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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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









Name of foundation ANNA M HEILMAIER CHARITABLE FDN 25370370		A Employer identification number 41-1761632	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 64713 TRUST TAX SERVICES		B Telephone number (see instructions) (612) 303-3208	
City or town, state, and ZIP code ST PAUL, MN 551640713		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 6,306,752		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	168,186	168,186		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	239,613			
	b Gross sales price for all assets on line 6a <u>1,749,982</u>				
	7 Capital gain net income (from Part IV , line 2)		239,613		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	407,799	407,799		
	13 Compensation of officers, directors, trustees, etc	80,902	64,722		16,180
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	1,500	750	0	750
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	23,316	3,851		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	20,016	566		19,450
	24 Total operating and administrative expenses. Add lines 13 through 23	125,734	69,889	0	36,380
	25 Contributions, gifts, grants paid	273,000			273,000
	26 Total expenses and disbursements. Add lines 24 and 25	398,734	69,889	0	309,380
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	9,065			
	b Net investment income (if negative, enter -0-)		337,910		
	c Adjusted net income (if negative, enter -0-)			0	

Part II


Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1Cash—non-interest-bearing	1,070	-1,969	-1,969
	2Savings and temporary cash investments	209,752	135,086	135,086
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)	100,102		
	bInvestments—corporate stock (attach schedule)	3,938,764	 4,010,329	5,250,349
	cInvestments—corporate bonds (attach schedule).	728,129	 848,129	888,584
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)	35,316	 20,862	20,862
	14Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15Other assets (describe ▶ _____)	 2,603	 13,840	 13,840
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,015,736	5,026,277	6,306,752
	17Accounts payable and accrued expenses			
	18Grants payable			
	19Deferred revenue		67	
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22Other liabilities (describe ▶ _____)	 533	 2,208	
	23Total liabilities (add lines 17 through 22)	533	2,275	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds	5,060,119	5,060,119	
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds	-44,916	-36,117	
	30Total net assets or fund balances (see page 17 of the instructions)	5,015,203	5,024,002	
Net Assets or Fund Balances	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,015,736	5,026,277	

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	5,015,203
2	Enter amount from Part I, line 27a	2	9,065
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,024,268
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	266
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,024,002

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
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 See Additional Data Table			
b			
c			
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	239,613
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	347,614	6,082,055	0 057154
2010	315,681	5,849,398	0 053968
2009	178,071	5,382,483	0 033083
2008	396,461	6,766,196	0 058594
2007	328,243	7,997,636	0 041043

2 Total of line 1, column (d).	2	0 243842
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048768
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,078,525
5 Multiply line 4 by line 3.	5	296,438
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,379
7 Add lines 5 and 6.	7	299,817
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	309,380

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,379
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	3,379
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	3,379
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,336	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	12,336
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
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	8,957
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,380	Refunded <input type="checkbox"/>	11	5,577

Part VII-AStatements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of US BANK NATIONAL ASSOCIATION Telephone no (612) 303-3208 Located at 800 NICOLLET MALL MINNEAPOLIS MN ZIP +4 55402			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

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

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
U S BANK NA	CORPORATE	80,902		
101 EAST 5TH STREET	TRUSTEE			
ST PAUL,MN 55101	8			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,880,109
b	Average of monthly cash balances.	1b	260,744
c	Fair market value of all other assets (see instructions).	1c	30,238
d	Total (add lines 1a, b, and c).	1d	6,171,091
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	6,171,091
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	92,566
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,078,525
6	Minimum investment return. Enter 5% of line 5.	6	303,926

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	303,926
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,379
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,379
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	300,547
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	300,547
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	300,547

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	309,380
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	309,380
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,379
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	306,001
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				300,547
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				0
c From 2009.				0
d From 2010.				0
e From 2011.				14,622
f Total of lines 3a through e.	14,622			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 309,380				
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.				300,547
e Remaining amount distributed out of corpus	8,833			
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	23,455			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	23,455			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				14,622
e Excess from 2012. . . .				8,833

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	273,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	168,186	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	239,613	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				407,799	
13 Total. Add line 12, columns (b), (d), and (e).				407,799	407,799

[illegible]

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p> (1) Cash.</p> <p> (2) Other assets.</p> <p>b Other transactions</p> <p> (1) Sales of assets to a noncharitable exempt organization.</p> <p> (2) Purchases of assets from a noncharitable exempt organization.</p> <p> (3) Rental of facilities, equipment, or other assets.</p> <p> (4) Reimbursement arrangements.</p> <p> (5) Loans or loan guarantees.</p> <p> (6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p>		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3 CHIPOTLE MEXICAN GRILL INC		2011-06-27	2012-01-04
14 ALLERGAN INC		2010-12-16	2012-01-06
2 MASTERCARD INC		2011-03-28	2012-01-06
50 CBS CORP CLASS B NON VOTING		2011-12-09	2012-01-10
34 LULULEMON ATHLETICA INC		2010-12-09	2012-01-10
14 TEMPUR PEDIC INTL INC		2011-08-05	2012-01-11
210 TOKIO MARINE HOLDINGS A D R		2008-12-15	2012-01-11
74 EQUITABLE CORP		2011-11-11	2012-01-12
51 TRANSOCEAN LTD		2012-01-11	2012-01-12
16 APACHE CORP		2009-10-02	2012-01-13
21 CONOCOPHILLIPS		2010-04-22	2012-01-13
88 FIFTH THIRD BANCORP		2010-09-27	2012-01-13
33 FRANKLIN RES INC		2011-08-25	2012-01-13
12 GOLDMAN SACHS GROUP INC		2009-09-09	2012-01-13
39 MCDONALDS CORP		2009-05-18	2012-01-13
20 NESTLE SA SPONSORED A D R		2010-09-14	2012-01-13
33 P N C FINANCIAL SERVICES GROUP INC		2009-04-23	2012-01-13
23 P P G INDS INC		2011-08-10	2012-01-13
17 PEPSICO INC		2009-05-18	2012-01-13
30 PRUDENTIAL FINANCIAL INC		2009-05-18	2012-01-13
28 TARGET CORPORATION		2009-08-03	2012-01-13
42 TIME WARNER CABLE INC		2011-04-06	2012-01-13
43 WAL MART STORES INC		2010-07-14	2012-01-13
49 ACCENTURE PLC CL A		2011-06-21	2012-01-13
3 ACCENTURE PLC CL A		2010-04-22	2012-01-13
21 ACE LTD		2011-05-10	2012-01-13
53 TYCO INTERNATIONAL LTD		2011-08-25	2012-01-13
3 CHIPOTLE MEXICAN GRILL INC		2011-06-27	2012-01-17
18 MONSTER BEVERAGE CORP		2011-11-28	2012-01-17
53 CBS CORP CLASS B NON VOTING		2011-11-11	2012-01-18

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27 ALLEGHENY TECHNOLOGIES INC		2011-10-28	2012-01-19
25 CBS CORP CLASS B NON VOTING		2011-11-11	2012-01-19
2 CHIPOTLE MEXICAN GRILL INC		2011-05-24	2012-01-19
25 TEMPUR PEDIC INTL INC		2011-06-09	2012-01-19
11 MASTERCARD INC		2011-03-28	2012-01-20
14 PRECISION CASTPARTS CORP		2011-12-15	2012-01-20
46 MSCI INC A		2011-12-09	2012-01-23
33 SHIRE PLC A D R		2011-01-05	2012-01-23
17 COACH INC		2009-06-17	2012-01-24
10 BEAM INC		2011-10-19	2012-01-25
16 CATERPILLAR INC		2010-03-17	2012-01-25
1 CHIPOTLE MEXICAN GRILL INC		2011-05-13	2012-01-25
118 NOVARTIS AG A D R		2008-08-28	2012-01-26
6 STARWOOD HOTELS & RESORTS		2011-06-01	2012-01-26
16 STARWOOD HOTELS & RESORTS		2010-02-03	2012-01-26
67 ALLEGHENY TECHNOLOGIES INC		2011-12-15	2012-01-27
32 CARNIVAL CORP		2011-10-25	2012-01-27
73 CARNIVAL CORP		2009-07-10	2012-01-27
55 KOHLS CORP		2011-04-06	2012-01-27
8 P G E CORP		2009-10-20	2012-01-27
20 P G E CORP		2011-10-25	2012-01-27
38 PUBLIC SVC ENTERPRISE GROUP INC		2011-10-25	2012-01-27
51 WATSON PHARMACEUTICALS INC		2012-01-06	2012-01-27
42 ACCENTURE PLC CL A		2010-04-22	2012-01-27
22 MSCI INC A		2011-12-09	2012-01-30
143 ARM HLDGS PLC A D R		2011-09-20	2012-01-31
4 AMAZON COM INC		2011-06-27	2012-02-01
15 AMAZON COM INC		2012-01-18	2012-02-01
57 VERIFONE SYSTEMS INC		2011-09-20	2012-02-02
10 LYONDELLBASELL INDUSTRIES CL A		2012-01-11	2012-02-02

