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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation MARION & MARLENE BETTEN FOUNDATION		A Employer identification number 38-2848189	
Number and street (or P O box number if mail is not delivered to street address) 5901 28TH STREET		B Telephone number (see instructions) (616) 301-2100	
City or town, state, and ZIP code GRAND RAPIDS, MI 49546		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,274,566		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	257,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,069	11,069		
	4 Dividends and interest from securities.	70,637	70,637		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	39,812			
	b Gross sales price for all assets on line 6a _____ 581,110				
	7 Capital gain net income (from Part IV , line 2)		39,812		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	378,518	121,518		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,070	0		2,070
	c Other professional fees (attach schedule)	23,749	23,749		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,925	1,334		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	300	0		300
	24 Total operating and administrative expenses. Add lines 13 through 23	28,044	25,083		2,370
	25 Contributions, gifts, grants paid	283,910			283,910
	26 Total expenses and disbursements. Add lines 24 and 25	311,954	25,083		286,280
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	66,564			
	b Net investment income (if negative, enter -0-)		96,435		
	c Adjusted net income (if negative, enter -0-)				

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	485,413	633,122	633,122
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,216,933	2,285,208	2,640,117
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	150,000	0	0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	628	1,327	1,327	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,852,974	2,919,657	3,274,566	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,852,974	2,919,657	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,852,974	2,919,657	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,852,974	2,919,657	

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 2,852,974
2	Enter amount from Part I, line 27a	2 66,564
3	Other increases not included in line 2 (itemize) ▶ _____	3 119
4	Add lines 1, 2, and 3	4 2,919,657
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 2,919,657

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)
1 a	FIDELITY INVESTMENTS (DETAIL ATTACHED)	P		
b	WELLS FARGO INVESTMENTS (DETAIL ATTACHED)	P		
c	CAPITAL GAINS DIVIDENDS	P		
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 113,186		122,434	-9,248
b 465,344		418,864	46,480
c 2,580			2,580
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) 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			-9,248
b			46,480
c			2,580
d			
e			

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	39,812
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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	137,996	3,104,510	0 044450
2010	166,230	2,802,160	0 059322
2009	78,671	2,281,760	0 034478
2008	113,920	2,439,363	0 046701
2007	119,320	2,532,848	0 047109

2 Total of line 1, column (d).	2	0 232060
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 046412
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,137,726
5 Multiply line 4 by line 3.	5	145,628
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	964
7 Add lines 5 and 6.	7	146,592
8 Enter qualifying distributions from Part XII, line 4.	8	286,280

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	964
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	964
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	964
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,000
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	2,036
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 2,036	Refunded ☐	11	0

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶NONE				
14	The books are in care of ▶MARLENE BETTEN Telephone no ▶(616) 301-2100 Located at ▶5901 28TH ST SE GRAND RAPIDS MI ZIP +4 ▶49546			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

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?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

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?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				

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				

Total

number of other employees paid over \$50,000.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0
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	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,549,223
b	Average of monthly cash balances.	1b	560,308
c	Fair market value of all other assets (see instructions).	1c	75,978
d	Total (add lines 1a, b, and c).	1d	3,185,509
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,185,509
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	47,783
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,137,726
6	Minimum investment return. Enter 5% of line 5.	6	156,886

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	156,886
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	964
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	964
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	155,922
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	155,922
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	155,922

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	286,280
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	286,280
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	964
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	285,316
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				155,922
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010. 1,417				
e From 2011.				
f Total of lines 3a through e.	1,417			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 286,280				
a Applied to 2011, but not more than line 2a			0	
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.				155,922
e Remaining amount distributed out of corpus	130,358			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	131,775			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	131,775			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . . 1,417				
d Excess from 2011. . . .				
e Excess from 2012. . . . 130,358				

Part XIV

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

1a

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

b

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

☐ 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

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

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 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 Additional Data Table				
Total			3a	283,910
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	11,069	
4 Dividends and interest from securities.			14	70,637	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	39,812	
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		121,518	0
13 Total. Add line 12, columns (b), (d), and (e).			13		121,518

[illegible]

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 solicitations. 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		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00111326
	DEBRA A BOEVE	DEBRA A BOEVE			
	Firm's name ☐	DOLINKA VANNOORD & COMPANY PLLP		Firm's EIN ☐ 38-2426290	
		360 EAST BELTLINE NE STE 200			
	Firm's address ☐	GRAND RAPIDS, MI 495061208		Phone no (616) 459-2233	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization MARION & MARLENE BETTEN FOUNDATION	Employer identification number 38-2848189
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BETTEN MARLENE 1880 TALAMORE CT SE GRAND RAPIDS, MI 49546 	\$ 100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	RCB AUTOMOTIVE INC 930 OMALLEY DR COOPERSVILLE, MI 49404 	\$ 12,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	BETTEN IMPORTS INC 5901 28TH ST SE GRAND RAPIDS, MI 49546 	\$ 95,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	SCHOLTEN ALICE 5077 HOMESTEAD COURT SW GRANDVILLE, MI 49418 	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	LAMER TIM LAURA 9305 BENNETT ADA, MI 49301 	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization MARION & MARLENE BETTEN FOUNDATION	Employer identification number 38-2848189
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization MARION & MARLENE BETTEN FOUNDATION	Employer identification number 38-2848189
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

Form 990PF Part VIII Line 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
MARLENE BETTEN	PRESIDENT 0 50	0	0	0
5901 28TH ST SE GRAND RAPIDS, MI 49546				
LAURA LAMER	SECRETARY 0 50	0	0	0
5901 28TH ST SE GRAND RAPIDS, MI 49546				
ALICE SCHOLTEN	TREASURER 0 50	0	0	0
5901 28TH ST SE GRAND RAPIDS, MI 49546				
RODNEY BETTEN	DIRECTOR 0 50	0	0	0
5901 28TH ST SE GRAND RAPIDS, MI 49546				
GREGORY BETTEN	DIRECTOR 0 50	0	0	0
5901 28TH ST SE GRAND RAPIDS, MI 49546				

Form 990PF Part XV Line 1a - 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).

MARLENE BETTEN
LAURA LAMER
ALICE SCHOLTEN

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ADA CHRISTIAN SCHOOL 6206 ADA DRIVE GRAND RAPIDS, MI 49546		NON-PROFIT	CHARITABLE CONTRIBUTION	5,000
AMERICAN CANCER SOCIETY 400 ANN ST NW GRAND RAPIDS, MI 49504		NON-PROFIT	CHARITABLE CONTRIBUTION	350
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231		NON-PROFIT	CHARITABLE CONTRIBUTION	250
AMERICAN RED CROSS 1050 FULLER NE GRAND RAPIDS, MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	250
ANCHOR POINT CHRISTIAN SCHOOLS 601 36TH STREET WYOMING, MI 49509		NON-PROFIT	CHARITABLE CONTRIBUTION	500
BACK TO GOD HOUR 6555 WEST COLLEGE DRIVE PALOS HEIGHTS, IL 60463		NON-PROFIT	CHARITABLE CONTRIBUTION	5,000
BETHANY CHRISTIAN SERVICES 901 EASTERN AVE NE GRAND RAPIDS, MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	1,500
BIBLE LEAGUE 5535 EGYPT VALLEY NE CANNON TOWNSHIP, MI 49306		NON-PROFIT	CHARITABLE CONTRIBUTION	800
BSF INTERNATIONAL 19001 HUEBNER ROAD SAN ANTONIO, TX 782584019		NON-PROFIT	CHARITABLE CONTRIBUTION	2,310
CALVIN CHRISTIAN SCHOOL 3750 IVANREST GRANDVILLE, MI 49418		NON-PROFIT	CHARITABLE CONTRIBUTION	5,000
CAMP GENEVA 3995 LAKESHORE DRIVE HOLLAND, MI 49424		NON-PROFIT	CHARITABLE CONTRIBUTION	500
CAMP ROGER 8356 BELDING RD ROCKFORD, MI 49341		NON-PROFIT	CHARITABLE CONTRIBUTION	1,000
CAMP TALL TURF 816 MADISON AVE SE GRAND RAPIDS, MI 49507		NON-PROFIT	CHARITABLE CONTRIBUTION	1,750
CAMPUS CRUSADES FOR CHRIST 3029 WESTNOR COURT COLUMBUS, OH 43204		NON-PROFIT	CHARITABLE CONTRIBUTION	2,000
CASCADE CHRISTIAN REFORMED CHURCH 6655 CASCADE SE GRAND RAPIDS, MI 49546		NON-PROFIT	CHARITABLE CONTRIBUTION	172,550

