Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: ACORN FOUNDATION

A Employer identification number: 41-1891595

Number and street (or P O box number if mail is not delivered to street address): 350 PLEASANT VIEW RD | Room/suite

B Telephone number: 952-201-6079

City or town, state, and ZIP code: CHANHASSEN, MN 55317

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 5,292,980.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	135,817.	135,817.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	368,176.			
	b Gross sales price for all assets on line 6a 8,421,739.				
	7 Capital gain net income (from Part IV, line 2)		368,176.		
	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	503,993.	503,993.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	19,200.	0.		19,200.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,000.	0.		3,000.
	c Other professional fees STMT 3	46,219.	46,219.		0.
	17 Interest				
	18 Taxes STMT 4	1,972.	0.		1,972.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	70,416.	46,219.		24,197.
	25 Contributions, gifts, grants paid	291,000.			291,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	361,416.	46,219.		315,197.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	142,577.			
	b **Net investment income** (if negative, enter -0-)		457,774.		
	c **Adjusted net income** (if negative enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	325,765.	492,728.	492,728.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	4,860,819.	4,837,452.	4,800,252.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,186,584.	5,330,180.	5,292,980.
Liabilities	17 Accounts payable and accrued expenses		1,019.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	1,019.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,186,584.	5,329,161.	
	30 **Total net assets or fund balances**	5,186,584.	5,329,161.	
	31 **Total liabilities and net assets/fund balances**	5,186,584.	5,330,180.	

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	5,186,584.
2 Enter amount from Part I, line 27a	2	142,577.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,329,161.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,329,161.

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	UBS FINANCIAL - SEE ATTACHED	P		
b	UBS FINANCIAL - SEE ATTACHED	P		
c	MORGAN STANLEY - SEE ATTACHED	P		
d	MORGAN STANLEY - SEE ATTACHED	P		
e	CAPITAL GAINS DIVIDENDS			

	(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	1,278,966.		1,251,316.	27,650.
b	1,995,422.		1,949,811.	45,611.
c	2,824,423.		2,736,647.	87,776.
d	2,303,605.		2,115,789.	187,816.
e	19,323.			19,323.

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				27,650.
b				45,611.
c				87,776.
d				187,816.
e				19,323.

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	368,176.
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	172,335.	5,384,648.	.032005
2010	176,025.	5,199,151.	.033856
2009	257,125.	4,777,306.	.053822
2008	276,294.	5,903,181.	.046804
2007	814,577.	6,207,006.	.131235

2	Total of line 1, column (d)	2	.297722
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	.059544
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,295,214.
5	Multiply line 4 by line 3	5	315,298.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,578.
7	Add lines 5 and 6	7	319,876.
8	Enter qualifying distributions from Part XII, line 4	8	315,197.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	9,155.
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	9,155.
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	9,155.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,125.		
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	3,125.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 7 ▶		9	6,030.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ ELLINGSON & ELLINGSON, LTD Telephone no. ▶ 952-929-0315
Located at ▶ 5101 VERNON AVE S., #501, EDINA, MN ZIP+4 ▶ 55436

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

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

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

			Yes	No
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
SHIRLEY SHELDON 350 PLEASANT VIEW RD CHANHASSEN, MN 55317	PRESIDENT 0.00	0.	0.	0.
DAN SHELDON 350 PLEASANT VIEW RD CHANHASSEN, MN 55317	VICE PRESIDENT 0.00	0.	0.	0.
MATTHEW HANSON 2060 SPATES AVE WAYZATA, MN 55391	TREASURER 0.00	0.	0.	0.
JAMIE HANSON 2060 SPATES AVE WAYZATA, MN 55391	SECRETARY 0.00	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 SEE ATTACHED STATEMENT	291,000.
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	4,901,606.
b	Average of monthly cash balances		1b	474,246.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,375,852.
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	5,375,852.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	80,638.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,295,214.
6	**Minimum investment return.** Enter 5% of line 5		6	264,761.

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	264,761.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 9,155.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	9,155.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	255,606.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	255,606.
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	255,606.

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	315,197.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	315,197.
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	315,197.

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				255,606.
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 — 523,092.				
b From 2008				
c From 2009 — 22,209.				
d From 2010				
e From 2011				
f Total of lines 3a through e	545,301.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 315,197.				
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				255,606.
e Remaining amount distributed out of corpus	59,591.			
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	604,892.			
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	523,092.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	81,800.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 — 22,209.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 — 59,591.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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				
AMERICAN RED CROSS 1201 WEST RIVER PARKWAY MINNEAPOLIS, MN 55454	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	14,000.
AUTISM SOCIETY OF MINNESOTA 2380 WYCLIFF ST #102 ST PAUL, MN 55114	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
BRAIN BALANCE CENTER OF LAKE MINNETONKA 386 OAK ST EXCELSIOR, MN 55331	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,000.
DISABLED AMERICAN VETERANS CHARITABLE SERVICE TRUST 3725 ALEXANDRIA PIKE COLD SPRING, KY 41076	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,000.
FISHER HOUSE FOUNDATION 1401 ROCKVILLE PIKE #600 ROCKVILLE, MD 20852	N/A	PUBLIC CHARITY	MINNEAPOLIS FISHER HOUSE GENERAL OPERATING SUPPORT	12,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	291,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	135,817.	
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	368,176.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		503,993.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 503,993.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Shirley Sheldon 11-6-13 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATTI A. ELLINGSON	Patti Ellingson CPA	11/6/13		P00633997
Firm's name ▶ ELLINGSON & ELLINGSON, LTD.			Firm's EIN ▶ 41-1399624	
Firm's address ▶ 5101 VERNON AVE. S., #501 EDINA, MN 55436			Phone no. (952)929-0315	

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-FIXED INCOME	COST	4,837,452.	4,800,252.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,837,452.	4,800,252.

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
GREATER MINNEAPOLIS CRISIS NURSERY 5400 GLENWOOD AVE MINNEAPOLIS, MN 55422	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000.
HEALING HANDS FOR HAITI INTERNATIONAL FOUNDATION PO BOX 521800 SALT LAKE CITY, UT 84152	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	90,000.
INTERFAITH OUTREACH & COMMUNITY PARTNERS 1605 COUNTY ROAD 101 N PLYMOUTH, MN 55447	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,000.
MAKE-A-WISH FOUNDATION OF MINNESOTA 615 FIRST AVE NE #415 MINNEAPOLIS, MN 55413	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
MINNESOTA TEEN CHALLENGE 1619 PORTLAND AVE S MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
N.C. LITTLE HOSPICE,INC 7019 LYNMAR LANE EDINA, MN 55435	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	80,000.
OUR SAVIOUR'S OUTREACH MINISTRY 2315 CHICAGO AVE S MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	OUR SAVIOR'S HOUSING PROGRAM	5,000.
SHARING AND CARING HANDS 525 NORTH 7TH ST MINNEAPOLIS, MN 55405	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
SMILE TRAIN 245 FIFTH AVE, STE 2201 NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,000.
THE BOWERY MISSION 132 MADISON AVENUE NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				237,000.

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
UNION GOSPEL MISSION ASSOCIATION OF ST PAUL 77 NINTH STREET EAST ST PAUL, MN 55101	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
WASHBURN CENTER FOR CHILDREN 2430 NICOLLET AVE S MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	12,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	81,141.	19,104.	62,037.
UBS	73,999.	219.	73,780.
TOTAL TO FM 990-PF, PART I, LN 4	155,140.	19,323.	135,817.

FORM 990-PF	ACCOUNTING FEES		STATEMENT 2	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	3,000.	0.		3,000.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	46,219.	46,219.		0.
TO FORM 990-PF, PG 1, LN 16C	46,219.	46,219.		0.

FORM 990-PF	TAXES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX LIABILITIES	1,972.	0.		1,972.
TO FORM 990-PF, PG 1, LN 18	1,972.	0.		1,972.

