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
STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")

A Employer identification number
41-1906698

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
4028 ELLIOT AVENUE SOUTH

B Telephone number
612-822-1548

City or town, state, and ZIP code
MINNEAPOLIS, MN 55407

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,134,608.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	25,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	50,429.	50,429.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,189.			
	b Gross sales price for all assets on line 6a 916,465.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	554.	554.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	73,794.	50,983.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,000.	5,250.		15,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	7,978.	1,995.		5,983.
	c Other professional fees STMT 4	15,593.	13,201.		2,392.
	17 Interest				
	18 Taxes STMT 5	2,349.	393.		1,744.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	273.	248.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	47,193.	21,087.		25,894.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	47,193.	21,087.		25,894.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	26,601.			
	b **Net investment income** (if negative, enter -0-)		29,896.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,592.	22,318.	22,318.
	2 Savings and temporary cash investments	107,259.	223,106.	223,106.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	555,231.	582,259.	634,854.
	b Investments - corporate stock STMT 8	929,596.	799,435.	987,619.
	c Investments - corporate bonds STMT 9	169,681.	165,567.	191,711.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	0.	75,000.	75,000.
	16 Total assets (to be completed by all filers)	1,777,359.	1,867,685.	2,134,608.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,777,359.	1,867,685.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,777,359.	1,867,685.	
	31 Total liabilities and net assets/fund balances	1,777,359.	1,867,685.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,777,359.
2 Enter amount from Part I, line 27a	2	26,601.
3 Other increases not included in line 2 (itemize) ▶ CORRECTION OF 2008 GRANT	3	75,000.
4 Add lines 1, 2, and 3	4	1,878,960.
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	11,275.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,867,685.

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	MORGAN STANLEY - SEE ATTACHED	P	VARIOUS	VARIOUS
b	MORGAN STANLEY - SEE ATTACHED	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB - SEE ATTACHED	P	VARIOUS	VARIOUS
d	CHARLES SCHWAB - SEE ATTACHED	P	VARIOUS	VARIOUS
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	178,314.		180,196.	-1,882.
b	31,894.		28,782.	3,112.
c	8,161.		7,883.	278.
d	698,096.		701,793.	-3,697.
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-1,882.
b				3,112.
c				278.
d				-3,697.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -2,189.

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	30,246.	1,932,698.	.015650
2010	20,276.	1,812,622.	.011186
2009	197,348.	1,698,411.	.116196
2008	176,841.	2,046,513.	.086411
2007	277,016.	2,445,168.	.113291

2	**Total** of line 1, column (d)	2	.342734
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	.068547
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,988,124.
5	Multiply line 4 by line 3	5	136,280.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	299.
7	Add lines 5 and 6	7	136,579.
8	Enter qualifying distributions from Part XII, line 4	8	25,894.

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	598.
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	598.
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	598.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a			
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	550.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	550.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	13.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	61.
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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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

223531
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Part VII-A Statements Regarding Activities *(continued)*

		Line	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 ▶ THE FOUNDATION Telephone no. ▶ 612-822-1548

Located at ▶ 4028 ELLIOT AVE. S, MINNEAPOLIS, MN ZIP+4 ▶ 55407

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

		Line	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

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

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

223541
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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
SHAYNA M. BERKOWITZ 4028 ELLIOT AVE S MINNEAPOLIS, MN 55407	PRESIDENT/ADMIN DIRECTOR 12.00	21,000.	0.	0.
PHYLLIS WIENER 4028 ELLIOT AVE S MINNEAPOLIS, MN 55407	SECRETARY/TREASURER 5.00	0.	0.	0.
SUSAN SOBELSON 6426 13TH AVE S MINNEAPOLIS, MN 55423	DIRECTOR 2.00	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

223551 12-05-12

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

223561 12-05-12

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	1,761,638.
b	Average of monthly cash balances	1b	256,762.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,018,400.
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	2,018,400.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,276.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,988,124.
6	**Minimum investment return.** Enter 5% of line 5	6	99,406.

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	99,406.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 598.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	598.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,808.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	98,808.
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	98,808.

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	25,894.
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	25,894.
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	25,894.

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				98,808.
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 149,236.				
b From 2008 75,317.				
c From 2009 112,913.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	337,466.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 25,894.				
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) **	25,894.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	98,808.			98,808.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	264,552.			
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	50,428.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	214,124.			
10 Analysis of line 9:				
a Excess from 2008 75,317.				
b Excess from 2009 112,913.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 25,894.				

** SEE STATEMENT 11

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).)

PHYLLIS WIENER

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*				
NONE				
Total			▶ 3a	0.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	50,429.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	554.	
8 Gain or (loss) from sales of assets other than inventory			18	-2,189.	
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.		48,794.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 48,794.