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHAPLAIN SERVICES INC 3351 CLAYSTONE SE GRAND RAPIDS,MI 49546		NON-PROFIT	CHARITABLE CONTRIBUTION	1,000
CHRISTIAN COUNSELING CENTER 3355 EAGLE PARK DR NE GRAND RAPIDS,MI 49525		NON-PROFIT	CHARITABLE CONTRIBUTION	2,000
CHRISTIAN LEARNING CENTER 4340 BURLINGAME SW WYOMING,MI 49509		NON-PROFIT	CHARITABLE CONTRIBUTION	2,000
CHRISTIAN REFORMED CHURCH 2850 KALAMAZOO AV SE GRAND RAPIDS,MI 49560		NON-PROFIT	CHARITABLE CONTRIBUTION	2,000
CHRISTIAN REFORMED CONFERENCE GROUNDS 12253 LAKE SHORE DRIVE GRAND HAVEN,MI 49417		NON-PROFIT	CHARITABLE CONTRIBUTION	12,500
CHRISTIAN REFORMED HOME MISSIONS 2850 KALAMAZOO AV SE GRAND RAPIDS,MI 49560		NON-PROFIT	CHARITABLE CONTRIBUTION	4,000
CRIMINAL JUSTICE CHAPLAINCY 207 E FULTON ST GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	1,250
CROSSROAD BIBLE INSTITUTE PO BOX 900 GRAND RAPIDS,MI 49509		NON-PROFIT	CHARITABLE CONTRIBUTION	1,000
ALZHEIMER'S ASSOCIATION 2944 FULLER AVE NE STE 101 GRAND RAPIDS,MI 49505		NON-PROFIT	CHARITABLE CONTRIBUTION	100
DEGAGE MINISTRIES 144 S DIVISION AV GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	1,000
DEVOS CHILDRENS HOSPITAL 100 MICHIGAN NE GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	1,500
CHERRY ST HEALTH SERVICES 100 CHERRY ST SE GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	8,500
GRAND RAPIDS CHRISTIAN SCHOOLS 1812 SYLVAN AVE SE GRAND RAPIDS,MI 49506		NON-PROFIT	CHARITABLE CONTRIBUTION	3,500
GRANDVILLE CHRISTIAN SCHOOL 3934 WILSON AVE SW GRANDVILLE,MI 49418		NON-PROFIT	CHARITABLE CONTRIBUTION	5,550
GUIDING LIGHT MISSION 255 S DIVISION AVE GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	4,550

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
INNER CITY CHRISTIAN FEDERATION 515 JEFFERSON SE GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	2,000
KID'S LIFE BIBLE CLUBS 2110 ENTERPRISE ST SE GRAND RAPIDS,MI 49508		NON-PROFIT	CHARITABLE CONTRIBUTION	500
KUYPER COLLEGE 3333 EAST BELTLINE NE GRAND RAPIDS,MI 49525		NON-PROFIT	CHARITABLE CONTRIBUTION	250
LEGACY CHRISTIAN SCHOOL 520 68TH STREET SE GRAND RAPIDS,MI 49548		NON-PROFIT	CHARITABLE CONTRIBUTION	350
MISSION INDIA 3125 28TH SW SUITE 3 GRANDVILLE,MI 49418		NON-PROFIT	CHARITABLE CONTRIBUTION	1,500
NATIONAL MULTIPLE SCLEROSIS SOCIETY 21311 CIVIC CENTER DRIVE SOUTHFIELD,MI 48076		NON-PROFIT	CHARITABLE CONTRIBUTION	1,000
MUSCULAR DYSTROPHY 1012 NORTH UNIVERSITY BOULEVARD MIDDLETOWN,OH 45042		NON-PROFIT	CHARITABLE CONTRIBUTION	200
PARTNERS WORLDWIDE 6139 TAHOE DR SE GRAND RAPIDS,MI 49546		NON-PROFIT	CHARITABLE CONTRIBUTION	6,000
POTTERS HOUSE CHRISTIAN SCHOOL 810 VAN RAALTE DR SW GRAND RAPIDS,MI 49509		NON-PROFIT	CHARITABLE CONTRIBUTION	4,000
PREGNANCY RESOURCE CENTER 415 CHERRY STREET SE GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	500
REHOBETH CHRISTIAN SCHOOL PO BOX 41 REHOBETH,NM 873220041		NON-PROFIT	CHARITABLE CONTRIBUTION	3,000
RIGHT TO LIFE OF MICHIGAN 2340 PORTER STREET SW GRAND RAPIDS,MI 49509		NON-PROFIT	CHARITABLE CONTRIBUTION	2,000
ROSELAND CHRISTIAN MINISTRIES 10858 S MICHIGAN AVE CHICAGO,IL 60628		NON-PROFIT	CHARITABLE CONTRIBUTION	500
THE BANNER 2850 KALAMAZOO AV SE GRAND RAPIDS,MI 49560		NON-PROFIT	CHARITABLE CONTRIBUTION	500
THE LUKE SOCIETY 3409 GATEWAY BLVD SIOUX FALLS,SD 57106		NON-PROFIT	CHARITABLE CONTRIBUTION	1,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE RAFIKI FOUNDATION INC PO BOX 1988 EUSTIS,FL 32727		NON-PROFIT	CHARITABLE CONTRIBUTION	1,500
THE TRACT LEAGUE 2627 ELMRIDGE DRIVE GRAND RAPIDS,MI 495341329		NON-PROFIT	CHARITABLE CONTRIBUTION	500
UNITED WAY 118 COMMERCE SW GRAND RAPIDS,MI 49503		NON-PROFIT	CHARITABLE CONTRIBUTION	500
VOLUNTEERS IN SERVICE 2303 KALAMAZOO AVE GRAND RAPIDS,MI 49507		NON-PROFIT	CHARITABLE CONTRIBUTION	2,000
WEDGEWOOD CHRISTIAN SERVICES 3300 36TH ST SE GRAND RAPIDS,MI 49512		NON-PROFIT	CHARITABLE CONTRIBUTION	1,550
SAFE HAVEN MINISTRIES 3501 LAKE EASTBROOK BLVD SE GRAND RAPIDS,MI 49546		NON-PROFIT	CHARITABLE CONTRIBUTION	250
YOUTH FOR CHRIST 7086 8TH AVE GEORGETOWN TOWNSHIP,MI 49428		NON-PROFIT	CHARITABLE CONTRIBUTION	1,000
YOUTH UNLIMITED 1333 ALGER ST SE GRAND RAPIDS,MI 49507		NON-PROFIT	CHARITABLE CONTRIBUTION	500
STILL WATER COUNSELING 137 KEVELING DR SALINE,MI 48176		NON-PROFIT	CHARITABLE CONTRIBUTION	100
WORLD RENEW 2850 KALAMAZOO AV SE GRAND RAPIDS,MI 49507		NON-PROFIT	CHARITABLE CONTRIBUTION	3,000
Total  3a				283,910

TY 2012 Accounting Fees Schedule

Name: MARION & MARLENE BETTEN FOUNDATION

EIN: 38-2848189

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,070	0		2,070

**TY 2012 Investments Corporate
Stock Schedule****Name:** MARION & MARLENE BETTEN FOUNDATION**EIN:** 38-2848189

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS	1,686,251	1,972,029
WELLS FARGO SECURITIES	598,957	668,088

TY 2012 Investments - Other Schedule

Name: MARION & MARLENE BETTEN FOUNDATION

EIN: 38-2848189

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CASCADE FELLOWSHIP CRC	FMV	0	0

TY 2012 Other Assets Schedule

Name: MARION & MARLENE BETTEN FOUNDATION

EIN: 38-2848189

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	628	1,327	1,327

TY 2012 Other Expenses Schedule

Name: MARION & MARLENE BETTEN FOUNDATION

EIN: 38-2848189

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	300	0		300

TY 2012 Other Increases Schedule

Name: MARION & MARLENE BETTEN FOUNDATION

EIN: 38-2848189

Description	Amount
NON TAXABLE NON-DIVIDEND DISTRIBUTIONS	119

TY 2012 Other Professional Fees Schedule

Name: MARION & MARLENE BETTEN FOUNDATION

EIN: 38-2848189

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE FEES	23,749	23,749		0

TY 2012 Substantial Contributors Schedule**Name:** MARION & MARLENE BETTEN FOUNDATION**EIN:** 38-2848189

Name	Address
MARLENE BETTEN	1880 TALAMORE CT GRAND RAPIDS, MI 49546
BETTEN IMPORTS	5901 28TH ST SE GRAND RAPIDS, MI 49546
TIM AND LAURA LAMER	9305 BENNETT ADA, MI 49301
RCB AUTOMOTIVE	930 OMALLEY DR COOPERSVILLE, MI 49404
ALICE SCHOLTEN	5077 HOMESTEAD CT SW GRANDVILLE, MI 49418

TY 2012 Taxes Schedule**Name:** MARION & MARLENE BETTEN FOUNDATION**EIN:** 38-2848189

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,334	1,334		0
EXCISE TAX	591	0		0



