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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SOAR FOUNDATION		A Employer identification number 41-1880574
Number and street (or P O box number if mail is not delivered to street address) 2708 IRVING AVENUE SOUTH	Room/suite	B Telephone number 612-928-1100
City or town, state, and ZIP code MINNEAPOLIS, MN 55408		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,434,693.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	38,624.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,144.	3,144.		STATEMENT 1
4	Dividends and interest from securities	12,311.	12,311.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,063.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		4,063.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	58,142.	19,518.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	129.	0.		129.
b	Accounting fees STMT 4	1,700.	850.		850.
c	Other professional fees STMT 5	5,209.	5,209.		0.
17	Interest				
18	Taxes STMT 6	4,077.	617.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	95.	35.		60.
24	Total operating and administrative expenses Add lines 13 through 23	11,210.	6,711.		1,039.
25	Contributions, gifts, grants paid	89,876.			89,876.
26	Total expenses and disbursements Add lines 24 and 25	101,086.	6,711.		90,915.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-42,944.			
b	Net investment income (if negative, enter -0-)		12,807.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	32,451.	13,375.	13,375.
	2 Savings and temporary cash investments	431,641.	26,104.	26,104.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	26,316.	26,316.	25,000.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 9	50,036.	116,657.	122,319.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	179,269.	454,027.	489,652.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	718,243.	758,243.	758,243.
	16 Total assets (to be completed by all filers)	1,437,956.	1,394,722.	1,434,693.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	875.	875.	
	23 Total liabilities (add lines 17 through 22)	875.	875.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,437,081.	1,393,847.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	1,437,081.	1,393,847.	
	31 Total liabilities and net assets/fund balances	1,437,956.	1,394,722.	

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	1,437,081.
2 Enter amount from Part I, line 27a	2	-42,944.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,394,137.
5 Decreases not included in line 2 (itemize) ▶ MISC ADJUSTMENT	5	290.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,393,847.

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 WELLS FARGO - SEE ATTACHED	P	VARIOUS	VARIOUS
b WELLS FARGO - SEE ATTACHED	P	VARIOUS	VARIOUS
c 34 SHS ISHARES BARCLAYS TRESURY BONDS	P	VARIOUS	VARIOUS
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 66,013.		68,239.	-2,226.
b 143,624.		137,335.	6,289.
c 2,872.		2,872.	0.
d			
e			

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	
a			-2,226.
b			6,289.
c			0.
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	4,063.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	823,357.	860,489.	.956848
2010	81,508.	1,198,996.	.067980
2009	126,678.	1,216,727.	.104114
2008	108,683.	1,343,260.	.080910
2007	116,192.	1,604,142.	.072432

2 Total of line 1, column (d)	2	1.282284
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	.256457
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	668,434.
5 Multiply line 4 by line 3	5	171,425.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	128.
7 Add lines 5 and 6	7	171,553.
8 Enter qualifying distributions from Part XII, line 4	8	130,915.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b		1	256.
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	256.
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	256.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,840.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,840.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,584.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,584. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LAURI ROBERTS</u> Telephone no. ► <u>952-548-3400</u> Located at ► <u>7601 FRANCE AVENUE SOUTH, SUITE 400, EDINA, MN</u> ZIP+4 ► <u>55435</u>			
15	Section 4947(a)(1)-nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	1b	
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)):	1c	X
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►	2b	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
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.)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM E. WEISMAN 2708 IRVING AVENUE SOUTH MINNEAPOLIS, MN 55408	PRESIDENT 0.25	0.	0.	0.
ALYN MARISA WEISMAN 320 NORTH OAKHURST STREET, APT 204 BEVERLY HILLS, CA 90210	SECRETARY 0.25	0.	0.	0.
CHARLES HARRIS WEISMAN 164 STANTON STREET, APT 5C NEW YORK, NY 10002	TREASURER 0.25	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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. 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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 LOAN TO DOTOPIA. CREDIT LINE WITH ZERO BEARING INTEREST.	
	40,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	40,000.

Form 990-PF (2012)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	501,939.
b Average of monthly cash balances	1b	176,674.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	678,613.
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	678,613.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,179.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	668,434.
6 Minimum investment return. Enter 5% of line 5	6	33,422.

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	33,422.
2a Tax on investment income for 2012 from Part VI, line 5	2a	256.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	256.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	33,166.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	33,166.
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	33,166.