(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

▶ Phyllis Wiener | 8/5/13 ▶ 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
LAURI A. ROBERTS, CPA	LAURI A. ROBERTS,	08/01/13		P00298140
Firm's name ▶ WIPFLI LLP			Firm's EIN ▶ 39-0758449	
Firm's address ▶ 7601 FRANCE AVENUE SOUTH, SUITE 400 MINNEAPOLIS, MN 55435			Phone no 952-548-3400	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")	41-1906698

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

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

Name of organization
STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")

Employer identification number
41-1906698

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SHAYNA BERKOWITZ 4028 ELLIOT AVENUE SOUTH MINNEAPOLIS, MN 55407	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")	41-1906698

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")	41-1906698

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Holdings

Investment Management Services Active Assets Account [redacted]

STILL AIN'T SATISFIED-A
PO BOX 301840

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
APPLE INC (AAPL)	5/5/11	10 000	$349 042	$3,490.42	$5,321 72	$1,831.30 LT		
	6/9/11	10 000	332.491	3,324.91	5,321.72	1,996.81 LT		
	2/2/12	2.000	455 010	910 02	1,064.34	154 32 ST		
	6/6/12	22 000	571.114	12,564.51	11,707.79	(856.72) ST		
	10/10/12	4.000	639.320	2,557.28	2,128.69	(428.59) ST		
	Total	48 000		22,847 14	**25,544.29**	3,828.11 LT (1,130.99) ST	508.80	1.99
Share Price $532.173, Next Dividend Payable 02/2013								
AQUA AMER INC (WTR)	9/16/10	50.000	20.407	1,020 36	1,271 00	250 64 LT		
	10/15/10	54 000	20 777	1,121.97	1,372.68	250.71 LT		
	2/2/12	148.000	22.168	3,280.91	3,762.16	481.25 ST		
	6/6/12	495 000	24 365	12,060 92	12,582 90	521 98 ST		
	10/10/12	72.000	25.021	1,801.50	1,830.24	28.74 ST		
	Total	819 000		19,285.66	**20,818.98**	501.35 LT 1,031.97 ST	573.30	2.75
Share Price $25 420; Next Dividend Payable 03/2013								
AUTOMATIC DATA PROCESSING INC (ADP)	10/17/03	50.000	34.915	1,745.74	2,846.50	1,100.76 LT		
	10/17/03	100.000	34.960	3,495.98	5,693.00	2,197.02 LT 1		
	1/28/04	31.000	38 657	1,198.36	1,764.83	566.47 LT		
	7/10/09	23 000	33 567	772 05	1,309 39	537.34 LT		
	6/6/12	361.000	52.979	19,125.27	20,551.73	1,426.46 ST		
	Total	565.000		26,337.40	**32,165.45**	4,401.59 LT 1,426.46 ST	983.10	3.05
Share Price: $56 930, Next Dividend Payable 01/02/13								
CANADIAN NATL RAILWAY CO (CNI)	4/8/04	146 000	20 195	2,948 47	13,287.46	10,338 99 LT		
	6/6/12	220.000	80.690	17,751.80	20,022.20	2,270 40 ST		
	Total	366.000		20,700 27	**33,309.66**	10,338.99 LT 2,270.40 ST	552.66	1.65
Share Price $91.010, Next Dividend Payable 03/2013								
CHUBB CORP (CB)	7/10/09	166 000	39.048	6,481.96	12,503.12	6,021.16 LT		
	6/6/12	251.000	71 146	17,857 55	18,905 32	1,047.77 ST		

CONTINUED

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Holdings

Investment Management Services Active Assets Account [redacted]