2012 Informational Tax Reporting Statement

MARION & MARLENE BETTEN FNDTN

Account No **614-310999** Customer Service 616-261-2800
 Recipient ID No **38-2848189** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP										
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
APPLE INC, AAPL, 037833100										
Sale	08/29/12	02/11/10	20 000	13,519 70	3,900 96	9,618 74				
BLACKROCK LATIN AMERICA FD CL A, MDLTX, 09250X105										
Sale	06/12/12	12/28/10	339 362	18,200 00	24,573 22	-6,373 22				
GOLDMAN SACHS BRIC FD CL A, GBRA, 38143H555										
Sale	06/12/12	12/22/06	1,348 018	15,300 00	17,382 67	-2,082 67				
NII HLDGS INC NEW, NIHD, 62913F201										
Sale	06/12/12	05/12/09	400 000	4,492 14	7,054 24	-2,562 10				
Sale	06/12/12	02/11/10	120 000	1,347 64	4,043 59	-2,695 95				
Subtotals				5,839 78	11,097.83(c)					
PIMCO FOREIGN BOND FUND (UNHEDGED) CL D, PFBDX, 722005212										
Sale	06/12/12	12/28/10	4,643 188	50,100 00	50,007 14	92 86				
TRANSOCEAN LIMITED COM CHF15, RIG, H8817H100										
Sale	02/21/12	05/15/09	125 000	6,235 90	8,633 61	-2,397 71				
Sale	02/21/12	02/11/10	80 000	3,990 97	6,838 02	-2,847 05				
Subtotals				10,226.87	15,471.63(c)					
TOTALS				113,186.35	122,433.45(c)			0.00		
				Long-Term Realized Gain		9,711 60				
				Long-Term Realized Loss		-18,958 70				
				Wash Sale Loss Disallowed			0.00			

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions



2012 SUMMARY AMENDMENT

Page 40 of 68

Account Number 1497-3186
Command Account Number: 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

REALIZED GAIN/LOSS SUMMARY	COVERED SECURITIES	NONCOVERED SECURITIES	TOTAL
Short term	\$3,554.03	\$0.00	\$3,554.03
Long term	\$6,929.36	\$35,996.36	\$42,925.72
Unknown term	Not applicable	\$0.00	\$0.00
Index options	Not applicable	\$0.00	\$0.00
Total - Realized Gain/Loss	\$10,483.39	\$35,996.36	\$46,479.75

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ACACIA RESH CORP AR ACACIA TECHNOLOGIES COM CUSIP 003881307	18 00000	31 1491	11/21/11	08/21/12	449 87	560 68	-110 81
ADVANCE AUTO PARTS CUSIP 00751Y106	15 00000	65 9517	06/26/12	10/01/12	1,020 53	989 28	31 25

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 41 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	15 00000	65 7860	06/26/12	10/01/12	1,020 53	986 79	33 74
	7 00000	65 8709	06/26/12	10/01/12	476 26	461 10	15 16
Subtotal	37.00000				2,517.32	2,437.17	80.15
AGILENT TECH INC CUSIP 00846U101	124 00000	48 6792	05/24/11	03/15/12	5,667 52	6,036 22	-368 70
	65 00000	34 5449	12/20/11	10/01/12	2,535 14	2,245 42	289 72
Subtotal	189.00000				8,202.66	8,281.64	-78.98
ALLIANCE DATA SYSTEMS CORP CUSIP 018581108	7 00000	102 9016	11/08/11	10/10/12	986 09	720 32	265 77
AMETEK INC NEW CUSIP 031100100	0 50000	0 0000	07/02/12	07/02/12	16 69	0 01	16 68
	9 00000	26 7128	11/10/11	07/17/12	299 64	240 42	59 22
	13 36842	26 7128	11/10/11	10/01/12	466 50	357 11	109 39
	62 63158	27 9900	11/11/11	10/01/12	2,185 57	1,753 06	432 51
	48 00000	33 5241	08/16/12	10/01/12	1,674 99	1,609 16	65 83
	53 00000	34 4626	08/21/12	10/01/12	1,849 48	1,826 52	22 96
Subtotal	186.50000				6,492 87	5,786.28	706.59
AMPHENOL CORP NEW CL A CUSIP 032095101	28 00000	53 5824	07/06/12	10/01/12	1,631 23	1,500 31	130 92
	5 00000	53.4975	07/06/12	10/01/12	291 30	267 49	23 81
Subtotal	33.00000				1,922.53	1,767.80	154.73
ANSYS INC CUSIP 03662Q105	17 00000	53 8749	08/31/11	05/03/12	1,049 86	915 88	133 98
ASCENA RETAIL GROUP INC CUSIP 04351G101	90 00000	14 9627	01/03/12	04/24/12	1,805 58	1,346 65	458 93

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 42 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	16.00000	15.3408	01/04/12	04/24/12	321.00	245.45	75.55
106.00000					2,126.58	1,592.10	534.48
ASHLAND INC NEW CUSIP C 14209104	51.00000	65.7195	05/15/12	10/01/12	3,667.09	3,351.69	315.40
ASPEN TECHNOLOGY INC CUSIP 045327103	38.00000	17.8734	11/07/11	10/02/12	930.77	679.19	251.58
	50.00000	17.8734	11/07/11	10/03/12	1,236.43	893.67	342.76
Subtotal	88.00000				2,167.20	1,572.86	594.34
ASSOC ESTATES RLTY CORP REIT CUSIP 045604105	20.00000	17.4085 17.4263	07/15/11	02/08/12	320.41	348.17 348.53	-27.76
	81.00000	17.6243 17.6430	07/18/11	02/08/12	1,297.67	1,427.57 1,429.08	-129.90
Subtotal	101.00000				1,618.08	1,775.74	-157.66
						1,777.61	
BANK NEW YORK MELLON CORP CUSIP 064058100	265.00000	19.7951	08/24/11	01/11/12	5,662.15	5,245.70	416.45
BRUNSWICK CORP CUSIP 117043109	43.00000	26.5875	03/15/12	07/23/12	924.79	1,143.27	-218.48
	27.00000	26.5875	03/15/12	07/24/12	557.72	717.86	-160.14
	30.00000	26.6419	03/16/12	07/24/12	619.70	799.26	-179.56
Subtotal	100.00000				2,102.21	2,660.39	-558.18
CARDTRONICS INC CUSIP 14161H108	30.00000	23.1724	10/05/11	10/01/12	886.45	695.18	191.27
	36.00000	23.1724	10/05/11	10/02/12	1,066.67	834.20	232.47
Subtotal	66.00000				1,953.12	1,529.38	423.74

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 43 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CARMAX INC CUSIP 143130102	84 00000	32 4201	07/25/11	01/06/12	2,568 63	2,723 29	-154 66
CASH AMERICA INTER- NATIONAL INC CUSIP 14754D100	40 00000	56 9419	10/13/11	01/18/12	1,641 23	2,277 68	-636 45
CHARTER COMMUNICATIONS INC DEL NEW CLASS A CUSIP 16117M305	35 00000 7 00000	57 4509 57 1711	01/12/12 01/13/12	10/01/12 10/01/12	2,635 39 527 08	2,010 78 400 20	624 61 126 88
Subtotal	42.00000				3,162.47	2,410.98	751.49
CHURCH & DWIGHT INC CUSIP 171340102	36 00000	43 5421	11/10/11	05/02/12	1,821 62	1,567 52	254 10
CIGNA CORPORATION CUSIP 125509109	54 00000 21 00000	42.9431 45 6991	07/02/12 08/30/12	10/01/12 10/01/12	2,595 00 1,009 17	2,318 93 959 68	276 07 49 49
Subtotal	75.00000				3,604.17	3,278.61	325.56
CIT GROUP INC NEW CUSIP 125581801	47 00000	34 4341	06/26/12	10/01/12	1,848.51	1,618 40	230 11
CITY NATIONAL CORP CUSIP 178566105	14 00000	51 5849	10/01/12	10/17/12	674 98	722 19	-47 21
COMERICA INC CUSIP 200340107	62 00000	25 8842	10/31/11	03/02/12	1,834 35	1,604 82	229 53
COMPANHIA ENERGETICA DE MINAS GERAIS-CEMIG SPONS ADR CUSIP 204409601	23 00000 20 00000	20 4610 20 4610	06/29/11 06/29/11	01/27/12 05/07/12	453 81 462 81	470.61 409 21	-16 80 53 60
Subtotal	43.00000				916.62	879.82	36.80

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 44 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
COVIDIEN PLC CUSIP G2554F113	109 00000	47 6518	09/13/11	01/11/12	5,014 67	5,194 05	-179 38
CROWN HOLDINGS INC CUSIP 228368106	69 00000	33 1528	12/15/11	05/04/12	2,505 52	2,287 54	217 98
CUBIST PHARMACEUTICALS INC CUSIP 229678107	40 00000 44 00000	40 4221 41 3721	06/11/12 07/20/12	10/01/12 10/01/12	1,914 29 2,105 73	1,616 88 1,820 37	297 41 285 36
Subtotal	84.00000				4,020.02	3,437.25	582.77
CULLEN FROST BANKERS INC CUSIP 229899109	37 00000	49 1899	08/11/11	03/20/12	2,184 63	1,820 03	364 60
CYBERONICS INC CUSIP 23251P102	3 00000	51 8108	10/01/12	12/07/12	154 89	155 44	-0 55
DENBURY RESOURCES INC NEW CUSIP 247916208	330 00000	19 1825	03/15/12	11/13/12	4,823 63	6,330 23	-1,506 60
DISH NETWORK CORP CLASS A CUSIP 25470M109	45 00000 35 00000	27 5199 27 3997	10/10/11 10/11/11	10/01/12 10/01/12	1,372 23 1,067 30	1,238 40 958 99	133 83 108 31
Subtotal	80.00000				2,439.53	2,197.39	242.14
DONALDSON COMPANY INC CUSIP 257651109	38 00000 10 00000	35 2287 35 2287	05/22/12 05/22/12	07/11/12 07/11/12	1,195 20 315 08	1,338 70 352 28	-143 50 -37 20
Subtotal	48.00000				1,510 28	1,690.98	-180.70
ELIZABETH ARDEN INC CUSIP 28660G106	15 00000 10 00000	35 3161 35 3823	05/15/12 05/16/12	10/01/12 10/01/12	708 45 472 30	529 74 353 82	178 71 118 48