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179 FUJIFILM HOLDINGS A D R		2009-12-10	2012-02-03
29 ACME PACKET INC		2011-01-03	2012-02-06
16 COACH INC		2009-06-17	2012-02-08
31 LAS VEGAS SANDS CORP		2010-12-17	2012-02-08
13 CUMMINS INC		2010-05-10	2012-02-09
198 MTN GROUP LTD A D R		2011-06-02	2012-02-09
60 CABOT OIL GAS CORP CL A		2012-01-04	2012-02-10
7 SHIRE PLC A D R		2011-06-30	2012-02-10
7 SHIRE PLC A D R		2011-01-05	2012-02-10
79 AON CORP		2012-01-13	2012-02-13
11 BOSTON PPTYS INC		2008-11-21	2012-02-13
19 CERNER CORPORATION		2011-10-24	2012-02-13
22 GENERAL DYNAMICS CORP		2009-10-20	2012-02-13
29 P G E CORP		2009-10-20	2012-02-13
31 PEABODY ENERGY CORP		2010-03-12	2012-02-13
4 PEABODY ENERGY CORP		2011-08-10	2012-02-13
9 RALPH LAUREN CORP		2011-11-07	2012-02-13
14 UNITED TECHNOLOGIES CORP		2008-04-07	2012-02-13
109 VERIZON COMMUNICATIONS INC		2009-09-18	2012-02-13
9 COACH INC		2011-09-27	2012-02-14
2 COACH INC		2009-06-17	2012-02-14
10 CONCHO RES INC		2010-12-17	2012-02-14
10 CUMMINS INC		2010-05-10	2012-02-14
4 CHIPOTLE MEXICAN GRILL INC		2011-05-13	2012-02-15
77 ASTRAZENECA P L C SPSD A D R		2008-08-15	2012-02-16
56 DASSAULT SYSTEMES SA A D R		2011-06-02	2012-02-16
3 INTUITIVE SURGICAL INC		2012-02-02	2012-02-16
12 STARWOOD HOTELS & RESORTS		2010-02-03	2012-02-16
7 CUMMINS INC		2009-04-07	2012-02-17
13 CUMMINS INC		2009-04-07	2012-02-21

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31 00023 GILEAD SCIENCES INC		2012-02-10	2012-02-22
6 99977 GILEAD SCIENCES INC		2012-02-03	2012-02-22
22 CELANESE CORP SER A		2012-01-13	2012-02-23
31 CONOCOPHILLIPS		2010-06-22	2012-02-23
11 DEERE & CO		2012-01-13	2012-02-23
47 METLIFE INC		2010-01-27	2012-02-23
4 METLIFE INC		2011-03-30	2012-02-23
40 PEPSICO INC		2009-03-11	2012-02-23
43 PUBLIC SVC ENTERPRISE GROUP INC		2011-10-25	2012-02-23
43 E BAY INC		2011-07-26	2012-02-24
16 MOSAIC CO		2011-08-25	2012-02-24
18 QUALCOMM INC		2010-11-05	2012-02-24
8 SANDISK CORP		2010-10-12	2012-02-24
11 SANDISK CORP		2011-12-09	2012-02-24
23 ABERCROMBIE & FITCH CO CL A		2012-02-02	2012-02-29
23 AMERICAN ELECTRIC POWER CO INC		2009-04-17	2012-02-29
30 AMERICAN ELECTRIC POWER CO INC		2011-10-25	2012-02-29
12 APPLE INC		2008-01-03	2012-02-29
69 E BAY INC		2011-07-26	2012-02-29
58 QUALCOMM INC		2010-09-30	2012-02-29
3 SHIRE PLC A D R		2011-02-28	2012-02-29
20 SHIRE PLC A D R		2011-09-29	2012-02-29
31 WAL MART STORES INC		2010-07-14	2012-02-29
38 ASML HOLDING NV NY REG SHS		2009-11-09	2012-02-29
18 ASML HOLDING NV NY REG SHS		2011-12-15	2012-02-29
78 ASML HOLDING NV NY REG SHS		2009-11-09	2012-02-29
81 MSCI INC A		2011-10-12	2012-03-01
42 ONYX PHARMACEUTICALS INC		2011-12-23	2012-03-02
47 PEABODY ENERGY CORP		2012-01-20	2012-03-07
40 LYONDELLBASELL INDUSTRIES CL A		2012-01-11	2012-03-08

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16 CUMMINS INC		2011-12-19	2012-03-09
100000 F F C B DEB 4 850% 3/12/12		2007-03-27	2012-03-12
43 BEAM INC		2011-10-19	2012-03-16
59 QLIK TECHNOLOGIES INC		2011-11-23	2012-03-16
24 E BAY INC		2011-09-23	2012-03-19
2 APPLE INC		2011-02-07	2012-03-21
66 CBS CORP CLASS B NON VOTING		2011-11-21	2012-03-21
596 ENEL SOCIETA A D R		2011-06-01	2012-03-21
54 HALLIBURTON CO		2011-01-27	2012-03-21
17 HALLIBURTON CO		2011-04-06	2012-03-21
63 PUBLIC SVC ENTERPRISE GROUP INC		2011-08-25	2012-03-21
15 STARBUCKS CORP		2010-06-29	2012-03-21
48 TIME WARNER INC		2012-01-27	2012-03-21
51 VODAFONE GROUP PLC A D R		2011-04-06	2012-03-21
49 WELLS FARGO CO		2009-01-14	2012-03-21
6 ALLERGAN INC		2011-01-12	2012-03-22
15 ANADARKO PETROLEUM CORP		2010-11-04	2012-03-22
9 ANADARKO PETROLEUM CORP		2011-11-03	2012-03-22
160 ABB LTD A D R		2008-01-03	2012-03-26
39 MOSAIC CO		2011-10-27	2012-03-26
29 MOSAIC CO		2011-11-22	2012-03-29
242 CHINA RES ENTERPRISE LTD A D R		2011-06-02	2012-04-03
136 CHINA RES ENTERPRISE LTD A D R		2011-06-02	2012-04-04
107 EXPRESS SCRIPTS HLDGS C		2012-02-23	2012-04-04
54 GILEAD SCIENCES INC		2012-01-22	2012-04-04
61 VERIFONE SYSTEMS INC		2011-12-19	2012-04-04
103 CHINA RES ENTERPRISE LTD A D R		2011-06-02	2012-04-05
35 GOLDCORP INC		2012-02-23	2012-04-10
10 LAS VEGAS SANDS CORP		2010-02-01	2012-04-10
50 PEABODY ENERGY CORP		2012-02-02	2012-04-13

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190 KEPPEL CORP LTD SPONS A D R		2008-01-03	2012-04-18
32 AMGEN INC		2010-06-22	2012-04-19
15 ANADARKO PETROLEUM CORP		2011-10-25	2012-04-19
2 APPLE INC		2011-02-07	2012-04-19
17 B H P BILLITON LIMITED A D R		2011-03-30	2012-04-19
32 MACYS INC		2012-02-29	2012-04-19
149 P P L CORPORATION		2011-09-12	2012-04-19
71 ST JUDE MED INC		2012-03-01	2012-04-19
9 SIMON PROPERTY GROUP INC		2011-02-16	2012-04-19
72 UNION PACIFIC CORP		2011-11-21	2012-04-20
126 ATT INC		2009-09-18	2012-04-23
139 ATT INC		2012-01-13	2012-04-23
322 ABBOTT LABORATORIES		2011-02-17	2012-04-23
33 ACME PACKET INC		2012-03-08	2012-04-23
23 ACME PACKET INC		2011-01-28	2012-04-23
54 AFFILIATED MANAGERS GROUP INC		2011-06-16	2012-04-23
176 AGILENT TECHNOLOGIES INC		2012-04-10	2012-04-23
37 ALEXION PHARMACEUTICALS INC		2011-01-07	2012-04-23
21 ALEXION PHARMACEUTICALS INC		2011-12-23	2012-04-23
13 ALLERGAN INC		2012-02-02	2012-04-23
36 ALLERGAN INC		2011-01-12	2012-04-23
93 ALTERA CORP		2012-02-08	2012-04-23
110 ALTERA CORP		2011-01-07	2012-04-23
23 AMAZON COM INC		2010-05-06	2012-04-23
23 AMAZON COM INC		2012-03-30	2012-04-23
84 AMERICAN ELECTRIC POWER CO INC		2009-06-04	2012-04-23
87 AMERICAN EXPRESS CO		2010-09-27	2012-04-23
68 AMERICAN EXPRESS CO		2012-04-19	2012-04-23
127 AMERICAN EXPRESS CO		2012-01-20	2012-04-23
64 AMERIPRISE FINL INC		2012-02-13	2012-04-23

