012 | 1,813.00 | 1,581.00 | 232.00 |
| 13. HONEYWELL INTERNATIONAL | 09/23/2010 | 02/07/2012 | 782.00 | 566.00 | 216.00 |
| 146. MICROSOFT CORP | 11/18/2009 | 02/07/2012 | 4,431.00 | 4,375.00 | 56.00 |
| 25. NORFOLK SOUTHERN CORP | VAR | 02/07/2012 | 1,808.00 | 1,411.00 | 397.00 |
| 52. PNC FINANCIAL SERVICES | VAR | 02/07/2012 | 3,156.00 | 2,900.00 | 256.00 |
| 31. PEPSICO INC | 09/26/2008 | 02/07/2012 | 2,070.00 | 2,223.00 | -153.00 |
| 56. PHILIP MORRIS INTERNAT | VAR | 02/07/2012 | 4,346.00 | 2,837.00 | 1,509.00 |
| 42. POWERSHARES QQQ TRUST | VAR | 02/07/2012 | 2,609.00 | 1,872.00 | 737.00 |
| 37. QUALCOMM INC | 01/12/2010 | 02/07/2012 | 2,277.00 | 1,794.00 | 483.00 |
| 13. TRAVELERS COMPANIES IN | 11/16/2010 | 02/07/2012 | 777.00 | 713.00 | 64.00 |
| 9. UNITED TECHNOLOGIES COR | 09/23/2009 | 02/07/2012 | 723.00 | 565.00 | 158.00 |
| 57. VISA INC | 04/15/2010 | 02/07/2012 | 6,098.00 | 5,384.00 | 714.00 |
| 19. WALGREEN CO | 10/19/2010 | 02/07/2012 | 636.00 | 640.00 | -4.00 |

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

EMERALD FOUNDATION

37-6439234

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr.) | (c) Date sold (mo, day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|--|---------------------------------|-----------------|---|---|
| 6a 71. WISCONSIN ENERGY CORP | VAR | 02/07/2012 | 2,480.00 | 1,762.00 | 718.00 |
| 59. YUM! BRANDS INC | 08/06/2010 | 02/07/2012 | 3,826.00 | 2,482.00 | 1,344.00 |
| 72. COVIDIEN PLC | VAR | 02/07/2012 | 3,790.00 | 3,107.00 | 683.00 |
| 50. POWERSHARES QQQ TRUST | VAR | 03/13/2012 | 3,308.00 | 2,112.00 | 1,196.00 |
| 95. POWERSHARES QQQ TRUST | VAR | 03/13/2012 | 6,284.00 | 3,964.00 | 2,320.00 |
| 67. POWERSHARES QQQ TRUST | 09/26/2008 | 03/13/2012 | 4,432.00 | 2,758.00 | 1,674.00 |
| 63. POWERSHARES QQQ TRUST | VAR | 03/13/2012 | 4,168.00 | 2,001.00 | 2,167.00 |
| 300. FASTENAL CO | VAR | 04/18/2012 | 14,595.00 | 5,295.00 | 9,300.00 |
| 300. HOME DEPOT INC | VAR | 04/18/2012 | 15,537.00 | 10,570.00 | 4,967.00 |
| 50. INTL. BUSINESS MACHINE | VAR | 04/18/2012 | 10,046.00 | 4,374.00 | 5,672.00 |
| 500. PENTAIR INC | VAR | 04/18/2012 | 22,140.00 | 16,239.00 | 5,901.00 |
| 300. TARGET CORP | VAR | 04/18/2012 | 17,238.00 | 14,527.00 | 2,711.00 |
| 300. VALSPAR CORP | 01/02/2008 | 04/18/2012 | 15,084.00 | 6,694.00 | 8,390.00 |
| 1450. NUVEEN GLOBAL VALUE | 10/06/2009 | 05/11/2012 | 21,738.00 | 24,693.00 | -2,955.00 |
| 1476.75 SPDR S&P OIL & GAS SERV | 02/13/2008 | 05/11/2012 | 49,577.00 | 55,694.00 | -6,117.00 |
| 475. NUVEEN GLOBAL VALUE O | 10/06/2009 | 05/14/2012 | 6,985.00 | 8,089.00 | -1,104.00 |
| 6075. NUVEEN GLOBAL VALUE | 10/06/2009 | 05/15/2012 | 86,942.00 | 103,454.00 | -16,512.00 |
| 127. AIR PRODS & CHEMS INC | 06/22/2010 | 05/24/2012 | 10,156.00 | 9,041.00 | 1,115.00 |
| 180. PROCTER & GAMBLE COMP | 02/09/2011 | 05/24/2012 | 11,238.00 | 11,550.00 | -312.00 |
| 552. WEATHERFORD INTNTL LT | VAR | 05/24/2012 | 6,992.00 | 8,080.00 | -1,088.00 |
| 273. SUNCOR ENERGY INC | VAR | 07/19/2012 | 8,285.00 | 7,252.00 | 1,033.00 |
| 220. AMERICAN EXPRESS CO | 01/11/2011 | 09/17/2012 | 13,010.00 | 9,919.00 | 3,091.00 |
| 272. CARDINAL HEALTH INC | 12/17/2010 | 11/27/2012 | 10,767.00 | 10,510.00 | 257.00 |
| 298. JOHNSON CTLS INC | 07/12/2011 | 11/27/2012 | 8,018.00 | 12,328.00 | -4,310.00 |
| 239. NORFOLK SOUTHERN CORP | VAR | 11/27/2012 | 14,106.00 | 12,451.00 | 1,655.00 |