Proceeds from Broker Transactions Details Reported on Form 1099-B

*In compliance with IRS guidance, the substitute Form 1099-B has been formatted with the following changes
Transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long Transactions for which the term cannot be determined are grouped in a separate section As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949 The IRS allows the display of basis information for noncovered securities, even though this information is not reported to them Therefore, when available, basis information will be displayed in sections where basis is not reported to the IRS A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date For stock in a corporation, the effective date is January 1, 2011 For stock in a mutual fund the effective date is January 1, 2012 UBS is not required to report basis to the IRS for any securities acquired before 2011 IRS regulations now require that brokers report short sales for the year in which the short sale is closed The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered Clients may wish to discuss the potential application of this provision with their tax advisors*

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order 2012 Gain/Loss for transactions with trade dates through 12/31/12 has been incorporated into this statement The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss These gains or losses will not be included on the gain or loss subtotal and total amounts Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products Net gain or loss is not reported to the IRS

On Line 2a gross proceeds are reported less commissions and option premiums Sale amounts with "±" symbol indicate where an option premium adjustment has been made

Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes Prior to 2012, basis may not have been adjusted for noncovered tax lots The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different

Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
SPDR BARCLAYS CAPITAL HIGH YIELD ETF Symbol JNK CUSIP. 78464A417									
Sell	3,360.0000		01/19/12	05/10/12	132,584.31	130,936.85			1,647.46
SPDR BARCLAYS 1-3 MTH T-BILL ETF Symbol BIL CUSIP: 78464A680									
Sell	4,325.0000		05/24/12	09/18/12	198,123.81	198,202.64			(78.83)
SPDR S&P 500 ETF TR Symbol SPY CUSIP 78462F103									
Sell	172.0000		08/08/11	02/09/12	23,306.12	19,537.19			3,768.93

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with **Box A** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
VANGUARD TOTAL STOCK MKT ETF Symbol VTI CUSIP 922908769									
Sell	2,268.0000		01/19/12	05/18/12	150,909.57	153,203.17			(2,293.60)
Short-term total Box A, Part I	10,125.0000				$504,923.81	$501,879.85			$3,043.96

Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part I, with **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
FMI LARGE CAP FUND Symbol FMIHX CUSIP 302933205									
Sell	667.8630		11/03/11	02/09/12	10,906.21	10,331.84			574.37
OPPENHEIMER INTL BOND FD CL A Symbol OIBAX CUSIP 68380T103									
Sell	64 9270		01/31/11	01/19/12	407 75	419 43			(11 68)
Sell	57 6580		02/28/11	01/19/12	362 09	374 20			(12.11)
Sell	61 7830		03/31/11	01/19/12	388 00	404 68			(16 68)
Sell	61 6090		04/30/11	01/19/12	386 90	418 94			(32 04)
Sell	59 5030		05/31/11	01/19/12	373 68	399 86			(26 18)
Sell	60 2830		06/30/11	01/19/12	378 58	406 31			(27 73)
Sell	61 7640		07/31/11	01/19/12	387 87	420 61			(32 74)
Sell	57 4300		08/31/11	01/19/12	360 66	388.80			(28 14)
Sell	67 6180		09/30/11	01/19/12	424 65	425 32			(0 67)
Sell	60 5520		10/31/11	01/19/12	380 26	390 56			(10 30)
Sell	62 9870		11/30/11	01/19/12	395 56	396 19			(0 63)
Sell	346 5190		12/29/11	01/19/12	2,176 14	2,144 95			31 19
Sub Total	1,022.6330				6,422.14	6,589.85			(167.71)

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part I, with **Box B** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
RIVERPARK/WEDGEWOOD RETAIL FUNDS Symbol. RWGFX CUSIP 76882K405									
Sell	**870.2750**		11/09/11	02/09/12	**11,017.68**	**9,842.81**			**1,174.87**
SPDR MSCI ACWI EX-US ETF Symbol CWI CUSIP 78463X848									
Sell	6,598 0000		12/07/11	01/19/12	196,352 70	195,036 88			1,315 82
Sell	1,895 0000		12/07/11	05/10/12	55,939 33	56,016 20			(76 87)
Sub Total	**8,493.0000**				**252,292.03**	**251,053.08**			**1,238.95**
VANGUARD BD INDEX FD INC INTER TERM BOND ETF Symbol BIV CUSIP. 921937819									
Sell	**1,791.0000**		06/08/11	01/19/12	**155,724.64**	**152,181.27**			**3,543.37**
VANGUARD BD INDEX FD INC TOTAL BOND MKT ETF Symbol BND CUSIP 921937835									
Sell	284 0000		08/08/11	02/09/12	23,736 74	23,617 44			119 30
Sell	253 0000		12/02/11	09/18/12	21,370 46	21,100 15			270 31
Sub Total	**537.0000**				**45,107.20**	**44,717.59**			**389.61**
VANGUARD TOTAL STOCK MKT ETF Symbol VTI CUSIP 922908769									
Sell	396 0000		12/07/11	02/09/12	27,692 22	25,597 44			2,094 78
Sell	2,468 0000		12/07/11	05/10/12	172,657 66	159,531 52			13,126 14
Sell	1,386 0000		12/07/11	05/18/12	92,222 51	89,591 04			2,631 47
Sub Total	**4,250.0000**				**292,572.39**	**274,720.00**			**17,852.39**
Short-term total Box B, Part I	**17,631.7710**				**$774,042.29**	**$749,436.44**			**$24,605.85**

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part II, with **Box B** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
AQR MANAGED FUTURES STRATEGY FUND CLASS N Symbol AQMNX CUSIP 00203H842									
Sell	2,304 3810		08/17/10	02/16/12	21,845 53	22,375 54			(530 01)
Sell	7,643 2200		08/17/10	07/25/12	75,820 74	74,215 66			1,605 08
Sub Total	**9,947.6010**				**97,666.27**	**96,591.20**			**1,075.07**
CALAMOS MARKET NEUTRAL INCOME FUND CLASS A Symbol CVSIX CUSIP 128119203									
Sell	**2,044.7920**		12/04/09	02/09/12	**25,416.76**	**23,515.11**			**1,901.65**
ISHARES BARCLAYS INTER CR BD FD Symbol CIU CUSIP 464288638									
Sell	**2,038.0000**		11/30/10	01/19/12	**218,428.64**	**218,118.38**			**310.26**
ISHARES INC MSCI JAPAN INDEX FD Symbol EWJ CUSIP 464286848									
Sell	**5,622.0000**		03/24/11	05/10/12	**52,648.85**	**59,588.70**			**(6,939.85)**
ISHARES TRUST RUSSELL TOP 200 GROWTH ETF Symbol IWY CUSIP 464289438									
Sell	**8,663.0000**		11/30/10	01/19/12	**278,076.96**	**248,454.84**			**29,622.12**
ISHARES TRUST RUSSELL TOP 200 VAL ETF Symbol IWX CUSIP 464289420									
Sell	7,304.0000		03/24/10	01/19/12	209,474 69	196,532 38			12,942 31
Sell	1,958.0000		04/14/10	01/19/12	56,154 36	54,941 48			1,212 88
Sub Total	**9,262.0000**				**265,629.05**	**251,473.86**			**14,155.19**

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box B** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
JOHN HANCOCK DISCIPLINED VALUE MID CAP FUND CLASS A Symbol JVMAX CUSIP 47803W505									
Sell	6,961.1030		03/24/10	01/19/12	80,470.35	67,244.25			13,226.10
JP MORGAN CORE BOND FUND SELECT Symbol WOBDX CUSIP 4812C0381									
Sell	2,816.2630		12/04/09	02/09/12	33,457.20	31,513.98			1,943.22
JP MORGAN HIGHBRIDGE STAT MARKET NEUTRAL FUND A Symbol HSKAX CUSIP 4812A2454									
Sell	1,292 5120		12/04/09	02/09/12	19,142 11	20,318 29			(1,176 18)
Sell	12,063 8400		12/04/09	06/13/12	175,649 51	189,643 56			(13,994 05)
Sub Total	13,356.3520				194,791.62	209,961.85			(15,170.23)
LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS A Symbol LIGRX CUSIP 543487144									
Sell	2,189.0220		12/04/09	02/09/12	27,034.42	25,633.44			1,400.98
MAINSTAY ICAP INTERNATIONAL FUND A Symbol. ICEVX CUSIP 56063J732									
Sell	408.9250		12/04/09	02/09/12	11,920.17	11,715.70			204.47
MANNING & NAPIER FD, INC WORLD OPPORTUNITIES SRS Symbol EXWAX CUSIP 563821545									
Sell	1,873.5940		12/04/09	03/06/12	13,752.18	15,026.22			(1,274.04)

