Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
ORDEAN FOUNDATION

A Employer identification number
41-0711611

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

Room/suite

B Telephone number
218-726-4785

City or town, state, and ZIP code
DULUTH, MN 55802

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: ☒ 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)* ▶$ 35,022,414.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	230.	230.	230.	
	4 Dividends and interest from securities	884,732.	884,732.	884,732.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	629,482.			
	b Gross sales price for all assets on line 6a 8,462,404.				
	7 Capital gain net income (from Part IV, line 2)		629,482.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	290,465.	290,465.	290,465.	STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,804,909.	1,804,909.	1,175,427.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	138,881.	13,888.	13,888.	124,993.
	14 Other employee salaries and wages	106,267.	0.	0.	106,267.
	15 Pension plans, employee benefits	80,666.	2,789.	2,789.	77,877.
	16a Legal fees				
	b Accounting fees STMT 3	21,157.	2,500.	2,500.	18,657.
	c Other professional fees STMT 4	65,043.	65,043.	65,043.	0.
	17 Interest				
	18 Taxes STMT 5	35,149.	2,279.	2,279.	16,719.
	19 Depreciation and depletion	79,512.	0.	0.	
	20 Occupancy	10,704.	0.	0.	10,704.
	21 Travel, conferences, and meetings	3,012.	301.	301.	2,711.
	22 Printing and publications				
	23 Other expenses STMT 6	265,803.	183,429.	183,429.	26,931.
	24 **Total operating and administrative expenses** Add lines 13 through 23	806,194.	270,229.	270,229.	384,859.
	25 Contributions, gifts, grants paid	1,853,742.			1,894,117.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,659,936.	270,229.	270,229.	2,278,976.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-855,027.			
	b **Net investment income** (if negative, enter -0-)		1,534,680.		
	c **Adjusted net income** (if negative, enter -0-)			905,198.	

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	26,549.	32,292.	32,292.
	2	Savings and temporary cash investments	545,552.	649,375.	649,375.
	3	Accounts receivable ▶ 61,888.			
		Less: allowance for doubtful accounts ▶	23,680.	61,888.	61,888.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶	7,224.	0.	0.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	27,052.	42,837.	42,837.
	10a	Investments - U.S. and state government obligations STMT 7	1,847,892.	1,417,043.	1,417,043.
	b	Investments - corporate stock STMT 8	17,697,347.	19,533,124.	19,533,124.
	c	Investments - corporate bonds STMT 9	933,863.	1,137,964.	1,137,964.
	11	Investments - land, buildings, and equipment basis ▶ 600.			
		Less accumulated depreciation ▶	600.	600.	600.
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	11,000,146.	11,092,824.	11,092,824.
	14	Land, buildings, and equipment: basis ▶ 3,027,106.			
		Less accumulated depreciation ▶ 1,972,639.	1,113,487.	1,054,467.	1,054,467.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	33,223,392.	35,022,414.	35,022,414.
Liabilities	17	Accounts payable and accrued expenses	53,455.	40,711.	
	18	Grants payable	276,667.	236,292.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 11)	9,000.	62,400.	
	23	**Total liabilities** (add lines 17 through 22)	339,122.	339,403.	
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	32,884,270.	34,683,011.	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	32,884,270.	34,683,011.	
	31	**Total liabilities and net assets/fund balances**	33,223,392.	35,022,414.	

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	32,884,270.
2	Enter amount from Part I, line 27a	2	-855,027.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	2,678,296.
4	Add lines 1, 2, and 3	4	34,707,539.
5	Decreases not included in line 2 (itemize) ▶ INCOME REPORTED ON POWERSHARES DB K-1	5	24,528.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,683,011.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	INVESTMENTS - SEE ATTACHED	P	VARIOUS	VARIOUS
b	GAIN FROM POWERSHARES DB K-1	P	VARIOUS	VARIOUS
c	LOSS FROM POWERSHARES DB K-1	P	VARIOUS	VARIOUS
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	8,500,686.		7,832,922.	667,764.
b	3,080.			3,080.
c	-41,362.			-41,362.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				667,764.
b				3,080.
c				-41,362.
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 } 2 629,482.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 3,080.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,703,574.	34,406,740.	.049513
2010	1,760,591.	32,523,368.	.054133
2009	2,453,393.	29,202,794.	.084012
2008	1,991,511.	36,268,088.	.054911
2007	2,055,517.	41,673,285.	.049325

2 **Total** of line 1, column (d) 2 .291894

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 .058379

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 33,290,598.

5 Multiply line 4 by line 3 5 1,943,472.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 15,347.

7 Add lines 5 and 6 7 1,958,819.

8 Enter qualifying distributions from Part XII, line 4 8 2,298,305.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	15,347.
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	15,347.
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	15,347.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	33,122.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	33,122.
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	17,775.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 17,775. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes " attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ STEVE MANGAN Telephone no. ▶ 218-726-4785

Located at ▶ 501 ORDEAN BUILDING, DULUTH, MN ZIP+4 ▶ 55802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		138,811.	13,881.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOE E. EVERETT 2215 ANDERSON ROAD, DULUTH, MN 55811	PROG DIR 40.00	84,934.	8,493.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WELLS FARGO BANK 230 W SUPERIOR STREET, DULUTH, MN 55802	INVEST. COUNSELING	65,043.

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 GRANT AND SCHOLARSHIP PROGRAM: # GRANTS AMOUNT PAYMENTS APPROVED IN PRIOR YEARS 16 $276,667 PAYMENTS APPROVED IN 2012 35 $1,611,368	1,888,035.
2 BUILDING OPERATIONS FOR CHARITABLE TENANTS: 12 CHARITABLE TENANTS THAT WERE SERVED THROUGH THE BUILDING OPERATIONS IN 2012	199,584.
3 GRANT LOANS: 1-1-2012 12-31-2012 NUMBER OF LOANS OUTSTANDING: 1 1 AMOUNT: $7,224 $0	7,224.
4 EXTRACURRICULAR PROGRAM: ACHIEVEMENT AWARDS $6,082	6,082.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments. See 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	33,752,229.
b	Average of monthly cash balances			1b	45,332.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	33,797,561.
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	33,797,561.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	506,963.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	33,290,598.
6	**Minimum investment return.** Enter 5% of line 5			6	1,664,530.

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	1,664,530.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,347.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,649,183.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,649,183.
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	1,649,183.

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	2,278,976.
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	19,329.
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	2,298,305.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	15,347.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,282,958.

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					1,649,183.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	61,780.				
b From 2008	201,609.				
c From 2009	1,008,865.				
d From 2010	153,484.				
e From 2011	16,105.				
f **Total** of lines 3a through e		1,441,843.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,298,305.					
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					1,649,183.
e Remaining amount distributed out of corpus		649,122.			
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		2,090,965.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		61,780.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		2,029,185.			
10 Analysis of line 9:					
a Excess from 2008	201,609.				
b Excess from 2009	1,008,865.				
c Excess from 2010	153,484.				
d Excess from 2011	16,105.				
e Excess from 2012	649,122.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE SCHEDULE

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

SEE SCHEDULE

c Any submission deadlines

SEE SCHEDULE

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

SEE SCHEDULE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE				1,894,117.
Total			▶ 3a	1,894,117.
b *Approved for future payment*				
SEE SCHEDULE				236,292.
Total			▶ 3b	236,292.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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	230.	
4 Dividends and interest from securities			14	884,732.	
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			14	61,722.	
8 Gain or (loss) from sales of assets other than inventory			18	629,482.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ROYALTIES			15	3,858.	
b MISCELLANEOUS			01	1,123.	
c RENTS RECEIVED			16	223,762.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,804,909.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,804,909.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

S. A. Mangan | 8/13/13 | EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
DEAN AGER		08/01/13		P00020428

Firm's name ▶ WIPFLI LLP

Firm's EIN ▶ 39-0758449

Firm's address ▶ 230 W SUPERIOR ST., SUITE 600
DULUTH, MN 55802

Phone no. 218-722-4705

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
	883,644.	0.	883,644.
INTEREST FROM POWERSHARES K-1	1,088.	0.	1,088.
TOTAL TO FM 990-PF, PART I, LN 4	884,732.	0.	884,732.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECTION 1256 CONTRACTS MARKED TO MARKET ON K-1 POWERSHARES DB	61,722.	61,722.	61,722.
ROYALTIES	3,858.	3,858.	3,858.
MISCELLANEOUS	1,123.	1,123.	1,123.
RENTS RECEIVED	223,762.	223,762.	223,762.
TOTAL TO FORM 990-PF, PART I, LINE 11	290,465.	290,465.	290,465.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EIKILL & SCHILLING/WIPFLI	21,157.	2,500.	2,500.	18,657.
TO FORM 990-PF, PG 1, LN 16B	21,157.	2,500.	2,500.	18,657.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORS	65,043.	65,043.	65,043.	0.
TO FORM 990-PF, PG 1, LN 16C	65,043.	65,043.	65,043.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	1,217.	1,217.	1,217.	0.
EXCISE TAXES	16,207.	0.	0.	0.
PAYROLL TAXES	17,725.	1,062.	1,062.	16,719.
TO FORM 990-PF, PG 1, LN 18	35,149.	2,279.	2,279.	16,719.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUILDING OPERATING EXPENSES	188,880.	180,436.	180,436.	0.
TELEPHONE	262.	26.	26.	236.
SUPPLIES	2,545.	255.	255.	2,291.
INSURANCE	6,197.	1,260.	1,260.	11,336.
DUES & SUBSCRIPTIONS	3,355.	336.	336.	3,020.
MISCELLANEOUS	5,003.	500.	500.	4,503.
REPAIRS	2,342.	234.	234.	2,108.
OUTSIDE SERVICES	3,819.	382.	382.	3,437.
DEFERRED EXCISE TAX	53,400.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	265,803.	183,429.	183,429.	26,931.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT BONDS	X		1,417,043.	1,417,043.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,417,043.	1,417,043.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,417,043.	1,417,043.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	15,005,490.	15,005,490.
CORPORATE STOCKS	4,527,634.	4,527,634.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,533,124.	19,533,124.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,137,964.	1,137,964.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,137,964.	1,137,964.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUND OF FUNDS	FMV	2,103,596.	2,103,596.
ALTERNATIVE INVESTMENTS	FMV	3,295,845.	3,295,845.
REAL ESTATE FUNDS	FMV	2,662,061.	2,662,061.
BOND MUTUAL FUNDS	FMV	3,031,322.	3,031,322.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,092,824.	11,092,824.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	9,000.	62,400.
TOTAL TO FORM 990-PF, PART II, LINE 22	9,000.	62,400.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEVE MANGAN 501 ORDEAN BUILDING DULUTH, MN 55802	EXEC. DIR 40.00	138,811.	13,881.	0.
LONNIE SWARTZ 501 ORDEAN BUILDING DULUTH, MN 55802	PRESIDENT AND DIRECTOR 1.00	0.	0.	0.
ANN NIEDRINGHAUS 501 ORDEAN BUILDING DULUTH, MN 55802	VICE PRESIDENT AND DIRECTO 1.00	0.	0.	0.
ELIZABETH KELLY 501 ORDEAN BUILDING DULUTH, MN 55802	SECRETARY AND DIRECTOR 1.00	0.	0.	0.
MARY BETH SANTORI 501 ORDEAN BUILDING DULUTH, MN 55802	TREASURER AND DIRECTOR 1.00	0.	0.	0.
MARGE BRAY 501 ORDEAN BUILDING DULUTH, MN 55802	DIRECTOR 1.00	0.	0.	0.
JIM VIZANKO 501 ORDEAN BUILDING DULUTH, MN 55802	DIRECTOR 1.00	0.	0.	0.
CARL CRAWFORD 501 ORDEAN BUILDING DULUTH, MN 55802	DIRECTOR 1.00	0.	0.	0.