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	90,915.
b Program-related investments - total from Part IX-B	1b	40,000.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	130,915.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	130,915.

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				33,166.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	116,192.			
b From 2008	108,683.			
c From 2009	126,678.			
d From 2010	81,508.			
e From 2011	825,177.			
f Total of lines 3a through e	1,258,238.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	130,915.			
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) **	130,915.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	33,166.			33,166.
6 Enter the net total of each column as indicated below:	1,355,987.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	83,026.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	1,272,961.			
10 Analysis of line 9:				
a Excess from 2008	108,683.			
b Excess from 2009	126,678.			
c Excess from 2010	81,508.			
d Excess from 2011	825,177.			
e Excess from 2012	130,915.			

** SEE STATEMENT 13

Form 990-PF (2012)

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

N/A

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



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

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

[illegible]

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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

WILLIAM E. WEISMAN

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

NONE

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AEON-HOMES 1625 PARK AVE MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
BRECK SCHOOL 123 OTTAWA AVE N MINNEAPOLIS, MN 55422	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
CAN DO CANINES 9940 SCIENCE CENTER DRIVE NEW HOPE, MN 55420	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
CREATIVE VISIONS FOUNDATION 1223 SUNSET PLAZA DR, SUITE B WEST HOLLYWOOD, CA 90069	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CURESEARCH 4600 EAST-WEST HIGHWAY, SUITE 600 BETHESDA, MD 20814	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
Total	SEE CONTINUATION SHEET(S)			89,876.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

LAURI A. ROBERTS,
CPA

Preparer's signature

LAURI A. ROBERTS, 05/06/13

Date

05/06/13

Check ☐ if
self-employed

PTIN	
------	--

P00298140

Firm's name ► WIPFLI LLP

Firm's EIN ► 39-0758449

Firm's address ► 7601 FRANCE AVENUE SOUTH, SUITE 400
MINNEAPOLIS, MN 55435

Phone no 952-548-3400

Form **990-PF** (2012)

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

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

OMB No 1545-0047

2012

Name of the organization

SOAR FOUNDATION

Employer identification number

41-1880574

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

SOAR FOUNDATION

41-1880574

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WM E WEISMAN CLAT 100 SOUTH 5TH STREET MINNEAPOLIS, MN 55402	\$ 33,624.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	WIPFLI LLP 11 SCOTT STREET, PO BOX 8010 WAUSAU, WI 54402-8010	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

41-1880574

[illegible]

Name of organization

Employer identification number

SOAR FOUNDATION**41-1880574**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

SOAR FOUNDATION M/A [REDACTED]
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
24. BIG LOTS INC COM	04/12/2012	12/06/2012	718.77	1,066.80	-348.03
41. BIG LOTS INC COM	04/12/2012	12/07/2012	1,162.50	1,822.45	-659.95
7. C H ROBINSON WORLDWIDE INC	12/02/2011	08/02/2012	367.62	477.09	-109.47
60. CLOUD PEAK ENERGY INC	VAR	04/12/2012	916.77	1,208.79	-292.02
25. COLGATE-PALMOLIVE CO COM	04/12/2012	06/15/2012	2,538.66	2,420.25	118.41
14. COLGATE-PALMOLIVE CO COM	04/12/2012	10/31/2012	1,462.21	1,355.34	106.87
15. DENTSPLY INTL INC NEW COM	04/12/2012	06/26/2012	549.97	587.70	-37.73
53. EDISON INTL COM	04/12/2012	10/31/2012	2,482.91	2,202.64	280.27
25. ENERGIZER HOLDINGS INC	04/12/2012	05/25/2012	1,818.70	1,793.25	25.45
15. FISERV INC	04/12/2012	05/25/2012	1,007.52	1,028.25	-20.73
40. GENTEX CORP COM	03/12/2012	04/12/2012	972.37	994.39	-22.02
18. HARTE-HANKS INC. NEW COM	04/12/2012	09/28/2012	125.32	151.35	-26.03
8. HARTE-HANKS INC. NEW COM	04/12/2012	10/01/2012	55.62	67.27	-11.65
8. HARTE-HANKS INC. NEW COM	04/12/2012	10/02/2012	55.13	67.27	-12.14
13. HARTE-HANKS INC. NEW COM	04/12/2012	10/03/2012	90.17	109.31	-19.14
6. HARTE-HANKS INC. NEW COM	04/12/2012	10/04/2012	41.39	50.45	-9.06
28. HARTE-HANKS INC. NEW COM	04/12/2012	10/05/2012	189.79	235.44	-45.65
9. HARTE-HANKS INC. NEW COM	04/12/2012	12/06/2012	48.35	175.68	-27.33
20. HARTE-HANKS INC. NEW COM	04/12/2012	12/07/2012	104.95	168.17	-63.22
45. HARTE-HANKS INC. NEW COM	04/12/2012	12/10/2012	230.90	378.38	-147.48
45. HONDA MOTOR CO., LTD. -	04/12/2012	05/25/2012	1,433.66	1,633.95	-200.29
180. ISHARES DOW JONES SELECT	VAR	05/22/2012	9,852.46	10,007.44	-154.98
60. ISHARES DOW JONES SELECT	04/12/2012	05/29/2012	3,318.62	3,320.40	-1.78
50. ISHARES DOW JONES SELECT	04/12/2012	09/10/2012	2,903.29	2,767.00	136.29
18. ISHARES DOW JONES SELECT	10/12/2012	10/31/2012	1,038.73	1,038.78	-0.05
10. ISHARES BARCLAYS 1-3 YEAR					
TREAS BOND	01/04/2012	04/12/2012	843.78	844.80	-1.02
20. ISHARES BARCLAYS 1-3 YEAR					
TREAS BOND	01/04/2012	06/06/2012	1,688.37	1,689.59	-1.22
15. ISHARES BARCLAYS 1-3 YEAR					
TREAS BOND	01/04/2012	06/26/2012	1,265.37	1,267.20	-1.83
15. ISHARES BARCLAYS 1-3 YEAR					
TREAS BOND	VAR	07/25/2012	1,267.77	1,266.24	1.53
26. ISHARES BARCLAYS 1-3 YEAR					
TREAS BOND	VAR	09/28/2012	2,196.17	2,195.36	0.81
Totals					