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 45 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	5 00000	35 3823	05/16/12	10/02/12	232 00	176 91	55 09
	17 00000	35 2841	05/17/12	10/02/12	788 81	599 83	188 98
Subtotal	47.00000				2,201.56	1,660.30	541.26
EQT CORP CUSIP 26884L109	26 00000	61 8055	09/07/11	01/12/12	1,303 30	1,606 94	-303 64
	35 00000	43 9723	06/04/12	10/01/12	2,103 51	1,539 03	564 48
	33 00000	56 4882	08/17/12	10/01/12	1,983.32	1,864 11	119 21
Subtotal	94.00000				5,390.13	5,010.08	380.05
FEDERAL RLTY INVT TR SBI REIT CUSIP 313747206	20 00000	96 3417	02/08/12	10/01/12	2,096 95	1,926 83	170 12
FEI COMPANY CUSIP 30241L109	18 00000	51 3257	05/02/12	06/21/12	889 46	923 87	-34 41
	18 00000	51 3257	05/02/12	06/22/12	855 28	923 87	-68 59
	5 00000	51 3257	05/02/12	07/09/12	236 44	256 63	-20 19
	11 00000	51 3257	05/02/12	07/10/12	525 34	564 57	-39 23
	23 00000	45 6783	05/10/12	07/10/12	1,098 46	1,050 60	47 86
Subtotal	75.00000				3,604.98	3,719.54	-114.56
FIFTH THIRD BANCORP CUSIP J16773100	123 00000	12 3417	11/08/11	03/26/12	1,751 47	1,518 03	233 44
FINISH LINE CL A CUSIP 317923100	50 00000	23 7415	02/21/12	06/21/12	935 66	1,187 08	-251 42
	25 00000	23 7415	02/21/12	06/22/12	462 75	593 53	-130 78
	30 00000	21 9222	03/30/12	06/22/12	555.31	657 67	-102 36
Subtotal	105.00000				1,953.72	2,438.28	-484.56
FINMECCANICA SPA-UNS ADR CUSIP 313027208	45 00000	6 2622	04/19/11	01/13/12	82 46	281 80	-199 34

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 46 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	45 00000	6 2622	04/19/11	01/17/12	81 51	281 80	-200 29
	30 00000	6 2622	04/19/11	01/17/12	53 30	187 87	-134 57
	110 00000	6 2622	04/19/11	01/18/12	203 58	688 85	-485 27
	135 00000	6 2622	04/19/11	01/19/12	254 45	845 40	-590 95
	60 00000	6 2622	04/19/11	01/20/12	113 47	375 73	-262 26
	23 00000	6 2622	04/19/11	01/23/12	51 52	144 02	-92 50
Subtotal	448.00000				840.29	2,805.47	-1,965.18
FIRST FINANCIAL BANCORP OHIO CUSIP 320209109	25 00000	16 2203	03/06/12	10/01/12	424 60	405 51	19 09
	25 00000	16 2203	03/06/12	10/02/12	422 20	405 51	16 69
	5 00000	16 4643	03/07/12	10/02/12	84 44	82 32	2 12
	25 00000	16 6703	03/08/12	10/03/12	419 23	416 76	2.47
	24 00000	16 6703	03/08/12	10/04/12	402 43	400 08	2 35
Subtotal	104.00000				1,752.90	1,710.18	42 72
FIRST HORIZON NATIONAL CORP CUSIP 320517105	168 00000	10 6297	03/26/12	06/12/12	1,285 56	1,785 79	-500 23
FIRST REPUBLIC BANK SAN FRANCISCO CALIF CUSIP 33616C100	66 00000	32 3635	03/26/12	10/01/12	2,224 78	2,135 99	88 79
FLOWERS FOODS INC CUSIP 343498101	12 00000	20 5780	11/14/11	10/01/12	238 47	246 94	-8 47
FOOT LOCKER INC CUSIP 344849104	48 00000	20 3655	09/13/11	06/13/12	1,464 86	977 55	487 31
FOREST CITY ENTERPRS CLA CUSIP 345550107	85 00000	12 3899	10/19/11	10/01/12	1,338 85	1,053 15	285 70

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 47 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	40.00000	12.3899	10/19/11	10/02/12	632.73	495.59	137.14
Subtotal	125.00000				1,971.58	1,548.74	422.84
FORWARD AIR CORP SER A CUSIP 349853101	10.00000	30.6193	10/01/12	12/20/12	337.85	306.19	31.66
	5.00000	29.9994	10/02/12	12/20/12	168.93	150.00	18.93
	10.00000	30.1070	10/03/12	12/20/12	337.86	301.07	36.79
Subtotal	25.00000				844.64	757.26	87.38
FOSSIL INC CUSIP 349882100	18.00000	84.0696	12/13/11	02/13/12	1,880.11	1,513.25	366.86
GARDNER DENVER INC CUSIP 365558105	22.00000	72.7866	10/21/11	03/28/12	1,388.13	1,601.30	-213.17
	21.00000	73.7235	02/10/12	03/28/12	1,325.05	1,548.19	-223.14
Subtotal	43.00000				2,713.18	3,149.49	-436.31
HAEMONETICS CORP MASS CUSIP 405024100	3.00000	80.6113	10/01/12	10/04/12	243.18	241.84	1.34
	5.00000	80.6113	10/01/12	10/10/12	399.31	403.06	-3.75
Subtotal	8.00000				642.49	644.90	-2.41
HEALTHCARE SVCS GROUP INC CUSIP 421906108	23.00000	23.7653	10/01/12	10/17/12	554.10	546.61	7.49
HEXCEL CORP NEW CUSIP 428291108	65.00000	25.5077	01/12/12	10/01/12	1,566.41	1,658.00	-91.59
HMS HLDGS CORP CUSIP 40425J101	20.00000	32.6753	10/01/12	11/29/12	445.42	653.51	-208.09
	5.00000	32.5036	10/02/12	11/29/12	111.35	162.52	-51.17
	5.00000	32.2593	10/03/12	11/29/12	111.36	161.30	-49.94
Subtotal	30.00000				668.13	977.33	-309.20

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 48 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ICU MED INC CUSIP 44930G107	9 00000	61 2736	10/01/12	10/04/12	555 48	551 47	4 01
INTERCONTINENTALEXCHANGE INC CUSIP 45865V100	10 00000	127 9621	05/02/12	10/01/12	1,324 58	1,279 62	44 96
	5 00000	135 3776	08/30/12	10/01/12	662 29	676 89	-14 60
Subtotal	15.00000				1,986.87	1,956.51	30.36
INTERNATIONAL GAME TECHNOLOGY CUSIP 459902102	170 00000	15 0195	02/15/12	07/25/12	2,033 32	2,553 32	-520 00
J B HUNT TRANSPORT SERVICE INC CUSIP 445658107	7 00000	54 6210	07/17/12	10/01/12	363 97	382 35	-18 38
LABORATORY CORP OF AMER HLDGS CUSIP 50540R409	29 00000	88 7732	08/01/11	01/19/12	2,569 63	2,574 42	-4 79
LAM RESEARCH CORP CUSIP 512807108	38 00000	38 1812	12/15/11	10/01/12	1,206 52	1,450 89	-244 37
LAREDO PETROLEUM HOLDINGS INC CUSIP 516806106	55 00000	23 4312	05/10/12	10/01/12	1,220 20	1,288 72	-68 52
	22.00000	23.4312	05/10/12	10/02/12	475.56	515.48	-39.92
Subtotal	77.00000				1,695.76	1,804 20	-108.44
LINCOLN ELECTRIC HLDGS CUSIP 533900106	146 00000	42 2812	07/11/12	10/10/12	5,585 28	6,173 06	-587 78
MADDEN STEVEN LTD CUSIP 556269108	16 00000	36 8391	06/21/12	10/01/12	682 98	589 43	93 55
MASIMO CORP CUSIP 574795100	14 00000	24 0511	10/01/12	10/04/12	334 28	336 72	-2 44

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 49 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
MDC PARTNERS INC-A CUSIP 552697104	10 00000	15 5388	11/03/11	04/04/12	108.53	155 39	-46 86
	20 00000	15 4379	11/04/11	04/04/12	217 06	308 76	-91 70
	5 00000	15 4379	11/04/11	04/05/12	54 99	77 19	-22 20
	66 00000	15 7798	11/07/11	04/05/12	726 00	1,041 47	-315 47
Subtotal	101.00000				1,106.58	1,582.81	-476.23
MID-AMER APT COMMUNITIES REIT INC CUSIP 59522J103	14 00000	64 6175	02/10/12	10/01/12	899 69	904 65	-4 96
MSCI INC CUSIP 55354G100	76 00000	34 1938	07/06/12	10/01/12	2,719 18	2,598 73	120 45
MYLAN INC CUSIP 628530107	78 00000	21 2378	01/26/12	10/01/12	1,907 43	1,656 55	250 88
MYRIAD GENETICS INC CUSIP 62855J104	9 00000	27 5374	10/01/12	10/04/12	254 77	247 84	6 93
NASDAQ OMX GROUP CUSIP 631103108	45 00000	25 9495	01/27/12	05/23/12	973 75	1,167 73	-193 98
	19 00000	25 6470	01/30/12	05/23/12	411 14	487 29	-76 15
Subtotal	64 00000				1,384.89	1,655.02	-270 13
NUVASIVE INC CUSIP 670704105	35 00000	23 5073	10/01/12	10/24/12	490.49	822 76	-332 27
	15 00000	23 1731	10/02/12	10/24/12	210 21	347 60	-137 39
	16.00000	23 0731	10/03/12	10/24/12	224 23	369 17	-144 94
Subtotal	66.00000				924.93	1,539.53	-614.60
OXFORD INDUSTRIES INC CUSIP 691497309	8 00000	46 1859	04/19/12	10/01/12	448 42	369 49	78 93
	7 00000	46 6822	04/20/12	10/01/12	392 36	326 78	65 58