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Employer identification number

37-6439234

[illegible]

| | |
|---|-----------|
| 6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b | 59,613.00 |
|---|-----------|

Schedule D-1 (Form 1041) 2012

Asset Detail

Statement of Account

January 1, 2012 - December 31, 2012

Asset Detail Schedule

| Description | Shares/Par Value Current Price | Market Value % of Market Value | Cost Basis Unrealized G/L | Est. Ann. Inc. Current Yield |
|--|-----------------------------------|-----------------------------------|------------------------------|---------------------------------|
| <i>Domestic Fixed Income - Taxable</i> | | | | |
| <i>Govt & Other Agency Bonds</i> | | | | |
| FNMA 4 125% | 58,000.00 | \$58,941.34 | \$58,000.00 | \$2,392.50 |
| 5/28/13 | 101.62 | 1.03% | \$941.34 | 4.06% |
| FHLB 1 750% | 75,000.00 | \$77,750.25 | \$74,468.87 | \$1,312.50 |
| 9/11/15 | 103.67 | 1.36% | \$3,281.38 | 1.69% |
| FNMA 1 250% | 100,000.00 | \$100,369.00 | \$99,750.00 | \$1,250.00 |
| 10/30/17 | 100.37 | 1.75% | \$619.00 | 1.25% |
| | | \$237,060.59 | \$232,218.87 | \$4,955.00 |
| | | 4.14% | \$4,841.72 | |
| <i>Corporate Bonds</i> | | | | |
| John Hancock Lif MTN | 50,000.00 | \$51,496.50 | \$50,000.00 | \$2,375.00 |
| 4.750% 1/15/14 | 102.99 | 0.90% | \$1,496.50 | 4.61% |
| Wal-Mart Stores 1 625% | 75,000.00 | \$76,242.00 | \$75,231.17 | \$1,218.75 |
| 4/15/14 | 101.66 | 1.33% | \$1,010.83 | 1.60% |
| Goldman Sachs 5 350% | 75,000.00 | \$82,904.25 | \$76,977.83 | \$4,012.50 |
| 1/15/16 | 110.54 | 1.45% | \$5,926.42 | 4.84% |
| AT&T Inc 1 700% | 75,000.00 | \$76,068.75 | \$76,919.78 | \$1,275.00 |
| 6/01/17 | 101.43 | 1.33% | -\$851.03 | 1.68% |
| John Deere Cap MTN | 75,000.00 | \$80,064.75 | \$76,868.15 | \$2,100.00 |
| 2 800% 9/18/17 | 106.75 | 1.40% | \$3,196.60 | 2.62% |
| Texas Instrument 1 650% | 75,000.00 | \$74,832.00 | \$74,753.25 | \$1,237.50 |
| 8/03/19 | 99.78 | 1.31% | \$78.75 | 1.65% |
| Allergan Inc 3 375% | 75,000.00 | \$81,120.75 | \$82,371.00 | \$2,531.25 |
| 9/15/20 | 108.16 | 1.42% | -\$1,250.25 | 3.12% |
| | | \$522,729.00 | \$513,121.18 | \$14,750.00 |
| | | 9.14% | \$9,607.82 | |
| <i>Taxable Funds</i> | | | | |
| Vanguard Short Term Corp | 7,120.00 | \$571,878.40 | \$542,738.50 | \$12,253.52 |
| Bond ETF | 80.32 | 9.93% | \$29,139.90 | 2.14% |
| TICKER: VCSH | | | | |
| iShares Barclays TIPS Bond | 1,155.00 | \$140,228.55 | \$123,652.79 | \$3,110.42 |
| Fund | 121.41 | 2.45% | \$16,575.76 | 2.22% |
| TICKER: TIP | | | | |