JSA
2F09711 000

100

JSA
2F0971 1 000

SOAR FOUNDATION M/A [REDACTED]
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
5. AMPHENOL CORP NEW CL A	04/21/2011	08/15/2012	308.09	273.30	34.79
170. ANSYS INC COM	10/27/2008	04/12/2012	10,747.81	5,348.58	5,399.23
10. ANSYS INC COM	10/27/2008	10/03/2012	720.17	314.62	405.55
10. ANSYS INC COM	10/27/2008	10/04/2012	719.16	314.62	404.54
3. APPLE COMPUTER INC COM	05/07/2010	03/02/2012	1,634.87	709.37	925.50
1. APPLE COMPUTER INC COM	05/07/2010	12/05/2012	551.06	236.46	314.60
265. ARBITRON INC COM	03/02/2009	04/12/2012	9,836.57	4,447.32	5,389.25
3. ARBITRON INC COM	03/02/2009	10/03/2012	111.67	50.35	61.32
15. ARBITRON INC COM	03/02/2009	10/04/2012	554.63	251.74	302.89
57. ARBITRON INC COM	03/02/2009	12/18/2012	2,677.16	956.59	1,720.57
5. C H ROBINSON WORLDWIDE INC	06/14/2011	07/20/2012	286.20	386.72	-100.52
6. C H ROBINSON WORLDWIDE INC	06/14/2011	07/24/2012	335.86	464.07	-128.21
14. C H ROBINSON WORLDWIDE INC	VAR	08/02/2012	735.24	1,077.67	-342.43
25000. FED FARM CREDIT BK 2.440% 8/23/17	08/12/2010	08/23/2012	25,000.00	25,000.00	NONE
225. GRACO INC COM W/RIGHTS ATTACHED EXP 3/29/2010	07/27/2009	04/12/2012	11,813.02	6,581.25	5,231.77
20. GRACO INC COM W/RIGHTS ATTACHED EXP 3/29/2010	07/27/2009	08/17/2012	1,003.42	585.00	418.42
20. LABORATORY CRP OF AMER HLDGS	VAR	06/05/2012	1,693.08	1,988.99	-295.91
135. MEDNAX INC	01/21/2009	04/12/2012	9,639.25	5,656.71	3,982.54
60. METTLER-TOLEDO INTL INC	02/06/2009	04/12/2012	10,578.96	51,510.40	-40,931.44
125. MORNINGSTAR INC	11/24/2008	04/12/2012	7,618.01	4,965.32	2,652.69
265. NEUSTAR INC	09/08/2008	04/12/2012	9,704.21	5,331.09	4,373.12
10. NIKE INC CL B COM	VAR	03/20/2012	1,118.48	715.12	403.36
173. OCEANEERING INTL INC	11/24/2008	01/12/2012	8,137.92	3,177.03	4,960.89
30. OCEANEERING INTL INC	11/24/2008	04/12/2012	1,577.06	550.93	1,026.13
Totals					