BEN STROMBERG 501 ORDEAN BUILDING DULUTH, MN 55802	DIRECTOR 1.00	0.	0.	0.
TOM PATNOE 501 ORDEAN BUILDING DULUTH, MN 55802	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		138,811.	13,881.	0.

41-0711611
01/01/2012 - 12/31/2012

Sorted: General - GL asset acct.

ORDEAN FOUNDATION [ORDEAN FOUND]
Depreciation Expense

Financial

01/01/2012 - 12/31/2012

4/23/2013
11:21:21AM

System No.	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Bus./ Inv. %	Sec. 179/ Bonus	Salvage/ Basis Adj.	Beg. Accum. Depreciation	Current Depreciation	Total Depreciation
1830												
Subtotal: 1830						2,731,869.77		0.00	0.00	1,632,469.58	77,134.35	1,709,603.93
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Net for: 1830						2,731,869.77		0.00	0.00	1,632,469.58	77,134.35	1,709,603.93
1850		BUILDING										
Subtotal. 1850						270,896.31		0.00	0.00	260,658.38	2,377.12	263,035.50
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Net for: 1850		FURNITURE AND EQUIPMENT				270,896.31		0.00	0.00	260,658.38	2,377.12	263,035.50
Subtotal:						3,002,766.08		0.00	0.00	1,893,127.96	79,511.47	1,972,639.43
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Grand Totals:						3,002,766.08		0.00	0.00	1,893,127.96	79,511.47	1,972,639.43
		LAND				34,340.00						
						3,037,106.08						

FORM 990-PF
PART I, LINE 19 COLUMN(a)
PART II, LINE 14
41-0711611

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
05/22/12	691.000	**WATERS CORP** 433.0000 UNITS ACQUIRED ON 06/23/11 258 0000 UNITS ACQUIRED ON 03/08/12	**- 63,095.73** 40,259 86 22,835 87	**57,137.72**	**- 5,958.01**	**0.00**
01/20/12	1,020.131	**WF MS 50 HDG FD OFFSHR-UNRE LTD** 501 7560 UNITS ACQUIRED ON 10/01/02 64 9590 UNITS ACQUIRED ON 03/01/05 453.4160 UNITS ACQUIRED ON 05/02/05	**- 1,072,636.73** 500,000 00 72,636 73 500,000 00	**1,234,966.76**	**0.00**	**162,330.03**
02/17/12	20.000	**WHOLE FOODS MKT INC** 20 0000 UNITS ACQUIRED ON 11/23/11	**- 1,276.66** 1,276 66	**1,603.36**	**326.70**	**0.00**
02/23/12	43.000	**WHOLE FOODS MKT INC** 43 0000 UNITS ACQUIRED ON 11/23/11	**- 2,744.83** 2,744.83	**3,499.27**	**754.44**	**0.00**
10/22/12	22.000	**WHOLE FOODS MKT INC** 22.0000 UNITS ACQUIRED ON 05/17/12	**- 1,871.25** 1,871.25	**2,175.75**	**304.50**	**0.00**
Total This Period			**- $7,832,921.72**	**$8,500,685.95**	**$20,657.44**	**$647,106.79**

Gain/Loss information is un-audited and should not be used for tax preparation, estate and/or retirement planning purposes

FORM 990-PF
PART IV, LINE 1a
41-0711611

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/29/12	3,723.008	**TEMPLETON GLOBAL BOND FD-ADV #616** 266 9310 UNITS ACQUIRED ON 12/15/11 3,456 0770 UNITS ACQUIRED ON 04/14/08	- 44,987.43 3,272 58 41,714 85	50,000.00	312.30	4,700.27
10/22/12	27.000	**TERADATA CORP** 27 0000 UNITS ACQUIRED ON 09/07/12	- 2,178.31 2,178 31	2,035.48	- 142.83	0.00
01/10/12	323.000	**TRACTOR SUPPLY CO COM** 323 0000 UNITS ACQUIRED ON 12/14/04	- 5,587.61 5,587 61	22,466.77	0.00	16,879.16
02/17/12	36.000	**TRACTOR SUPPLY CO COM** 36 0000 UNITS ACQUIRED ON 12/14/04	- 622.77 622.77	3,018.54	0.00	2,395.77
02/23/12	96.000	**TRACTOR SUPPLY CO COM** 96 0000 UNITS ACQUIRED ON 12/14/04	- 1,660.71 1,660 71	7,965.93	0.00	6,305.22
10/22/12	38.000	**TRACTOR SUPPLY CO COM** 38.0000 UNITS ACQUIRED ON 12/14/04	- 657.37 657.37	3,654.75	0.00	2,997.38
10/22/12	36.000	**ULTA SALON COSMETICS & FRAGRAN** 36.0000 UNITS ACQUIRED ON 10/05/12	- 3,591.76 3,591.76	3,530.44	- 61.32	0.00
02/17/12	27.000	**UNION PACIFIC CORP** 27.0000 UNITS ACQUIRED ON 07/25/08	- 2,083.20 2,083.20	3,037.71	0.00	954.51
02/23/12	64.000	**UNION PACIFIC CORP** 64 0000 UNITS ACQUIRED ON 07/25/08	- 4,937.95 4,937 95	7,032.19	0.00	2,094.24
10/22/12	26.000	**UNION PACIFIC CORP** 26 0000 UNITS ACQUIRED ON 07/25/08	- 2,006.04 2,006 04	3,200.79	0.00	1,194.75
02/17/12	44.000	**UNIVERSAL HEALTH SVCS INC CL B** 44 0000 UNITS ACQUIRED ON 11/01/11	- 1,731.68 1,731.68	1,887.56	155.88	0.00
02/23/12	58.000	**UNIVERSAL HEALTH SVCS INC CL B** 58 0000 UNITS ACQUIRED ON 11/01/11	- 2,282.67 2,282 67	2,398.83	116.16	0.00
10/22/12	40.000	**UNIVERSAL HEALTH SVCS INC CL B** 40 0000 UNITS ACQUIRED ON 03/08/12	- 1,741.05 1,741.05	1,804.75	63.70	0.00
11/23/12	1,507.000	**UNIVERSAL HEALTH SVCS INC CL B** 1,020.0000 UNITS ACQUIRED ON 11/01/11 487 0000 UNITS ACQUIRED ON 03/08/12	- 61,340.84 40,143 53 21,197 31	64,000.26	- 515.08	3,174.50
02/17/12	11.000	**WATERS CORP** 11 0000 UNITS ACQUIRED ON 06/23/11	- 1,022.77 1,022 77	971.28	- 51.49	0.00
02/23/12	24.000	**WATERS CORP** 24 0000 UNITS ACQUIRED ON 06/23/11	- 2,231.49 2,231.49	2,131.88	- 99.61	0.00

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
02/17/12	35.000	**SANDISK CORP COM** 35 0000 UNITS ACQUIRED ON 01/10/12	- 1,777.77 1,777 77	1,640.06	- 137.71	0.00
10/22/12	53.000	**SANDISK CORP COM** 53.0000 UNITS ACQUIRED ON 01/10/12	- 2,692.05 2,692.05	2,364.80	- 327.25	0.00
02/17/12	42.000	**SCHLUMBERGER LTD** 42 0000 UNITS ACQUIRED ON 03/04/08	- 3,523.35 3,523 35	3,246.11	0.00	- 277.24
02/23/12	107.000	**SCHLUMBERGER LTD** 107 0000 UNITS ACQUIRED ON 03/04/08	- 8,976.14 8,976 14	8,336.22	0.00	- 639.92
05/22/12	334.000	**SCHLUMBERGER LTD** 306.0000 UNITS ACQUIRED ON 03/04/08 28 0000 UNITS ACQUIRED ON 03/04/08	- 28,001.63 25,670 10 2,331 53	21,654.14	0.00	- 6,347.49
10/22/12	36.000	**SCHLUMBERGER LTD** 36 0000 UNITS ACQUIRED ON 03/04/08	- 2,997.68 2,997.68	2,654.58	0.00	- 343.10
02/17/12	32.000	**STARWOOD HOTELS & RESORTS WORLDWIDE** 32 0000 UNITS ACQUIRED ON 02/14/11	- 2,080.47 2,080.47	1,757.40	- 323.07	0.00
02/23/12	76.000	**STARWOOD HOTELS & RESORTS WORLDWIDE** 76 0000 UNITS ACQUIRED ON 02/14/11	- 4,941.12 4,941.12	4,173.84	0.00	- 767.28
10/22/12	31.000	**STARWOOD HOTELS & RESORTS WORLDWIDE** 31.0000 UNITS ACQUIRED ON 02/14/11	- 2,015.46 2,015 46	1,774.09	0.00	- 241.37
11/15/12	1,305.000	**STARWOOD HOTELS & RESORTS WORLDWIDE** 921.0000 UNITS ACQUIRED ON 02/14/11 384 0000 UNITS ACQUIRED ON 03/22/11	- 81,678.90 59,878.53 21,800.37	67,469.60	0.00	- 14,209.30
02/17/12	15.000	**STERICYCLE INC COM** 15.0000 UNITS ACQUIRED ON 12/09/08	- 789.08 789 08	1,305.72	0.00	516.64
02/23/12	37.000	**STERICYCLE INC COM** 37 0000 UNITS ACQUIRED ON 12/09/08	- 1,946.40 1,946 40	3,242.25	0.00	1,295.85
10/22/12	24.000	**STERICYCLE INC COM** 24 0000 UNITS ACQUIRED ON 05/17/12	- 1,985.32 1,985 32	2,207.23	221.91	0.00
02/17/12	26.000	**SXC HEALTH SOLUTIONS CORP** 26 0000 UNITS ACQUIRED ON 12/08/11	- 1,477.14 1,477 14	1,618.98	141.84	0.00
03/09/12	10,028.079	**T ROWE PRICE EQUITY INCOME #71** 10,028 0790 UNITS ACQUIRED ON 09/08/05	- 271,058.98 271,058 98	250,000.00	0.00	- 21,058.98
08/22/12	1,941.748	**T ROWE PRICE EQUITY INCOME #71** 1,941 7480 UNITS ACQUIRED ON 09/08/05	- 52,485.45 52,485 45	50,000.00	0.00	- 2,485.45