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28 AMETEK INC		2011-12-09	2012-04-23
84 AMETEK INC		2011-01-18	2012-04-23
55 AMGEN INC		2010-06-22	2012-04-23
34 ANADARKO PETROLEUM CORP		2011-10-25	2012-04-23
68 ANADARKO PETROLEUM CORP		2010-10-28	2012-04-23
29 ANADARKO PETROLEUM CORP		2011-05-13	2012-04-23
23 APACHE CORP		2009-08-03	2012-04-23
6 APPLE INC		2011-02-25	2012-04-23
12 APPLE INC		2011-06-21	2012-04-23
25 APPLE INC		2011-11-21	2012-04-23
51 APPLE INC		2009-09-18	2012-04-23
5 APPLE INC		2011-06-03	2012-04-23
82 A R I A D PHARMACEUTICALS INC		2012-04-20	2012-04-23
169 ARUBA NETWORKS INC		2012-03-30	2012-04-23
8 AUTOZONE INC		2012-04-20	2012-04-23
16 AVALONBAY CMNTYS INC		2012-01-13	2012-04-23
23 AVALONBAY CMNTYS INC		2009-01-14	2012-04-23
149 BECTON DICKINSON AND CO		2008-01-23	2012-04-23
31 BED BATH & BEYOND INC		2012-03-21	2012-04-23
80 BED BATH & BEYOND INC		2011-12-22	2012-04-23
44 B H P BILLITON LIMITED A D R		2008-12-23	2012-04-23
63 BLACKROCK INC		2011-05-11	2012-04-23
16 BOEING CO		2012-01-13	2012-04-23
42 BOEING CO		2011-02-25	2012-04-23
111 BOEING CO		2011-11-22	2012-04-23
22 BOSTON PPTYS INC		2011-02-16	2012-04-23
21 BOSTON PPTYS INC		2012-01-13	2012-04-23
129 BROADCOM CORP CL A		2008-04-25	2012-04-23
36 BROADCOM CORP CL A		2011-12-01	2012-04-23
298 BUCKLE INC		2010-01-14	2012-04-23

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271 CBRE GROUP INC		2012-04-10	2012-04-23
565 CSX CORP		2011-11-04	2012-04-23
37 CVS CAREMARK CORP		2011-10-25	2012-04-23
125 CVS CAREMARK CORP		2010-09-27	2012-04-23
158 CABOT OIL GAS CORP CL A		2011-12-23	2012-04-23
93 CAMERON INTL CORP		2011-10-24	2012-04-23
41 CATERPILLAR INC		2012-03-30	2012-04-23
47 CATERPILLAR INC		2009-08-05	2012-04-23
64 CELANESE CORP SER A		2012-04-19	2012-04-23
115 CENTURYLINK INC		2012-02-13	2012-04-23
31 CERNER CORPORATION		2011-12-19	2012-04-23
20 CERNER CORPORATION		2011-04-06	2012-04-23
109 CHEVRON CORPORATION		2008-01-03	2012-04-23
98 CHEVRON CORPORATION		2012-02-23	2012-04-23
224 CITIGROUP INC		2012-03-21	2012-04-23
211 COACH INC		2011-10-03	2012-04-23
48 COACH INC		2011-12-15	2012-04-23
261 COCA COLA COMPANY		2012-02-22	2012-04-23
147 COLGATE PALMOLIVE CO		2011-02-17	2012-04-23
121 COMCAST CORP CL A		2012-01-13	2012-04-23
202 COMCAST CORP CL A		2011-06-29	2012-04-23
149 COMERICA INC		2012-03-01	2012-04-23
48 CONCHO RES INC		2010-06-29	2012-04-23
32 CONCHO RES INC		2012-03-29	2012-04-23
60 CONOCOPHILLIPS		2010-06-22	2012-04-23
37 DEERE & CO		2012-03-21	2012-04-23
107 DISNEY WALT CO		2012-01-27	2012-04-23
82 DISNEY WALT CO		2011-02-07	2012-04-23
208 E BAY INC		2011-09-30	2012-04-23
236 ECOLAB INC		2011-02-17	2012-04-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
76 ENBRIDGE INC		2012-03-23	2012-04-23
14 EXXON MOBIL CORP		2012-04-19	2012-04-23
91 EXXON MOBIL CORP		2010-06-14	2012-04-23
4 F5 NETWORKS INC		2011-12-15	2012-04-23
23 F5 NETWORKS INC		2010-10-12	2012-04-23
195 FIFTH THIRD BANCORP		2010-09-27	2012-04-23
118 FINISAR CORPORATION		2012-03-01	2012-04-23
284 FORD MOTOR CO		2012-02-29	2012-04-23
426 FORD MOTOR CO		2012-02-29	2012-04-23
57 FORTINET INC		2011-04-04	2012-04-23
26 FORTINET INC		2012-03-08	2012-04-23
107 FREEPORT MCMORAN COPPER GOLD		2010-02-26	2012-04-23
156 GENERAL DYNAMICS CORP		2009-11-20	2012-04-23
27 GENERAL DYNAMICS CORP		2009-06-26	2012-04-23
172 GENERAL ELECTRIC CO		2012-04-19	2012-04-23
405 GENERAL ELECTRIC CO		2011-03-30	2012-04-23
44 GILEAD SCIENCES INC		2012-04-19	2012-04-23
27 GOLDCORP INC		2012-02-23	2012-04-23
43 GOLDCORP INC		2010-06-07	2012-04-23
27 GOLDMAN SACHS GROUP INC		2009-04-17	2012-04-23
19 GOOGLE INC CL A		2010-11-22	2012-04-23
126 GUESS INC		2012-03-16	2012-04-23
51 HESS CORP		2009-09-09	2012-04-23
20 HESS CORP		2012-02-13	2012-04-23
138 HEWLETT PACKARD CO		2012-02-23	2012-04-23
39 HONEYWELL INTERNATIONAL INC		2012-02-13	2012-04-23
39 HUMANA INC		2011-03-16	2012-04-23
220 ILLINOIS TOOL WORKSINC		2008-07-24	2012-04-23
389 INTEL CORP		2011-02-15	2012-04-23
147 INTEL CORP		2011-05-19	2012-04-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
97 INTERNATIONAL BUSINESS MACHINES CORP		2010-02-04	2012-04-23
21 INTERNATIONAL BUSINESS MACHINES CORP		1994-11-04	2012-04-23
12 INTERNATIONAL BUSINESS MACHINES CORP		2011-06-21	2012-04-23
7 INTUITIVE SURGICAL INC		2012-02-02	2012-04-23
146 ISHARES DOW JONES US REGIONAL ETF		2011-08-10	2012-04-23
234 J P MORGAN CHASE CO		2011-01-27	2012-04-23
27 J P MORGAN CHASE CO		2011-08-10	2012-04-23
21 JOHNSON JOHNSON		2011-06-21	2012-04-23
140 JOHNSON JOHNSON		2010-08-13	2012-04-23
57 JOHNSON CONTROLS INC		2012-01-13	2012-04-23
141 JUNIPER NETWORKS INC		2012-03-01	2012-04-23
87 KBR INC		2012-03-30	2012-04-23
358 KEYCORP NEW		2011-01-04	2012-04-23
2 KINDER MORGAN MANAGEMENT L L C		2012-02-15	2012-04-23
258 KINDER MORGAN MANAGEMENT L L C		2011-02-14	2012-04-23
32 KRAFT FOODS INC CL A		2012-03-21	2012-04-23
95 KRAFT FOODS INC CL A		2010-08-25	2012-04-23
151 L3 COMMUNICATIONS HLDGS INC		2011-02-17	2012-04-23
87 LAM RESEARCH CORP		2012-03-01	2012-04-23
48 LAS VEGAS SANDS CORP		2010-02-01	2012-04-23
26 LAS VEGAS SANDS CORP		2011-09-23	2012-04-23
28 LAUDER ESTEE COS INC CL A		2012-02-03	2012-04-23
44 LAUDER ESTEE COS INC CL A		2011-02-10	2012-04-23
79 LENNAR CORP CL A		2012-03-07	2012-04-23
30 LINKEDIN CORP A		2012-03-30	2012-04-23
28 LULULEMON ATHLETICA INC		2011-12-23	2012-04-23
6 LULULEMON ATHLETICA INC		2010-12-09	2012-04-23
89 MACYS INC		2012-01-27	2012-04-23
62 MANPOWER INC		2012-03-30	2012-04-23
71 MARATHON OIL CORPORATION		2012-02-23	2012-04-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
254 MCCORMICK CO INC		2008-11-26	2012-04-23
156 MCDONALDS CORP		2008-10-08	2012-04-23
36 MEAD JOHNSON NUTRITION CO		2011-01-31	2012-04-23
102 MERCK AND CO INC		2012-04-19	2012-04-23
145 MERCK AND CO INC		2010-06-01	2012-04-23
5 METLIFE INC		2011-08-25	2012-04-23
110 METLIFE INC		2010-01-27	2012-04-23
461 MICROSOFT CORP		2011-02-17	2012-04-23
74 MICROSOFT CORP		2011-06-21	2012-04-23
190 MICROSOFT CORP		2011-03-25	2012-04-23
97 MONSANTO CO		2012-04-04	2012-04-23
48 NATIONAL GRID PLC SP A D R		2012-01-27	2012-04-23
50 NATIONAL GRID PLC SP A D R		2010-09-14	2012-04-23
49 NESTLE SA SPONSORED A D R		2010-09-14	2012-04-23
216 NEXTERA ENERGY INC		2011-02-17	2012-04-23
62 NEXTERA ENERGY INC		2012-04-19	2012-04-23
84 OCCIDENTAL PETROLEUM CORPORATION		2009-04-13	2012-04-23
146 ORACLE CORPORATION		2012-02-23	2012-04-23
149 ORACLE CORPORATION		2011-03-25	2012-04-23
119 OWENS ILL INC		2012-03-09	2012-04-23
47 P G E CORP		2009-10-20	2012-04-23
47 P N C FINANCIAL SERVICES GROUP INC		2012-01-27	2012-04-23
40 P N C FINANCIAL SERVICES GROUP INC		2009-04-23	2012-04-23
78 PACCAR INC		2012-02-23	2012-04-23
59 PALL CORP		2012-03-09	2012-04-23
52 PEABODY ENERGY CORP		2010-06-22	2012-04-23
212 PEPSICO INC		2011-02-17	2012-04-23
497 PFIZER INC		2010-09-14	2012-04-23
137 PRAXAIR INC		2011-02-17	2012-04-23
15 PRECISION CASTPARTS CORP		2011-08-17	2012-04-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
178 T ROWE PRICE GROUP INC		2008-02-22	2012-04-23
192 PROCTER & GAMBLE CO		2011-02-17	2012-04-23
71 PRUDENTIAL FINANCIAL INC		2009-06-26	2012-04-23
133 QUALCOMM INC		2010-09-30	2012-04-23
105 QUALCOMM INC		2011-11-30	2012-04-23
25 RALPH LAUREN CORP		2011-12-23	2012-04-23
585 REGIONS FINL CORP		2012-03-21	2012-04-23
25 REYNOLDS AMERICAN INC		2012-01-13	2012-04-23
111 REYNOLDS AMERICAN INC		2011-02-25	2012-04-23
169 ROCK TENN CO CL A		2011-06-03	2012-04-23
50 S P X CORP		2012-03-01	2012-04-23
43 ST JUDE MED INC		2012-01-31	2012-04-23
7 SALESFORCE COM INC		2012-03-20	2012-04-23
31 SALESFORCE COM INC		2010-10-12	2012-04-23
58 SANDISK CORP		2010-10-12	2012-04-23
16 SANDISK CORP		2011-11-30	2012-04-23
337 SANOFI A D R		2011-02-17	2012-04-23
27 SCHLUMBERGER LTD		2012-03-21	2012-04-23
46 SCHLUMBERGER LTD		2012-03-01	2012-04-23
104 SCHLUMBERGER LTD		2010-10-28	2012-04-23
83 SEMPRA ENERGY		2010-05-04	2012-04-23
17 SIMON PROPERTY GROUP INC		2012-01-13	2012-04-23
17 SIMON PROPERTY GROUP INC		2011-02-16	2012-04-23
25 SIMON PROPERTY GROUP INC		2012-04-12	2012-04-23
47 STANLEY BLACK DECKER INC		2012-04-19	2012-04-23
63 STARBUCKS CORP		2011-08-15	2012-04-23
22 STARBUCKS CORP		2010-06-29	2012-04-23
23 STARWOOD HOTELS & RESORTS		2010-02-03	2012-04-23
59 STARWOOD HOTELS & RESORTS		2012-04-10	2012-04-23
45 STATE STR CORP		2012-01-13	2012-04-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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191 TD AMERITRADE HLDG CORP		2012-04-12	2012-04-23
38 TJX COMPANIES INC		2011-10-25	2012-04-23
192 TJX COMPANIES INC		2010-10-28	2012-04-23
21 TARGET CORPORATION		2012-02-29	2012-04-23
35 TARGET CORPORATION		2009-07-23	2012-04-23
266 TEVA PHARMACEUTICAL INDS LTD A D R		2011-05-10	2012-04-23
263 TEXAS INSTRUMENTS INC		2012-03-20	2012-04-23
45 THERMO FISHER SCIENTIFIC INC		2008-12-16	2012-04-23
84 TIBCO SOFTWARE INC		2012-04-23	2012-04-23
80 TIME WARNER INC		2011-10-25	2012-04-23
108 TRAVELERS COS INC		2012-02-13	2012-04-23
200 TUPPERWARE BRANDS CORP		2010-12-07	2012-04-23
46 UBIQUITI NETWORKS INC		2012-03-30	2012-04-23
102 UNILEVER N V A D R		2011-05-10	2012-04-23
69 UNION PACIFIC CORP		2009-11-11	2012-04-23
140 UNITED TECHNOLOGIES CORP		2008-01-03	2012-04-23
65 UNITED TECHNOLOGIES CORP		2011-03-16	2012-04-23
27 UNITED TECHNOLOGIES CORP		2012-04-19	2012-04-23
53 UNITED HEALTH GROUP INCORPORATED		2011-08-10	2012-04-23
122 UNITED HEALTH GROUP INCORPORATED		2011-02-07	2012-04-23
121 V F CORP		2008-01-14	2012-04-23
37 VMWARE INC CL A		2011-09-20	2012-04-23
155 VODAFONE GROUP PLC A D R		2011-04-06	2012-04-23
227 WAL MART STORES INC		2011-02-17	2012-04-23
43 WELLS FARGO CO		2011-08-10	2012-04-23
291 WELLS FARGO CO		2009-04-30	2012-04-23
42 WHOLE FOODS MKT INC		2011-01-13	2012-04-23
62 YUM BRANDS INC		2012-04-19	2012-04-23
73 COVIDIEN PLC		2010-06-22	2012-04-23
68 ACE LTD		2012-02-13	2012-04-23