USA
2/09/70 1 000

SOAR FOUNDATION M/A [REDACTED]
Schedule D Detail of Long-term Capital Gains and Losses

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIVEBACK FOUNDATION 100 WEST PUTNAM AVE GREENWICH, CT 06830	N/A	PUBLIC CHARITY	GENERAL SUPPORT	3,700.
H2O FOR LIFE 1310 HIGHWAY 96 EAST #235 WHITE BEAR LAKE, MN 55110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
HEART OF THE BEAST THEATRE 1500 E LAKE ST MINNEAPOLIS, MN 55407	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
HENDRICKSON FOUNDATION 2015 WEST FOREST DRIVE MINNEAPOLIS, MN 55423	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250.
JANE GOODALL INSTITUTE 4245 N FAIRFAX DR, STE 600 ARLINGTON, VA 22203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
LDA MINNESOTA 5029 6100 GOLDEN VALLEY ROAD GOLDEN VALLEY, MN 55422	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
LIVING LEGACY 252 SUNSET BLVD WACONIA, MN 55387	N/A	PUBLIC CHARITY	GENERAL SUPPORT	4,000.
MIDTOWN GREENWAY 2834 10TH AVE SO, GREENWAY LEVEL #2 MINNEAPOLIS, MN 55407	N/A	PUBLIC CHARITY	GENERAL SUPPORT	35.
MINNEAPOLIS JEWISH FOUNDATION 13100 WAYZATA BLVD #200 MINNEAPOLIS, MN 55306	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
MINNEAPOLIS PARKS FOUNDATION 4800 MINNEHAHA AVE SO MINNEAPOLIS, MN 55417	N/A	PUBLIC CHARITY	GENERAL SUPPORT	300.
Total from continuation sheets				74,276.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSEUM OF CONTEMPORARY ART (MOCA) 770 NE 125TH STREET NORTH MIAMI, FL 33161	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ORCHESTRA HALL 1111 NICOLLET MALL MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
PARK NICOLLET FOUNDATION PO BOX 650 MINNEAPOLIS, MN 55440	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
RED BRICK COUNCIL 110 EAST HALLAM ST #118 ASPEN, CO 81611	N/A	PUBLIC CHARITY	GENERAL SUPPORT	167.
RIMON ON-LINE 483 DUTCH NECK ROAD EAST WINDSOR, NJ 08520	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
SING FOR HOPE 575 EIGHTH AVENUE, SUITE 1812 NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
TEMPLE ISRAEL 2324 EMERSON AVE S MINNEAPOLIS, MN 55405	N/A	PUBLIC CHARITY	GENERAL SUPPORT	3,824.
THE CELL THEATRE COMPANY LTD 338 WEST 23RD ST NEW YORK, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
THE JEWISH CENTER OF HAMPTONS 44 WOODS LN EAST HAMPTON NEW YORK, NY 11937	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
THE SMILE NETWORK 211 NORTH FIRST ST, SUITE 150 MINNEAPOLIS, MN 55401	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
Total from continuation sheets				

41-1880574

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ABBOT DOWNING	3,144.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,144.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOT DOWNING	12,311.	0.	12,311.
TOTAL TO FM 990-PF, PART I, LN 4	12,311.	0.	12,311.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	129.	0.		129.
TO FM 990-PF, PG 1, LN 16A	129.	0.		129.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,700.	850.		850.
TO FORM 990-PF, PG 1, LN 16B	1,700.	850.		850.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	5,209.	5,209.		0.	
TO FORM 990-PF, PG 1, LN 16C	5,209.	5,209.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID	617.	617.		0.	
FEDERAL ESTIMATED TAX	1,840.	0.		0.	
2011 FEDERAL BALANCE DUE	1,620.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	4,077.	617.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MN ANNUAL REGISTRATION	25.	0.		25.	
MN STATE REGISTERED OFFICE	35.	0.		35.	
MISCELLENIOUS EXPENSE	35.	35.		0.	
TO FORM 990-PF, PG 1, LN 23	95.	35.		60.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO- SEE ATTACHED		X	26,316.	25,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			26,316.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			26,316.	25,000.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO- SEE ATTACHED	116,657.	122,319.
TOTAL TO FORM 990-PF, PART II, LINE 10C		116,657.
		122,319.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO- SEE ATTACHED	COST	454,027.	489,652.
TOTAL TO FORM 990-PF, PART II, LINE 13		454,027.	489,652.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENT	718,243.	758,243.	758,243.
TO FORM 990-PF, PART II, LINE 15	718,243.	758,243.	758,243.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
12/30 TRANSACTIONS NOT ON 1099	875.	875.
TOTAL TO FORM 990-PF, PART II, LINE 22	875.	875.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