STILL AIN'T SATISFIED-A
PO BOX 301840

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	417.000		24,339 51	**31,408.44**	6,021.16 LT 1,047.77 ST	683.88	2 17
Share Price $75.320, Next Dividend Payable 01/08/13								
CONNECTICUT WATER SERVICES INC (CTWS)	4/24/08	136.000	24.361	3,313.06	4,050.08	737.02 LT		
	6/6/12	201.000	28.937	5,816.32	5,985.78	169.46 ST		
	Total	337.000		9,129.38	**10,035.86**	737.02 LT 169.46 ST	326.89	3.25
Share Price $29.780, Next Dividend Payable 03/2013								
CVS CAREMARK CORP (CVS)	2/13/04	296 000	18 813	5,568.75	14,311 60	8,742.85 LT		
	6/6/12	479.000	44.630	21,377.77	23,159.65	1,781.88 ST		
	Total	775.000		26,946.52	**37,471.25**	8,742 85 LT 1,781 88 ST	697 50	1.86
Share Price $48 350, Next Dividend Payable 02/2013								
DREAMWORKS ANIMATION SKG INC (DWA)	2/1/12	47 000	17.989	845.47	778.79	(66.68) ST		
	4/3/12	51.000	17.789	907.22	845.07	(62.15) ST		
	6/6/12	181.000	17 978	3,253.98	2,999.17	(254.81) ST		
	7/18/12	103 000	19 753	2,034 54	1,706.71	(327 83) ST		
	Total	382 000		7,041.21	**6,329.74**	(711.47) ST	—	—
Share Price: $16 570								
ECOLAB INC (ECL)	10/17/03	185.000	27.420	5,072.76	13,301.50	8,228.74 LT		
	6/6/12	282.000	64.589	18,214.13	20,275.80	2,061.67 ST		
	10/10/12	8.000	63.500	508.00	575.20	67.20 ST		
	Total	475.000		23,794.89	**34,152.50**	8,228.74 LT 2,128.87 ST	437.00	1.27
Share Price: $71 900, Next Dividend Payable 03/2013								
EMC CORP MASS (EMC)	3/5/10	179 000	17.789	3,184.18	4,528.70	1,344 52 LT		
	4/7/10	236.000	18 742	4,423.19	5,970.80	1,547.61 LT		
	6/6/12	1,045.000	24.240	25,330.80	26,438.50	1,107.70 ST		

CONTINUED

Holdings

Investment Management Services Active Assets Account [redacted]

STILL AIN'T SATISFIED-A
PO BOX 301840

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,460 000		32,938 17	**36,938.00**	2,892.13 LT 1,107.70 ST	—	—
Share Price $25 300								
FACEBOOK INC CL-A (FB)	5/18/12	34.000	39.316	1,336.75	905.07	(431.68) ST		
	6/6/12	230.000	26 944	6,197.07	6,122.53	(74.54) ST		
	10/10/12	87 000	19.590	1,704 33	2,315.91	611.58 ST		
	Total	351.000		9,238 15	**9,343.51**	105.36 ST	—	—
Share Price $26 620								
FEDEX CORP (FDX)	7/29/98	121.000	31 350	3,793.41	11,098.12	7,304.71 LT		
	6/6/12	226.000	86.464	19,540.89	20,728.72	1,187.83 ST		
	10/10/12	9.000	89 322	803 90	825.48	21.58 ST		
	Total	356 000		24,138.20	**32,652.32**	7,304 71 LT 1,209.41 ST	199.36	0.61
Share Price. $91 720; Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	12/18/08	17.000	317.130	5,391.21	12,025.46	6,634.25 LT		
	1/30/09	7.000	344.690	2,412.83	4,951.66	2,538.83 LT		
	6/6/12	30.000	579.248	17,377.43	21,221.40	3,843.97 ST		
	Total	54 000		25,181.47	**38,198.52**	9,173.08 LT 3,843.97 ST	—	—
Share Price $707 380								
GREEN MOUNTAIN COFFEE INC (GMCR)	6/26/06	40.000	2.751	110.05	1,653.60	1,543.55 LT 1		
	6/6/12	256 000	24 403	6,247 09	10,583.04	4,335.95 ST		
	Total	296 000		6,357.14	**12,236.64**	1,543.55 LT 4,335.95 ST	—	—
Share Price: $41.340								
HARSCO CORP (HSC)	6/2/10	38.000	26 921	1,022.98	893.00	(129.98) LT		
	9/16/10	48.000	24.013	1,152.62	1,128.00	(24.62) LT		
	7/8/11	9.000	33 476	301.28	211.50	(89.78) LT		
	9/23/11	67.000	19.732	1,322.02	1,574.50	252.48 LT		
	6/6/12	344.000	19.487	6,703.42	8,084.00	1,380.58 ST		
	Total	506 000		10,502.32	**11,891.00**	8.10 LT 1,380.58 ST	414 92	3 48
Share Price: $23 500, Next Dividend Payable 02/2013								

CONTINUED

Holdings

Investment Management Services Active Assets Account [redacted]