Asset Detail (continued)**Statement of Account**

January 1, 2012 - December 31, 2012

| <i>Description</i> | <i>Shares/Par Value Current Price</i> | <i>Market Value % of Market Value</i> | <i>Cost Basis Unrealized G/L</i> | <i>Est. Ann. Inc. Current Yield</i> |
|--|---|---|--------------------------------------|---|
| PIMCO Enhanced Short Maturity ETF | 1,040.00 101 48 | \$105,539 20 1 84% | \$104,238 89 \$1,300 31 | \$1,128 40 1 07% |
| TICKER MINT | | | | |
| Vanguard Short Term Bond ETF | 1,300 00 80 99 | \$105,287 00 1.84% | \$104,585.00 \$702 00 | \$1,622 40 1 54% |
| TICKER BSV | | | | |
| iShares Iboxx H/Y Corp Bond | 830.00 | \$77,480.50 | \$69,668 54 | \$5,112.80 |
| TICKER. HYG | 93.35 | 1 35% | \$7,811 96 | 6.60% |
| Hartford Floating Rate I | 6,033 52 | \$54,000 00 | \$54,000.00 | \$2,690 95 |
| TICKER HFLIX | 8.95 | 0.94% | \$0 00 | 4 98% |
| Invesco Credit Dynamic Opport Fund | 0.60 12 48 | \$7 49 0 00% | \$8 48 -\$0 99 | \$0 54 7.21% |
| TICKER VTA | | | | |
| | | \$1,054,421 14 18 35% | \$998,892.20 \$55,528 94 | \$25,919 03 |
| Total Domestic Fixed Income - Taxable | | \$1,814,210.73 31 63% | \$1,744,232 25 \$69,978.48 | \$45,624.03 |
| <i>Foreign Fixed Income</i> | | | | |
| <i>Foreign Bonds</i> | | | | |
| Astrazeneca PLC 1 950% 9/18/19 | 80,000 00 101 35 | \$81,080 00 1 41% | \$81,600.00 -\$520 00 | \$1,560 00 1 92% |
| Total Foreign Fixed Income | | \$81,080 00 1 41% | \$81,600.00 -\$520.00 | \$1,560.00 |
| <i>Domestic Equities</i> | | | | |
| <i>Common Stocks</i> | | | | |
| Allergan Inc | 134 00 | \$12,291.82 | \$12,299.95 | \$26 80 |
| TICKER AGN | 91 73 | 0 21% | -\$8.13 | 0 22% |
| Apple Inc | 42 00 | \$22,351 27 | \$11,111 01 | \$445 20 |
| TICKER. AAPL | 532.17 | 0 39% | \$11,240.26 | 1 99% |
| Associated Banc Corp | 1,650 00 | \$21,648 00 | \$44,966.29 | \$528 00 |
| TICKER. ASBC | 13 12 | 0 38% | -\$23,318.29 | 2 44% |
| Baxter International Inc | 1,127 00 | \$75,125 82 | \$39,026.73 | \$2,028 60 |
| TICKER BAX | 66.66 | 1 31% | \$36,099.09 | 2.70% |
| Bemis Co | 1,500 00 | \$50,190.00 | \$38,580.60 | \$1,500 00 |
| TICKER BMS | 33.46 | 0 88% | \$11,609.40 | 2 99% |
| Blackrock Inc Class A | 60 00 | \$12,402 60 | \$9,828.00 | \$360.00 |
| TICKER BLK | 206.71 | 0 22% | \$2,574 60 | 2.90% |
| Bristol Myers Squibb Co | 357 00 | \$11,634 63 | \$10,067 40 | \$499 80 |
| TICKER BMY | 32.59 | 0.20% | \$1,567.23 | 4 30% |
| Centurylink Inc | 307.00 | \$12,009 84 | \$10,592.76 | \$890.30 |
| TICKER: CTL | 39 12 | 0 21% | \$1,417.08 | 7.41% |