SOAR FOUNDATION, EIN 41-1880574, HEREBY ELECTS UNDER IRC REGULATIONS
SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTIONS OF
\$130,915 MADE DURING 2012, AS DISTRIBUTIONS OUT OF CORPUS.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ABBOT DOWNING	3,144.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,144.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOT DOWNING	12,311.	0.	12,311.
TOTAL TO FM 990-PF, PART I, LN 4	12,311.	0.	12,311.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	129.	0.		129.
TO FM 990-PF, PG 1, LN 16A	129.	0.		129.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,700.	850.		850.
TO FORM 990-PF, PG 1, LN 16B	1,700.	850.		850.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,209.	5,209.		0.
TO FORM 990-PF, PG 1, LN 16C	5,209.	5,209.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	617.	617.		0.
FEDERAL ESTIMATED TAX	1,840.	0.		0.
2011 FEDERAL BALANCE DUE	1,620.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,077.	617.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN ANNUAL REGISTRATION	25.	0.		25.
MN STATE REGISTERED OFFICE	35.	0.		35.
MISCELLENIOUS EXPENSE	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	95.	35.		60.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO- SEE ATTACHED		X	26,316.	25,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			26,316.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			26,316.	25,000.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO- SEE ATTACHED	116,657.	122,319.
TOTAL TO FORM 990-PF, PART II, LINE 10C	116,657.	122,319.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO- SEE ATTACHED	COST	454,027.	489,652.
TOTAL TO FORM 990-PF, PART II, LINE 13		454,027.	489,652.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENT	718,243.	758,243.	758,243.
TO FORM 990-PF, PART II, LINE 15	718,243.	758,243.	758,243.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 12

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

12/30 TRANSACTIONS NOT ON 1099

875.

875.

TOTAL TO FORM 990-PF, PART II, LINE 22

875.

875.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

SOAR FOUNDATION, EIN 41-1880574, HEREBY ELECTS UNDER IRC REGULATIONS
SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTIONS OF
~~\$130,915 MADE DURING 2012, AS DISTRIBUTIONS OUT OF CORPUS.~~

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

SOAR FOUNDATION M/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH EQUIVALENTS						
26,103.76	WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	26,103.76 1,000	26,103.76 1,000	3.94	3	0.01
TOTAL CASH EQUIVALENTS						
		26,103.76	26,103.76	3.94	3	0.01
TAXABLE BONDS						
21	ISHARES BARCLAYS 1-3 YEAR TREAS BOND	1,773.11 84,434	1,772.82 84,420	0.27	7	0.39
3,623.188	DODGE & COX INCOME FD COM #147	50,000.00 13,800	50,217.39 13,860	7.57	1,754	3.49
2,351.834	FPA NEW INCOME FUND #78	25,000.00 10,630	25,023.51 10,640	3.77	800	3.20
230	SPDR BARCLAYS CONVERTIBLE SECURITIES ETF	8,982.74 39,055	9,269.00 40,300	1.40	356	3.84
150	SPDR BARCLAYS HIGH YIELD BOND ETF	5,864.93 39,100	6,106.50 40,710	0.92	412	6.75
25,000	JP MORGAN CHASE & CO DTD 12/20/07 6.000 01/15/2018 MOODY'S RATING A2	25,035.75 100,143	29,929.75 119,719	4.51	1,500	5.01
TOTAL TAXABLE BONDS						
		116,656.53	122,318.97	18.45	4,829	3.95