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109 NXP SEMICONDUCTORS NV		2011-11-11	2012-04-23
142 WAL MART DE MEXICO SAB DE CV A D R		2011-06-02	2012-04-25
81 ASTRAZENECA P L C SPSD A D R		2008-07-21	2012-04-27
19 SIEMENS AG A D R		2010-09-28	2012-05-04
99 CARNIVAL CORP		2011-06-02	2012-05-10
5 PHILLIPS 66		2003-10-06	2012-05-10
133 WAL MART DE MEXICO SAB DE CV A D R		2011-06-02	2012-05-10
66 JUPITER TELECOM A D R		2011-06-02	2012-05-24
243 PETROLEO BRASILEIRO SPON A D R		2008-01-03	2012-06-18
193 KONINKLIJKE (ROYAL) KPN NV SP ADR		2011-11-14	2012-06-25
34 KONINKLIJKE (ROYAL) KPN NV SP ADR		2008-01-03	2012-06-25
6 AIR LIQUIDE S A A D R		2011-06-02	2012-07-03
166 ABB LTD A D R		2008-01-03	2012-07-10
181 BARCLAYS PLC A D R		2012-02-21	2012-07-11
49 BARCLAYS PLC A D R		2009-08-21	2012-07-11
203 PROCTER & GAMBLE CO		2012-05-22	2012-07-12
70 CANON INC SPONS A D R		2010-05-10	2012-07-13
192 INTERCONTINENTAL HTLS GRP PLSPONS		2010-08-06	2012-07-13
69 ERSTE GROUP BANK AG A D R		2011-06-02	2012-07-17
411 ERSTE GROUP BANK AG A D R		2011-06-02	2012-07-18
182 ERSTE GROUP BANK AG A D R		2012-01-04	2012-07-18
189 ANGLO AMERICAN PLC A D R		2008-01-03	2012-07-23
84 AMERICAN CAMPUS CMNTYS INC		2011-06-02	2012-07-30
67 BRANDYWINE REALTY TRUST		2012-05-01	2012-07-30
71 CBL ASSOCIATES PROPERTIES		2011-06-02	2012-07-30
8 CAMDEN PPTY TR SBI		2011-06-02	2012-07-30
238 CORPORATE OFFICE PPTYS TR		2012-05-01	2012-07-30
4 ESSEX PPTY TR INC		2012-05-01	2012-07-30
15 L T C PPTYS INC		2011-06-02	2012-07-30
772 MISSION WEST PROPERTIES INC		2012-05-01	2012-07-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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18 REALTY INCOME CORP		2011-06-02	2012-07-30
5 SIMON PROPERTY GROUP INC		2011-06-02	2012-07-30
174 CANON INC SPONS A D R		2011-06-02	2012-07-31
90 MICROCHIP TECHNOLOGY INC		2012-05-22	2012-08-14
56 MOTOROLA SOLUTIONS INC		2012-05-22	2012-08-14
93 CANON INC SPONS A D R		2010-05-10	2012-08-16
284 KONINKLIJKE (ROYAL) KPN NV SP ADR		2008-01-03	2012-08-20
41 BRITISH AMERN TOB PLC ADR		2008-01-03	2012-09-13
70 NOVARTIS AG A D R		2011-06-02	2012-09-24
89 VODAFONE GROUP PLC A D R		2011-03-10	2012-10-02
223 PETROLEO BRASILEIRO SPON A D R		2011-06-02	2012-10-04
391 AMERISOURCEBERGEN CORP		2012-05-22	2012-10-05
41 PLUM CREEK TIMBER CO INC		2012-05-01	2012-10-05
79 PLUM CREEK TIMBER CO INC		2011-06-02	2012-10-05
66 HITACHI LTD ADR 10 COM		2011-07-15	2012-10-23
28 BAIDU COM INC A D R		2012-02-07	2012-11-19
269 EATON CORP		2012-05-22	2012-12-03
289 HOYA CORP A D R		2011-06-02	2012-12-04
80 HOYA CORP A D R		2012-08-01	2012-12-04
54 ARM HLDGS PLC A D R		2011-06-02	2012-12-13
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,047		905	142
1,221		989	232
694		505	189
1,419		1,331	88
2,037		1,124	913
825		884	-59
4,782		6,364	-1,582
3,644		4,334	-690
2,067		2,078	-11
1,482		1,442	40
1,474		1,179	295
1,232		1,066	166
3,174		3,848	-674
1,186		1,624	-438
3,908		2,106	1,802
1,119		1,075	44
2,035		1,319	716
2,012		1,726	286
1,094		866	228
1,660		1,230	430
1,394		1,201	193
2,744		3,039	-295
2,559		2,192	367
2,606		2,675	-69
160		131	29
1,465		1,438	27
2,568		2,120	448
1,070		885	185
1,796		1,581	215
1,494		1,395	99