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part II, with **Box B** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
OPPENHEIMER INTL BOND FD CL A Symbol OIBAX CUSIP 68380T103									
Sell	17,861 5100		12/04/09	01/19/12	112,170 28	118,243 20			(6,072 92)
Sell	76 6230		12/30/09	01/19/12	481 19	489 62			(8 43)
Sell	232 4300		12/30/09	01/19/12	1,459 66	1,485 23			(25 57)
Sell	80 0650		01/29/10	01/19/12	502 81	507 61			(4 80)
Sell	56 3450		02/26/10	01/19/12	353 85	358 92			(5 07)
Sell	66 0860		03/31/10	01/19/12	415 02	424 93			(9.91)
Sell	69 7420		04/30/10	01/19/12	437 98	449 14			(11 16)
Sell	65 3080		05/28/10	01/19/12	410 13	400 99			9 14
Sell	64 8760		06/30/10	01/19/12	407 42	402 88			4 54
Sell	60 6520		07/30/10	01/19/12	380 90	393 63			(12 73)
Sell	65 1350		08/31/10	01/19/12	409 04	425 98			(16 94)
Sell	59 8010		09/30/10	01/19/12	375 55	406 65			(31 10)
Sell	65 3080		10/29/10	01/19/12	410 14	451 28			(41 14)
Sell	64 1330		11/30/10	01/19/12	402 75	414 94			(12 19)
Sell	180 6660		12/30/10	01/19/12	1,134 59	1,179 75			(45 16)
Sell	74 6080		12/30/10	01/19/12	468 53	487 19			(18 66)
Sub Total	**19,143.2880**				**120,219.84**	**126,521.94**			**(6,302.10)**
PIMCO TOTAL RETURN FUND CLASS A Symbol PTTAX CUSIP. 693390445									
Sell	**13,840.3250**		12/04/09	01/19/12	**151,828.36**	**151,689.96**			**138.40**
PRUDENTIAL JENNISON MID-CAP GROWTH FUND INC A Symbol PEEAX CUSIP 74441C105									
Sell	2,547 2950		03/24/10	01/19/12	75,145 20	61,720 96			13,424 24
Sell	235 8840		03/24/10	06/13/12	7,062 37	5,715 47			1,346 90
Sub Total	**2,783.1790**				**82,207.57**	**67,436.43**			**14,771.14**

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part II, with **Box B** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
VANGUARD BD INDEX FD INC TOTAL BOND MKT ETF Symbol. BND CUSIP 921937835									
Sell	2,837.0000		08/08/11	09/18/12	239,636.30	235,924.92			3,711.38
VANGUARD FTSE EMERGING MARKETS ETF Symbol VWO CUSIP 922042858									
Sell	2,021.0000		11/30/10	01/19/12	84,174.65	92,309.18			(8,134.53)
VIRTUS MULTI-SECTOR SHORT TERM BOND FUND - CLASS A Symbol. NARAX CUSIP 92828R644									
Sell	3,739.7490		12/04/09	02/09/12	18,062.99	17,090.65			972.34
Long-term total Box B, Part II	109,547.1930				$1,995,422.18	$1,949,810.61			$45,611.57

Type of Gain/Loss: Undetermined.

Transactions reported on Form 1099-B - basis **Not** reported to the IRS and Short- or Long-Term Determination is Unknown (to Broker); Report on Form 8949, in either Part I or Part II as appropriate, **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
ISHARES GOLD TRUST ETF Symbol. IAU CUSIP 464285105									
Return of Principal				12/31/12	51.43				*Not Calculated*
Term Unknown total Box B					$51.43				
Total					$3,274,439.71				

2012 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

This section summarizes your realized gain/loss for transactions reported on Form 1099-B and those transactions not reported on Form 1099-B

- *Transactions with box A checked were reported to the IRS on Form 1099-B with cost basis*
- *Transactions with box B checked were reported to the IRS on Form 1099-B without cost basis*
- *Transactions with box C checked were not reported to the IRS on Form 1099-B*

For transactions where term is unknown to UBS, please rely on the confirmations previously provided to you as your official record

Net gain or loss subtotal and total amounts with symbol (2) do not include tax lots where gain or loss was not calculated

Description	Sale amount	Cost/other basis	Wash sale loss disallowed	Net Gain/Loss
Short-term Gain/Loss				
Short-term totals with box A checked in Part I	504,923 81	501,879 85		3,043 96
Short-term totals with box B checked in Part I	774,042 29	749,436 44		24,605 85
Total short-term	$1,278,966 10	$1,251,316 29		$27,649 81
Long-term Gain/Loss				
Long-term totals with box B checked in Part II	1,995,422 18	1,949,810 61		45,611 57
Total long-term	$1,995,422 18	$1,949,810 61		$45,611 57
Sub Total	**$3,274,388.28**	**$3,201,126.90**		**$73,261.38**
Term Unknown Gain/Loss				
Term unknown totals with box B checked	51 43			
Totals	**$3,274,439.71**	**$3,201,126.90**		**$73,261.38**

Details for Items Reported on Forms 1099

Dividends and Distributions Details Reported on Form 1099-DIV

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified We do not compute the holding period required for a qualified dividend It is the responsibility of the taxpayer to determine whether the holding period requirements have been met To assist you, we include the ex-dividend date information if available

Security description	CUSIP	Activity Description	Ex Date	Payment Date	Amount
BLACKROCK HIGH YIELD BOND A	091929679	Dividend		05/31/12	569 49
		Dividend		06/29/12	1,068 54
		Dividend		07/31/12	1,060 86
		Dividend		08/31/12	1,109 73
		Dividend		09/28/12	1,049 27
		Dividend		10/31/12	718 53
				Sub-Total:	**$ 5,576.42**
CALAMOS MARKET NEUTRAL INCOME FUND CLASS A	128119203	Dividend	03/22/12	03/22/12	85 58
		Qualified Dividend	03/22/12	03/22/12	262 45
		Dividend	06/21/12	06/21/12	122 21
		Qualified Dividend	06/21/12	06/21/12	374 80