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

SOAR FOUNDATION M/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUNICIPALS						
25,000	NEBRASKA PUB PMR DIST REV TAXABLE-GEN-SER B DTD 06/24/09 4.135 01/01/2013 MOODY'S RATING A1	26,316.25 105.265	25,000.00 100.000	3.77	1,034	4.14
TOTAL MUNICIPALS						
		26,316.25	25,000.00	3.77	1,034	4.14
EQUITIES						
ABBOT DOWNING GROWTH EQUITIES						
41	ACCENTURE PLC	1,352.55 32.989	2,726.50 66.500	0.41	66	2.42
75	AMERICAN EXPRESS CO	3,424.61 45.661	4,311.00 57.480	0.65	60	1.39
50	AMPHENOL CORP CL A	2,527.96 50.559	3,235.00 64.700	0.49	21	0.65
27	APACHE CORP	2,517.69 93.248	2,119.50 78.500	0.32	18	0.85
6	APPLE INC	1,351.62 225.270	3,193.04 532.173	0.48	64	2.00
57	BAXTER INTL INC	3,125.55 54.834	3,799.62 66.660	0.57	103	2.71
55	BERKSHIRE HATHAWAY INC.	4,361.50 79.300	4,933.50 89.700	0.74	0	0.00
15	BLACKROCK INC	2,360.46 157.364	3,100.65 206.710	0.47	90	2.90
40	CAPITAL ONE FINANCIAL CORP	2,091.85 52.296	2,317.20 57.930	0.35	8	0.35

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

SOAR FOUNDATION N/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
36	FMC TECHNOLOGIES INC	792.30 22.008	1,541.88 42.830	0.23	0	0.00
15	GOLDMAN SACHS GROUP INC	2,513.43 167.562	1,913.40 127.560	0.29	30	1.57
37	ILLINOIS TOOL WORKS INC	1,536.72 41.533	2,249.97 60.810	0.34	56	2.49
20	INTERCONTINENTALEXCHANGE INC	2,544.15 127.208	2,476.20 123.810	0.37	0	0.00
27	MCDONALDS CORP	1,716.45 63.572	2,381.67 88.210	0.36	83	3.48
50	MCKESSON CORP	4,517.50 90.350	4,848.00 96.960	0.73	40	0.83
100	MICROSOFT CORP	3,031.60 30.316	2,670.97 26.710	0.40	92	3.44
40	NIKE INC CL B	1,047.35 26.184	2,064.00 51.600	0.31	17	0.82
55	NORDSTROM INC	2,117.59 38.502	2,942.50 53.500	0.44	59	2.01
33	PEPSICO INC	2,015.04 61.062	2,258.19 68.430	0.34	71	3.14
15	PERRIGO CO	1,263.26 84.217	1,560.45 104.030	0.24	5	0.32
11	PRECISION CASTPARTS CORP	1,365.67 124.152	2,083.62 189.420	0.31	1	0.05

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STATEMENT OF ASSETS AND LIABILITIES AS OF DECEMBER 31, 2012

SOAR FOUNDATION N/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
67	QUALCOMM INC	3,355.07 50.076	4,144.59 61.860	0.63	67	1.62
44	SCHLUMBERGER LTD	3,542.12 80.503	3,049.14 69.299	0.46	48	1.57
45	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM	2,039.63 45.325	2,581.20 57.360	0.39	56	2.17
45	TEXAS INSTRUMENTS INC	1,440.45 32.010	1,390.05 30.890	0.21	38	2.73
51	THERMO FISHER SCIENTIFIC INC	2,408.10 47.218	3,252.78 63.780	0.49	31	0.95
36	UNITED TECHNOLOGIES CORP	1,931.22 53.645	2,952.36 82.010	0.45	77	2.61
10	V F CORP	1,457.00 145.700	1,509.70 150.970	0.23	35	2.32
ABBOT DOWNING INTL 305	EQUITIES ABB LTD - ADR SPONSORED ADR	6,066.30 19.890	6,340.95 20.790	0.96	211	3.33
195	AFLAC INC	8,458.91 43.379	10,358.40 53.120	1.56	273	2.64
128	ALLISON TRANSMISSION HOLDINGS	2,577.89 20.140	2,613.76 20.420	0.39	31	1.19
130	BHP BILLITON LIMITED - ADR SPONSORED ADR	9,293.57 71.489	10,194.60 78.420	1.54	291	2.85
35	CNOOC - CHINA NATIONAL OFFSHOR - ADR SPONSORED ADR	7,058.45 201.670	7,700.00 220.000	1.16	175	2.27