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 50 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	5 00000	47 1019	04/23/12	10/01/12	280 27	235 51	44 76
	15 00000	47 1019	04/23/12	10/02/12	828 74	706 53	122 21
	19 00000	47.1019	04/23/12	10/03/12	1,049 64	894 93	154.71
Subtotal	54.00000				2,999.43	2,533.24	466.19
PALL CORP CUSIP 696429307	13 00000	57 7507	12/12/11	06/05/12	696 18	750 76	-54 58
	27 00000	57 7507	12/12/11	10/01/12	1,733 58	1,559 27	174 31
	27 00000	60 2632	03/08/12	10/01/12	1,733 59	1,627 11	106 48
Subtotal	67.00000				4,163.35	3,937.14	226.21
PHILLIPS 66 CUSIP 713546104	14 00000	45 0919	10/24/12	12/11/12	741 67	631 29	110 38
PIONEER NAT RES CO CUSIP 773787107	15 00000	92 8263	01/05/12	06/04/12	1,289 11	1,392 39	-103 28
	2 00000	95 9414	01/06/12	06/04/12	171 89	191 88	-19 99
Subtotal	17.00000				1,461.00	1,584.27	-123.27
PLANTRONICS INC CUSIP 727493108	35 00000	38 8558	05/10/11	02/01/12	1,339 20	1,359 95	-20 75
	5 00000	37 5136	05/12/11	02/01/12	191 31	187 57	3.74
	8 00000	37 2334	05/13/11	02/01/12	306 11	297 87	8 24
Subtotal	48.00000				1,836.62	1,845.39	-8.77
QUESTCOR PHARMACEUTICALS CORP CUSIP 74835Y101	162 00000	36 6510	01/11/12	09/25/12	3,199 69	5,937 46	-2,737 77
RELIAANCE STEEL & ALUMINUM CO CUSIP 759509102	34 00000	43 8465	11/22/11	02/15/12	1,781 02	1,490 78	290 24
	47 00000	56 5825	04/27/12	10/01/12	2,434 20	2,659 38	-225 18

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 51 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	13 00000	48 1000	05/25/12	10/01/12	673 29	625 30	47 99
	19 00000	48 1000	05/25/12	10/02/12	977 66	913 90	63 76
Subtotal	113.00000				5,866.17	5,689.36	176.81
RIO TINTO PLC SPONSORED ADR CUSIP 767204100	5 00000	53 3383	01/11/12	08/29/12	220 47	266 70	-46 23
	6 00000	53 3383	01/11/12	08/30/12	257 74	320 03	-62 29
Subtotal	11.00000				478.21	586.73	-108.52
ROCK-TENN CO CL A CUSIP 772739207	21 00000	59 1052	01/24/11	01/05/12	1,210 09	1,241 21	-31 12
ROFIN-SINAR TECHNOLOGIES INC CUSIP 775043102	20 00000	20 4127	10/01/12	10/25/12	368 05	408 25	-40 20
	9 00000	20 6516	10/02/12	10/25/12	165 63	185 87	-20 24
Subtotal	29.00000				533.68	594 12	-60.44
ROPER INDS INC NEW CUSIP 776696106	27 00000	98 9702	04/03/12	10/01/12	2,962 40	2,672 20	290 20
ROSETTA RESOURCES INC CUSIP 777779307	7 00000	43 8914	08/08/11	05/10/12	291 98	307 23	-15 25
	29.00000	47.1459	08/16/11	05/10/12	1,209.64	1,367 23	-157 59
Subtotal	36.00000				1,501.62	1,674.46	-172.84
ROWAN COMPANIES PLC SHS CLASS - A - CUSIP G7665A101	67 00000	29 0953	06/26/12	10/01/12	2,259 60	1,949 39	310 21
SIGNET JEWELERS LTD CUSIP G81276100	36 00000	46 9777	01/19/12	07/06/12	1,598 43	1,691 20	-92 77
	18 00000	46 9777	01/19/12	08/21/12	869 54	845 60	23 94

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 52 of 68

Account Number 1497-3186
Command Account Number: 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	2 00000	46 1181	02/15/12	08/21/12	96 62	92 24	4 38
	18 00000	46 1181	02/15/12	08/22/12	864 98	830 12	34 86
Subtotal	74.00000				3,429.57	3,459.16	-29.59
SLM CORP CUSIP 78442P106	98 00000	13 5299	10/19/11	06/26/12	1,438 32	1,325 94	112 38
	12 00000	13 5299	10/19/11	10/01/12	191 69	162 35	29 34
	118 00000	14 4384	06/12/12	10/01/12	1,885 02	1,703 73	181 29
Subtotal	228.00000				3,515.03	3,192.02	323.01
SOLARWINDS INC CUSIP 83416B109	12 00000	54 9644	10/01/12	12/20/12	648 54	659 58	-11 04
SOTHEBY'S CUSIP 835898107	5 00000	31 5280	11/17/11	01/26/12	170 63	157 64	12 99
	44 00000	31 5280	11/17/11	01/27/12	1,477 33	1,387 23	90 10
Subtotal	49.00000				1,647.96	1,544.87	103.09
SS & C TECHNOLOGIES HLDGS CUSIP 78467J100	40 00000	23 7117	05/14/12	10/01/12	1,003 86	948 47	55 39
	31 00000	24 0915	05/15/12	10/02/12	777 88	746 84	31 04
	9 00000	24 5682	07/24/12	10/02/12	225 84	221 12	4 72
	21 00000	24 5682	07/24/12	10/03/12	531 73	515 93	15 80
Subtotal	101.00000				2,539.31	2,432.36	106.95
TERADATA CORP CUSIP 88076W103	41 00000	57 1173	11/03/11	10/01/12	3,077 15	2,341 81	735 34
TIBCO SOFTWARE INC CUSIP 88632Q103	246 00000	23 9152	01/11/12	04/17/12	8,135 88	5,883 14	2,252 74
TIM HORTONS INC CUSIP 88706M103	39 00000	47 3763	10/12/11	05/10/12	2,149 10	1,847 68	301 42

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 53 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					Continued		
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
TOWERS WATSON & CO CL A CUSIP 891894107	2 00000	65 2914	06/30/11	01/03/12	119 05	130 58	-11 53
	21 00000	65 8394	07/01/11	01/03/12	1,250 09	1,382 63	-132 54
Subtotal	23.00000				1,369.14	1,513.21	-144.07
VAIL RESORTS INC CUSIP 91879Q109	21 00000	40 0249	01/03/12	03/15/12	958 50	840 53	117 97
	18 00000	40 0249	01/03/12	03/16/12	821 73	720.44	101 29
	39 00000	43 7388	01/19/12	05/11/12	1,661 15	1,705 81	-44 66
Subtotal	78.00000				3,441 38	3,266.78	174.60
VALSPAR CORPORATION CUSIP 920355104	34 00000	48 8899	06/28/12	10/01/12	1,898 04	1,662 26	235 78
VERISK ANALYTICS INC CLASS A CUSIP 92345Y106	30 00000	33 8685	10/03/11	06/20/12	1,446 91	1,016 06	430 85
	32 00000	33 7320	10/04/11	06/20/12	1,543 38	1,079 42	463 96
Subtotal	62.00000				2,990.29	2,095.48	894.81
WABTEC CUSIP 929740108	14 00000	79 5765	10/01/12	12/20/12	1,235 29	1,114 08	121 21
WARNACO GROUP INC CL A CUSIP 934390402	10 00000	51 6338	10/01/12	10/31/12	698 03	516 34	181 69
	5 00000	51 4033	10/02/12	10/31/12	349 01	257 02	91 99
	10 00000	51 1994	10/03/12	10/31/12	698 04	511 99	186 05
Subtotal	25.00000				1,745.08	1,285.35	459.73
WASTE CONNECTIONS INC CUSIP 941053100	13 00000	31 7413	05/18/11	04/03/12	409 26	412 63	-3 37
	55 00000	30 9209	06/09/11	04/03/12	1,731.49	1,700 65	30 84
	25 00000	29 8961	10/01/12	12/20/12	834 15	747 40	86 75