Asset Detail (continued)**Statement of Account**

January 1, 2012 - December 31, 2012

| Description | Shares/Par Value Current Price | Market Value % of Market Value | Cost Basis Unrealized G/L | Est. Ann. Inc. Current Yield |
|-----------------------------|---|---|--------------------------------------|---|
| Chevron Corporation | 107 00 | \$11 570 98 | \$10 698 85 | \$385.20 |
| TICKER: CVX | 108 14 | 0 20% | \$872 13 | 3 33% |
| Colgate Palmolive Co | 125 00 | \$13,067 50 | \$10,847 29 | \$310 00 |
| TICKER: CL | 104 54 | 0 23% | \$2,220.21 | 2 37% |
| Corning Inc | 2,640 00 | \$33,316 80 | \$30,861.62 | \$950.40 |
| TICKER: GLW | 12.62 | 0 58% | \$2,455.18 | 2.85% |
| Crown Castle Intl Corp | 233 00 | \$16,813 28 | \$10,066 18 | \$0 00 |
| TICKER: CCI | 72 16 | 0 29% | \$6,747 10 | 0 00% |
| Disney Walt Co New | 1,281 00 | \$63,780 99 | \$37,204.61 | \$960 75 |
| TICKER: DIS | 49 79 | 1.11% | \$26,576 38 | 1 51% |
| Ecolab Inc Com | 660 00 | \$47,454 00 | \$28,274 40 | \$607 20 |
| TICKER: ECL | 71 90 | 0 83% | \$19,179.60 | 1 28% |
| EMC Corp/Mass | 501 00 | \$12,675.30 | \$12,351.20 | \$0 00 |
| TICKER: EMC | 25 30 | 0 22% | \$324 10 | 0 00% |
| Emerson Electric | 1,200 00 | \$63,552 00 | \$34,344.54 | \$1,968.00 |
| TICKER: EMR | 52 96 | 1 11% | \$29,207.46 | 3.10% |
| Exxon Mobil Corp | 267 00 | \$23,108 85 | \$18,029.96 | \$608.76 |
| TICKER: XOM | 86 55 | 0 40% | \$5,078.89 | 2 63% |
| Fastenal Co | 1,200 00 | \$55,980.00 | \$20,664 92 | \$1,008 00 |
| TICKER: FAST | 46 65 | 0 98% | \$35,315 08 | 1 80% |
| Fiserv Inc | 600 00 | \$47,418 00 | \$28,739.34 | \$0 00 |
| TICKER: FISV | 79 03 | 0 83% | \$18,678 66 | 0 00% |
| General Electric Corp | 3,243.00 | \$68,070.57 | \$87,446.39 | \$2,464.68 |
| TICKER: GE | 20.99 | 1 19% | -\$19,375 82 | 3 62% |
| General MLS Inc | 1,600 00 | \$64,672 00 | \$37,504 68 | \$2,112 00 |
| TICKER: GIS | 40 42 | 1 13% | \$27,167 32 | 3 27% |
| Graco Inc | 1,200 00 | \$61,788.00 | \$26,882 94 | \$1,200.00 |
| TICKER: GGG | 51 49 | 1 08% | \$34,905 06 | 1 94% |
| Home Depot Inc | 1,200.00 | \$74,220 00 | \$35,115 00 | \$1,392 00 |
| TICKER: HD | 61 85 | 1.29% | \$39,105.00 | 1 88% |
| Honeywell International Inc | 1,191 00 | \$75,592 77 | \$36,268.92 | \$1,953 24 |
| TICKER: HON | 63 47 | 1.32% | \$39,323.85 | 2 58% |
| Hormel Foods Corp | 1,500 00 | \$46,815 00 | \$17,319.53 | \$1,020 00 |
| TICKER: HRL | 31.21 | 0 82% | \$29,495.47 | 2.18% |
| Intel Corp | 1,980 00 | \$40,827 60 | \$33,702.80 | \$1,782 00 |
| TICKER: INTC | 20 62 | 0 71% | \$7,124.80 | 4 36% |
| Intl Business Machines Corp | 350 00 | \$67,042 50 | \$27,336.85 | \$1,190 00 |
| TICKER: IBM | 191 55 | 1.17% | \$39,705 65 | 1 77% |
| Johnson & Johnson | 1,155 00 | \$80,965.50 | \$68,233.11 | \$2,818 20 |
| TICKER: JNJ | 70 10 | 1 41% | \$12,732 39 | 3 48% |
| JP Morgan Chase & Co | 607.00 | \$26,689 24 | \$24,898.72 | \$728.40 |
| TICKER: JPM | 43 97 | 0 47% | \$1,790.52 | 2 73% |
| Kimberly-Clark Corp | 800.00 | \$67,544 00 | \$46,234.16 | \$2,368 00 |
| TICKER: KMB | 84 43 | 1.18% | \$21,309 84 | 3 51% |
| Kinder Morgan Inc | 349.00 | \$12,330 17 | \$12,643 85 | \$502 56 |
| TICKER: KMI | 35 33 | 0.22% | -\$313 68 | 4 08% |