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
DANNY JOE SHELDON
350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BLACKROCK HI YIELD BD PTF A	CUSIP: 091929679		Symbol (Box 1d): BHYAX					
	26,277 228	05/10/12	12/10/12	$212,056 97	$204,434 21	$0 00	$7,622 76	$0 00
	74 834	05/31/12	12/10/12	$603 91	$569 49	$0 00	$34 42	$0 00
	138 591	06/29/12	12/10/12	$1,118 43	$1,068 54	$0 00	$49 89	$0 00
	135 834	07/31/12	12/10/12	$1,096 18	$1,060 85	$0 00	$35 33	$0 00
	140.829	08/31/12	12/10/12	$1,136 49	$1,109 72	$0.00	$26 77	$0 00
	132 150	09/28/12	12/10/12	$1,066 45	$1,049 26	$0 00	$17 19	$0 00
	42 655	10/31/12	12/10/12	$344 23	$340 39	$0 00	$3 84	$0 00
	136.291	11/30/12	12/10/12	$1,100.12	$1,090.33	$0.00	$9.79	$0.00
Security Subtotal	**27,078.412**			**$218,522.78**	**$210,722.79**	**$0.00**	**$7,799.99**	**$0.00**
CALAMOS MARKET NEUTRAL INC A	CUSIP: 128119203		Symbol (Box 1d): CVSIX					
	27 909	03/22/12	12/10/12	$354 16	$348 03	$0 00	$6 13	$0 00
	40 244	06/21/12	12/10/12	$510 70	$497 01	$0 00	$13 69	$0 00
	43.757	09/20/12	12/10/12	$555.42	$560.53	$0.00	($5.11)	$0.00
Security Subtotal	**111.910**			**$1,420.28**	**$1,405.57**	**$0.00**	**$14.71**	**$0.00**
FMI LARGE CAP FUND	CUSIP: 302933205		Symbol (Box 1d): FMIHX					
	7,353 109	01/19/12	11/21/12	$122,796 85	$118,017 40	$0 00	$4,779 45	$0 00
	69 890	10/31/12	11/21/12	$1,167 16	$1,174 15	$0 00	($6 99)	$0 00
	96 077	10/31/12	11/21/12	$1,604 48	$1,614 09	$0.00	($9 61)	$0.00
	105.308	10/31/12	11/21/12	$1,758.78	$1,769.18	$0.00	($10.40)	$0.00
Security Subtotal	**7,624.384**			**$127,327.27**	**$122,574.82**	**$0.00**	**$4,752.45**	**$0.00**
ISHARES MSCI EAFE FUND	CUSIP: 464287465		Symbol (Box 1d): EFA					
	1,807 000	09/18/12	12/10/12	$100,253 54	$98,752 19	$0 00	$1,501 35	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
DANNY JOE SHELDON
350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
JOHN HANCOCK GLB ABS RET STR A	CUSIP: 47804M886		Symbol (Box 1d): JHAAX					
	19,563 737	06/13/12	11/20/12	$209,136 35	$204,439 10	$0 00	$4,697 25	$0 00
JP MORGAN CORE BOND SEL	CUSIP: 4812C0381		Symbol (Box 1d): WOBDX					
	56 516	01/03/12	12/10/12	$686 10	$668 58	$0 00	$17 52	$0 00
	51 434	01/31/12	12/10/12	$624 41	$613 09	$0 00	$11 32	$0 00
	42 636	02/29/12	12/10/12	$517 60	$508.22	$0 00	$9.38	$0 00
	44.424	03/30/12	12/10/12	$539 31	$525 98	$0 00	$13 33	$0 00
	40 029	04/30/12	12/10/12	$485 95	$477 95	$0 00	$8.00	$0 00
	39 893	05/31/12	12/10/12	$484.30	$479 11	$0.00	$5 19	$0.00
	38 675	06/29/12	12/10/12	$469 51	$463 71	$0 00	$5 80	$0 00
	41 156	07/31/12	12/10/12	$499 63	$497 99	$0 00	$1 64	$0 00
	38.476	08/31/12	12/10/12	$467 10	$465 94	$0 00	$1 16	$0 00
	37 157	09/28/12	12/10/12	$451 09	$450.34	$0 00	$0 75	$0 00
	35 861	10/31/12	12/10/12	$435 35	$434 63	$0 00	$0 72	$0 00
	35.908	11/30/12	12/10/12	$436.09	$435.56	$0.00	$0.53	$0.00
Security Subtotal	**502.165**			**$6,096.44**	**$6,021.10**	**$0.00**	**$75.34**	**$0.00**
LOOMIS INVESTMENT GRADE BD A	CUSIP: 543487144		Symbol (Box 1d): LIGRX					
	51 955	02/01/12	12/10/12	$667 62	$640 09	$0 00	$27.53	$0 00
	42.698	03/01/12	12/10/12	$548 67	$530 74	$0 00	$17 93	$0.00
	43 025	04/02/12	12/10/12	$552 87	$532 65	$0 00	$20 22	$0 00
	42 592	05/01/12	12/10/12	$547 31	$528 57	$0 00	$18 74	$0 00
	44.341	06/01/12	12/10/12	$569 78	$540 07	$0 00	$29 71	$0 00
	43.047	07/02/12	12/10/12	$553.15	$531 20	$0.00	$21 95	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
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Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LOOMIS INVESTMENT GRADE BD A	43 083	08/01/12	12/10/12	$553 62	$535 52	$0 00	$18 10	$0 00
	43 923	09/04/12	12/10/12	$564.41	$550 79	$0 00	$13 62	$0 00
	40 612	10/01/12	12/10/12	$521 86	$517 40	$0 00	$4.46	$0 00
	40 268	11/01/12	12/10/12	$517.44	$514 22	$0.00	$3 22	$0 00
	41.298	12/03/12	12/10/12	$530.80	$528.20	$0.00	$2.60	$0.00
Security Subtotal	**476.842**			**$6,127.53**	**$5,949.45**	**$0.00**	**$178.08**	**$0.00**
MAINSTAY ICAP INTL A	**CUSIP:** 56063J732		**Symbol (Box 1d):** ICEVX					
	5,874 146	01/19/12	12/10/12	$170,937 59	$162,537 62	$0.00	$8,399 97	$0 00
	164.492	12/07/12	12/10/12	$4,786.81	$4,776.84	$0.00	$9.97	$0.00
Security Subtotal	**6,038.638**			**$175,724.40**	**$167,314.46**	**$0.00**	**$8,409.94**	**$0.00**
MAINSTAY MARKETFIELD I	**CUSIP:** 56064B852		**Symbol (Box 1d):** MFLDX					
	7,697 502	02/16/12	11/20/12	$119,388 26	$111,305 88	$0 00	$8,082 38	$0 00
MANNING&NAPIER WORLD OPPORT A	**CUSIP:** 563821545		**Symbol (Box 1d):** EXWAX					
	18,239 176	01/19/12	12/10/12	$140,259 26	$128,766 76	$0 00	$11,492.50	$0 00
	22.608	09/17/12	12/10/12	$173.85	$173.63	$0.00	$0.22	$0.00
Security Subtotal	**18,261.784**			**$140,433.11**	**$128,940.39**	**$0.00**	**$11,492.72**	**$0.00**
PARADIGM VALUE FUND	**CUSIP:** 69901E104		**Symbol (Box 1d):** PVFAX					
	2,362 170	01/19/12	11/20/12	$125,313 12	$130,344 54	$0.00	($5,031 42)	$0 00
PIMCO TOTAL RETURN A	**CUSIP:** 693390445		**Symbol (Box 1d):** PTTAX					
	61 730	01/31/12	12/10/12	$719.15	$686 44	$0 00	$32 71	$0 00
	35 519	02/29/12	12/10/12	$413 80	$394 97	$0 00	$18 83	$0.00
	44.665	03/30/12	12/10/12	$520 35	$495 33	$0 00	$25 02	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

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Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number. 390 048012 604