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 54 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	93.00000				2,974.90	2,860.68	114.22
WELLCARE HEALTH PLANS INC CUSIP 94946T106	28 00000	61 3898	05/03/12	07/02/12	1,476 48	1,718 91	-242 43
WESCO INTERNATIONAL INC CUSIP 95082P105	30 00000	56 7668	06/20/12	09/27/12	1,682 15	1,703 01	-20 86
WESTAR ENERGY INC CUSIP 95709T100	30 00000	30 0836	07/09/12	10/01/12	882 91	902 51	-19 60
	26.00000	30 3543	07/10/12	10/01/12	765 19	789 21	-24 02
Subtotal	56.00000				1,648.10	1,691.72	-43.62
WOLVERINE WORLD WIDE INC CUSIP 978097103	44 00000	39 9499	07/13/11	01/03/12	1,520 24	1,757 80	-237 56
WYNDHAM WORLDWIDE CORP CUSIP 98310W108	18 00000	34 0647	07/13/11	06/13/12	916 86	613 17	303 69
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$220,755.27	\$217,201.24 \$217,203.11	\$3,554.03

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ACACIA RESH CORP AR ACACIA TECHNOLOGIES COM CUSIP 003881307	25 00000	36 6663	04/04/11	08/20/12	622 25	916 66	-294 41
	27 00000	36 6663	04/04/11	08/21/12	674 78	989 99	-315 21
Subtotal	52.00000				1,297.03	1,906.65	-609.62
ANSYS INC CUSIP 03662Q105	28 00000	53 8749	08/31/11	10/01/12	2,020 96	1,508 49	512 47

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 55 of 68

Account Number: 1497-3186
 Command Account Number: 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ASPEN TECHNOLOGY INC CUSIP 045327103	65 00000	16.5468	08/26/11	10/01/12	1,637 25	1,075 55	561 70
	27 00000	16 5468	08/26/11	10/02/12	661 33	446 76	214 57
Subtotal	92.00000				2,298.58	1,522.31	776.27
AVAGO TECHNOLOGIES LTD CUSIP Y0486S104	78 00000	34 5776	07/28/11	10/01/12	2,725.12	2,697 05	28 07
	18 00000	30 6928	08/26/11	10/01/12	628 88	552 47	76 41
Subtotal	96.00000				3,354.00	3,249.52	104.48
AVNET INC CUSIP 253807103	99 00000	35 0782	01/28/11	10/01/12	2,837 66	3,472 74	-635 08
B/E AEROSPACE INC CUSIP 073302101	50 00000	37 2398	04/06/11	10/01/12	2,101 19	1,861 99	239 20
BORG WARNER INC CUSIP 099724106	34 00000	65 4864	09/09/11	10/01/12	2,419 24	2,226 54	192.70
CBS CORP CL B CUSIP 124857202	46 00000	24 0364	04/19/11	06/13/12	1,456 51	1,105 68	350 83
	201 00000	24 0364	04/19/11	09/25/12	7,508 87	4,831 31	2,677 56
Subtotal	247.00000				8,965.38	5,936.99	3,028.39
CEPHEID INC CUSIP 15370R107	10 00000	30 9643	04/21/11	07/20/12	343 88	309 64	34 24
	40 00000	31 1320	04/25/11	07/20/12	1,375 54	1,245 28	130 26
Subtotal	50.00000				1,719.42	1,554.92	164.50
CHECK POINT SOFTWARE TECH LTD CUSIP M22465104	41 00000	44 2686	01/10/11	05/08/12	2,237 78	1,815 01	422 77
COMCAST CORP NEW CL A CUSIP 20030N101	65 00000	23 7534	02/14/11	10/24/12	2,381 62	1,543 98	837 64

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 56 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
DAVITA INC CUSIP 23918K108	32 00000	73 8782	09/15/11	10/01/12	3,317 41	2,364 10	953 31
GRAPHIC PACKAGING HOLDING INC CUSIP 388689101	5 00000	5 7129	05/06/11	05/30/12	25 01	28 57	-3 56
	220 00000	5 7129	05/06/11	06/04/12	1,017 96	1,256 84	-238 88
	51 00000	5 7129	05/06/11	06/06/12	250 17	291 36	-41 19
	31 00000	5 7129	05/06/11	06/06/12	150 72	177 10	-26 38
	120 00000	5 7129	05/06/11	10/01/12	689 93	685 55	4 38
	66 00000	5 7129	05/06/11	10/02/12	374 63	377 04	-2 41
	30 00000	5 1492	07/19/11	10/02/12	170 28	154 48	15 80
	30 00000	5 1500	07/20/11	10/02/12	170 29	154 50	15 79
	50 00000	5 1499	07/21/11	10/02/12	283 81	257 50	26 31
	24 00000	5 1737	07/25/11	10/02/12	136 24	124 17	12 07
	66 00000	5 1737	07/25/11	10/03/12	376 65	341 46	35 19
Subtotal	693.00000				3,645.69	3,848.57	-202.88
HOLCIM LTD- UNSPON ADR CUSIP 434741203	41 00000	15 3503	06/14/11	11/20/12	541 19	629 36	-88 17
INTERCONTINENTALEXCHANGE INC CUSIP 45865V100	11 00000	120 0120	01/03/11	01/27/12	1,278 85	1,320 13	-41 28
ITC HOLDINGS CORP CUSIP 465685105	19 00000	71 7569	07/11/11	10/01/12	1,432 80	1,363 39	69.41
	1 00000	71 7569	07/11/11	12/20/12	77 88	71 75	6 13
	4 00000	72 5560	07/12/11	12/20/12	311 52	290 23	21 29
Subtotal	24.00000				1,822.20	1,725.37	96.83

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 57 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
J B HUNT TRANSPORT SERVICE INC CUSIP 445658107	37 00000	44 4801	04/08/11	06/20/12	2,191 41	1,645 76	545 65
	3 00000	44 4801	04/08/11	10/01/12	155 98	133 44	22 54
	10 00000	47 5826	07/15/11	10/01/12	519 95	475 83	44 12
	23 00000	47 8976	07/18/11	10/01/12	1,195 90	1,101 64	94 26
Subtotal	73.00000				4,063.24	3,356.67	706.57
LASALLE HOTEL PPTYS REIT COM SH BEN INT CUSIP 517942108	40 00000	17 5832 17 6933	09/02/11	10/01/12	1,052 01	703 33 707 73	348 68
	45 00000	17 2891 17 3990	09/06/11	10/01/12	1,183 53	778 01 782 96	405.52
Subtotal	85.00000				2,235.54	1,481.34 1,490.69	754.20
LIBERTY MEDIA CORP LIBERTY CAPITAL-SERIES A CUSIP 530322106	17 36842	81 9150	02/15/11	10/01/12	1,824 09	1,422 74	401 35
	15 63158	81 5970	02/17/11	10/01/12	1,641 69	1,275.49	366 20
Subtotal	33.00000				3,465.78	2,698.23	767.55
MID-AMER APT COMMUNITIES REIT INC CUSIP 59522J103	23 00000	66 1573 66 2278	08/18/11	10/01/12	1,478 04	1,521 62 1,523 24	-43 58
MSC INDUSTRIAL DIRECT CO INC CLASS A CUSIP 553530106	25 00000	62 1113	09/15/11	10/01/12	1,674 86	1,552 79	122 07

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 58 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
NATIONAL OILWELL VARCO INC CUSIP 6J7071101	74 00000	80 2146	03/07/11	12/11/12	5,025.63	5,935.88	-910.25
NIELSEN HOLDINGS N V CUSIP N63218106	81 00000	27 3114	08/22/11	10/01/12	2,418.87	2,212.22	206.65
OIL STATES INTL INC CUSIP 678026105	21 00000	72 2594	02/11/11	10/01/12	1,661.89	1,517.45	144.44
PROASSURANCE CORP CUSIP 74267C106	2 00000	70 5199	08/09/11	10/01/12	181.67	141.04	40.63
RAYMOND JAMES FINANCIAL INC CUSIP 754730109	160 00000	37 4798	03/07/11	10/24/12	5,940.16	5,996.77	-56.61
ROCKWOOD HOLDINGS INC CUSIP 774415103	124 00000	47 0090 47 7090	04/19/11	09/06/12	6,002.81	5,829.12 5,915.92	173.69
SYMANTEC CORP CUSIP 871503108	313 00000	18 9575	05/24/11	07/11/12	4,303.71	5,933.70	-1,629.99
TEAM HEALTH HOLDINGS INC CUSIP 87817A107	92 00000	21 1827	05/04/11	10/01/12	2,498.56	1,948.81	549.75
TESCO CORP CUSIP 88157K101	58 00000	18 3416	05/18/11	08/28/12	573.37	1,063.81	-490.44
TIDEWATER INC CUSIP 886423102	45 00000	58 0230	01/28/11	06/26/12	1,971.19	2,611.04	-639.85
WABCO HOLDINGS INC CUSIP 92927K102	6 00000	57 1108	01/21/11	12/05/12	361.21	342.67	18.54
WYNHAM WORLDWIDE CORP CUSIP 98310W108	33 00000	30 5634	02/08/11	05/10/12	1,700.26	1,008.60	691.66

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 59 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	8 00000	30 5634	02/08/11	06/13/12	407 48	244 50	162 98
	32 00000	34 0647	07/13/11	10/01/12	1,699 89	1,090 07	609 82
Subtotal	73.00000				3,807.63	2,343.17	1,464.46
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$89,902.36	\$82,973.00	\$6,929.36
						\$83,070.77	