Asset Detail (continued)**Statement of Account**

January 1, 2012 - December 31, 2012

| Description | Shares/Par Value Current Price | Market Value % of Market Value | Cost Basis Unrealized G/L | Est. Ann. Inc. Current Yield |
|------------------------------|---|---|--------------------------------------|---|
| Marsh & McLennan | 366 00 | \$12,616 02 | \$12,002.57 | \$336.72 |
| TICKER MMC | 34 47 | 0 22% | \$613 45 | 2 67% |
| Medtronic Inc | 3,000 00 | \$123,060 00 | \$92,775 01 | \$3,120.00 |
| TICKER MDT | 41 02 | 2 15% | \$30,284.99 | 2 54% |
| Merck & Co Inc | 990 00 | \$40,530.60 | \$42,606 69 | \$1,702 80 |
| TICKER MRK | 40 94 | 0 71% | -\$2,076.09 | 4 20% |
| Microsoft Corp | 567 00 | \$15,144 40 | \$16,328 52 | \$521 64 |
| TICKER MSFT | 26 71 | 0 26% | -\$1,184 12 | 3 44% |
| Mondelez International Inc | 484 00 | \$12,319 35 | \$12,263 98 | \$251 68 |
| TICKER MDLZ | 25 45 | 0 21% | \$55.37 | 2 04% |
| Oracle Corporation Com | 398 00 | \$13,261 36 | \$8,515 94 | \$95 52 |
| TICKER ORCL | 33 32 | 0 23% | \$4,745 42 | 0 72% |
| Patterson Cos Inc | 1,500.00 | \$51,345.00 | \$42,505 27 | \$840 00 |
| TICKER PDCO | 34 23 | 0 90% | \$8,839 73 | 1 64% |
| Pepsico Inc | 176 00 | \$12,043 68 | \$10,164 00 | \$378.40 |
| TICKER: PEP | 68 43 | 0 21% | \$1,879.68 | 3 14% |
| Pfizer Inc | 2,640.00 | \$66,209 35 | \$65,373 83 | \$2,534 40 |
| TICKER: PFE | 25 08 | 1 16% | \$835 52 | 3 83% |
| Philip Morris International | 222.00 | \$18,568 08 | \$10,769 13 | \$754 80 |
| TICKER PM | 83 64 | 0 32% | \$7,798 95 | 4 07% |
| PNC Financial Services Group | 283 00 | \$16,501.73 | \$12,096 40 | \$452 80 |
| TICKER PNC | 58 31 | 0 29% | \$4,405 33 | 2 74% |
| Principal Financial Group | 1,155 00 | \$32,940 60 | \$53,725 39 | \$970.20 |
| TICKER PFG | 28 52 | 0 57% | -\$20,784.79 | 2 95% |
| Qualcomm Inc | 394 00 | \$24,372 68 | \$20,926.74 | \$394 00 |
| TICKER QCOM | 61 86 | 0 43% | \$3,445.94 | 1 62% |
| Sempra Energy | 196 00 | \$13,904 24 | \$11,301.32 | \$470 40 |
| TICKER SRE | 70 94 | 0 24% | \$2,602 92 | 3 38% |
| Target Corp | 1,220.00 | \$72,187 40 | \$46,045.59 | \$1,756 80 |
| TICKER TGT | 59 17 | 1 26% | \$26,141.81 | 2 43% |
| TCF Financial | 3,300 00 | \$40,095 00 | \$57,508 61 | \$660 00 |
| TICKER: TCB | 12 15 | 0 70% | -\$17,413 61 | 1 65% |
| Thermo Fisher Scientific Inc | 212 00 | \$13,521 36 | \$12,018.73 | \$127.20 |
| TICKER TMO | 63 78 | 0 24% | \$1,502 63 | 0 94% |
| Travelers Companies Inc | 192 00 | \$13,789.44 | \$10,525.64 | \$353 28 |
| TICKER TRV | 71 82 | 0 24% | \$3,263 80 | 2 56% |
| United Parcel Svc Inc CL B | 800 00 | \$58,984 00 | \$55,554.67 | \$1,824.00 |
| TICKER UPS | 73 73 | 1 03% | \$3,429.33 | 3 09% |
| United Technologies Corp | 215 00 | \$17,632.15 | \$13,607 89 | \$460.10 |
| TICKER: UTX | 82 01 | 0 31% | \$4,024.26 | 2 61% |
| US Bancorp | 2,310 00 | \$73,781.40 | \$64,390.62 | \$1,801 80 |
| TICKER USB | 31 94 | 1 29% | \$9,390 78 | 2 44% |
| V.F. Corp | 81.00 | \$12,228 57 | \$11,409 05 | \$281.88 |
| TICKER VFC | 150 97 | 0 21% | \$819.52 | 2 31% |
| Valspar Corp | 1,200 00 | \$74,880.00 | \$24,792.05 | \$1,104 00 |
| TICKER VAL | 62 40 | 1 31% | \$50,087.95 | 1 47% |