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PIMCO TOTAL RETURN A	41.028	04/30/12	12/10/12	$477 98	$460 33	$0 00	$17 65	$0 00
	45 543	05/31/12	12/10/12	$530 58	$513 73	$0 00	$16 85	$0 00
	40 082	06/29/12	12/10/12	$466 96	$452 93	$0 00	$14 03	$0 00
	31 203	07/31/12	12/10/12	$363 51	$357 90	$0 00	$5 61	$0 00
	33 299	08/31/12	12/10/12	$387 93	$382 94	$0 00	$4.99	$0.00
	26.831	09/28/12	12/10/12	$312 58	$310 70	$0.00	$1 88	$0 00
	17.160	10/31/12	12/10/12	$199 91	$198 88	$0.00	$1 03	$0 00
	41.811	11/30/12	12/10/12	$487.08	$485.84	$0.00	$1.24	$0.00
Security Subtotal	**418.871**			**$4,879.83**	**$4,739.99**	**$0.00**	**$139.84**	**$0.00**
POWERSHARES SENIOR LOAN PORT	**CUSIP:** 73936Q769		**Symbol (Box 1d):** BKLN					
	8,270 000	05/10/12	12/10/12	$206,167 31	$204,765 20	$0 00	$1,402 11	$0.00
RIVER PARK WEDGEWOOD RETAIL	**CUSIP:** 76882K405		**Symbol (Box 1d):** RWGFX					
	9,344 322	01/19/12	11/20/12	$125,307 44	$113,812.91	$0.00	$11,494 53	$0 00
SPDR BARCLAYS CAPITAL 1-3 MONT	**CUSIP:** 78464A680		**Symbol (Box 1d):** BIL					
	1,099 000	05/24/12	12/10/12	$50,346 26	$50,364 09	$0 00	($17.83)	$0 00
	1,572.000	07/25/12	12/10/12	$72,014.84	$72,038.94	$0.00	($24.10)	$0.00
Security Subtotal	**2,671.000**			**$122,361.10**	**$122,403.03**	**$0.00**	**($41.93)**	**$0.00**
SPDR TRUST SERIES 1	**CUSIP:** 78462F103		**Symbol (Box 1d):** SPY					
	2,246 000	01/19/12	12/10/12	$320,137 89	$295,146 86	$0 00	$24,991 03	$0 00
TEMPLETON GLOBAL BD FD A	**CUSIP:** 880208103		**Symbol (Box 1d):** TPINX					
	53 716	01/17/12	12/10/12	$731 61	$678 96	$0.00	$52 65	$0 00
	51 798	02/15/12	12/10/12	$705 49	$681 66	$0 00	$23 83	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
DANNY JOE SHELDON
350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TEMPLETON GLOBAL BD FD A	51 798	03/15/12	12/10/12	$705 49	$684 25	$0 00	$21 24	$0 00
	52 956	04/16/12	12/10/12	$721 26	$686 84	$0 00	$34 42	$0 00
	54 591	05/15/12	12/10/12	$743 53	$689 48	$0 00	$54 05	$0 00
	55 068	06/15/12	12/10/12	$750 03	$692 20	$0 00	$57 83	$0.00
	53 832	07/16/12	12/10/12	$733 19	$694 97	$0 00	$38 22	$0.00
	52 853	08/15/12	12/10/12	$719 86	$697 66	$0 00	$22 20	$0 00
	41 903	09/17/12	12/10/12	$570 72	$560 24	$0 00	$10 48	$0 00
	41 778	10/15/12	12/10/12	$569 02	$561 91	$0 00	$7.11	$0 00
	41.965	11/15/12	12/10/12	$571.57	$563.59	$0.00	$7.98	$0.00
Security Subtotal	**552.258**			**$7,521.77**	**$7,191.76**	**$0.00**	**$330.01**	**$0.00**
VANGUARD TOTAL BOND MARKET	CUSIP: 921937835		Symbol (Box 1d): BND					
	2,028 000	01/19/12	12/10/12	$172,112 50	$169,439 40	$0 00	$2,673 10	$0 00
VANGUARD TTL STK MKT ETF	CUSIP: 922908769		Symbol (Box 1d): VTI					
	1,555 000	01/19/12	12/10/12	$113,733 26	$105,040 10	$0 00	$8,693 16	$0 00
	1,321.000	09/18/12	12/10/12	$96,618.41	$99,075.00	$0.00	($2,456.59)	$0.00
Security Subtotal	**2,876.000**			**$210,351.67**	**$204,115.10**	**$0.00**	**$6,236.57**	**$0.00**
VIRTUS MULTI SECT SHT TRM BD A	CUSIP: 92828R644		Symbol (Box 1d): NARAX					
	25,210 757	01/19/12	12/10/12	$125,045.10	$120,252 79	$0 00	$4,792 31	$0 00
	216 364	01/31/12	12/10/12	$1,073 16	$1,040 69	$0 00	$32 47	$0 00
	297 243	02/29/12	12/10/12	$1,474 32	$1,444 57	$0 00	$29 75	$0 00
	300 433	03/30/12	12/10/12	$1,490 14	$1,457 07	$0 00	$33 07	$0 00
	258 918	04/30/12	12/10/12	$1,284 23	$1,258 32	$0.00	$25 91	$0 00
	272 253	05/31/12	12/10/12	$1,350 37	$1,304 06	$0 00	$46 31	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VIRTUS MULTI SECT SHT TRM BD A	280 456	06/29/12	12/10/12	$1,391 06	$1,351 80	$0 00	$39 26	$0 00
	247 986	07/31/12	12/10/12	$1,230 01	$1,205 19	$0 00	$24.82	$0 00
	280 994	08/31/12	12/10/12	$1,393 73	$1,374 03	$0 00	$19 70	$0.00
	228.704	09/28/12	12/10/12	$1,134 37	$1,129 80	$0 00	$4 57	$0 00
	82 008	10/31/12	12/10/12	$406 76	$405 12	$0 00	$1 64	$0.00
	263.283	11/30/12	12/10/12	$1,306.67	$1,300.62	$0.00	$6.05	$0.00
Security Subtotal	27,939.399			$138,579.92	$133,524.06	$0.00	$5,055.86	$0.00
Total Short Term Covered Securities				**$2,537,162.51**	**$2,442,908.60**	**$0.00**	**$94,253.91**	**$0.00**

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AQR MNGD FUTURES STRAT INST	CUSIP: 00203H842	Symbol (Box 1d): AQMNX							
	60 123	12/19/11	11/20/12	$560 36	$580 79	$0 00	($20 43)	$0 00	
	30 488	12/19/11	11/20/12	$284.15	$294 51	$0 00	($10 36)	$0 00	
	3.729	12/19/11	11/20/12	$34.75	$36.02	$0.00	($1.27)	$0.00	
Security Subtotal	94.340			$879.26	$911.32	$0.00	($32.06) •	$0.00	
ARBITRAGE FUND R	CUSIP: 03875R106	Symbol (Box 1d): ARBFX							
	2 791	12/19/11	11/20/12	$35 17	$35 78	$0 00	($0 61)	$0 00	
	340.544	12/19/11	11/20/12	$4,290.85	$4,365.74	$0.00	($74.89)	$0.00	
Security Subtotal	343.335			$4,326.02	$4,401.52	$0.00	($75.50) •	$0.00	

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities (Continued) # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CALAMOS MARKET NEUTRAL INC A	CUSIP: 128119203		Symbol (Box 1d): CVSIX						
	68 842	12/22/11	12/10/12	$873 60	$831 60	$0 00	$42 00	$0 00	
FMI LARGE CAP FUND	CUSIP: 302933205		Symbol (Box 1d): FMIHX						
	32 173	12/30/11	11/21/12	$537 29	$492.57	$0 00	$44 72	$0 00	
	24 722	12/30/11	11/21/12	$412 86	$378 49	$0 00	$34 37	$0 00	
	3.393	12/30/11	11/21/12	$56.66	$51.95	$0.00	$4.71	$0.00	
Security Subtotal	**60.288**			**$1,006.81**	**$923.01**	**$0.00**	**$83.80**	**$0.00**	
ISHARES GOLD TRUST	CUSIP: 464285105		Symbol (Box 1d):						
	0 000		10/31/12	$54 48	$0 00	$0 00	$0 00	$0 00	CT
	0 000		11/30/12	$51 76	$0 00	$0 00	$0 00	$0 00	CT
	15.320.000	09/18/12	12/10/12	$255.095.26	$264.576.40	$0.00	($9.481.14)	$0.00	
Security Subtotal	**15,320.000**			**$255,201.50**	**$264,576.40**	**$0.00**	**($9,481.14)**	**$0.00**	
JOHN HANCOCK DISC VAL MDCP A	CUSIP: 47803W505		Symbol (Box 1d): JVMAX						
	20 122	12/16/11	11/20/12	$247.50	$212 89	$0 00	$34 61	$0 00	
	38.478	12/16/11	11/20/12	$473.39	$407.10	$0.00	$66.29	$0.00	
Security Subtotal	**58.600**			**$720.89**	**$619.99**	**$0.00**	**$100.90**	**$0.00**	
JP MORGAN CORE BOND SEL	CUSIP: 4812C0381		Symbol (Box 1d): WOBDX						
	35 495	12/16/11	12/10/12	$430 91	$420 62	$0 00	$10 29	$0 00	

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Morgan Stanley

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Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Continued) (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
LOOMIS INVESTMENT GRADE BD A	CUSIP: 543487144		Symbol (Box 1d): LIGRX						
	133 768	12/30/11	12/10/12	$1,718 92	$1,587 83	$0 00	$131 09	$0 00	
	97 455	12/30/11	12/10/12	$1,252 30	$1,156 78	$0 00	$95 52	$0 00	
	34.573	12/30/11	12/10/12	$444.26	$410.38	$0.00	$33.88	$0.00	
Security Subtotal	**265.796**			**$3,415.48**	**$3,154.99**	**$0.00**	**$260.49**	**$0.00**	
MANNING&NAPIER WORLD OPPORT A	CUSIP: 563821545		Symbol (Box 1d): EXWAX						
	682 347	12/15/11	12/10/12	$5,247 25	$4,387 42	$0.00	$859 83	$0.00	
	820.126	12/15/11	12/10/12	$6,306.77	$5,273.33	$0.00	$1,033.44	$0.00	
Security Subtotal	**1,502.473**			**$11,554.02**	**$9,660.75**	**$0.00**	**$1,893.27**	**$0.00**	
PIMCO TOTAL RETURN A	CUSIP: 693390445		Symbol (Box 1d): PTTAX						
	177 671	12/28/11	12/10/12	$2,069 87	$1,924 18	$0 00	$145 69	$0 00	
	76.829	12/30/11	12/10/12	$895.06	$835.12	$0.00	$59.94	$0.00	
Security Subtotal	**254.500**			**$2,964.93**	**$2,759.30**	**$0.00**	**$205.63**	**$0.00**	
TEMPLETON GLOBAL BD FD A	CUSIP: 880208103		Symbol (Box 1d): TPINX						
	84 964	12/19/11	12/10/12	$1,157 21	$1,045.06	$0 00	$112 15	$0 00	
	265.863	12/19/11	12/10/12	$3,621.05	$3,270.09	$0.00	$350.96	$0.00	
Security Subtotal	**350.827**			**$4,778.26**	**$4,315.15**	**$0.00**	**$463.11**	**$0.00**	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Continued)
(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
VIRTUS MULTI SECT SHT TRM BD A	CUSIP: 92828R644	Symbol (Box 1d): NARAX							
	223 556	12/30/11	12/10/12	$1,108 84	$1,057 42	$0 00	$51.42	$0 00	
Total Short Term Noncovered Securities				**$287,260.52**	**$293,632.07**	**$0.00**	**($6,477.79)**	**$0.00**	
Total Short Term Covered and Noncovered Securities				**$2,824,423.03**	**$2,736,540.67**	**$0.00**	**$87,776.12**	**$0.00**	