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALLIED WORLD ASSURANCE CO HOLDINGS LTD CUSIP H01531104	10 00000	45 9824	01/11/10	07/03/12	795 37	459 83	335 54
	5 00000	45 9824	01/11/10	07/03/12	397 99	229 92	168 07
	12 00000	45 9824	01/11/10	07/06/12	936 42	551 79	384 63
	5 00000	45 9824	01/11/10	07/06/12	391 42	229 92	161 50
	33 00000	45 9824	01/11/10	10/01/12	2,542.09	1,517 40	1,024 69
Subtotal	65.00000				5,063.29	2,988.86	2,074.43
AMERIPRISE FINANCIAL INC CUSIP J3076C106	129 00000	37 5083	02/08/10	02/22/12	7,209 51	4,838 57	2,370 94
AMPHENOL CORP NEW CL A CUSIP 032095101	50 00000	21 0750	11/23/05	06/12/12	2,712 97	1,053 75	1,659 22
	30 00000	21 0750	11/23/05	10/01/12	1,747 74	632 25	1,115 49
Subtotal	80.00000				4,460.71	1,686.00	2,774.71
APPLE INC CUSIP 037833100	7 00000	257 1862	06/30/10	09/25/12	4,814 86	1,800 31	3,014 55

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 60 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES				<i>Continued</i>		Adjusted Cost/ Original Cost	Gain or Loss Amount
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds		
AU OPTRONICS CORP-ADR CUSIP 002255107	5 00000	18 1016	04/07/08	08/30/12	15 25	84 38	-69 13
	69 01869	18 1016	04/07/08	08/31/12	208 40	1,164 63	-956 23
	0 98131	10 7791	09/18/08	08/31/12	2 97	10 29	-7 32
	25 00000	10 7791	09/18/08	08/31/12	75 50	262 13	-186 63
	10 00000	10 7791	09/18/08	08/31/12	30 21	104 85	-74 64
Subtotal	110.00000				332.33	1,626.28	-1,293.95
BANCO SANTANDER CENT HISPANO SPON ADR CUSIP 05964H105	48 00000	7 7810	11/25/08	11/05/12	350 83	373 49	-22 66
	67 00000	7 7810	11/25/08	11/06/12	490 82	521 33	-30 51
	9 00000	7 7810	11/25/08	12/24/12	71 27	70 02	1 25
	64 00000	8 6641	12/09/08	12/24/12	506 85	554 50	-47 65
	31 00000	7 5240	02/02/09	12/24/12	245 50	233 24	12 26
	59 00000	6 8846	03/20/09	12/24/12	467 26	406 19	61 07
Subtotal	278.00000				2,132.53	2,158.77	-26.24
BIO RAD LABS INC CL A CUSIP 090572207	4 00000	70 0245	11/07/08	06/08/12	386 39	280 09	106 30
	12.00000	112 3477	04/30/10	06/08/12	1,159 18	1,348 17	-188 99
Subtotal	16.00000				1,545.57	1,628.26	-82.69
BRISTOL MYERS SQUIBB CO CUSIP 110122108	242 00000	23 2499	01/22/08	10/24/12	7,981 75	5,626 48	2,355 27
CARDINAL HEALTH INC CUSIP 14149Y108	147 00000	35 3643	03/08/10	08/08/12	5,810 35	5,198 55	611 80
CHEVRON CORPORATION CUSIP 166764100	18 00000	85 0216	08/22/07	12/05/12	1,897 97	1,530 39	367 58

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 61 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CVS CAREMARK CORP CUSIP 126650100	27 00000	28 0932	08/24/10	11/13/12	1,252 35	758 52	493 83
DANAHER CORP CUSIP 235851102	122 00000	43 6771	11/02/10	05/15/12	6,489 38	5,328 61	1,160 77
ENCANA CORP CUSIP 292505104	19 00000	10 6931	02/23/04	01/10/12	352 11	203 17	148 94
	11 00000	22 8898	10/09/08	01/10/12	203 86	251 79	-47 93
	4 00000	22.8898	10/09/08	01/11/12	72 65	91 56	-18 91
	30 00000	27 6893	11/19/09	01/11/12	544 88	830 69	-285 81
Subtotal	64.00000				1,173.50	1,377.21	-203.71
FUJIFILM HLDGS CORP ADR 2 ORD CUSIP 35958N107	20 00000	29 9990	02/23/04	02/10/12	471 99	599 98	-127 99
	15 00000	29 9990	02/23/04	02/13/12	351 77	449 99	-98 22
	31 00000	29 9990	02/23/04	02/14/12	717 74	929 96	-212 22
	5 00000	29 9990	02/23/04	12/28/12	98 88	149 99	-51 11
	9.00000	33 0623	06/23/05	12/28/12	178 00	297 56	-119 56
	15 00000	35 9183	08/30/06	12/28/12	296 67	538 77	-242 10
	5 00000	36 9455	09/21/06	12/28/12	98 89	184 73	-85 84
	12.00000	38.0495	11/01/06	12/28/12	237 33	456.59	-219 26
	29.00000	31 2600	07/29/10	12/28/12	573 57	906 54	-332 97
Subtotal	141.00000				3,024.84	4,514.11	-1,489.27
HALLIBURTON COMPANY CUSIP 406216101	118 00000	31 1611	11/02/10	10/24/12	3,893 27	3,677 01	216 26
HOLCIM LTD- UNSPON ADR CUSIP 434741203	10 00000	7 8974	04/08/09	08/15/12	120 59	75 42	45 17
	10 00000	7 8974	04/08/09	08/16/12	120 99	75 42	45 57

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 62 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	<i>Continued</i>		
					Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	13 00000	7 8974	04/08/09	08/17/12	158.02	98 05	59 97
	31 00000	7 8974	04/08/09	11/08/12	417 86	233 80	184 06
	29 00000	7 8974	04/08/09	11/09/12	386 42	218 71	167 71
	2 00000	11 1952	07/28/09	11/09/12	26 66	22 40	4 26
	13 00000	11 1952	07/28/09	11/14/12	171 97	145 54	26 43
	11 00000	11 1952	07/28/09	11/15/12	143 48	123 15	20 33
	13 00000	11 1952	07/28/09	11/20/12	171 59	145 52	26 07
Subtotal	132.00000				1,717.58	1,138.01	579.57
HOME DEPOT INC CUSIP 437076102	43 00000	22 9061	03/30/09	06/13/12	2,226 03	984 97	1,241 06
	17 00000	22 9061	03/30/09	10/24/12	1,049 63	389 41	660 22
Subtotal	60.00000				3,275.66	1,374.38	1,901.28
IAC/INTERACTIVECORP CUSIP 44919P508	101 00000	23 9658	08/24/10	10/01/12	5,313 26	2,420 55	2,892 71
IMPERIAL TOB GROUP PLC SPONSORED ADR CUSIP 453142101	5 00000	45 0866	03/26/09	09/13/12	370 03	225 43	144 60
INTEL CORP CUSIP 458140100	255 00000	25 5468	10/16/07	10/10/12	5,561 48	6,514 43	-952 95
INTERCONTINENTALEXCHANGE INC CUSIP 45865V100	13 00000	108.6606	11/12/09	01/04/12	1,515 45	1,412 59	102 86
	2 00000	108 6606	11/12/09	01/27/12	232 51	217 32	15 19
Subtotal	15.00000				1,747.96	1,629.91	118.05
INTERNATIONAL BUSINESS MACHINE CORP CUSIP 459200101	31 00000	81 5400	07/13/05	10/24/12	5,923 99	2,527 74	3,396 25

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 63 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
INTERNATIONAL POWER PLC							
SPONS ADR							
CUSIP 46018M104	20.00000	51.4400	01/11/10	04/16/12	1,318.64	1,028.80	289.84
	10.00000	51.4400	01/11/10	04/16/12	660.06	514.40	145.66
	4.00000	51.4400	01/11/10	04/17/12	265.16	205.76	59.40
	11.00000	43.5234	05/20/10	04/17/12	729.21	478.76	250.45
	5.00000	43.5234	05/20/10	04/18/12	333.24	217.61	115.63
Subtotal	50.00000				3,306.31	2,445.33	860.98
JOHN WILEY & SONS INC CL							
A							
CUSIP 968223206	20.00000	38.0561	02/09/06	04/18/12	926.32	761.12	165.20
	3.00000	38.4187	02/10/06	04/18/12	138.95	115.26	23.69
	15.00000	38.4187	02/10/06	10/01/12	685.23	576.28	108.95
	2.00000	38.4187	02/10/06	10/02/12	91.23	76.83	14.40
	5.00000	43.2845	04/01/10	10/02/12	228.08	216.42	11.66
	15.00000	43.6623	04/05/10	10/02/12	684.26	654.93	29.33
Subtotal	60.00000				2,754.07	2,400.84	353.23
MCKESSON CORPORATION							
CUSIP 58155Q103	18.00000	61.7594	10/20/09	12/05/12	1,687.12	1,111.67	575.45
MEDNAX INC							
CUSIP 58502B106	15.00000	54.2955	02/05/10	04/26/12	1,050.27	814.44	235.83
	10.00000	54.2955	02/05/10	04/27/12	697.58	542.95	154.63
	10.00000	58.3241	03/18/10	04/27/12	697.59	583.24	114.35
Subtotal	35.00000				2,445.44	1,940.63	504.81
MONOTYPE IMAGING HLDGS							
CUSIP 61022P100	5.00000	13.6005	06/02/08	10/01/12	76.56	68.00	8.56
	5.00000	13.9892	06/03/08	10/01/12	76.57	69.95	6.62