Asset Detail (continued)**Statement of Account**

January 1, 2012 - December 31, 2012

| Description | Shares/Par Value Current Price | Market Value % of Market Value | Cost Basis Unrealized G/L | Est. Ann. Inc. Current Yield |
|---|---|---|--------------------------------------|---|
| Verizon Communications TICKER: VZ | 1,320 00 43 27 | \$57,116 40 1.00% | \$41,834.15 \$15,282.25 | \$2,719 20 4 76% |
| Visa Inc TICKER: V | 107 00 151 58 | \$16,219.06 0 28% | \$9,344.42 \$6,874 64 | \$141 24 0.87% |
| Walgreen Co TICKER: WAG | 341 00 37 01 | \$12,620.41 0 22% | \$13,868 19 -\$1,247.78 | \$375.10 2.97% |
| Wells Fargo & Co TICKER: WFC | 2,190 00 34 18 | \$74,854 20 1.31% | \$65,522 92 \$9,331 28 | \$1,927 20 2 57% |
| Western Union Co TICKER: WU | 2,310 00 13 61 | \$31,439 10 0 55% | \$46,466 38 -\$15,027 28 | \$1,155.00 3.67% |
| Williams Cos Inc TICKER: WMB | 371 00 32 74 | \$12,146 54 0 21% | \$11,460 26 \$686 28 | \$482 30 3 97% |
| Xcel Energy Inc TICKER: XEL | 1,434 00 26 71 | \$38,302 14 0 67% | \$26,285 65 \$12,016 49 | \$1,548 72 4 04% |
| Yum! Brands Inc TICKER: YUM | 177 00 66 40 | \$11,752 80 0 21% | \$7,445 96 \$4,306 84 | \$237 18 2 02% |
| Zimmer Hldgs Inc TICKER: ZMH | 990 00 66 66 | \$65,993 40 1.15% | \$58,092 27 \$7,901 13 | \$712 80 1 08% |
| 3M Co TICKER: MMM | 934 00 92.85 | \$86,721 90 1.51% | \$70,986 49 \$15,735 41 | \$2,204 24 2 54% |
| | | \$2,530,031 39 44.17% | \$1,930,656.93 \$599,374 46 | \$65,303 49 |
| Equity Funds | | | | |
| Alenian Mlp ETF TICKER: AMLP | 3,400 00 15 95 | \$54,230 00 0 95% | \$54,162 00 \$68.00 | \$3,386 40 6.24% |
| Powershares DB Agriculture Fund TICKER: DBA | 1,475 10 27 95 | \$41,229.05 0.72% | \$41,126.00 \$103.05 | \$0.00 0 00% |
| Powershares DB Oil Fund TICKER: DBO | 3,400.00 25.94 | \$88,196 00 1 54% | \$95,080 00 -\$6,884.00 | \$0 00 0 00% |
| Powershares Qqq Trust TICKER: QQQ | 1.75 65 13 | \$113.98 0.00% | \$51 03 \$62.95 | \$1 44 1 26% |
| SPDR Gold Trust TICKER: GLD | 825 00 162 02 | \$133,666 83 2.33% | \$75,140 10 \$58,526 73 | \$0 00 0 00% |
| Vanguard REIT ETF TICKER: VNQ | 1,850 00 65 80 | \$121,730 00 2 12% | \$75,827.21 \$45,902 79 | \$4,334 55 3 56% |
| | | \$439,165 86 7 66% | \$341,386.34 \$97,779 52 | \$7,722 39 |
| Total Domestic Equities | | \$2,969,197 25 51.83% | \$2,272,043.27 \$697,153 98 | \$73,025.88 |
| Foreign Equities | | | | |
| International Stocks | | | | |
| Accenture PLC CL A TICKER: ACN | 199 00 66.50 | \$13,233 50 0 23% | \$11,282 72 \$1,950.78 | \$322 38 2.44% |