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
10/11/12	2,034.000	**POTASH CORP SASK** 378.0000 UNITS ACQUIRED ON 07/08/09 390 0000 UNITS ACQUIRED ON 07/08/09 759 0000 UNITS ACQUIRED ON 12/22/09 288 0000 UNITS ACQUIRED ON 01/25/10 30 0000 UNITS ACQUIRED ON 04/20/10 189 0000 UNITS ACQUIRED ON 06/03/10	- 68,787.99 11,316 87 11,574 85 27,997 79 10,627 66 1,094 30 6,176 52	85,156.38	0.00	16,368.39
02/17/12	24.000	**PRECISION CASTPARTS CORP** 24.0000 UNITS ACQUIRED ON 11/22/06	- 1,814.24 1,814 24	4,093.12	0.00	2,278.88
02/23/12	57.000	**PRECISION CASTPARTS CORP** 57 0000 UNITS ACQUIRED ON 11/22/06	- 4,308.83 4,308 83	9,497.16	0.00	5,188.33
10/22/12	23.000	**PRECISION CASTPARTS CORP** 23 0000 UNITS ACQUIRED ON 11/22/06	- 1,738.65 1,738 65	3,867.59	0.00	2,128.94
02/17/12	6.000	**PRICELINE COM INC** 6 0000 UNITS ACQUIRED ON 05/16/11	- 3,001.53 3,001 53	3,493.55	492.02	0.00
02/23/12	9.000	**PRICELINE COM INC** 9 0000 UNITS ACQUIRED ON 05/16/11	- 4,502.29 4,502 29	5,181.74	679.45	0.00
03/29/12	33.000	**PRICELINE COM INC** 33.0000 UNITS ACQUIRED ON 05/16/11	- 16,508.39 16,508 39	24,144.35	7,635.96	0.00
10/22/12	3.000	**PRICELINE COM INC** 3 0000 UNITS ACQUIRED ON 05/16/11	- 1,500.76 1,500 76	1,792.93	0.00	292.17
02/17/12	56.000	**QUALCOMM INC** 56 0000 UNITS ACQUIRED ON 05/16/11	- 3,178.53 3,178.53	3,437.21	258.68	0.00
10/22/12	60.000	**QUALCOMM INC** 60.0000 UNITS ACQUIRED ON 02/17/12	- 3,735.59 3,735 59	3,596.92	- 138.67	0.00
02/17/12	34.000	**RACKSPACE HOSTING INC** 34.0000 UNITS ACQUIRED ON 11/17/10	- 920.11 920.11	1,840.72	0.00	920.61
02/23/12	80.000	**RACKSPACE HOSTING INC** 80 0000 UNITS ACQUIRED ON 11/17/10	- 2,164.97 2,164.97	4,237.52	0.00	2,072.55
09/19/12	366.000	**RACKSPACE HOSTING INC** 366 0000 UNITS ACQUIRED ON 05/17/12	- 18,750.51 18,750 51	24,081.21	5,330.70	0.00
10/22/12	26.000	**RACKSPACE HOSTING INC** 26 0000 UNITS ACQUIRED ON 05/17/12	- 1,332.00 1,332.00	1,774.72	442.72	0.00
04/18/12	8,467.401	**ROYCE PENNSYLVANIA MUT FD-INV #260** 8,467 4010 UNITS ACQUIRED ON 07/27/11	- 102,624.90 102,624 90	100,000.00	- 2,624.90	0.00

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
06/28/12	859.000	**NATIONAL OILWELL INC COM**	**- 61,062.84**	**51,582.91**	**- 9,479.93**	**0.00**
		364 0000 UNITS ACQUIRED ON 12/08/11	25,999 94			
		181 0000 UNITS ACQUIRED ON 12/08/11	12,885.21			
		314.0000 UNITS ACQUIRED ON 01/05/12	22,177.69			
02/17/12	36.000	**NETAPP INC**	**- 1,871.15**	**1,379.85**	**- 491.30**	**0.00**
		36.0000 UNITS ACQUIRED ON 05/03/11	1,871 15			
02/23/12	86.000	**NETAPP INC**	**- 4,469.98**	**3,601.61**	**- 868.37**	**0.00**
		86.0000 UNITS ACQUIRED ON 05/03/11	4,469.98			
10/22/12	35.000	**NETAPP INC**	**- 1,788.74**	**1,031.77**	**0.00**	**- 756.97**
		13 0000 UNITS ACQUIRED ON 05/03/11	675 70			
		22 0000 UNITS ACQUIRED ON 11/23/10	1,113 04			
11/01/12	3,910.323	**OAKMARK INTERNATIONAL FD #109**	**- 80,772.74**	**75,000.00**	**0.00**	**- 5,772.74**
		100 3280 UNITS ACQUIRED ON 12/09/04	2,056 72			
		3,118 6560 UNITS ACQUIRED ON 01/05/05	65,055 16			
		691 3390 UNITS ACQUIRED ON 11/02/04	13,660 86			
02/17/12	83.000	**ORACLE CORPORATION**	**- 2,265.22**	**2,348.02**	**0.00**	**82.80**
		52 0000 UNITS ACQUIRED ON 11/23/10	1,420 64			
		31 0000 UNITS ACQUIRED ON 10/05/10	844 58			
02/23/12	192.000	**ORACLE CORPORATION**	**- 5,230.96**	**5,494.96**	**0.00**	**264.00**
		192 0000 UNITS ACQUIRED ON 10/05/10	5,230 96			
10/22/12	90.000	**ORACLE CORPORATION**	**- 2,495.70**	**2,835.83**	**340.13**	**0.00**
		90 0000 UNITS ACQUIRED ON 06/25/12	2,495.70			
11/23/12	1,553.000	**ORACLE CORPORATION**	**- 42,643.36**	**46,725.30**	**1,614.63**	**2,467.31**
		685.0000 UNITS ACQUIRED ON 06/25/12	18,995.05			
		868 0000 UNITS ACQUIRED ON 10/05/10	23,648.31			
10/22/12	18.000	**POLARIS INDS INC COM**	**- 1,353.46**	**1,538.24**	**184.78**	**0.00**
		18 0000 UNITS ACQUIRED ON 08/30/12	1,353.46			
02/17/12	63.000	**POTASH CORP SASK**	**- 2,410.13**	**2,795.90**	**0.00**	**385.77**
		63.0000 UNITS ACQUIRED ON 05/22/09	2,410 13			
02/23/12	148.000	**POTASH CORP SASK**	**- 5,661.89**	**6,787.16**	**0.00**	**1,125.27**
		148 0000 UNITS ACQUIRED ON 05/22/09	5,661.89			
06/21/12	565.000	**POTASH CORP SASK**	**- 21,005.17**	**21,977.95**	**0.00**	**972.78**
		115 0000 UNITS ACQUIRED ON 05/22/09	4,399 45			
		450 0000 UNITS ACQUIRED ON 01/25/10	16,605 72			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/22/12	640.000	**ISHARES TR RUSSELL MIDCAP GROWTH** 640.0000 UNITS ACQUIRED ON 02/23/10	- 28,953.47 28,953 47	40,011.90	0.00	11,058.43
10/18/12	1,404.001	**JP MORGAN MID CAP VALUE-I #758** 1,404 0010 UNITS ACQUIRED ON 02/02/11	- 33,625.82 33,625 82	40,000.00	0.00	6,374.18
10/11/12	397.000	**KRAFT FOODS GROUP INC** 397 0000 UNITS ACQUIRED ON 09/07/12	- 16,843.05 16,843 05	18,870.34	2,027.29	0.00
02/17/12	66.000	**LAS VEGAS SANDS CORP** 66 0000 UNITS ACQUIRED ON 09/13/11	- 3,147.67 3,147.67	3,396.95	249.28	0.00
02/23/12	98.000	**LAS VEGAS SANDS CORP** 98 0000 UNITS ACQUIRED ON 09/13/11	- 4,673.82 4,673.82	5,196.84	523.02	0.00
10/22/12	40.000	**LAS VEGAS SANDS CORP** 40 0000 UNITS ACQUIRED ON 09/13/11	- 1,907.68 1,907 68	1,834.35	0.00	- 73.33
02/17/12	6.000	**MARVELL TECHNOLOGY GROUP** 6 0000 UNITS ACQUIRED ON 01/10/12	- 93.66 93 66	94.61	0.95	0.00
02/23/12	151.000	**MARVELL TECHNOLOGY GROUP** 151 0000 UNITS ACQUIRED ON 01/10/12	- 2,357.00 2,357.00	2,473.35	116.35	0.00
09/05/12	4,150.000	**MARVELL TECHNOLOGY GROUP** 2,651 0000 UNITS ACQUIRED ON 01/10/12 1,499.0000 UNITS ACQUIRED ON 03/26/12	- 65,144.80 41,380 25 23,764.55	42,355.20	- 22,789.60	0.00
02/17/12	3.000	**MEDCO HEALTH SOLUTIONS INC** 3 0000 UNITS ACQUIRED ON 07/10/08	- 145.81 145.81	186.23	0.00	40.42
02/23/12	775.000	**MEDCO HEALTH SOLUTIONS INC** 775.0000 UNITS ACQUIRED ON 07/10/08	- 37,667.55 37,667.55	49,546.94	0.00	11,879.39
10/22/12	39.000	**MICROSOFT CORP** 39 0000 UNITS ACQUIRED ON 08/30/12	- 1,180.91 1,180.91	1,144.62	- 36.29	0.00
10/22/12	106.000	**MONDELEZ INTERNATIONAL INC** 106.0000 UNITS ACQUIRED ON 10/05/12	- 2,946.81 2,946.81	2,875.71	- 71.10	0.00
10/22/12	54.000	**MONSANTO CO NEW** 54.0000 UNITS ACQUIRED ON 10/05/12	- 4,916.18 4,916.18	4,886.35	- 29.83	0.00
02/23/12	49.000	**NATIONAL OILWELL INC COM** 19 0000 UNITS ACQUIRED ON 02/14/12 30 0000 UNITS ACQUIRED ON 12/08/11	- 3,704.65 1,561 80 2,142 85	4,108.57	403.92	0.00