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

SOAR FOUNDATION N/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE /SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
150	DIAGEO PLC - ADR SPONSORED ADR	14,648.85 97.659	17,487.00 116.580	2.64	416	2.38
190	HSBC - ADR SPONSORED ADR	8,247.81 43.410	10,083.30 53.070	1.52	475	4.71
375	KOMATSU JPY 50.0	11,024.71 29.399	9,472.04 25.259	1.43	0	0.00
325	NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR	19,815.25 60.970	21,180.25 65.170	3.19	576	2.72
195	RECKITT BENCKISER PLC GBP	11,024.01 56.533	12,295.37 63.053	1.85	0	0.00
125	SAP AG - ADR SPONSORED ADR	8,343.69 66.750	10,047.50 80.380	1.52	84	0.84
735	TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR	10,987.88 14.949	12,612.60 17.160	1.90	293	2.32
380	TELEFONICA SA - ADR SPONSORED ADR	5,821.41 15.320	5,126.20 13.490	0.77	630	12.29
1,190	TESCO PLC 5P	6,263.10 5.263	6,499.40 5.462	0.98	0	0.00
125	TRANSOCEAN LTD.	6,198.65 49.589	5,582.50 44.660	0.84	0	0.00
35	ABBOTT DOWNING SMALL-CAP EQUITIES ANSYS INC	1,101.18 31.462	2,356.90 67.340	0.36	0	0.00
74	CLOUD PEAK ENERGY INC	1,468.02 19.838	1,430.42 19.330	0.22	0	0.00

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STATEMENT OF ASSETS AND LIABILITIES AS OF DECEMBER 31, 2012

SOAR FOUNDATION M/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
75	DENTSPLY INTL INC COM	2,909.47 38.793	2,970.75 39.610	0.45	17	0.57
180	EBIX, INC.	3,883.77 21.576	2,901.60 16.120	0.44	36	1.24
240	GENTEX CORP	4,841.74 20.174	4,524.00 18.850	0.68	125	2.76
70	GLOBAL PMTS INC W/I	3,109.96 44.428	3,171.00 45.300	0.48	6	0.19
51	GRACO INC	1,491.75 29.250	2,625.99 51.490	0.40	51	1.94
5	MARKEL HOLDINGS	2,219.15 443.830	2,167.10 433.420	0.33	0	0.00
111	MASTEC INC COM	2,605.28 23.471	2,767.23 24.930	0.42	0	0.00
58	MEDNAX INC	2,430.29 41.902	4,612.16 79.520	0.70	0	0.00
15	METTLER-TOLEDO INTL INC	12,877.60 858.507	2,899.50 193.300	0.44	0	0.00
48	MORNINGSTAR INC COM	1,906.68 39.722	3,015.84 62.830	0.45	24	0.80
93	NEUSTAR INC CL A	1,870.91 20.117	3,899.49 41.930	0.59	0	0.00
55	OCEANEERING INTL INC	1,010.04 18.364	2,958.45 53.790	0.45	40	1.35

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

SOAR FOUNDATION N/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
40	OIL STATES INTERNATIONAL INC	2,668.26 66.707	2,861.60 71.540	0.43	0	0.00
270	ORBITAL SCIENCES CORP	3,383.67 12.532	3,717.90 13.770	0.56	0	0.00
45	ROCK-TENN CO CL A	2,899.35 64.430	3,145.95 69.910	0.47	41	1.30
64	SPECTRUM BRANDS HOLDINGS INC	2,681.07 41.892	2,875.52 44.930	0.43	0	0.00
230	STEEL DYNAMICS INC COM	3,215.40 13.980	3,157.90 13.730	0.48	92	2.91
20	TRANSDIGM GROUP INC COM	2,318.80 115.940	2,727.20 136.360	0.41	0	0.00
40	TUPPERWARE BRANDS CORPORATION	2,576.01 64.400	2,564.00 64.100	0.39	58	2.26
80	UGI CORP NEW COM	2,146.40 26.830	2,616.80 32.710	0.39	86	3.29
175	VCA ANTECH INC	4,033.66 23.049	3,683.75 21.050	0.56	0	0.00
51	WEX INC.	1,276.27 25.025	3,843.87 75.370	0.58	0	0.00
50	WILEY JOHN & SONS INC CL A	2,349.50 46.990	1,946.50 38.930	0.29	48	2.47
105	ZEBRA TECHNOLOGIES CORP CL A	4,114.42 39.185	4,127.55 39.310	0.62	0	0.00