Long Term - Covered Securities
(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SPDR TRUST SERIES 1	CUSIP: 78462F103	Symbol (Box 1d): SPY						
	1,071 000	08/08/11	12/10/12	$152,657 02	$121,653 07	$0 00	$31,003 95	$0 00
Total Long Term Covered Securities				**$152,657.02**	**$121,653.07**	**$0.00**	**$31,003.95**	**$0.00**

Long Term - Noncovered Securities
(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AQR MNGD FUTURES STRAT INST	CUSIP: 00203H842	Symbol (Box 1d): AQMNX							
	6,666 523	08/17/10	11/20/12	$62,131 99	$64,731 94	$0 00	($2,599 95)	$0.00	

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Morgan Stanley

Corporate Tax Statement
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AQR MNGD FUTURES STRAT INST	74 144	12/20/10	11/20/12	$691 02	$749 60	$0 00	($58 58)	$0 00	
	129 132	12/20/10	11/20/12	$1,203 51	$1,305 51	$0 00	($102 00)	$0 00	
	171.660	12/20/10	11/20/12	$1,599.87	$1,735.47	$0.00	($135.60)	$0.00	
Security Subtotal	**7,041.459**			**$65,626.39**	**$68,522.52**	**$0.00**	**($2,896.13)**	**$0.00**	
ARBITRAGE FUND R	CUSIP: 03875R106		Symbol (Box 1d): ARBFX						
	14,906 853	06/30/11	11/20/12	$187,826 35	$191,702 13	$0 00	($3,875 78)	$0 00	
CALAMOS MARKET NEUTRAL INC A	CUSIP: 128119203		Symbol (Box 1d): CVSIX						
	13,376 636	12/04/09	12/10/12	$169,749 38	$153,829 98	$0 00	$15,919.40	$0 00	
	54.809	12/17/09	12/10/12	$695 53	$628 11	$0 00	$67 42	$0 00	
	17 262	03/18/10	12/10/12	$219 05	$201.97	$0 00	$17 08	$0 00	
	35 212	06/17/10	12/10/12	$446 84	$402 83	$0 00	$44 01	$0 00	
	64 902	09/16/10	12/10/12	$823 61	$752 21	$0 00	$71 40	$0.00	
	86 484	12/16/10	12/10/12	$1,097 48	$1,030 89	$0 00	$66.59	$0 00	
	52 533	03/17/11	12/10/12	$666 64	$628 29	$0 00	$38 35	$0 00	
	61 842	06/16/11	12/10/12	$784.77	$741 49	$0 00	$43.28	$0 00	
	63.799	09/22/11	12/10/12	$809.61	$746.45	$0.00	$63.16	$0.00	
Security Subtotal	**13,813.479**			**$175,292.91**	**$158,962.22**	**$0.00**	**$16,330.69**	**$0.00**	
FMI LARGE CAP FUND	CUSIP: 302933205		Symbol (Box 1d): FMIHX						
	6,185 776	11/03/11	11/21/12	$103,302 40	$95,693 95	$0 00	$7,608 45	$0 00	
JOHN HANCOCK DISC VAL MDCP A	CUSIP: 47803W505		Symbol (Box 1d): JVMAX						
	11,326 888	03/24/10	11/20/12	$139,320 61	$109,417 74	$0 00	$29,902.87	$0.00	
	17.078	12/21/10	11/20/12	$210.06	$185.81	$0.00	$24.25	$0.00	
Security Subtotal	**11,343.966**			**$139,530.67**	**$109,603.55**	**$0.00**	**$29,927.12**	**$0.00**	

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Morgan Stanley

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Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
JP MORGAN CORE BOND SEL	CUSIP: 4812C0381	Symbol (Box 1d): WOBDX							
	8,230 463	12/04/09	12/10/12	$99,917 74	$92,098 06	$0 00	$7,819 68	$0 00	
	57 338	01/04/10	12/10/12	$696 08	$636 45	$0.00	$59 63	$0 00	
	45.012	02/01/10	12/10/12	$546 45	$505 03	$0 00	$41 42	$0 00	
	42 914	03/01/10	12/10/12	$520 98	$481 50	$0 00	$39 48	$0 00	
	36 357	04/01/10	12/10/12	$441 37	$406 83	$0 00	$34 54	$0 00	
	40 728	05/03/10	12/10/12	$494 44	$459 00	$0 00	$35 44	$0 00	
	40 570	06/01/10	12/10/12	$492 52	$460 47	$0 00	$32 05	$0.00	
	36.949	07/01/10	12/10/12	$448 56	$423 44	$0 00	$25 12	$0 00	
	42 411	08/02/10	12/10/12	$514 87	$489 00	$0 00	$25 87	$0 00	
	38.788	09/01/10	12/10/12	$470 89	$451 88	$0 00	$19 01	$0 00	
	39 947	10/01/10	12/10/12	$484 96	$466.18	$0 00	$18 78	$0 00	
	41 113	11/01/10	12/10/12	$499 11	$480 61	$0 00	$18 50	$0 00	
	41 491	12/01/10	12/10/12	$503 70	$482 13	$0 00	$21 57	$0 00	
	44 486	01/03/11	12/10/12	$540 06	$509 81	$0 00	$30 25	$0 00	
	42 348	02/01/11	12/10/12	$514 10	$485 31	$0.00	$28 79	$0 00	
	41.373	03/01/11	12/10/12	$502 27	$473 72	$0 00	$28 55	$0 00	
	6,852 727	03/31/11	12/10/12	$83,192 04	$78,257 46	$0 00	$4,934 58	$0 00	
	42 768	04/01/11	12/10/12	$519.20	$488 41	$0 00	$30 79	$0 00	
	62 799	04/29/11	12/10/12	$762 38	$723 44	$0 00	$38 94	$0 00	
	64 244	05/31/11	12/10/12	$779 92	$745.87	$0.00	$34 05	$0 00	
	61 281	06/30/11	12/10/12	$743 95	$707 80	$0 00	$36.15	$0 00	
	58 945	07/29/11	12/10/12	$715 59	$689 66	$0 00	$25 93	$0 00	
	62 011	08/31/11	12/10/12	$752 81	$732.35	$0 00	$20 46	$0 00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
DANNY JOE SHELDON
350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued)