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,397		1,348	49
714		658	56
713		562	151
1,559		1,493	66
3,741		2,779	962
2,461		2,184	277
1,487		1,558	-71
3,244		2,400	844
1,157		451	706
528		480	48
1,739		777	962
364		280	84
6,471		6,540	-69
324		355	-31
865		560	305
3,112		3,165	-53
972		1,136	-164
2,218		1,804	414
2,553		2,969	-416
326		343	-17
815		854	-39
1,151		1,297	-146
3,051		3,376	-325
2,373		1,831	542
716		706	10
4,116		4,051	65
702		806	-104
2,633		2,961	-328
2,568		2,618	-50
436		373	63

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,208		4,464	-256
968		1,644	-676
1,175		425	750
1,593		1,152	441
1,578		938	640
3,490		4,287	-797
1,993		2,406	-413
732		657	75
732		509	223
3,851		3,788	63
1,145		457	688
1,320		1,242	78
1,542		1,358	184
1,196		1,244	-48
1,102		1,462	-360
142		183	-41
1,561		1,414	147
1,179		1,054	125
4,142		3,641	501
681		540	141
151		53	98
1,124		649	475
1,208		501	707
1,496		1,120	376
3,466		3,699	-233
4,559		4,729	-170
1,525		1,412	113
645		420	225
860		191	669
1,610		355	1,255

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,371		1,672	-301
309		378	-69
1,053		1,023	30
2,308		1,739	569
923		932	-9
1,782		1,669	113
152		180	-28
2,513		1,895	618
1,310		1,445	-135
1,561		1,466	95
938		1,245	-307
1,142		855	287
394		320	74
542		557	-15
1,075		941	134
865		620	245
1,129		1,171	-42
6,512		2,338	4,174
2,469		2,352	117
3,602		2,640	962
315		256	59
2,100		1,872	228
1,833		1,458	375
1,784		1,121	663
823		726	97
3,567		2,302	1,265
2,871		2,595	276
1,572		1,838	-266
1,423		1,769	-346
1,648		1,491	157

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,927		1,395	532
100,000		100,102	-102
2,447		1,981	466
1,786		1,688	98
906		804	102
1,213		700	513
2,078		1,680	398
2,203		4,111	-1,908
1,841		2,368	-527
580		823	-243
1,869		2,098	-229
806		393	413
1,718		1,750	-32
1,387		1,494	-107
1,672		1,245	427
562		424	138
1,177		976	201
706		744	-38
3,276		4,517	-1,241
2,285		2,527	-242
1,604		1,598	6
1,627		1,965	-338
899		1,104	-205
6,137		4,973	1,164
2,529		2,639	-110
3,054		2,188	866
700		836	-136
1,446		1,765	-319
574		166	408
1,409		1,841	-432

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,460		3,117	343
2,142		1,966	176
1,080		1,178	-98
1,176		700	476
1,235		946	289
1,258		1,218	40
3,990		4,024	-34
2,708		3,012	-304
1,327		969	358
7,617		6,823	794
3,852		3,170	682
4,249		4,078	171
19,239		17,214	2,025
896		858	38
624		1,255	-631
5,937		5,519	418
7,256		7,662	-406
3,385		1,495	1,890
1,921		1,441	480
1,218		1,094	124
3,373		2,455	918
3,203		3,473	-270
3,788		4,026	-238
4,327		2,993	1,334
4,327		4,570	-243
3,192		2,238	954
4,981		3,196	1,785
3,893		3,452	441
7,276		6,356	920
3,366		3,367	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,349		1,168	181
4,048		3,470	578
3,750		2,902	848
2,415		2,670	-255
4,827		4,268	559
2,058		2,162	-104
2,092		1,958	134
3,429		2,095	1,334
6,859		3,840	3,019
14,317		9,627	4,690
29,208		9,241	19,967
2,863		1,719	1,144
1,233		1,241	-8
3,272		3,806	-534
3,056		3,058	-2
2,289		2,044	245
3,290		1,210	2,080
11,266		12,898	-1,632
2,110		2,053	57
5,453		4,695	758
3,157		1,732	1,425
11,759		12,332	-573
1,160		1,193	-33
3,045		2,637	408
8,056		6,734	1,322
2,290		1,129	1,161
2,186		2,075	111
4,478		3,475	1,003
1,250		1,087	163
13,419		8,158	5,261

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,900		4,422	478
12,125		12,178	-53
1,599		1,330	269
5,401		3,937	1,464
4,719		5,761	-1,042
4,482		4,706	-224
4,378		4,099	279
5,019		2,209	2,810
3,008		3,023	-15
4,340		4,372	-32
2,270		1,831	439
1,465		1,142	323
11,164		10,320	844
10,037		10,415	-378
7,416		7,393	23
15,859		11,107	4,752
3,608		2,859	749
19,233		17,718	1,515
14,368		9,453	4,915
3,510		2,883	627
5,862		5,032	830
4,677		4,235	442
4,762		2,756	2,006
3,174		3,152	22
4,342		3,170	1,172
2,947		3,112	-165
4,486		4,137	349
3,438		2,964	474
8,262		6,446	1,816
14,594		11,335	3,259

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,016		2,725	291
1,201		1,194	7
7,807		6,416	1,391
522		426	96
3,003		2,225	778
2,668		1,883	785
1,951		2,217	-266
3,198		3,519	-321
4,797		5,248	-451
1,493		1,236	257
681		627	54
3,953		2,756	1,197
10,804		7,348	3,456
1,869		1,522	347
3,256		3,070	186
7,667		6,096	1,571
2,257		2,312	-55
1,078		1,247	-169
1,716		1,855	-139
3,011		3,314	-303
11,339		10,477	862
3,672		4,331	-659
2,754		2,709	45
1,080		1,246	-166
3,345		3,736	-391
2,301		2,325	-24
3,481		2,491	990
12,115		10,221	1,894
10,639		8,324	2,315
4,020		3,435	585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,208		10,351	8,857
4,159		381	3,778
2,376		1,992	384
3,976		3,180	796
3,516		2,729	787
10,001		8,950	1,051
1,154		946	208
1,330		1,398	-68
8,867		8,520	347
1,778		2,003	-225
2,844		3,372	-528
2,940		2,884	56
2,803		2,686	117
152		106	46
19,602		9,732	9,870
1,214		1,227	-13
3,604		2,781	823
10,484		11,709	-1,225
3,462		3,652	-190
2,729		796	1,933
1,478		1,162	316
1,744		1,576	168
2,740		1,798	942
1,949		1,858	91
2,982		3,030	-48
2,063		1,338	725
442		198	244
3,449		3,048	401
2,704		2,840	-136
2,085		2,471	-386

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,866		8,949	4,917
14,859		8,598	6,261
2,926		1,804	1,122
3,896		3,895	1
5,539		4,803	736
177		160	17
3,887		3,335	552
14,784		15,740	-956
2,374		1,828	546
6,095		4,280	1,815
7,340		7,674	-334
2,541		2,320	221
2,647		2,194	453
2,984		2,155	829
13,657		11,679	1,978
3,920		3,882	38
7,365		6,318	1,047
4,158		4,386	-228
4,244		3,745	499
2,818		2,829	-11
2,023		2,017	6
3,040		2,433	607
2,588		1,599	989
3,263		3,454	-191
3,459		3,556	-97
1,531		2,199	-668
14,041		4,989	9,052
11,093		8,032	3,061
15,418		12,211	3,207
2,570		2,276	294

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,861		8,608	2,253
12,783		5,215	7,568
4,175		2,811	1,364
8,194		6,054	2,140
6,469		5,796	673
4,204		3,712	492
3,516		3,636	-120
1,040		1,034	6
4,619		3,571	1,048
10,390		12,088	-1,698
3,720		3,738	-18
1,620		1,795	-175
1,089		1,046	43
4,821		2,012	2,809
2,108		2,127	-19
582		781	-199
12,327		9,209	3,118
1,925		2,008	-83
3,278		3,466	-188
7,411		7,273	138
5,271		4,104	1,167
2,522		2,047	475
2,522		1,830	692
3,711		3,468	243
3,408		3,602	-194
3,690		2,422	1,268
1,289		559	730
1,295		726	569
3,323		2,929	394
2,003		1,939	64