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
02/23/12	114.000	**HMS HLDGS CORP** 114.0000 UNITS ACQUIRED ON 09/02/10	**- 2,082.34** 2,082.34	**3,573.84**	**0.00**	**1,491.50**
10/22/12	47.000	**HMS HLDGS CORP** 47 0000 UNITS ACQUIRED ON 09/02/10	**- 858.51** 858.51	**1,297.64**	**0.00**	**439.13**
10/29/12	4,545.455	**HUSSMAN STRATEGIC GROWTH FUND #601** 4,545 4550 UNITS ACQUIRED ON 06/11/12	**- 53,681.82** 53,681 82	**50,000.00**	**- 3,681.82**	**0.00**
02/17/12	17.000	**INTERCONTINENTALEXCHANGE INC** 17.0000 UNITS ACQUIRED ON 11/12/08	**- 1,160.89** 1,160 89	**2,267.41**	**0.00**	**1,106.52**
02/23/12	40.000	**INTERCONTINENTALEXCHANGE INC** 40 0000 UNITS ACQUIRED ON 11/12/08	**- 2,731.51** 2,731.51	**5,376.30**	**0.00**	**2,644.79**
10/22/12	16.000	**INTERCONTINENTALEXCHANGE INC** 16 0000 UNITS ACQUIRED ON 11/12/08	**- 1,092.60** 1,092.60	**2,096.91**	**0.00**	**1,004.31**
02/17/12	36.000	**INTUIT COM** 36 0000 UNITS ACQUIRED ON 07/01/11	**- 1,880.01** 1,880 01	**2,032.16**	**152.15**	**0.00**
02/23/12	69.000	**INTUIT COM** 69 0000 UNITS ACQUIRED ON 07/01/11	**- 3,603.34** 3,603 34	**3,958.45**	**355.11**	**0.00**
10/22/12	23.000	**INTUIT COM** 23 0000 UNITS ACQUIRED ON 06/18/12	**- 1,350.13** 1,350 13	**1,391.69**	**41.56**	**0.00**
11/05/12	1,000.000	**ISHARES MSCI EAFE GROWTH** 1,000 0000 UNITS ACQUIRED ON 12/28/07	**- 78,504.80** 78,504.80	**56,671.73**	**0.00**	**- 21,833.07**
08/24/12	1,500.000	**ISHARES RUSSELL 1000 GROWTH** 1,500.0000 UNITS ACQUIRED ON 03/08/12	**- 95,850.00** 95,850.00	**98,503.69**	**2,653.69**	**0.00**
03/13/12	4,000.000	**ISHARES RUSSELL 1000 VALUE** 2,245 0000 UNITS ACQUIRED ON 06/16/05 1,755.0000 UNITS ACQUIRED ON 04/25/05	**- 266,005.32** 152,241 31 113,764.01	**272,755.08**	**0.00**	**6,749.76**
04/20/12	1,230.000	**ISHARES RUSSELL 2000** 1,230.0000 UNITS ACQUIRED ON 12/14/10	**- 95,533.85** 95,533 85	**99,836.98**	**0.00**	**4,303.13**
02/22/12	1,800.000	**ISHARES TR COHEN & STEERS REALTY** 1,800.0000 UNITS ACQUIRED ON 09/11/06	**- 164,196.00** 164,196 00	**134,583.75**	**0.00**	**- 29,612.25**
09/14/12	17,910.000	**ISHARES TR COHEN & STEERS REALTY** 6,000 0000 UNITS ACQUIRED ON 02/02/05 450 0000 UNITS ACQUIRED ON 09/11/06 6,260 0000 UNITS ACQUIRED ON 02/19/10 2,500 0000 UNITS ACQUIRED ON 08/03/10 2,700 0000 UNITS ACQUIRED ON 12/09/10	**- 1,068,334.83** 375,900.00 41,049 00 323,516 80 155,747.00 172,122.03	**1,446,173.23**	**0.00**	**377,838.40**

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
04/16/12	905.680	**GNMA POOL #584350 5.500% 4/15/17** 905.6800 UNITS ACQUIRED ON 04/29/02	**- 906.81** 906.81	**905.68**	**0.00**	**- 1.13**
05/15/12	910.200	**GNMA POOL #584350 5.500% 4/15/17** 910.2000 UNITS ACQUIRED ON 04/29/02	**- 911.34** 911.34	**910.20**	**0.00**	**- 1.14**
06/15/12	919.660	**GNMA POOL #584350 5.500% 4/15/17** 919 6600 UNITS ACQUIRED ON 04/29/02	**- 920.81** 920 81	**919.66**	**0.00**	**- 1.15**
07/16/12	4,803.280	**GNMA POOL #584350 5.500% 4/15/17** 4,803 2800 UNITS ACQUIRED ON 04/29/02	**- 4,809.28** 4,809 28	**4,803.28**	**0.00**	**- 6.00**
08/15/12	864.290	**GNMA POOL #584350 5.500% 4/15/17** 864 2900 UNITS ACQUIRED ON 04/29/02	**- 865.37** 865 37	**864.29**	**0.00**	**- 1.08**
09/17/12	916.650	**GNMA POOL #584350 5.500% 4/15/17** 916 6500 UNITS ACQUIRED ON 04/29/02	**- 917.80** 917 80	**916.65**	**0.00**	**- 1.15**
10/15/12	1,649.340	**GNMA POOL #584350 5.500% 4/15/17** 1,649.3400 UNITS ACQUIRED ON 04/29/02	**- 1,651.40** 1,651.40	**1,649.34**	**0.00**	**- 2.06**
11/15/12	596.980	**GNMA POOL #584350 5.500% 4/15/17** 596 9800 UNITS ACQUIRED ON 04/29/02	**- 597.73** 597.73	**596.98**	**0.00**	**- 0.75**
12/17/12	599.960	**GNMA POOL #584350 5.500% 4/15/17** 599 9600 UNITS ACQUIRED ON 04/29/02	**- 600.71** 600 71	**599.96**	**0.00**	**- 0.75**
03/09/12	42,122.999	**GOLDMAN SACHS L/C VALUE-I #1216** 42,122 9990 UNITS ACQUIRED ON 05/14/07	**- 663,016.01** 663,016 01	**500,000.00**	**0.00**	**- 163,016.01**
08/22/12	8,123.477	**GOLDMAN SACHS L/C VALUE-I #1216** 8,123 4770 UNITS ACQUIRED ON 05/14/07	**- 127,863.53** 127,863 53	**100,000.00**	**0.00**	**- 27,863.53**
10/29/12	3,965.107	**GOLDMAN SACHS L/C VALUE-I #1216** 3,965 1070 UNITS ACQUIRED ON 05/14/07	**- 62,410.78** 62,410 78	**50,000.00**	**0.00**	**- 12,410.78**
02/17/12	8.000	**GOOGLE INC** 8 0000 UNITS ACQUIRED ON 02/14/11	**- 5,026.40** 5,026 40	**4,868.94**	**- 157.46**	**0.00**
10/22/12	7.000	**GOOGLE INC** 7 0000 UNITS ACQUIRED ON 02/14/11	**- 4,398.10** 4,398.10	**5,207.39**	**0.00**	**809.29**
01/10/12	722.000	**HMS HLDGS CORP** 722 0000 UNITS ACQUIRED ON 06/23/11	**- 17,816.46** 17,816 46	**22,272.18**	**4,455.72**	**0.00**
02/17/12	47.000	**HMS HLDGS CORP** 28 0000 UNITS ACQUIRED ON 06/23/11 19 0000 UNITS ACQUIRED ON 09/02/10	**- 1,038.00** 690 94 347 06	**1,625.69**	**277.56**	**310.13**

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
11/15/12	45.090	GNMA POOL #319656 7.500% 11/15/22 45 0900 UNITS ACQUIRED ON 01/22/93	- 45.63 45 63	45.09	0.00	- 0.54
12/17/12	45.390	GNMA POOL #319656 7.500% 11/15/22 45.3900 UNITS ACQUIRED ON 01/22/93	- 45.93 45 93	45.39	0.00	- 0.54
01/17/12	65.110	GNMA POOL #336681 7.000% 11/15/22 65 1100 UNITS ACQUIRED ON 03/23/93	- 65.76 65 76	65.11	0.00	- 0.65
02/15/12	65.450	GNMA POOL #336681 7.000% 11/15/22 65.4500 UNITS ACQUIRED ON 03/23/93	- 66.10 66 10	65.45	0.00	- 0.65
03/15/12	65.370	GNMA POOL #336681 7.000% 11/15/22 65.3700 UNITS ACQUIRED ON 03/23/93	- 66.02 66.02	65.37	0.00	- 0.65
04/16/12	66.690	GNMA POOL #336681 7.000% 11/15/22 66 6900 UNITS ACQUIRED ON 03/23/93	- 67.36 67 36	66.69	0.00	- 0.67
05/15/12	66.680	GNMA POOL #336681 7.000% 11/15/22 66 6800 UNITS ACQUIRED ON 03/23/93	- 67.35 67 35	66.68	0.00	- 0.67
06/15/12	67.100	GNMA POOL #336681 7.000% 11/15/22 67.1000 UNITS ACQUIRED ON 03/23/93	- 67.77 67.77	67.10	0.00	- 0.67
07/16/12	67.030	GNMA POOL #336681 7.000% 11/15/22 67.0300 UNITS ACQUIRED ON 03/23/93	- 67.70 67 70	67.03	0.00	- 0.67
08/15/12	67.450	GNMA POOL #336681 7.000% 11/15/22 67 4500 UNITS ACQUIRED ON 03/23/93	- 68.12 68 12	67.45	0.00	- 0.67
09/17/12	68.410	GNMA POOL #336681 7.000% 11/15/22 68.4100 UNITS ACQUIRED ON 03/23/93	- 69.09 69 09	68.41	0.00	- 0.68
10/15/12	69.780	GNMA POOL #336681 7.000% 11/15/22 69 7800 UNITS ACQUIRED ON 03/23/93	- 70.48 70 48	69.78	0.00	- 0.70
11/15/12	75.960	GNMA POOL #336681 7.000% 11/15/22 75 9600 UNITS ACQUIRED ON 03/23/93	- 76.72 76 72	75.96	0.00	- 0.76
12/17/12	76.430	GNMA POOL #336681 7.000% 11/15/22 76 4300 UNITS ACQUIRED ON 03/23/93	- 77.19 77.19	76.43	0.00	- 0.76
01/17/12	897.100	GNMA POOL #584350 5.500% 4/15/17 897 1000 UNITS ACQUIRED ON 04/29/02	- 898.22 898.22	897.10	0.00	- 1.12
02/15/12	901.580	GNMA POOL #584350 5.500% 4/15/17 901.5800 UNITS ACQUIRED ON 04/29/02	- 902.71 902 71	901.58	0.00	- 1.13
03/15/12	901.150	GNMA POOL #584350 5.500% 4/15/17 901.1500 UNITS ACQUIRED ON 04/29/02	- 902.28 902 28	901.15	0.00	- 1.13