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STATEMENT OF ASSETS AND LIABILITIES AS OF DECEMBER 31, 2012

SOAR FOUNDATION A/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
OTHER COMMON STOCKS						
120	ABBOTT LABS	7,151.94 59.599	7,860.00 65.500	1.19	67	0.85
85	CHEVRON CORP	8,616.45 101.370	9,191.90 108.140	1.39	306	3.33
81	COLGATE PALMOLIVE CO	7,841.59 96.810	8,467.74 104.540	1.28	201	2.37
95	CSX CORP	2,058.85 21.672	1,874.35 19.730	0.28	53	2.83
182	EDISON INTL COM	7,563.77 41.559	8,224.58 45.190	1.24	246	2.99
135	HEINZ H J CO	7,102.28 52.609	7,786.80 57.680	1.17	278	3.57
130	JOHNSON & JOHNSON	8,366.45 64.357	9,113.00 70.100	1.37	317	3.48
95	JPMORGAN CHASE & CO	3,186.27 33.540	4,177.06 43.969	0.63	114	2.73
240	PAYCHEX INC	7,423.20 30.930	7,464.00 31.100	1.13	317	4.25
70	PNC FINANCIAL SERVICES GROUP	4,377.87 62.541	4,081.70 58.310	0.62	112	2.74
413	STAPLES INC	5,081.62 12.304	4,708.20 11.400	0.71	182	3.87
220	TCF FINANCIAL	2,470.49 11.230	2,673.00 12.150	0.40	44	1.65

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STATEMENT OF ASSETS AND LIABILITIES AS OF DECEMBER 31, 2012

SOAR FOUNDATION N/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
67	UNITED PARCEL SERVICE-CL B	4,907.40 73.245	4,939.91 73.730	0.75	153	3.10
90	WAL MART STORES INC	5,384.66 59.830	6,140.70 68.230	0.93	143	2.33
180	WASTE MANAGEMENT INC	6,345.00 35.250	6,073.20 33.740	0.92	256	4.22
105	3M CO COM	9,054.10 86.230	9,749.25 92.850	1.47	248	2.54
TOTAL COMMON STOCK		96,931.94	102,525.39	15.46	3,037	2.96
OTHER EQUITIES 305		8,286.70 27.170	7,682.95 25.190	1.16	458	5.96
TOTAL EQUITIES		382,186.21	414,977.86	62.58	8,810	2.12
OTHER HOLDINGS						
13	SPDR S & P 500 ETF TRUST	1,776.45 136.650	1,851.33 142.410	0.28	40	2.16
165	ISHARES MSCI ALL COUNTRY ASIA EX-JAPAN INDEX FUND	9,279.44 56.239	9,985.80 60.520	1.51	173	1.73
65	ISHARES MSCI EAFE	3,460.60 53.240	3,695.90 56.860	0.56	114	3.08
390	VANGUARD MSCI EMERGING MARKETS ETF	16,703.51 42.830	17,366.70 44.530	2.62	380	2.19

ABBOT DOWNING

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STATEMENT OF ASSETS AND LIABILITIES AS OF DECEMBER 31, 2012

SOAR FOUNDATION M/A

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
240	WISDOMTREE JAPAN HEDGED EQUITY FUND	8,385.00 34,938	8,851.20 36,880	1.33	132	1.49
155	AMEX ENERGY SELECT SPDR	10,713.60 69,120	11,070.10 71,420	1.67	202	1.82
265	AMEX MATERIALS SPDR	9,584.92 36,170	9,948.10 37,540	1.50	226	2.27
40	ISHARES DOW JONES SELECT DIVIDEND FD	2,284.70 57,118	2,289.60 57,240	0.35	85	3.71
250	JP MORGAN ALERIAN MLP INDEX EXCHANGE TRADED NOTE	9,652.25 38,609	9,615.00 38,460	1.45	506	5.26
TOTAL OTHER HOLDINGS		71,840.47	74,673.73	11.26	1,858	2.49
TOTAL INVESTMENTS		623,103.22	663,074.32	100.00	16,534	2.49

Values reflected for publicly-traded assets are from unaffiliated financial industry sources believed to be reliable. Values for non-publicly traded assets may be determined from other unaffiliated sources. Assets for which a current value is unavailable may be reflected at the last reported price, at par, or may be shown as having nominal or no value. Reported values may not be the price at which an asset may be sold. Asset values are updated as pricing becomes available from external sources, and may be updated less frequently than statements are generated.

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