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,478		3,574	-96
1,534		1,128	406
7,753		2,799	4,954
1,187		1,184	3
1,978		1,489	489
12,020		12,528	-508
8,398		8,789	-391
2,414		1,365	1,049
2,758		2,744	14
2,898		2,743	155
6,773		5,611	1,162
12,056		9,628	2,428
1,433		1,509	-76
3,417		3,404	13
7,493		4,341	3,152
11,151		10,701	450
5,172		4,364	808
2,148		2,051	97
3,134		2,584	550
7,214		3,045	4,169
18,157		8,224	9,933
3,975		3,419	556
4,284		4,425	-141
13,486		11,612	1,874
1,401		1,005	396
9,481		4,432	5,049
3,514		1,370	2,144
4,571		4,249	322
3,925		2,958	967
5,060		4,624	436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,539		1,835	704
3,907		4,263	-356
3,517		3,705	-188
1,681		1,987	-306
3,128		3,724	-596
16		6	10
3,411		3,993	-582
4,441		4,919	-478
4,430		11,897	-7,467
1,735		2,576	-841
306		622	-316
14		15	-1
2,648		4,686	-2,038
1,829		2,841	-1,012
495		1,151	-656
12,942		12,846	96
2,628		3,187	-559
4,470		3,461	1,009
619		1,719	-1,100
3,706		10,242	-6,536
1,641		1,629	12
2,828		5,855	-3,027
3,970		2,872	1,098
789		812	-23
1,397		1,305	92
568		501	67
5,199		5,205	-6
629		639	-10
536		428	108
6,809		6,297	512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
740		608	132
805		577	228
5,810		8,362	-2,552
3,163		2,803	360
2,677		2,691	-14
3,251		3,105	146
2,358		5,193	-2,835
4,141		3,216	925
4,291		4,443	-152
2,528		2,561	-33
4,848		6,848	-2,000
15,388		14,299	1,089
1,743		1,641	102
3,358		3,156	202
3,415		4,005	-590
2,593		3,648	-1,055
14,031		11,520	2,511
5,533		5,982	-449
1,531		1,811	-280
1,942		1,547	395
			277

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			142
			232
			189
			88
			913
			-59
			-1,582
			-690
			-11
			40
			295
			166
			-674
			-438
			1,802
			44
			716
			286
			228
			430
			193
			-295
			367
			-69
			29
			27
			448
			185
			215
			99

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			49
			56
			151
			66
			962
			277
			-71
			844
			706
			48
			962
			84
			-69
			-31
			305
			-53
			-164
			414
			-416
			-17
			-39
			-146
			-325
			542
			10
			65
			-104
			-328
			-50
			63

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-256
			-676
			750
			441
			640
			-797
			-413
			75
			223
			63
			688
			78
			184
			-48
			-360
			-41
			147
			125
			501
			141
			98
			475
			707
			376
			-233
			-170
			113
			225
			669
			1,255

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-301
			-69
			30
			569
			-9
			113
			-28
			618
			-135
			95
			-307
			287
			74
			-15
			134
			245
			-42
			4,174
			117
			962
			59
			228
			375
			663
			97
			1,265
			276
			-266
			-346
			157

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			532
			-102
			466
			98
			102
			513
			398
			-1,908
			-527
			-243
			-229
			413
			-32
			-107
			427
			138
			201
			-38
			-1,241
			-242
			6
			-338
			-205
			1,164
			-110
			866
			-136
			-319
			408
			-432

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			343
			176
			-98
			476
			289
			40
			-34
			-304
			358
			794
			682
			171
			2,025
			38
			-631
			418
			-406
			1,890
			480
			124
			918
			-270
			-238
			1,334
			-243
			954
			1,785
			441
			920
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			181
			578
			848
			-255
			559
			-104
			134
			1,334
			3,019
			4,690
			19,967
			1,144
			-8
			-534
			-2
			245
			2,080
			-1,632
			57
			758
			1,425
			-573
			-33
			408
			1,322
			1,161
			111
			1,003
			163
			5,261

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			478
			-53
			269
			1,464
			-1,042
			-224
			279
			2,810
			-15
			-32
			439
			323
			844
			-378
			23
			4,752
			749
			1,515
			4,915
			627
			830
			442
			2,006
			22
			1,172
			-165
			349
			474
			1,816
			3,259

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			291
			7
			1,391
			96
			778
			785
			-266
			-321
			-451
			257
			54
			1,197
			3,456
			347
			186
			1,571
			-55
			-169
			-139
			-303
			862
			-659
			45
			-166
			-391
			-24
			990
			1,894
			2,315
			585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8,857
			3,778
			384
			796
			787
			1,051
			208
			-68
			347
			-225
			-528
			56
			117
			46
			9,870
			-13
			823
			-1,225
			-190
			1,933
			316
			168
			942
			91
			-48
			725
			244
			401
			-136
			-386

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,917
			6,261
			1,122
			1
			736
			17
			552
			-956
			546
			1,815
			-334
			221
			453
			829
			1,978
			38
			1,047
			-228
			499
			-11
			6
			607
			989
			-191
			-97
			-668
			9,052
			3,061
			3,207
			294

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,253
			7,568
			1,364
			2,140
			673
			492
			-120
			6
			1,048
			-1,698
			-18
			-175
			43
			2,809
			-19
			-199
			3,118
			-83
			-188
			138
			1,167
			475
			692
			243
			-194
			1,268
			730
			569
			394
			64

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-96
			406
			4,954
			3
			489
			-508
			-391
			1,049
			14
			155
			1,162
			2,428
			-76
			13
			3,152
			450
			808
			97
			550
			4,169
			9,933
			556
			-141
			1,874
			396
			5,049
			2,144
			322
			967
			436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			704
			-356
			-188
			-306
			-596
			10
			-582
			-478
			-7,467
			-841
			-316
			-1
			-2,038
			-1,012
			-656
			96
			-559
			1,009
			-1,100
			-6,536
			12
			-3,027
			1,098
			-23
			92
			67
			-6
			-10
			108
			512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			132
			228
			-2,552
			360
			-14
			146
			-2,835
			925
			-152
			-33
			-2,000
			1,089
			102
			202
			-590
			-1,055
			2,511
			-449
			-280
			395

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF THE MINNESOTA SINFONIA 901 NORTH THIRD STREET 112 MINNEAPOLIS,MN 554011022	NONE	N/A	EAST ST PAUL CONCERTS	8,000
MINNESOTA OPERA COMPANY 620 NORTH FIRST STREET MINNEAPOLIS,MN 55401	NONE	N/A	EDUCATION OUTREACH	8,000
THE MINNESOTA ORCHESTRAL ASSOCIATION 1111 NICOLLET MALL MINNEAPOLIS,MN 554032477	NONE	N/A	GENERAL	25,000
THE ROSE ENSEMBLE 314 LANDMARK CENTER ST PAUL,MN 55102	NONE	N/A	GENERAL OPERATIONS	10,000
SAINT PAUL CHAMBER ORCHESTRA 408 ST PETER STREET THIRD FLOOR ST PAUL,MN 551021497	NONE	N/A	FUND FOR ARTISTIC	15,000
THE SCHUBERT CLUB 75 W FIFTH ST 302 LANDMARK CTR ST PAUL,MN 55102	NONE	N/A	GENERAL OPERATIONS	15,000
SIGHT & HEARING ASSOCIATION 674 TRANSFER ROAD ST PAUL,MN 551141402	NONE	N/A	VISION SCREENINGS FOR	15,000
GILLETTE CHILDRENS HOSPITAL FDN 200 EAST UNIVERSITY AVE ST PAUL,MN 55101	NONE	N/A	2ND YEARLY INSTALLMENT	25,000
REGIONS HOSPITAL FOUNDATION 640 JACKSON STREET ST PAUL,MN 551012595	NONE	N/A	MASSAGE THERAPIST IN CANCER	10,000
MCPHAIL CENTER FOR MUSIC 501 SOUTH SECOND STREET MINNEAPOLIS,MN 55401	NONE	N/A	CHAMBER MUSIC PROGRAM	10,000
GREATER TWIN CITIES YOUTH SYMPHONIES 400 ST PETER STREET SUITE 300 ST PAUL,MN 55102	NONE	N/A	GENERAL OPERATIONS	5,000
CHILDREN'S HOSPITAL ASSOCIATION 347 N SMITH AVE 501 ST PAUL,MN 55102	NONE	N/A	MUSIC THERAPY PROGRAM	5,000
FRIENDS OF ARTARIA STRING QUARTET 980 BELLOWS STREET ST PAUL,MN 55118	NONE	N/A	GENERAL OPERATIONS	6,000
MINNESOTA YOUTH SYMPHONIES 790 CLEVELAND AVE S SUITE 203 ST PAUL,MN 55116	NONE	N/A	GENERAL OPERATIONS	5,000
GILDA'S CLUB TWIN CITIES 5115 EXCELSIOR BLVD 448 MINNEAPOLIS,MN 55416	NONE	N/A	FINAL INSTALLMENT FOR	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA MEDICAL FOUNDATION 200 OAK ST SE SUITE 300 MINNEAPOLIS,MN 55116	NONE	N/A	ALBINISM STUDY	20,000
NORTHERN VOICES 1660 WEST COUNTY RD B ROSEVILLE,MN 55113	NONE	N/A	GENERAL OPERATIONS	5,000
MINNESOTA BOYS CHOIR 75 WEST 5TH STREET SUITE 411 ST PAUL,MN 55102	NONE	N/A	GENERAL OPERATIONS	6,000
CHILDRENS HEALTH CARE FOUNDATION FBO CHILDRENS HOSP & CLINICS 2910 CENTRE POINTE DRIVE ROSEVILLE,MN 55113	NONE		CANCER KIDS FUND	25,000
HEALTHEAST FOUNDATION 1690 UNIVERSITY AVE W SUITE 250 ST PAUL,MN 55104	NONE	N/A	2ND YEARLY INSTALLMENT	25,000
Total			▶ 3a	273,000