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
06/20/12	175.400	GNMA II POOL #003260 6.000% 7/20/32 175 4000 UNITS ACQUIRED ON 06/14/02	- 174.96 174 96	175.40	0.00	0.44
07/20/12	167.430	GNMA II POOL #003260 6.000% 7/20/32 167 4300 UNITS ACQUIRED ON 06/14/02	- 167.01 167 01	167.43	0.00	0.42
08/20/12	221.820	GNMA II POOL #003260 6.000% 7/20/32 221.8200 UNITS ACQUIRED ON 06/14/02	- 221.27 221.27	221.82	0.00	0.55
09/20/12	215.860	GNMA II POOL #003260 6.000% 7/20/32 215 8600 UNITS ACQUIRED ON 06/14/02	- 215.32 215 32	215.86	0.00	0.54
10/22/12	157.730	GNMA II POOL #003260 6.000% 7/20/32 157 7300 UNITS ACQUIRED ON 06/14/02	- 157.34 157 34	157.73	0.00	0.39
11/20/12	267.470	GNMA II POOL #003260 6.000% 7/20/32 267.4700 UNITS ACQUIRED ON 06/14/02	- 266.80 266 80	267.47	0.00	0.67
12/20/12	337.030	GNMA II POOL #003260 6.000% 7/20/32 337 0300 UNITS ACQUIRED ON 06/14/02	- 336.19 336.19	337.03	0.00	0.84
01/17/12	86.000	GNMA POOL #319656 7.500% 11/15/22 86 0000 UNITS ACQUIRED ON 01/22/93	- 87.02 87 02	86.00	0.00	- 1.02
02/15/12	86.580	GNMA POOL #319656 7.500% 11/15/22 86 5800 UNITS ACQUIRED ON 01/22/93	- 87.61 87.61	86.58	0.00	- 1.03
03/15/12	87.150	GNMA POOL #319656 7.500% 11/15/22 87 1500 UNITS ACQUIRED ON 01/22/93	- 88.18 88 18	87.15	0.00	- 1.03
04/16/12	128.250	GNMA POOL #319656 7.500% 11/15/22 128 2500 UNITS ACQUIRED ON 01/22/93	- 129.77 129 77	128.25	0.00	- 1.52
05/15/12	1,617.080	GNMA POOL #319656 7.500% 11/15/22 1,617 0800 UNITS ACQUIRED ON 01/22/93	- 1,636.28 1,636 28	1,617.08	0.00	- 19.20
06/15/12	43.610	GNMA POOL #319656 7.500% 11/15/22 43 6100 UNITS ACQUIRED ON 01/22/93	- 44.13 44 13	43.61	0.00	- 0.52
07/16/12	43.910	GNMA POOL #319656 7.500% 11/15/22 43 9100 UNITS ACQUIRED ON 01/22/93	- 44.43 44 43	43.91	0.00	- 0.52
08/15/12	44.200	GNMA POOL #319656 7.500% 11/15/22 44 2000 UNITS ACQUIRED ON 01/22/93	- 44.72 44 72	44.20	0.00	- 0.52
09/17/12	44.490	GNMA POOL #319656 7.500% 11/15/22 44 4900 UNITS ACQUIRED ON 01/22/93	- 45.02 45.02	44.49	0.00	- 0.53
10/15/12	44.790	GNMA POOL #319656 7.500% 11/15/22 44.7900 UNITS ACQUIRED ON 01/22/93	- 45.32 45 32	44.79	0.00	- 0.53

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
01/20/12	613.680	GNMA II POOL #003257 6.000% 7/20/17 613 6800 UNITS ACQUIRED ON 06/14/02	- 629.02 629 02	613.68	0.00	- 15.34
02/21/12	210.240	GNMA II POOL #003257 6.000% 7/20/17 210 2400 UNITS ACQUIRED ON 06/14/02	- 215.50 215.50	210.24	0.00	- 5.26
03/20/12	499.670	GNMA II POOL #003257 6.000% 7/20/17 499 6700 UNITS ACQUIRED ON 06/14/02	- 512.16 512.16	499.67	0.00	- 12.49
04/20/12	402.990	GNMA II POOL #003257 6.000% 7/20/17 402 9900 UNITS ACQUIRED ON 06/14/02	- 413.06 413 06	402.99	0.00	- 10.07
05/21/12	535.000	GNMA II POOL #003257 6.000% 7/20/17 535 0000 UNITS ACQUIRED ON 06/14/02	- 548.38 548 38	535.00	0.00	- 13.38
06/20/12	209.330	GNMA II POOL #003257 6.000% 7/20/17 209 3300 UNITS ACQUIRED ON 06/14/02	- 214.56 214.56	209.33	0.00	- 5.23
07/20/12	207.480	GNMA II POOL #003257 6.000% 7/20/17 207.4800 UNITS ACQUIRED ON 06/14/02	- 212.67 212 67	207.48	0.00	- 5.19
08/20/12	451.260	GNMA II POOL #003257 6.000% 7/20/17 451.2600 UNITS ACQUIRED ON 06/14/02	- 462.54 462 54	451.26	0.00	- 11.28
09/20/12	413.990	GNMA II POOL #003257 6.000% 7/20/17 413 9900 UNITS ACQUIRED ON 06/14/02	- 424.34 424 34	413.99	0.00	- 10.35
10/22/12	199.630	GNMA II POOL #003257 6.000% 7/20/17 199 6300 UNITS ACQUIRED ON 06/14/02	- 204.62 204 62	199.63	0.00	- 4.99
11/20/12	193.300	GNMA II POOL #003257 6.000% 7/20/17 193.3000 UNITS ACQUIRED ON 06/14/02	- 198.13 198 13	193.30	0.00	- 4.83
12/20/12	274.200	GNMA II POOL #003257 6.000% 7/20/17 274 2000 UNITS ACQUIRED ON 06/14/02	- 281.06 281.06	274.20	0.00	- 6.86
01/20/12	194.410	GNMA II POOL #003260 6.000% 7/20/32 194 4100 UNITS ACQUIRED ON 06/14/02	- 193.92 193 92	194.41	0.00	0.49
02/21/12	207.920	GNMA II POOL #003260 6.000% 7/20/32 207 9200 UNITS ACQUIRED ON 06/14/02	- 207.40 207 40	207.92	0.00	0.52
03/20/12	230.990	GNMA II POOL #003260 6.000% 7/20/32 230.9900 UNITS ACQUIRED ON 06/14/02	- 230.41 230 41	230.99	0.00	0.58
04/20/12	325.460	GNMA II POOL #003260 6.000% 7/20/32 325.4600 UNITS ACQUIRED ON 06/14/02	- 324.65 324 65	325.46	0.00	0.81
05/21/12	171.560	GNMA II POOL #003260 6.000% 7/20/32 171.5600 UNITS ACQUIRED ON 06/14/02	- 171.13 171.13	171.56	0.00	0.43

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/15/12	300.910	GNMA I POOL #591563 6.000% 7/15/17 300 9100 UNITS ACQUIRED ON 06/11/02	- 307.45 307 45	300.91	0.00	- 6.54
09/17/12	302.540	GNMA I POOL #591563 6.000% 7/15/17 302.5400 UNITS ACQUIRED ON 06/11/02	- 309.11 309.11	302.54	0.00	- 6.57
10/15/12	304.180	GNMA I POOL #591563 6.000% 7/15/17 304 1800 UNITS ACQUIRED ON 06/11/02	- 310.79 310 79	304.18	0.00	- 6.61
11/15/12	305.820	GNMA I POOL #591563 6.000% 7/15/17 305 8200 UNITS ACQUIRED ON 06/11/02	- 312.46 312.46	305.82	0.00	- 6.64
12/17/12	386.740	GNMA I POOL #591563 6.000% 7/15/17 386 7400 UNITS ACQUIRED ON 06/11/02	- 395.14 395 14	386.74	0.00	- 8.40
01/20/12	398.440	GNMA II POOL #003214 6.000% 3/20/32 398 4400 UNITS ACQUIRED ON 07/19/02	- 403.92 403 92	398.44	0.00	- 5.48
02/21/12	236.660	GNMA II POOL #003214 6.000% 3/20/32 236 6600 UNITS ACQUIRED ON 07/19/02	- 239.91 239 91	236.66	0.00	- 3.25
03/20/12	277.020	GNMA II POOL #003214 6.000% 3/20/32 277 0200 UNITS ACQUIRED ON 07/19/02	- 280.83 280 83	277.02	0.00	- 3.81
04/20/12	376.810	GNMA II POOL #003214 6.000% 3/20/32 376 8100 UNITS ACQUIRED ON 07/19/02	- 381.99 381.99	376.81	0.00	- 5.18
05/21/12	368.240	GNMA II POOL #003214 6.000% 3/20/32 368 2400 UNITS ACQUIRED ON 07/19/02	- 373.30 373.30	368.24	0.00	- 5.06
06/20/12	506.980	GNMA II POOL #003214 6.000% 3/20/32 506 9800 UNITS ACQUIRED ON 07/19/02	- 513.95 513 95	506.98	0.00	- 6.97
07/20/12	189.670	GNMA II POOL #003214 6.000% 3/20/32 189 6700 UNITS ACQUIRED ON 07/19/02	- 192.28 192 28	189.67	0.00	- 2.61
08/20/12	336.770	GNMA II POOL #003214 6.000% 3/20/32 336 7700 UNITS ACQUIRED ON 07/19/02	- 341.40 341 40	336.77	0.00	- 4.63
09/20/12	267.660	GNMA II POOL #003214 6.000% 3/20/32 267 6600 UNITS ACQUIRED ON 07/19/02	- 271.34 271 34	267.66	0.00	- 3.68
10/22/12	301.650	GNMA II POOL #003214 6.000% 3/20/32 301 6500 UNITS ACQUIRED ON 07/19/02	- 305.80 305 80	301.65	0.00	- 4 15
11/20/12	372.000	GNMA II POOL #003214 6.000% 3/20/32 372 0000 UNITS ACQUIRED ON 07/19/02	- 377.12 377 12	372.00	0.00	- 5.12
12/20/12	331.280	GNMA II POOL #003214 6.000% 3/20/32 331.2800 UNITS ACQUIRED ON 07/19/02	- 335.84 335.84	331.28	0.00	- 4.56