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
JP MORGAN CORE BOND SEL	62 042	09/30/11	12/10/12	$753 19	$734 58	$0 00	$18 61	$0 00	
	62.337	11/01/11	12/10/12	$756 77	$736 82	$0 00	$19 95	$0 00	
	59.203	12/01/11	12/10/12	$718.72	$698.00	$0.00	$20.72	$0.00	
Security Subtotal	**16,250.645**			**$197,282.67**	**$183,823.81**	**$0.00**	**$13,458.86**	**$0.00**	
LOOMIS INVESTMENT GRADE BD A	CUSIP: 543487144		Symbol (Box 1d): LIGRX						
	688 665	12/04/09	12/10/12	$8,849 34	$8,064 27	$0 00	$785 07	$0.00	
	37 582	01/06/10	12/10/12	$482 93	$438 96	$0 00	$43 97	$0 00	
	19 451	01/06/10	12/10/12	$249 95	$227 19	$0.00	$22 76	$0 00	
	9,105 591	01/12/10	12/10/12	$117,006 75	$108,447 59	$0 00	$8,559 16	$0 00	
	74 552	02/04/10	12/10/12	$957 99	$879 71	$0 00	$78 28	$0 00	
	71.122	03/04/10	12/10/12	$913 92	$844 22	$0.00	$69 70	$0 00	
	72 211	04/07/10	12/10/12	$927 91	$867 25	$0.00	$60 66	$0 00	
	70 692	05/10/10	12/10/12	$908 39	$858 19	$0.00	$50 20	$0 00	
	56 564	06/04/10	12/10/12	$726 85	$671.41	$0.00	$55 44	$0 00	
	55.743	07/07/10	12/10/12	$716 30	$668 36	$0 00	$47 94	$0.00	
	49 451	08/05/10	12/10/12	$635.44	$607 75	$0 00	$27 69	$0.00	
	54 225	09/07/10	12/10/12	$696 79	$667.51	$0 00	$29 28	$0 00	
	54 585	10/06/10	12/10/12	$701 42	$684 50	$0 00	$16 92	$0 00	
	55 550	11/05/10	12/10/12	$713 82	$701 60	$0 00	$12 22	$0 00	
	58 136	12/06/10	12/10/12	$747 05	$717 40	$0 00	$29 65	$0 00	
	168 147	01/05/11	12/10/12	$2,160 69	$2,014 38	$0 00	$146 31	$0 00	
	150 550	01/05/11	12/10/12	$1,934 57	$1,803 59	$0 00	$130 98	$0 00	
	67 454	01/05/11	12/10/12	$866 78	$808 10	$0 00	$58 68	$0 00	
	62 823	02/04/11	12/10/12	$807 27	$763 30	$0 00	$43 97	$0 00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
DANNY JOE SHELDON
350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
LOOMIS INVESTMENT GRADE BD A	60 847	03/04/11	12/10/12	$781 88	$745 38	$0 00	$36 50	$0.00	
	63 020	04/06/11	12/10/12	$809 81	$772 63	$0 00	$37 18	$0 00	
	60 801	05/02/11	12/10/12	$781 29	$760.61	$0 00	$20 68	$0 00	
	60 119	06/01/11	12/10/12	$772 53	$754 49	$0.00	$18 04	$0 00	
	62 025	07/01/11	12/10/12	$797 02	$769 72	$0 00	$27 30	$0 00	
	60.630	08/01/11	12/10/12	$779 09	$765 14	$0 00	$13 95	$0.00	
	60 388	09/01/11	12/10/12	$775 99	$754 25	$0.00	$21 74	$0.00	
	58 798	10/03/11	12/10/12	$755 55	$709 10	$0 00	$46 45	$0 00	
	60 556	11/07/11	12/10/12	$778 14	$746 05	$0 00	$32 09	$0 00	
	61.997	12/06/11	12/10/12	$796.66	$745.82	$0.00	$50.84	$0.00	
Security Subtotal	11,582.275			$148,832.12	$138,258.47	$0.00	$10,573.65	$0.00	
MAINSTAY ICAP INTL A		CUSIP: 56063J732	Symbol (Box 1d): ICEVX						
	3,210 751	12/04/09	12/10/12	$93,432 82	$91,988 02	$0 00	$1,444 80	$0 00	
	79 421	06/29/10	12/10/12	$2,311 15	$1,891 01	$0 00	$420 14	$0 00	
	11 352	12/13/10	12/10/12	$330 34	$333 29	$0 00	($2 95)	$0 00	
	89.070	06/29/11	12/10/12	$2,591 94	$2,723 75	$0 00	($131 81)	$0 00	
	1.676	12/07/11	12/10/12	$48.77	$45.20	$0.00	$3.57	$0.00	
Security Subtotal	3,392.270			$98,715.02	$96,981.27	$0.00	$1,733.75	$0.00	
MANNING&NAPIER WORLD OPPORT A		CUSIP: 563821545	Symbol (Box 1d): EXWAX						
	15,357 940	12/04/09	12/10/12	$118,102 56	$123,170 68	$0 00	($5,068 12)	$0 00	
	83 387	12/15/09	12/10/12	$641 25	$662 08	$0 00	($20 83)	$0 00	
	161 489	09/15/10	12/10/12	$1,241 85	$1,290 30	$0 00	($48 45)	$0 00	
	13 790	09/15/10	12/10/12	$106 05	$110 18	$0 00	($4 13)	$0 00	
	133 036	12/15/10	12/10/12	$1,023 05	$1,120 15	$0 00	($97 10)	$0.00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
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350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

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Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued) (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
MANNING&NAPIER WORLD	257 757	12/15/10	12/10/12	$1,982 15	$2,170 29	$0 00	($188 14)	$0.00	
	306 951	12/15/10	12/10/12	$2,360 45	$2,584 53	$0 00	($224 08)	$0 00	
	71 055	09/15/11	12/10/12	$546 41	$532 91	$0.00	$13 50	$0 00	
	45.105	09/15/11	12/10/12	$346.86	$338.29	$0.00	$8.57	$0.00	
Security Subtotal	16,430.510			$126,350.63	$131,979.41	$0.00	($5,628.78)	$0.00	
PIMCO TOTAL RETURN A	CUSIP: 693390445		Symbol (Box 1d): PTTAX						
	11,994 076	12/04/09	12/10/12	$139,730 99	$131,453 87	$0 00	$8,277 12	$0 00	
	91.848	12/09/09	12/10/12	$1,070 03	$1,000 22	$0 00	$69 81	$0 00	
	330 190	12/09/09	12/10/12	$3,846 71	$3,595 77	$0 00	$250 94	$0.00	
	88 744	12/31/09	12/10/12	$1,033 87	$958.44	$0 00	$75 43	$0.00	
	78.850	01/29/10	12/10/12	$918 60	$864 20	$0.00	$54 40	$0 00	
	71 437	02/26/10	12/10/12	$832 24	$785 09	$0 00	$47 15	$0.00	
	74 053	03/31/10	12/10/12	$862 72	$817 55	$0 00	$45 17	$0 00	
	70 257	04/30/10	12/10/12	$818 49	$781 95	$0 00	$36 54	$0 00	
	60 070	05/28/10	12/10/12	$699 82	$666 78	$0 00	$33 04	$0 00	
	67 111	06/30/10	12/10/12	$781 84	$755 67	$0 00	$26 17	$0 00	
	70 966	07/30/10	12/10/12	$826 75	$809 01	$0 00	$17 74	$0 00	
	64 970	08/31/10	12/10/12	$756 90	$749 75	$0 00	$7 15	$0 00	
	66 768	09/30/10	12/10/12	$777 85	$774 51	$0 00	$3 34	$0 00	
	73 689	10/29/10	12/10/12	$858 48	$861 42	$0 00	($2.94)	$0 00	
	77 885	11/30/10	12/10/12	$907 36	$894.90	$0 00	$12 46	$0 00	
	483 835	12/08/10	12/10/12	$5,636 68	$5,225 42	$0 00	$411 26	$0 00	
	1,058.146	12/08/10	12/10/12	$12,327 40	$11,427.98	$0 00	$899 42	$0 00	
	89.106	12/31/10	12/10/12	$1,038 08	$966 79	$0 00	$71.29	$0 00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
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CHANHASSEN MN 55317-9524

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
PIMCO TOTAL RETURN A	72 022	01/31/11	12/10/12	$839 06	$781 44	$0 00	$57 62	$0 00	
	75 423	02/28/11	12/10/12	$878 68	$820 59	$0 00	$58 09	$0.00	
	77 653	03/31/11	12/10/12	$904 66	$844 86	$0 00	$59 80	$0 00	
	77 567	04/30/11	12/10/12	$903.66	$855 56	$0.00	$48 10	$0.00	
	79 598	05/31/11	12/10/12	$927 32	$880.35	$0 00	$46 97	$0.00	
	76 264	06/30/11	12/10/12	$888 48	$838 13	$0 00	$50 35	$0 00	
	70 497	07/31/11	12/10/12	$821 29	$782 52	$0 00	$38 77	$0 00	
	65 331	08/31/11	12/10/12	$761.11	$719 29	$0 00	$41 82	$0 00	
	73 801	09/30/11	12/10/12	$859 78	$796 31	$0 00	$63 47	$0 00	
	73 642	10/31/11	12/10/12	$857 93	$803 43	$0 00	$54 50	$0 00	
	81.324	11/30/11	12/10/12	$947.42	$876.66	$0.00	$70.76	$0.00	
Security Subtotal	**15,735.123**			**$183,314.20**	**$172,388.46**	**$0.00**	**$10,925.74**	**$0.00**	
PRUDENTIAL JENNISON MD CP GW A		**CUSIP:** 74441C105	**Symbol (Box 1d):** PEEAX						
	4,198 504	03/24/10	12/10/12	$133,386 47	$101,729 33	$0 00	$31,657 14	$0 00	
	5 037	12/01/11	12/10/12	$160 03	$141 74	$0 00	$18 29	$0 00	
	40.973	12/01/11	12/10/12	$1,301.71	$1,152.98	$0.00	$148.73	$0.00	
Security Subtotal	**4,244.514**			**$134,848.21**	**$103,024.05**	**$0.00**	**$31,824.16**	**$0.00**	
RIVER PARK WEDGEWOOD RETAIL		**CUSIP:** 76882K405	**Symbol (Box 1d):** RWGFX						
	8,596 652	11/09/11	11/20/12	$115,281 02	$97,227 27	$0 00	$18,053.75	$0 00	
TEMPLETON GLOBAL BD FD A		**CUSIP:** 880208103	**Symbol (Box 1d):** TPINX						
	11,790 913	12/04/09	12/10/12	$160,592 24	$151,041 60	$0 00	$9,550.64	$0 00	
	58 447	12/17/09	12/10/12	$796 05	$739 35	$0 00	$56 70	$0 00	
	57 164	01/20/10	12/10/12	$778 57	$741.99	$0 00	$36 58	$0 00	
	57 763	02/18/10	12/10/12	$786 73	$744 57	$0 00	$42 16	$0 00	