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 64 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i>		Adjusted Cost/ Original Cost	Gain or Loss Amount
				Date of Sale or Exchange	Proceeds		
	10 00000	13 9892	06/03/08	10/02/12	152 44	139 89	12 55
	15 00000	11 9697	06/18/08	10/02/12	228 67	179 55	49 12
	15 00000	12 0061	06/20/08	10/02/12	228 68	180 09	48 59
	30 00000	12 0061	06/20/08	10/03/12	457 46	360 18	97 28
	30 00000	11 8884	06/24/08	10/03/12	457 47	356 66	100 81
	35 00000	11 8884	06/24/08	10/04/12	527 82	416 09	111 73
	20 00000	11 9493	08/21/08	10/04/12	301 62	238 99	62 63
	30 00000	11 9820	08/25/08	10/04/12	452 43	359 46	92 97
Subtotal	195.00000				2,959.72	2,368.86	590.86
NEXEN INC CUSIP 65334H102	20 00000	26.2148	04/22/10	07/23/12	520 26	524 30	-4 04
	20 00000	26 2148	04/22/10	07/23/12	519 59	524 30	-4 71
	10 00000	26 2148	04/22/10	08/23/12	257 64	262 15	-4 51
	10 00000	26 2148	04/22/10	08/24/12	256 87	262 15	-5 28
	15 00000	26 2148	04/22/10	10/16/12	386 67	393 22	-6 55
	24 00000	26 2148	04/22/10	10/17/12	619 76	629 15	-9 39
Subtotal	99.00000				2,560.79	2,595.27	-34.48
OCCIDENTAL PETE CORP CUSIP 674599105	72.00000	57.2364	07/30/07	08/08/12	6,507.83	4,121 01	2,386 82
PETROLEO BRASILEIRO - SPON ADR - PETROBRAS CUSIP 71654V408	14 00000	41 2852	10/23/07	01/27/12	436 88	577 99	-141 11
PHILLIPS 66 CUSIP 718546104	0 50000	28 3000	07/13/05	05/01/12	16 87	14 15	2 72
	43 00000	28 3075	07/13/05	05/15/12	1,371 61	1,217 23	154 38
Subtotal	43.50000				1,388 48	1,231 38	157.10

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 65 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
RAYONIER INC CUSIP 754907103	52.00000	23 1413	07/08/09	10/01/12	2,528 14	1,203 35	1,324 79
REPSOL YPF S A CUSIP 76026T205	10 00000	21 2600	02/23/04	01/23/12	285 11	212 60	72 51
ROCK-TENN CO CL A CUSIP 772739207	12 00000	42 6463	02/01/10	01/05/12	691 47	511 75	179 72
ROSS STORES INC (CA: IF) CUSIP 778296103	22 00000	17 1523	05/07/08	01/11/12	1,112 54	377 35	735 19
	22 00000	17 1523	05/07/08	06/13/12	1,422 90	377 35	1,045 55
Subtotal	44.00000				2,535.44	754.70	1,780.74
SALZGITTER AG-UNSPON ADR CUSIP 795842202	52 00000	9 4623	04/06/10	01/24/12	299 47	492 04	-192 57
SANOFI ADR CUSIP 80105N105	7 00000	46 4589	06/05/07	01/23/12	252 02	325 21	-73 19
	19 00000	41 5258	06/19/07	08/08/12	786 26	788 99	-2 73
Subtotal	26.00000				1,038.28	1,114.20	-75.92
SEVEN & I HOLDINGS ADR CUSIP 81783H105	6 00000	45 0207	04/08/09	01/24/12	327 89	270 12	57 77
SLM CORP CUSIP 78442P106	136 00000	13 3299	04/09/10	01/06/12	1,883 72	1,812 87	70 85
	34 00000	13 3299	04/09/10	06/26/12	499 00	453.21	45 79
Subtotal	170.00000				2,382.72	2,266.08	116.64
SOLUTIA INC CUSIP 834376501	39 00000	15 0648	06/04/10	01/27/12	1,064 24	587 52	476 72
	75 00000	12 7736	07/01/10	01/27/12	2,046 63	958.02	1,088 61
Subtotal	114.00000				3,110.87	1,545.54	1,565.33

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 66 of 68

Account Number 1497-3186
Command Account Number. 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ST JUDE MEDICAL INC CUSIP 790849103	10 00000	39 1870	03/03/10	10/01/12	423 46	391 87	31 59
	35 00000	40 4718	03/24/10	10/01/12	1,482 11	1,416 51	65 60
Subtotal	45.00000				1,905.57	1,808 38	97.19
SUMITOMO CHEMICAL CO- UNSPON ADR CUSIP 865612105	10 00000	25 0970	04/07/10	07/11/12	143 00	250 97	-107 97
	15 00000	25 0970	04/07/10	07/12/12	209 26	376 46	-167 20
	5 00000	25 0970	04/07/10	08/13/12	67 97	125 49	-57 52
	10 00000	25 0970	04/07/10	08/14/12	134 34	250 97	-116 63
	5 00000	25 0970	04/07/10	08/15/12	66 27	125 49	-59 22
	15 00000	25 0970	04/07/10	08/16/12	199 14	376 46	-177 32
	30 00000	25 0970	04/07/10	08/17/12	411 06	752 90	-341 84
	15 00000	25 0970	04/07/10	08/20/12	208 89	376 45	-167 56
	1 00000	25 0970	04/07/10	08/21/12	13 78	25 09	-11 31
	9 00000	24 0147	04/26/10	08/21/12	124 09	216 14	-92 05
	40 00000	24 0147	04/26/10	08/22/12	554 39	960 58	-406 19
	3 00000	24 0147	04/26/10	08/23/12	41 16	72 04	-30 88
Subtotal	158.00000				2,173.35	3,909.04	-1,735.69
TELSTRA CORPORATION LTD SPON ADR CUSIP 87969N204	19 00000	14 6825	03/18/10	01/23/12	331 60	278 97	52 63
TESCO CORP CUSIP 88157K101	30 00000	12 3627	08/06/10	08/24/12	304 18	370 89	-66 71
	35 00000	12 3627	08/06/10	08/27/12	343 90	432 69	-88 79
	25 00000	12 9418	08/09/10	08/27/12	245 65	323 55	-77 90

001 / GD / GD32



2012 SUMMARY AMENDMENT

Page 67 of 68

Account Number 1497-3186
 Command Account Number 9071173858
 MARION & MARLENE BETTEN
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	20 00000	12 9418	08/09/10	08/28/12	197 71	258 83	-61 12
Subtotal	110.00000				1,091.44	1,385.96	-294.52
TORONTO DOMINION BK NEW CUSIP 891160509	2 00000	50 4514	06/25/09	12/13/12	164 50	100 90	63 60
	5 00000	50 3227	07/06/09	12/13/12	411 26	251 61	159 65
	1 00000	49 9386	07/07/09	12/13/12	82 26	49 94	32 32
Subtotal	8.00000				658.02	402.45	255.57
TYCO INTERNATIONAL LTD SHS CUSIP H89128104	140 00000	35 0526	09/23/09	07/11/12	7,236 68	4,907 36	2,329 32
UNILEVER N V ADR CUSIP 904784709	29 00000	24 2138	09/20/06	01/11/12	948 44	702 20	246 24
	1 00000	24.4997	10/24/06	01/11/12	32 71	24 50	8 21
	14 00000	26 9447	01/05/07	01/12/12	456 03	377 23	78 80
	14 00000	24 4997	10/24/06	01/12/12	456 02	343 00	113 02
	7 00000	24 6817	10/25/06	01/12/12	228 01	172 77	55 24
	1.00000	26 9447	01/05/07	01/13/12	32 24	26 94	5 30
	14 00000	26 6142	01/09/07	01/13/12	451 43	372 60	78 83
	5 00000	34 8627	11/13/07	01/17/12	161 41	174 31	-12 90
	3 00000	26 6142	01/09/07	01/18/12	97 77	79 84	17 93
	6 00000	34 8627	11/13/07	01/18/12	195 54	209 18	-13 64
Subtotal	94.00000				3,059.60	2,482.57	577.03
UNION PACIFIC CORP CUSIP 907818108	59 00000	90 2650	11/10/10	04/17/12	6,435.21	5,325 64	1,109 57

001 / GD / GD32

2012 SUMMARY AMENDMENT

Page 68 of 68

Account Number 1497-3186
Command Account Number 9071173858
MARION & MARLENE BETTEN
FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
UNITED TECHNOLOGIES CORP CUSIP 913017109	105 00000	51 3900	07/13/05	08/08/12	8,142 39	5,395 95	2,746 44
3M CO CUSIP 88579Y101	65 00000	77 8759	11/10/09	01/11/12	5,414 29	5,061 93	352 36
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$154,686.35	\$118,689 99	\$35,996.36