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
04/16/12	196.130	**FHLMC POOL #J01240 5.500% 2/01/21** 196.1300 UNITS ACQUIRED ON 01/18/06	**- 198.28** 198 28	**196.13**	**0.00**	**- 2.15**
05/15/12	2,033.180	**FHLMC POOL #J01240 5.500% 2/01/21** 2,033 1800 UNITS ACQUIRED ON 01/18/06	**- 2,055.42** 2,055 42	**2,033.18**	**0.00**	**- 22.24**
06/15/12	1,370.150	**FHLMC POOL #J01240 5.500% 2/01/21** 1,370.1500 UNITS ACQUIRED ON 01/18/06	**- 1,385.14** 1,385.14	**1,370.15**	**0.00**	**- 14.99**
07/16/12	177.320	**FHLMC POOL #J01240 5.500% 2/01/21** 177 3200 UNITS ACQUIRED ON 01/18/06	**- 179.26** 179 26	**177.32**	**0.00**	**- 1.94**
08/15/12	178.200	**FHLMC POOL #J01240 5.500% 2/01/21** 178 2000 UNITS ACQUIRED ON 01/18/06	**- 180.15** 180.15	**178.20**	**0.00**	**- 1.95**
08/24/12	22,524.100	**FHLMC POOL #J01240 5.500% 2/01/21** 22,524 1000 UNITS ACQUIRED ON 01/18/06	**- 22,770.45** 22,770 45	**23,945.93**	**0.00**	**1,175.48**
02/17/12	87.000	**FMC TECHNOLOGIES INC** 87.0000 UNITS ACQUIRED ON 04/15/10	**- 2,938.17** 2,938 17	**4,683.12**	**0.00**	**1,744.95**
02/23/12	89.000	**FMC TECHNOLOGIES INC** 89.0000 UNITS ACQUIRED ON 04/15/10	**- 3,005.72** 3,005 72	**4,567.39**	**0.00**	**1,561.67**
06/21/12	1,567.000	**FMC TECHNOLOGIES INC** 273 0000 UNITS ACQUIRED ON 04/15/10 94 0000 UNITS ACQUIRED ON 06/03/10 1,200 0000 UNITS ACQUIRED ON 08/06/10	**- 49,832.13** 9,219.78 2,415 33 38,197 02	**64,405.86**	**0.00**	**14,573.73**
01/17/12	351.810	**GNMA I POOL #591563 6.000% 7/15/17** 351 8100 UNITS ACQUIRED ON 06/11/02	**- 359.45** 359 45	**351.81**	**0.00**	**- 7.64**
02/15/12	5,127.460	**GNMA I POOL #591563 6.000% 7/15/17** 5,127 4600 UNITS ACQUIRED ON 06/11/02	**- 5,238.83** 5,238 83	**5,127.46**	**0.00**	**- 111.37**
03/15/12	291.420	**GNMA I POOL #591563 6.000% 7/15/17** 291 4200 UNITS ACQUIRED ON 06/11/02	**- 297.75** 297 75	**291.42**	**0.00**	**- 6.33**
04/16/12	293.210	**GNMA I POOL #591563 6.000% 7/15/17** 293 2100 UNITS ACQUIRED ON 06/11/02	**- 299.58** 299 58	**293.21**	**0.00**	**- 6.37**
05/15/12	295.480	**GNMA I POOL #591563 6.000% 7/15/17** 295 4800 UNITS ACQUIRED ON 06/11/02	**- 301.90** 301 90	**295.48**	**0.00**	**- 6.42**
06/15/12	297.500	**GNMA I POOL #591563 6.000% 7/15/17** 297 5000 UNITS ACQUIRED ON 06/11/02	**- 303.96** 303 96	**297.50**	**0.00**	**- 6.46**
07/16/12	299.290	**GNMA I POOL #591563 6.000% 7/15/17** 299 2900 UNITS ACQUIRED ON 06/11/02	**- 305.79** 305 79	**299.29**	**0.00**	**- 6.50**

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/20/12	643.000	**EXXON MOBIL CORPORATION** 643 0000 UNITS ACQUIRED ON 06/28/10	**- 37,777.60** 37,777 60	**56,691.65**	**0.00**	**18,914.05**
01/10/12	486.000	**FASTENAL CO** 486.0000 UNITS ACQUIRED ON 12/18/09	**- 9,653.22** 9,653.22	**21,694.97**	**0.00**	**12,041.75**
02/17/12	36.000	**FASTENAL CO** 36 0000 UNITS ACQUIRED ON 12/18/09	**- 715.05** 715.05	**1,851.08**	**0.00**	**1,136.03**
02/23/12	55.000	**FASTENAL CO** 55 0000 UNITS ACQUIRED ON 12/18/09	**- 1,092.44** 1,092 44	**2,783.49**	**0.00**	**1,691.05**
10/22/12	23.000	**FASTENAL CO** 23.0000 UNITS ACQUIRED ON 12/18/09	**- 456.84** 456 84	**1,033.13**	**0.00**	**576.29**
09/14/12	100,000.000	**FED HOME LN BK 2.000% 9/14/12** 100,000.0000 UNITS ACQUIRED ON 10/06/09	**- 100,968.00** 100,968.00	**100,000.00**	**0.00**	**- 968.00**
01/26/12	50,000.000	**FED HOME LN MTG CORP 1.375% 1/09/13** 50,000 0000 UNITS ACQUIRED ON 01/13/11	**- 50,616.45** 50,616 45	**50,571.60**	**0.00**	**- 44.85**
08/22/12	50,000.000	**FED HOME LN MTG CORP 1.375% 1/09/13** 50,000 0000 UNITS ACQUIRED ON 01/13/11	**- 50,616.45** 50,616 45	**50,226.50**	**0.00**	**- 389.95**
07/16/12	150,000.000	**FED HOME LN MTG CORP 5.125% 7/15/12** 150,000.0000 UNITS ACQUIRED ON 01/17/07	**- 150,879.30** 150,879 30	**150,000.00**	**0.00**	**- 879.30**
02/17/12	15.000	**FEDEX CORPORATION** 15 0000 UNITS ACQUIRED ON 12/21/10	**- 1,412.12** 1,412 12	**1,444.02**	**0.00**	**31.90**
02/23/12	37.000	**FEDEX CORPORATION** 37 0000 UNITS ACQUIRED ON 12/21/10	**- 3,483.24** 3,483 24	**3,452.03**	**0.00**	**- 31.21**
10/22/12	25.000	**FEDEX CORPORATION** 25 0000 UNITS ACQUIRED ON 12/21/10	**- 2,353.54** 2,353 54	**2,303.19**	**0.00**	**- 50.35**
12/11/12	857.000	**FEDEX CORPORATION** 233.0000 UNITS ACQUIRED ON 12/21/10 382.0000 UNITS ACQUIRED ON 12/21/10 242 0000 UNITS ACQUIRED ON 06/25/12	**- 79,262.16** 21,934.97 35,806 28 21,520 91	**76,132.46**	**- 22.60**	**- 3,107.10**
01/17/12	226.200	**FHLMC POOL #J01240 5.500% 2/01/21** 226 2000 UNITS ACQUIRED ON 01/18/06	**- 228.67** 228 67	**226.20**	**0.00**	**- 2.47**
02/15/12	217.310	**FHLMC POOL #J01240 5.500% 2/01/21** 217 3100 UNITS ACQUIRED ON 01/18/06	**- 219.69** 219 69	**217.31**	**0.00**	**- 2.38**
03/15/12	3,111.910	**FHLMC POOL #J01240 5.500% 2/01/21** 3,111 9100 UNITS ACQUIRED ON 01/18/06	**- 3,145.95** 3,145 95	**3,111.91**	**0.00**	**- 34.04**

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
11/15/12	197.000	**DIAGEO PLC - ADR** 197 0000 UNITS ACQUIRED ON 03/04/08	- 16,154.94 16,154.94	22,607.94	0.00	6,453.00
11/01/12	2,276.176	**DODGE & COX INT'L STOCK FD #1048** 2,276.1760 UNITS ACQUIRED ON 02/02/11	- 83,877.08 83,877 08	75,000.00	0.00	- 8,877.08
01/10/12	382.000	**ECOLAB INC** 80 0000 UNITS ACQUIRED ON 08/23/11 302 0000 UNITS ACQUIRED ON 08/23/11	- 18,618.26 3,905.60 14,712.66	22,145.68	3,527.42	0.00
02/17/12	7.000	**ECOLAB INC** 7.0000 UNITS ACQUIRED ON 08/23/11	- 341.02 341 02	430.63	89.61	0.00
02/23/12	66.000	**ECOLAB INC** 9.0000 UNITS ACQUIRED ON 08/23/11 57 0000 UNITS ACQUIRED ON 02/15/05	- 2,308.19 438 46 1,869 73	4,092.58	119.62	1,664.77
10/22/12	27.000	**ECOLAB INC** 27.0000 UNITS ACQUIRED ON 02/15/05	- 885.66 885.66	1,859.17	0.00	973.51
10/22/12	94.000	**ENSCO PLC-CL A** 94 0000 UNITS ACQUIRED ON 02/27/12	- 5,561.45 5,561 45	5,392.65	- 168.80	0.00
02/17/12	23.000	**ESTEE LAUDER COMPANIES INC** 23.0000 UNITS ACQUIRED ON 07/01/11	- 1,200.45 1,200.45	1,259.68	59.23	0.00
02/23/12	69.000	**ESTEE LAUDER COMPANIES INC** 69 0000 UNITS ACQUIRED ON 07/01/11	- 3,601.34 3,601.34	3,862.55	261.21	0.00
10/22/12	39.000	**ESTEE LAUDER COMPANIES INC** 39.0000 UNITS ACQUIRED ON 05/17/12	- 2,175.63 2,175 63	2,531.04	355.41	0.00
02/17/12	49.000	**EXXON MOBIL CORPORATION** 49.0000 UNITS ACQUIRED ON 05/19/11	- 4,009.17 4,009 17	4,131.11	121.94	0.00
02/23/12	113.000	**EXXON MOBIL CORPORATION** 113 0000 UNITS ACQUIRED ON 05/19/11	- 9,245.62 9,245 62	9,625.17	379.55	0.00
03/01/12	269.000	**EXXON MOBIL CORPORATION** 104 0000 UNITS ACQUIRED ON 08/06/10 39 0000 UNITS ACQUIRED ON 05/19/11 126 0000 UNITS ACQUIRED ON 06/28/10	- 16,983.59 6,387 05 3,190 97 7,405 57	23,448.33	208.60	6,256.14
03/29/12	273.000	**EXXON MOBIL CORPORATION** 273 0000 UNITS ACQUIRED ON 06/28/10	- 16,045.41 16,045 41	23,734.19	0.00	7,688.78
05/22/12	799.000	**EXXON MOBIL CORPORATION** 250.0000 UNITS ACQUIRED ON 06/28/10 549 0000 UNITS ACQUIRED ON 06/28/10	- 46,948.50 14,693.60 32,254.90	65,610.17	0.00	18,661.67