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Morgan Stanley

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Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued) (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

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TEMPLETON GLOBAL BD FD A	56 517	03/17/10	12/10/12	$769 76	$747 15	$0 00	$22 61	$0 00	
	55 248	04/19/10	12/10/12	$752 48	$749 72	$0 00	$2 76	$0.00	
	52 039	05/19/10	12/10/12	$708 77	$690 04	$0 00	$18 73	$0.00	
	53.158	06/17/10	12/10/12	$724 01	$692 65	$0 00	$31 36	$0.00	
	53 280	07/19/10	12/10/12	$725 67	$695 30	$0 00	$30 37	$0.00	
	52.165	08/20/10	12/10/12	$710 49	$697 97	$0 00	$12 52	$0.00	
	51 742	09/17/10	12/10/12	$704 73	$700 59	$0 00	$4 14	$0 00	
	50.880	10/19/10	12/10/12	$692.99	$703 16	$0.00	($10 17)	$0.00	
	51 929	11/17/10	12/10/12	$707.27	$705 72	$0.00	$1 55	$0 00	
	192 013	12/17/10	12/10/12	$2,615 22	$2,576.80	$0 00	$38 42	$0 00	
	53 021	01/20/11	12/10/12	$722 15	$717.90	$0 00	$4 25	$0.00	
	53.216	02/17/11	12/10/12	$724 80	$720 54	$0 00	$4.26	$0.00	
	53 972	03/17/11	12/10/12	$735.10	$723.22	$0 00	$11 88	$0 00	
	52.261	04/19/11	12/10/12	$711 79	$725 91	$0 00	($14 12)	$0 00	
	52 830	05/16/11	12/10/12	$719 54	$728 53	$0 00	($8 99)	$0 00	
	52 868	06/15/11	12/10/12	$720 06	$731 16	$0 00	($11 10)	$0 00	
	52 868	07/15/11	12/10/12	$720 06	$733 81	$0 00	($13 75)	$0 00	
	53.639	08/15/11	12/10/12	$730 56	$736 46	$0 00	($5 90)	$0 00	
	55 533	09/15/11	12/10/12	$756 36	$739 14	$0 00	$17 22	$0 00	
	57 158	10/19/11	12/10/12	$778 49	$741.91	$0 00	$36 58	$0 00	
	57.959	11/17/11	12/10/12	$789.40	$744.77	$0.00	$44.63	$0.00	
Security Subtotal	**13,228.583**			**$180,173.29**	**$170,269.96**	**$0.00**	**$9,903.33**	**$0.00**	
VANGUARD TOTAL BOND MARKET		**CUSIP:** 921937835	**Symbol (Box 1d):** BND						
	634 000	12/02/11	12/10/12	$53,806 37	$52,875 47	$0 00	$930 90	$0 00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

ACORN FOUNDATION
C/O SHIRLEY SHELDON &
DANNY JOE SHELDON
350 PLEASANT VIEW ROAD
CHANHASSEN MN 55317-9524

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 41-1891595
Account Number: 390 048012 604

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
VIRTUS MULTI SECT SHT TRM BD A	CUSIP: 92828R644		Symbol (Box 1d): NARAX						
	43,232 908	12/04/09	12/10/12	$214,434 79	$197,574.39	$0 00	$16,860 40	$0 00	
	303 139	12/31/09	12/10/12	$1,503 57	$1,391 41	$0 00	$112 16	$0 00	
	210 911	01/29/10	12/10/12	$1,046 12	$976 52	$0 00	$69 60	$0 00	
	235.086	02/26/10	12/10/12	$1,166 02	$1,090 80	$0 00	$75 22	$0 00	
	232 420	03/31/10	12/10/12	$1,152 80	$1,090 05	$0 00	$62 75	$0.00	
	246 114	04/30/10	12/10/12	$1,220 72	$1,166 56	$0 00	$54 16	$0 00	
	222 725	05/28/10	12/10/12	$1,104.71	$1,028 99	$0 00	$75 72	$0 00	
	238 009	06/30/10	12/10/12	$1,180 52	$1,106 72	$0 00	$73.80	$0 00	
	242 623	07/30/10	12/10/12	$1,203 41	$1,145 16	$0 00	$58 25	$0 00	
	227 354	08/31/10	12/10/12	$1,127 67	$1,077 66	$0 00	$50 01	$0 00	
	216 235	09/30/10	12/10/12	$1,072 52	$1,037 93	$0 00	$34 59	$0 00	
	214 299	10/29/10	12/10/12	$1,062 92	$1,039 33	$0 00	$23 59	$0 00	
	218 198	11/30/10	12/10/12	$1,082 26	$1,045 17	$0 00	$37 09	$0 00	
	232 202	12/31/10	12/10/12	$1,151.72	$1,116 87	$0 00	$34 85	$0 00	
	192 166	01/31/11	12/10/12	$953 14	$928 14	$0 00	$25 00	$0 00	
	206 369	02/28/11	12/10/12	$1,023 59	$1,000 89	$0 00	$22 70	$0 00	
	206 103	03/31/11	12/10/12	$1,022 27	$999 60	$0 00	$22 67	$0 00	
	211 487	04/30/11	12/10/12	$1,048 97	$1,038.38	$0 00	$10 59	$0.00	
	198 624	05/31/11	12/10/12	$985 17	$973 26	$0 00	$11.91	$0 00	
	208 383	06/30/11	12/10/12	$1,033 58	$1,012 72	$0 00	$20 86	$0 00	
	207.562	07/31/11	12/10/12	$1,029 51	$1,014 98	$0 00	$14 53	$0 00	
	210 956	08/31/11	12/10/12	$1,046 34	$1,008 37	$0 00	$37 97	$0 00	
	223 979	09/30/11	12/10/12	$1,110 93	$1,045 96	$0 00	$64 97	$0 00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued)

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
VIRTUS MULTI SECT SHT TRM BD A	193 344	10/31/11	12/10/12	$958 98	$922 23	$0.00	$36 75	$0 00	
	210.374	11/30/11	12/10/12	$1,043.45	$990.84	$0.00	$52.61	$0.00	
Security Subtotal	48,541.570			$240,765.68	$222,822.93	$0.00	$17,942.75	$0.00	
Total Long Term Noncovered Securities				**$2,150,947.93**	**$1,994,135.47**	**$0.00**	**$156,812.46**	**$0.00**	
Total Long Term Covered and Noncovered Securities				**$2,303,604.95**	**$2,115,788.54**	**$0.00**	**$187,816.41**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$5,128,027.98**	**$4,852,329.21**	**$0.00**	**$275,592.53**	**$0.00**	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$5,128,027.98**				
Total Cost or Other Basis (Box 3)		**$2,564,561.67**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

CT The proceeds amount is the sales price of the bullion sold by the Trust to pay investment expenses. Proceeds from the sale of bullion are reported on Form 1099-B.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions		
	Name of exempt organization or other filer, see instructions ACORN FOUNDATION	Employer identification number (EIN) or 41-1891595
	Number, street, and room or suite no If a P.O box, see instructions C/O ELLINGSON & ELLINGSON LTD - 5101 VERNON AVE S	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions EDINA, MN 55436	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ELLINGSON & ELLINGSON, LTD 5101 VERNON AVE S., #501 - EDINA, MN 55436

  Telephone No. ▶ 952-929-0315 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO PREPARE AND FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 3,125.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶

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01-21-13