Asset Detail (continued)**Statement of Account**

January 1, 2012 - December 31, 2012

| Description | Shares/Par Value Current Price | Market Value % of Market Value | Cost Basis Unrealized G/L | Est. Ann. Inc. Current Yield |
|--------------------------------|---|---|--------------------------------------|---|
| Barrick Gold Corp | 290 00 | \$10,152.90 | \$11,371 94 | \$232.00 |
| TICKER ABX | 35 01 | 0 18% | -\$1,219 04 | 2 29% |
| BP PLC Spons ADR | 1,200.00 | \$49,968 00 | \$58,007 69 | \$2,592 00 |
| TICKER BP | 41.64 | 0.87% | -\$8,039 69 | 5.19% |
| Covidien PLC | 327 00 | \$18,880.98 | \$14,631 84 | \$340 08 |
| TICKER COV | 57 74 | 0 33% | \$4,249 14 | 1 80% |
| Pentair LTD | 1,200 00 | \$58,980 00 | \$31,729.66 | \$1,056 00 |
| TICKER PNR | 49.15 | 1 03% | \$27,250 34 | 1 79% |
| Schlumberger LTD | 745 00 | \$51,627.46 | \$25,152 90 | \$819 50 |
| TICKER SLB | 69.30 | 0 90% | \$26,474 56 | 1 59% |
| | | \$202,842 84 3 54% | \$152,176.75 \$50,666 09 | \$5,361.96 |
| <i>International Funds</i> | | | | |
| Thornburg Intl Value Fd I | 7,240 48 | \$203,385 17 | \$177,549 08 | \$2,859 99 |
| TICKER TGVIX | 28 09 | 3.55% | \$25,836 09 | 1 41% |
| Virtus Emerging Mkts Oppor-I | 24,149 56 | \$248,981 98 | \$214,256 82 | \$1,835 37 |
| TICKER HIEMX | 10 31 | 4 34% | \$34,725 16 | 0 74% |
| | | \$452,367 15 7 89% | \$391,805.90 \$60,561 25 | \$4,695.36 |
| Total Foreign Equities | | \$655,209 99 11 43% | \$543,982.65 \$111,227 34 | \$10,057 32 |
| <i>Alternative Investments</i> | | | | |
| <i>Limited Partnership</i> | | | | |
| Selectinvest Multistrategy LTD | 2,445.16 | \$31,796 20 | \$27,717 79 | \$0 00 |
| Ser 1 | 13 00 | 0 55% | \$4,078 41 | 0 00% |
| Total Alternative Investments | | \$31,796.20 0.55% | \$27,717.79 \$4,078.41 | \$0 00 |

Account holdings are reflected on a settlement date basis.