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
10/22/12	53.000	**COMPANHIA DE BEBIDAS-PRF ADR** 53 0000 UNITS ACQUIRED ON 05/19/11	- 1,659.20 1,659 20	2,180.90	0.00	521.70
02/17/12	22.000	**CONCHO RESOURCES INC** 22 0000 UNITS ACQUIRED ON 11/07/11	- 2,167.43 2,167.43	2,471.87	304.44	0.00
02/23/12	40.000	**CONCHO RESOURCES INC** 40 0000 UNITS ACQUIRED ON 11/07/11	- 3,940.78 3,940.78	4,569.51	628.73	0.00
10/22/12	17.000	**CONCHO RESOURCES INC** 17 0000 UNITS ACQUIRED ON 11/07/11	- 1,674.83 1,674 83	1,589.12	- 85.71	0.00
02/17/12	31.000	**COOPER INDUSTRIES PLC NEW IRELAND** 31 0000 UNITS ACQUIRED ON 04/22/08	- 1,354.60 1,354.60	1,876.39	0.00	521.79
02/23/12	72.000	**COOPER INDUSTRIES PLC NEW IRELAND** 72 0000 UNITS ACQUIRED ON 04/22/08	- 3,146.17 3,146 17	4,371.76	0.00	1,225.59
06/28/12	1,264.000	**COOPER INDUSTRIES PLC NEW IRELAND** 1,264.0000 UNITS ACQUIRED ON 04/22/08	- 55,232.75 55,232 75	83,603.51	0.00	28,370.76
02/17/12	11.000	**COSTCO WHOLESALE CORP** 11 0000 UNITS ACQUIRED ON 10/17/11	- 905.64 905 64	919.03	13.39	0.00
02/23/12	49.000	**COSTCO WHOLESALE CORP** 49 0000 UNITS ACQUIRED ON 10/17/11	- 4,034.22 4,034 22	4,125.23	91.01	0.00
10/22/12	21.000	**COSTCO WHOLESALE CORP** 21 0000 UNITS ACQUIRED ON 10/17/11	- 1,728.95 1,728 95	2,039.68	310.73	0.00
02/17/12	34.000	**DANAHER CORP** 34 0000 UNITS ACQUIRED ON 10/12/01	- 443.37 443 37	1,753.00	0.00	1,309.63
02/23/12	79.000	**DANAHER CORP** 79 0000 UNITS ACQUIRED ON 10/12/01	- 1,030.18 1,030 18	4,134.78	0.00	3,104.60
10/22/12	39.000	**DANAHER CORP** 39 0000 UNITS ACQUIRED ON 06/25/12	- 1,974.75 1,974 75	2,214.37	239.62	0.00
02/17/12	28.000	**DIAGEO PLC - ADR** 28 0000 UNITS ACQUIRED ON 03/04/08	- 2,296.13 2,296 13	2,639.78	0.00	343.65
02/23/12	67.000	**DIAGEO PLC - ADR** 67.0000 UNITS ACQUIRED ON 03/04/08	- 5,494.32 5,494 32	6,345.45	0.00	851.13
03/13/12	237.000	**DIAGEO PLC - ADR** 237.0000 UNITS ACQUIRED ON 03/04/08	- 19,435.14 19,435 14	22,740.97	0.00	3,305.83
10/22/12	22.000	**DIAGEO PLC - ADR** 22 0000 UNITS ACQUIRED ON 03/04/08	- 1,804.11 1,804 11	2,512.56	0.00	708.45

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
02/17/12	24.000	**CITRIX SYS INC COM** 24.0000 UNITS ACQUIRED ON 05/08/07	**- 766.30** 766.30	**1,770.20**	**0.00**	**1,003.90**
02/23/12	55.000	**CITRIX SYS INC COM** 55.0000 UNITS ACQUIRED ON 05/08/07	**- 1,756.11** 1,756.11	**4,109.52**	**0.00**	**2,353.41**
10/22/12	22.000	**CITRIX SYS INC COM** 22 0000 UNITS ACQUIRED ON 05/08/07	**- 702.44** 702 44	**1,497.28**	**0.00**	**794.84**
02/23/12	41.000	**COACH INC** 36 0000 UNITS ACQUIRED ON 02/14/12 5 0000 UNITS ACQUIRED ON 09/13/11	**- 3,002.04** 2,717.28 284.76	**3,081.91**	**79.87**	**0.00**
10/22/12	85.000	**COACH INC** 85 0000 UNITS ACQUIRED ON 06/18/12	**- 5,145.93** 5,145 93	**4,782.84**	**- 363.09**	**0.00**
02/17/12	19.000	**COCA COLA CO** 19.0000 UNITS ACQUIRED ON 07/26/11	**- 1,317.55** 1,317.55	**1,297.48**	**- 20.07**	**0.00**
02/23/12	66.000	**COCA COLA CO** 66 0000 UNITS ACQUIRED ON 07/26/11	**- 4,576.76** 4,576.76	**4,554.57**	**- 22.19**	**0.00**
10/22/12	59.000	**COCA COLA CO** 59 0000 UNITS ACQUIRED ON 06/18/12	**- 2,242.28** 2,242.28	**2,243.13**	**0.85**	**0.00**
02/17/12	27.000	**COGNIZANT TECH SOLUTIONS CRP COM** 27 0000 UNITS ACQUIRED ON 05/03/11	**- 2,031.95** 2,031 95	**1,895.90**	**- 136.05**	**0.00**
02/23/12	65.000	**COGNIZANT TECH SOLUTIONS CRP COM** 65 0000 UNITS ACQUIRED ON 05/03/11	**- 4,891.72** 4,891 72	**4,596.71**	**- 295.01**	**0.00**
09/12/12	1,401.000	**COGNIZANT TECH SOLUTIONS CRP COM** 1,010 0000 UNITS ACQUIRED ON 12/15/10 120 0000 UNITS ACQUIRED ON 05/03/11 271.0000 UNITS ACQUIRED ON 02/27/12	**- 98,348.50** 69,896 13 9,030 88 19,421 49	**93,256.59**	**- 1,382.56**	**- 3,709.35**
01/10/12	645.000	**COMPANHIA DE BEBIDAS-PRF ADR** 455.0000 UNITS ACQUIRED ON 05/03/11 190.0000 UNITS ACQUIRED ON 05/19/11	**- 20,592.19** 14,644 13 5,948.06	**22,404.10**	**1,811.91**	**0.00**
02/17/12	48.000	**COMPANHIA DE BEBIDAS-PRF ADR** 48 0000 UNITS ACQUIRED ON 05/19/11	**- 1,502.67** 1,502.67	**1,811.96**	**309.29**	**0.00**
02/23/12	129.000	**COMPANHIA DE BEBIDAS-PRF ADR** 129 0000 UNITS ACQUIRED ON 05/19/11	**- 4,038.42** 4,038 42	**4,987.06**	**948.64**	**0.00**
06/21/12	5.541	**COMPANHIA DE BEBIDAS-PRF ADR** 4 2020 UNITS ACQUIRED ON 03/24/11 1.3400 UNITS ACQUIRED ON 05/19/11	**0.00** 0 00 0 00	**35.46**	**0.00**	**35.46**

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
05/08/12	962.503	**ASGI MESIROW INSIGHT TEI FUND I LLC**	- 1,177,058.33	1,200,000.00	22,941.67	0.00
		962 5030 UNITS ACQUIRED ON 01/02/12	1,177,058.33			
01/13/12	1,668.000	**CARNIVAL CORP**	- 41,930.10	55,802.54	0.00	13,872.44
		467 0000 UNITS ACQUIRED ON 11/01/02	12,445 55			
		1,201 0000 UNITS ACQUIRED ON 03/27/03	29,484 55			
10/22/12	51.000	**CATAMARAN CORP**	- 1,543.26	2,625.42	1,082.16	0.00
		51.0000 UNITS ACQUIRED ON 02/17/12	1,543 26			
12/07/12	150,000.000	**CATERPILLAR FIN SERV 4.850% 12/07/12**	- 153,190.50	150,000.00	0.00	- 3,190.50
		150,000.0000 UNITS ACQUIRED ON 12/23/08	153,190.50			
02/17/12	20.000	**CELANESE CORP**	- 1,077.27	1,000.98	- 76.29	0.00
		20.0000 UNITS ACQUIRED ON 07/01/11	1,077 27			
02/23/12	76.000	**CELANESE CORP**	- 4,093.63	3,952.68	- 140.95	0.00
		76.0000 UNITS ACQUIRED ON 07/01/11	4,093.63			
10/22/12	31.000	**CELANESE CORP**	- 1,669.77	1,147.90	0.00	- 521.87
		31 0000 UNITS ACQUIRED ON 07/01/11	1,669.77			
02/17/12	17.000	**CELGENE CORP COM**	- 1,268.58	1,250.15	0.00	- 18.43
		17.0000 UNITS ACQUIRED ON 07/25/08	1,268.58			
02/23/12	74.000	**CELGENE CORP COM**	- 5,522.07	5,528.44	0.00	6.37
		74.0000 UNITS ACQUIRED ON 07/25/08	5,522.07			
08/20/12	325.000	**CELGENE CORP COM**	- 23,994.48	23,192.00	0.00	- 802.48
		136 0000 UNITS ACQUIRED ON 07/25/08	10,148 68			
		189.0000 UNITS ACQUIRED ON 08/22/08	13,845 80			
10/22/12	20.000	**CELGENE CORP COM**	- 1,465.16	1,563.56	0.00	98.40
		20 0000 UNITS ACQUIRED ON 08/22/08	1,465 16			
10/22/12	57.000	**CERNER CORP COM**	- 4,192.50	4,132.40	- 60.10	0.00
		57 0000 UNITS ACQUIRED ON 08/15/12	4,192 50			
02/17/12	4.000	**CHIPOTLE MEXICAN GRILL INC**	- 599.77	1,504.73	0.00	904.96
		4.0000 UNITS ACQUIRED ON 08/06/10	599 77			
02/23/12	10.000	**CHIPOTLE MEXICAN GRILL INC**	- 1,499.42	3,827.63	0.00	2,328.21
		10 0000 UNITS ACQUIRED ON 08/06/10	1,499 42			
03/13/12	58.000	**CHIPOTLE MEXICAN GRILL INC**	- 8,696.64	22,903.79	0.00	14,207.15
		58 0000 UNITS ACQUIRED ON 08/06/10	8,696.64			
10/22/12	3.000	**CHIPOTLE MEXICAN GRILL INC**	- 1,236.90	875.47	- 361.43	0.00
		3.0000 UNITS ACQUIRED ON 06/25/12	1,236 90			