**TY 2012 Investments Corporate
Bonds Schedule****Name:** ANNA M HEILMAIER CHARITABLE FDN 25370370**EIN:** 41-1761632

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ISHARES TR IBOXX H Y CORP BD	86,846	93,350
SPDR BARCLAYS INTL TREASURY	166,543	172,658
AMERICAN CENTURY INTL BD FD	180,000	175,786
NUVEEN HIGH INCOME BD FD	90,000	100,110
NUVEEN INTERMEDIATE TERM	104,740	108,315
NUVEEN STRATEGIC INCOME	100,000	115,261
INV BALANCE RISK COMM STR Y	120,000	123,104

**TY 2012 Investments Corporate
Stock Schedule**

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370
EIN: 41-1761632

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL ELEC CO	12,245	32,849
BEST BUY INC COM	80,854	56,880
GENERAL MILLS INC	43,040	97,331
JOHNSON & JOHNSON COM	18,282	91,130
PEPSICO INC COM		
PFIZER INC COM	22,470	30,170
PROCTER & GAMBLE CO COM	10,092	46,301
MEDTRONIC INC	61,234	55,992
EXXON MOBIL CORP COM	16,039	93,734
INTERNATIONAL BUSINESS MACHS	26,628	95,583
3M CO COM	53,221	190,528
AMERICAN EXPRESS CO		
WELLS FARGO & CO NEW COM	28,295	86,134
AMGEN INC		
CONOCOPHILLIPS	23,615	62,803
VERIZON COMMUNICATIONS INC	24,264	32,972
AT & T INC	57,407	74,027
ILLINOIS TOOL WKS INC	35,454	49,256
UNITED HEALTH GROUP INC	54,914	65,305
BANK OF AMERICA CORP	72,966	9,973
QUALCOMM INC	46,962	68,107
T ROWE PRICE INTL GR&INC FD	100,000	87,787
ABBOTT LABORATORIES	18,883	19,847
ANADARKO PETE CORP		
APACHE CORP		
APPLE INC	17,635	16,497
BECTON DICKINSON & CO		
BOSTON PPTYS INC	8,943	8,888
BROADCOM CORP CL A		
CVS/CAREMARK CORP	14,566	14,795

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR INC	13,094	12,904
CHEVRON CORPORATION	18,887	20,438
DISNEY WALT CO		
EXPRESS SCRIPTS INC		
FUJIFILM HLDGS ADR		
GENERAL DYNAMICS CORP		
GOLDMAN SACHS GROUP INC		
GOOGLE INC CL A		
INTEL CORP		
INTUITIVE SURGICAL INC		
J P MORGAN CHASE CO	16,406	21,061
KINDER MORGAN MANAGEMENT LLC		
MCCORMICK CO INC	14,939	16,645
MCDONALDS CORP		
MERCK & CO INC		
METLIFE INC		
MICROSOFT CORP	18,878	16,881
OCCIDENTAL PETE CORP		
PRAXAIR INC		
P G E CORP		
P N C FINANCIAL SERVICES GROUP		
PUBLIC SVC ENTERPRISE GROUP		
T J X COS INC		
TARGET CORPORATION	30,195	301,767
THERMO FISHER SCIENTIFIC INC		
TRAVELERS COS INC	17,493	60,472
UNION PACIFIC CORP	15,042	16,846
UNITED TECHNOLOGIES CORP		
V F CORP	17,444	18,720
WAL MART STORES INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD ADR		
AGRIUM INC	4,981	6,691
ANGLO AMERICAN PLC ADR		
ASTRAZENECA PLC SPSD ADR		
ATLAS COPCO AB ADR CL B	3,793	6,985
B H P BILLITON LIMITED ADR		
BOC HONG KONG HLDGS ADR	3,648	5,233
BRITISH AMERN TOB PIC	11,121	16,605
DBS GROUP HLDGS LTD	15,637	16,190
FOMENTO ECONOMICO MEX SP ADR	2,840	7,553
HONDA MTR LTD ADR	5,591	6,095
KEPPEL CORP LTD SPONS ADR	10,752	11,979
KONINKLIJKE (ROYAL) KPN ADR		
NATIONAL GRID PLC SP ADR	3,311	3,848
NESTLE S A SPONSORED ADR	29,098	34,931
NOVARTIS A G ADR	4,585	5,697
PETROLEO BRASILEIRO SPON ADR		
ROCHE HLDG LTD SPONSORED ADR	16,591	19,241
SANOFI AVENTIS ADR REPSTG 5	11,051	14,640
SCHLUMBERGER LTD	12,753	10,811
SIEMENS A G ADR	3,181	3,503
TOKIO MARINE HOLDINGS ADR		
TOTAL S A ADR	15,869	10,506
UNILEVER PLC SPSD ADR	7,297	8,906
ZURICH FINANCIAL SERVICES ADR	2,219	3,698
T ROWE PRICE GROUP INC		
ISHARES DOW JONES REG BK IN FD		
TECHNOLOGY SELECT SECTOR SPDR	63,510	86,550
AMAZON COM INC		
AMERICAN ELECTRIC POWER CO INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AVALONBAY CMNTYS INC	9,506	9,627
BUCKLE INC		
CERNER CORPORATION		
COACH INC		
COLGATE PALMOLIVE CO		
CUMMINS INC		
FIFTH THIRD BANCORP		
FREEPORT MCMORAN COPPER		
HALLIBURTON CO		
HESS CORP		
L-3 COMMUNICATIONS HLDGS INC		
LAS VEGAS SANDS CORP		
ORACLE CORPORATION		
PACCAR INC	12,597	14,377
PRUDENTIAL FINANCIAL INC		
SALESFORCE COM INC		
STARWOOD HOTELS & RESORTS		
WHOLE FOODS MKT INC		
ASMI HOLDING NV NY REG SHS		
BARCLAYS PLC ADR	4,744	4,088
CANON INC SPONS ADR		
CARNIVAL CORP		
COVIDIEN PLC		
LUKOIL SPON ADR	7,601	9,315
ITSUI & CO LTD SPSD ADR	5,636	7,513
MTN GROUP LTD ADR	4,590	4,547
NISSAN MTR LTD SPONS ADR	6,983	7,560
ORIX CORP SPONS ADR	5,910	8,553
SANOFI AVENTIS ADR		
TAIWAN SEMICONDUCTOR ADR	8,587	10,073

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEVA PHARMACEUTICAL INDS ADR		
TYCO INTERNATIONAL LTD		
VALE SA SP ADR	4,057	3,003
ISHARES MSCI EMERGING MKTS ETF	152,545	171,191
NEUBERGER BERMAN GENESIS FD	100,000	135,900
MASTERCARD INC		
ALLERGAN INC		
ALTERA CORP		
ARUBA NETWORKS INC		
BOEING CO		
CHIPOTLE MEXICAN GRILL CL A		
CITIGROUP INC		
CONCHO RES INC		
CSX CORP		
FORTINET INC		
F5 NETWORKS INC		
KEYCORP NEW		
KRAFT FOODS		
LULULEMON ATHLETICA INC		
MEAD JOHNSON NUTRITION CO		
NEXTERA ENERGY INC	29,299	64,416
PEABODY ENERGY CORP		
ONEOK INC	14,321	14,535
PRECISION CASTPARTS CORP		
REYNOLDS AMERICAN INC		
SANDISK CORP		
SEMPRA ENERGY		
STARBUCKS CORP		
TUPPERWARE BRANDS CORP		
ACCENTURE PLC CL A	13,734	15,428

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANHEUSER BUSCH INBEV NV ADR	10,783	13,636
B A S F AG ADR	11,221	14,820
B H P BILLITON PLC SPSD ADR	11,621	11,118
B T GROUP PLC ADR	10,920	14,604
BAYERISCHE MOTOREN WERKE ADR	6,751	10,139
GOLDCORP INC		
HSBC HOLDINGS PLC SPONS ADR	11,500	11,888
INTERCONTINENTAL HTLS PISPONS		
ITAU UNIBANCO HOLDINGS SA ADR	11,591	10,271
LVMH MOET HENNESSY ADR	8,212	9,159
ROYAL DUTCH SHELL PLC ADR	24,402	25,925
VODAFONE GROUP PLC ADR	4,695	4,660
VOLVO AB SPONSORED ADR	3,418	3,718
ACME PACKET INC		
AFFILIATED MANAGERS GROUP		
ALEXANDRIA REAL ESTATE EQUIT	10,508	9,220
ALEXION PHARMACEUTICALS		
ALLEGHENY TECHNOLOGIES		
AMERICAN CAMPUS CMNTYS INC	10,357	12,547
AMETEK INC		
AON CORP		
ASSOCIATED ESTATES RLTY CORP	6,145	6,206
BEAM INC		
BED BATH & BEYOND INC		
BLACKROCK INC	12,315	15,503
BRANDYWINE REALTY TRUST	4,697	6,290
CABOT OIL GAS CORP		
CAMDEN PPTY TR	7,335	7,776
CAMERON INTL CORP		
CBL ASSOCIATES PROPERTIES	7,599	9,799

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CBRE GROUP INC		
CBS CORP CLASS B NON VOTING		
COMCAST CORP		
COCA COLA COMPANY	21,662	21,098
CORPORATE OFFICE PPTYS TR		
DIGITAL REALTY TRUST	9,095	9,369
DOUGLAS EMMITT INC	7,368	8,085
E BAY INC		
EASTGROUP PPTYS INC	6,379	7,480
ECOLAB INC		
ENTERTAINMENT PPTYS TR		
EQUITABLE CORP	14,954	18,992
ESSEX PPTY TR	7,897	8,359
FEDERAL RLTY INVT TR	7,649	8,842
FINISAR CORP		
FRANKLIN RES INC		
HANSEN NATURAL CORP		
HCP INC	5,343	6,458
HEALTH CARE REIT	8,106	9,500
HOSPITALITY PPTYS TR	8,662	8,361
HOST HOTELS RESORTS INC	9,212	8,462
HUMANA INC		
KOHL'S CORP		
LTC PPTYS INC	4,266	5,067
LAUDER ESTEE COS		
LEXINGTON REALTY TRUST	5,361	7,158
MISSION WEST PROPERTIES		
MONMOUTH REAL ESTATE INV CORP	2,636	3,098
MOSAIC CO		
MSCI INC A		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NATIONAL RETAIL PROPERTIES	5,925	7,114
PPG INDS INC		
PPL CORP		
ONYX PHARMACEUTICALS INC		
PLUM CREEK TIMBER CO		
PUBLIC STORAGE INC	14,112	16,525
QLIK TECHNOLOGIES		
RALPH LAUREN CORP		
RAYONIER INC	8,534	10,366
REALTY INCOME CORP	7,195	8,082
ROCK TENN CO CL A		
SENIOR HOUSING PROP TR	5,874	6,406
SIMON PROPERTY GROUP	23,259	29,405
TANGER FACTORY OUTLET CTRS	7,486	8,995
TEMPUR PEDIC INTL INC		
TIME WARNER CABLE	16,413	20,799
TIME WARNER INC		
VENTAS INC	6,699	7,766
VERIFONE SYSTEMS INC		
VMWARE INC CL A		
WATSON PHARMACEUTICALS INC		
WEINGARTEN RLTY INVTS	6,907	7,174
ACE LTD		
AIR LIQUIDE SA ADR	14,798	15,270
ALLIANZ SE ADR	17,691	17,496
AMERICA MOVIL ADR	7,822	7,035
ARM HLDGS PLC ADR	12,066	16,078
ATLAS COPCO AB SPONS ADR	6,940	7,383
B A E SYSTEMS PLC ADR	3,381	4,345
B G GROUP PLC ADR	8,624	6,517

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROOKFIELD ASSET MANAGE CL A	4,071	4,545
BUNGE LIMITED	4,365	4,289
CANADIAN NATL RY CO	6,178	7,372
CARNIVAL PLC ADR	4,076	3,643
CHINA MOBILE LIMITED ADR	3,363	3,817
CHINA RES ENTERPRISE LTD ADR		
COCHLEAR LTD UNSPON ADR	6,390	6,505
CSL LIMITED ADR	4,755	7,456
DASSAULT SYSTEMES SA ADR	10,641	14,249
ENBRIDGE INC		
ENEL SOCIETA ADR		
ERSTE GROUP BANK AG ADR		
FANUC CORPORATION ADR	10,816	13,143
FRESENIUS MED CARE SPONS ADR	10,395	9,947
HITACHI LTD ADR 10 COM	3,531	3,889
HOYA CORP ADR		
ICICI BANK LIMITED ADR	10,096	9,376
IMPERIAL OIL LTD	6,740	6,149
JGC CORP UNSPONS ADR	6,890	7,386
JUPITER TELECOM ADR		
LI FUNG LTD ADR	14,395	11,535
LONZA GROUP AG UNSPONS ADR	6,265	4,431
LOREAL CO UNSPONS ADR	8,397	9,401
NIPPON TELEGRAPH TELE ADR	3,377	2,818
NXP SEMICONDUCTORS NV		
OAO GAZPROM SPON ADR	4,179	2,802
QIAGEN NV	5,427	5,064
REPSOL S A SPONS ADR	3,939	2,466
SAP AG ADR	16,705	21,944
SASOL LTD SPONS ADR	4,122	3,377

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SBERBANK SPONS ADR	8,034	7,260
SCHNEIDER ELECT SA UNSP ADR	10,641	9,643
SHIRE PLC ADR	4,050	3,872
SONOVA HOLDING UNSPON ADR	6,100	7,040
SWATCH GROUP AG ADR	7,700	7,823
TESCO PLC ADR	6,148	5,024
TURKIYE GARANTI BANKASI AS ADR	8,274	9,313
UNICHARM CORPORATION ADR	7,143	8,970
UNILEVER NV ADR		
WAL MART DE MEXICO SAB DE ADR		
WPP PLC SPONSORED ADR	8,413	10,206
ABERDEEN FDS EMRGN MKT	250,000	271,113
HIGHLAND LONG SHORT EQUITY Z		
NUVEEN MID CAP INDEX FD	180,000	247,164
SPDR DJ WILSHIRE INTERNATIONAL	202,820	215,020
TFS MARKET NEUTRAL FD	300,000	302,536
AMERICAN TOWER CORP	10,958	11,668
AMERIT INC CLASS B	3,224	3,361
APARTMENT INVT MGMT CO CL A	6,394	6,521
CULLEN FROST BANKERS INC	15,016	14,327
EMERSON ELEC CO	13,058	14,564
EPR PROPERTIES	9,305	9,222
FIDELITY NATL INFORMATION SVCS	13,674	14,655
FRACT CUSIP KINDER MORGAN MGMT	6	10
ITC HLDGS CORP	11,139	12,075
KINDER MORGAN INC	14,043	14,733
LORILLARD INC	19,522	18,084
LOWES CO INC	16,904	18,932
MICROCHIP TECHNOLOGY INC	15,388	16,099
MOTOROLA SOLUTIONS INC	14,033	16,259

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEW YORK COMMUNITY BANCORP	16,394	16,965
PHILIP MORRIS INTL	19,679	19,237
PHILLIPS 66	7,011	28,727
SOUTHERN COPPER CORP	17,174	22,337
YUM BRANDS INC	20,601	19,256
AIA GROUP LTD ADR	8,913	9,957
ASSA ABLOY AB ADR	3,518	4,516
CANADIAN PACIFIC RAILWAY LTD	3,531	4,878
DEUTSCHE BANK AG	3,398	4,385
EATON CORP PLC	13,973	14,574
COPA HOLDINGS SA CL A	3,825	4,873
KAO CORP ADR REPSTG 10 SHS COM	3,838	3,584
NOKIAN TYRES OYJ UNSPON ADR	6,205	5,702
NOVO NORDISK AS ADR	22,079	24,971
PETROLEO BRASILEIRO SA ADR	4,822	4,147
POSTNL NV ADR REPSTG 1	3,227	3,527
POTASH CORP OF SASKATCHEWAN	7,847	7,487
REXAM PLC ADR REPSTG 5	3,628	3,753
SANDS CHINA LTD UNSPONS ADR	3,369	4,390
SEADRILL LIMITED SDRL	18,707	19,246
SEVEN & I HLDGS UNSPN ADR	3,656	3,099
SUNCOR ENERGY INC SU	3,408	3,991
SVENSKA HANDELSBANKEN A ADR	3,381	3,696
SWEDBANK A B ADR	3,750	4,099
SYNGENTA A G ADR	3,573	4,444
SYSMEX CORP UNSPON ADR	5,860	6,624
TRANSOCEAN LTD	3,463	3,796
XINYI GLASS HOLDINGS ADR	2,931	3,220
VALEOSA SPON ADR	7,757	7,684
SCOUT INTERNATIONAL FUND	75,000	87,702

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PYXIS LONG SHORT EQUITY Z	300,000	297,609

TY 2012 Investments Government Obligations Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COAST DIVERSIFIED FUND II LTD	AT COST	20,862	20,862

TY 2012 Legal Fees Schedule**Name:** ANNA M HEILMAIER CHARITABLE FDN 25370370**EIN:** 41-1761632

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,500	750		750

TY 2012 Other Assets Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME	2,603	13,840	13,840

TY 2012 Other Decreases Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

Description	Amount
ROUNDING DIFFERENCES	12
PRIOR PERIOD BASIS ADJUSTMENT	254

TY 2012 Other Expenses Schedule**Name:** ANNA M HEILMAIER CHARITABLE FDN 25370370**EIN:** 41-1761632

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	25	0		25
ENHANCED GRANTMAKING FEE	16,380	0		16,380
WEBSITE DESIGN & DEVELOPMENT	3,045	0		3,045
OTHER NONALLOC EXPENSES	566	566		0

TY 2012 Other Liabilities Schedule

Name: ANNA M HEILMAIER CHARITABLE FDN 25370370

EIN: 41-1761632

Description	Beginning of Year - Book Value	End of Year - Book Value
RETURN OF CAPITAL ADJUSTMENT	533	2,208

TY 2012 Taxes Schedule**Name:** ANNA M HEILMAIER CHARITABLE FDN 25370370**EIN:** 41-1761632

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,386	2,386		0
FEDERAL TAX PAYMENT - PRIOR YE	10,000	0		0
FEDERAL TAX	4,112	0		0
FEDERAL TAX	5,353	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,073	1,073		0
FOREIGN TAXES ON NONQUALIFIED	392	392		0