REALIZED GAIN/LOSS DETAIL

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
01/13/12	413.000	**ACCENTURE PLC** 413 0000 UNITS ACQUIRED ON 01/25/07	- $15,210.42 15,210 42	$21,719.29	$0.00	$6,508.87
02/17/12	54.000	**ACCENTURE PLC** 54.0000 UNITS ACQUIRED ON 01/25/07	- 1,988.77 1,988 77	3,097.92	0.00	1,109.15
02/23/12	79.000	**ACCENTURE PLC** 79.0000 UNITS ACQUIRED ON 01/25/07	- 2,909.50 2,909 50	4,607.98	0.00	1,698.48
10/22/12	32.000	**ACCENTURE PLC** 32.0000 UNITS ACQUIRED ON 01/25/07	- 1,178.53 1,178 53	2,246.66	0.00	1,068.13
02/17/12	24.000	**ALLERGAN INC** 24 0000 UNITS ACQUIRED ON 05/06/11	- 1,948.06 1,948 06	2,113.63	165.57	0.00
02/23/12	56.000	**ALLERGAN INC** 56.0000 UNITS ACQUIRED ON 05/06/11	- 4,545.48 4,545 48	4,925.11	379.63	0.00
10/22/12	32.000	**ALLERGAN INC** 32 0000 UNITS ACQUIRED ON 08/15/12	- 2,770.38 2,770.38	3,021.69	251.31	0.00
02/17/12	16.000	**AMAZON COM INC COM** 16 0000 UNITS ACQUIRED ON 06/03/10	- 2,009.44 2,009 44	3,068.90	0.00	1,059.46
02/23/12	165.000	**AMAZON COM INC COM** 14.0000 UNITS ACQUIRED ON 06/03/10 151.0000 UNITS ACQUIRED ON 08/10/09	- 14,499.64 1,758.26 12,741.38	29,800.13	0.00	15,300.49
10/22/12	13.000	**AMAZON COM INC COM** 13 0000 UNITS ACQUIRED ON 08/10/09	- 1,096.94 1,096 94	3,163.47	0.00	2,066.53
03/01/12	1,781.000	**AMERICAN TOWER CORP** 571.0000 UNITS ACQUIRED ON 12/21/10 752 0000 UNITS ACQUIRED ON 12/21/10 458 0000 UNITS ACQUIRED ON 03/22/11	- 89,658.09 29,062.30 38,275.44 22,320 35	111,929.91	6,463.42	15,808.40
02/17/12	18.000	**APPLE INC** 18 0000 UNITS ACQUIRED ON 05/08/07	- 1,879.74 1,879 74	9,042.66	0.00	7,162.92
02/23/12	155.000	**APPLE INC** 155 0000 UNITS ACQUIRED ON 05/08/07	- 16,186.65 16,186 65	77,946.56	0.00	61,759.91
09/05/12	35.000	**APPLE INC** 35 0000 UNITS ACQUIRED ON 05/08/07	- 3,655.05 3,655.05	23,373.25	0.00	19,718.20
10/22/12	15.000	**APPLE INC** 15 0000 UNITS ACQUIRED ON 05/08/07	- 1,566.45 1,566.45	9,738.83	0.00	8,172.38

FORM 990-PF
PART IX-A, LINE 2

ORDEAN FOUNDATION
DULUTH, MINNESOTA

Schedule 3

SCHEDULES OF BUILDING REVENUE AND EXPENSES FOR THE YEARS ENDED DECEMBER 31,

41-0711611

	2012	2011
Rental revenue	$ 223,762	$ 221,683
Building operating expenses		
Cleaning	43,853	42,706
Electricity	45,864	44,945
Elevator maintenance	8,444	7,480
Engineering fees	15,600	15,300
Garbage removal	3,333	3,229
Insurance	7,455	6,871
Miscellaneous	11,719	10,699
Repairs and alterations	17,604	11,923
Supplies	47	4
Telephone	1,500	1,500
Water, sewage, and steam	9,847	10,173
Total building operating expenses	165,266	154,830
Operating income	58,496	66,853
Payment in lieu of real estate taxes	(34,317)	(34,317)
Income before depreciation	24,179	32,536
Depreciation	(72,472)	(69,963)
Net loss, Ordean Building	$ (48,293)	$ (37,427)

The following is a list of tenants during the year 2012:

American Lung Association of Northeastern Minnesota
ARC Northland
Courage Duluth
Girl Scouts of MN and WI Lakes & Pines
Legal Aid Service of Northeastern Minnesota
Lutheran Social Services of Minnesota
Northeast Chapter of MN Council of Nonprofits
United Way of Greater Duluth

These tenants rent office space under year to year leases which renew automatically unless the tenant gives notice to cancel in advance.

ORDEAN FOUNDATION
FORM 990-PF
41-0711611
PART XV - Line 3a & b
GRANTS AND CONTRIBUTIONS
12/31/12

	Purpose	Approved in Years Prior to 2012 Paid in 2012	Approved in 2012, Paid in 2012	Approved in 2012 For Future Payment	2012 Expenses Per Books Accrual Method
American Red Cross	Disaster Relief Fund		10,000		10,000
Boys & Girls Club	Youth Center operations		60,000		60,000
Children's Dental Services	Smiles across America	1,250	5,625	1,875	7,500
CHUM	Telecare/Drop-in Center	35,000	35,000	35,000	70,000
CHUM	Hillside services		5,000		5,000
College of St Scholastica	Scholarships	40,000	41,000	41,000	82,000
College of St Scholastica	recovery school		20,000		20,000
Copeland Valley Youth Center	youth programs		60,000		60,000
Courage Duluth	autism program		10,000		10,000
Damiano Center	Kid's Café nutrition program	5,500	5,500	5,500	11,000
Damiano Center	clothing exchange	27,500	27,500	27,500	55,000
Damiano Center	soup kitchen		10,000		10,000
Domestic Abuse Intervention Programs	Visitation center	3,000	9,000	3,000	12,000
Ecolibrium3	grants to homeowners affected by flood		500,000		500,000
Ecumen	meals on wheels		12,000		12,000
Grant School Community Collaborative	out of school programs		16,660		16,660
ISD 709	infant/childcare center	26,667	13,333	26,667	40,000
Just Kids Dental	dental services	2,500	5,000	5,000	10,000
Kid's Closet of Duluth	clothing assistance	15,000	-	-	-
Lake Superior College Foundation	Scholarships	62,500	62,500	60,000	122,500
Lake Superior College Foundation	Industrial pathways		40,000		40,000
Lake Superior Community Health Center	general medical and health education programs		200,000		200,000
Life House, Inc	Life Line program		72,000		72,000
Lutheran Social Service	Safe Housing & Outreach	4,000	12,000	4,000	16,000
Girl Scouts of MN & WI Lakes and Pines	general operations	6,000	18,000	6,000	24,000
One Roof Community Housing			20,000		20,000
Planned Parenthood	Reach one-Teach one/teen council	2,000	-	-	-
Program for Aid to Victims of Sexual Assault	general operations		23,000		23,000
Safe Haven Shelter for Battered Women	shelter services	15,000	15,000	15,000	30,000
Scottish Rite Foundation	speech pathologist	5,750	17,250	5,750	23,000
Second Harvest Northern Lakes Food Bank	food recovery program		8,000		8,000
UDAC	Steps program		10,000		10,000
Union Gospel Mission	emergency meals		50,000		50,000
United Way of Greater Duluth	211 program		10,000		10,000
Woodland Hills	Neighborhood Youth Services programs		44,000		44,000
YMCA	Capital Campaign	25,000			-
YMCA	Mentor Duluth program		120,000		120,000
YWCA	youth programs		44,000		44,000
		276,667	1,611,368	236,292	1,847,660
Add Column 1			276,667		
			1,888,035		
Achievement awards and technical assistance			6,082		6,082
Total grants and contributions paid in 2012 Part I, line 25, column d, Part XV, line 3a			1,894,117		
Total grants and contributions approved for future payment Part XV, line 3b				236,292	
Total grants and contributions per books, 2012 Part I, line 25, column a					1,853,742

None of the above charities are related to the donor or foundation manager in any manner All are public charities described in Section 509(a)(1) of the Code

All of the above organizations are located in Duluth, Minnesota and the surrounding area

ORDEAN FOUNDATION
FORM 990-PF
41-0711611

December 31, 2012

PART VII-B LINE 1

Related Party Transactions

Several members of the board of directors also voluntarily serve on the board of directors or in other capacities with nonprofit organizations which have received grants or loans from the Foundation. In matters involving these organizations, the affected board member abstains from any action taken by the Ordean Foundation board.

ORDEAN FOUNDATION
DULUTH, MINNESOTA
FORM 990-PF
41-0711611

2012

PART XV, LINE 2, SUPPLEMENTARY INFORMATION

Grant Criteria and Other Information:

Request for grants should be directed to the Executive Director, Ordean Foundation, 501 Ordean Building, Duluth, Minnesota 55802, telephone (218)726-4785 during regular business hours. Ordean Foundation may lawfully make grants directly to institutions or organizations engaged within the City of Duluth or governmental units abutting the city limits of Duluth in St. Louis County, in performing services and providing facilities for the following purposes:

1. The treatment, care, and rehabilitation of persons who are chronically or temporarily mentally ill.
2. The treatment, care, and rehabilitation of persons whose physical capacity is impaired by either injury, illness, birth defects, age, alcoholism, or other similar causes.
3. The conduct as one of their functions of youth guidance programs designed to avoid and prevent delinquency from lawful and healthful pursuits by youthful citizens.
4. For the performance of services or providing facilities for the performance of functions similar to any of the foregoing functions.

Organizations may secure a statement to applicants from the above address. Applications must be received at the Ordean Office by the 15th day of the month preceding a Board of Directors' meeting. Applicants will be notified within 30 days of a board meeting of the action on a proposal.

Scholarships may be applied for through the Admissions Offices of the College of St. Scholastica, Lake Superior College, and University of Minnesota-Duluth. Applicants must be residents within the city limits of Duluth or a governmental unit abutting the city limits of Duluth in St. Louis County.

All applications must be in writing and include any information or data pertinent to the grant or loan request.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
ORDEAN FOUNDATION

Employer identification number (EIN) or
41-0711611

Number, street, and room or suite no If a P O box, see instructions.
501 ORDEAN BUILDING

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
DULUTH, MN 55802

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEVE MANGAN
501 ORDEAN BUILDING - DULUTH, MN 55802
Telephone No ▶ 218-726-4785 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning __________, and ending __________

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 20,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 33,122.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**