STILL AINT SATISFIED-A
PO BOX 301840

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HOME DEPOT INC (HD)	2/21/08	247 000	27 650	6,829.55	15,276 95	8,447.40 LT		
	6/6/12	305.000	50.350	15.356.75	18,864.25	3,507.50 ST		
	Total	552 000		22.186 30	**34,141.20**	8,447.40 LT 3,507 50 ST	640.32	1.87
Share Price: $61 850, Next Dividend Payable 03/2013								
IDEX CORPORATION DELAWARE (IEX)	10/17/08	6 000	22.652	135.91	279.18	143 27 LT		
	10/23/08	118 000	21.439	2,529 75	5,490 54	2,960.79 LT		
	11/6/08	92.000	22 141	2,037.00	4,280.76	2,243 76 LT		
	6/6/12	550.000	39 005	21,452.75	25,591.50	4.138 75 ST		
	Total	766.000		26,155.41	**35,641.98**	5,347.82 LT 4,138 75 ST	612.80	1.71
Share Price $46 530; Next Dividend Payable 01/2013								
IDEXX LABS (IDXX)	11/11/09	38.000	52.880	2,009 43	3,526.40	1,516.97 LT		
	12/10/09	41 000	52 223	2,141.14	3,804.80	1,663 66 LT		
	6/6/12	239.000	85.162	20,353 81	22,179.20	1,825.39 ST		
	Total	318.000		24,504.38	**29,510.40**	3,180.63 LT 1,825.39 ST	—	—
Share Price $92 800								
ILL TOOL WORKS INC (ITW)	1/27/11	41.000	55.345	2,269.15	2,493.21	224.06 LT		
	3/4/11	63 000	54 328	3,422.66	3,831.03	408 37 LT		
	9/23/11	100.000	43.031	4,303.14	6,081.00	1,777.86 LT		
	6/6/12	336.000	55 025	18,488.33	20,432.16	1,943.83 ST		
	Total	540.000		28,483.28	**32,837.40**	2,410.29 LT 1,943.83 ST	820.80	2.49
Share Price: $60 810, Next Dividend Payable 03/2013								
INTEL CORP (INTC)	10/17/08	28 000	15.758	441.23	577.36	136.13 LT		
	12/18/08	500.000	14.838	7,419.20	10,310.00	2,890.80 LT		
	6/6/12	814.000	25 936	21,112.23	16,784.68	(4,327.55) ST		
	10/10/12	281 000	21.742	6,109 39	5,794 22	(315.17) ST		
	Total	1,623.000		35,082.05	**33,466.26**	3,026.93 LT (4,642.72) ST	1,460.70	4.36
Share Price $20 620; Next Dividend Payable 03/2013								

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Holdings

Investment Management Services Active Assets Account
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STILL AINT SATISFIED-A
PO BOX 301840

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INTL BUSINESS MACHINES CORP (IBM)	10/23/08	5 000	84 206	421 03	957.75	536 72 LT		
	11/12/08	25 000	79.949	1,998 72	4,788.75	2,790.03 LT		
	12/18/08	43.000	85 264	3,666 35	8,236 65	4,570 30 LT		
	6/6/12	107 000	193 120	20,663.84	20,495.85	(167.99) ST		
	Total	180 000		26,749 94	**34,479.00**	7,897.05 LT (167.99) ST	612.00	1.77
Share Price. $191 550; Next Dividend Payable 03/2013								
JOHNSON & JOHNSON (JNJ)	10/29/03	107 000	49.762	5,324.55	**7,500.70**	2,176.15 LT	261.08	3.48
Share Price $70 100, Next Dividend Payable 03/2013								
KUBOTA CP ADR (KUB)	4/3/09	63.000	30.289	1,908.23	3,630.06	1,721.83 LT		
	4/15/09	50 000	30 011	1,500.56	2,881.00	1,380.44 LT		
	4/23/09	14.000	30 543	427.60	806.68	379.08 LT		
	6/3/09	123.000	35 970	4,424.26	7,087.26	2,663.00 LT		
	6/6/12	447.000	42.812	19,137.05	25,756.14	6,619.09 ST		
	Total	697.000		27,397.70	**40,161.14**	6,144.35 LT 6,619.09 ST	607.78	1.51
Share Price. $57 620								
KURITA WATER INDS LTD COMMON (KTWIF)	9/24/09	30.000	35.550	1,066.50	654.90	(411.60) LT		
	10/21/09	34.000	32.000	1,088.00	742 22	(345.78) LT		
	12/10/09	56 000	33.750	1,890 00	1,222.48	(667.52) LT		
	3/9/10	55.000	28.458	1,565 19	1,200.65	(364.54) LT		
	2/2/12	58.000	26.900	1,560.20	1,266.14	(294.06) ST		
	6/6/12	803.000	22.505	18,071 68	17,529 49	(542.19) ST		
	10/10/12	46.000	21.380	983.48	1,004 18	20.70 ST		
	Total	1,082.000		26,225.05	**23,620.06**	(1,789.44) LT (815.55) ST	—	—
Share Price: $21 830								
MEAD JOHNSON NUTRITION COMPANY (MJN)	2/1/12	11.000	73 991	813.90	724.79	(89.11) ST		
	4/3/12	9.000	83.269	749.42	593.01	(156.41) ST		
	6/6/12	41 000	81.070	3,323.87	2,701.49	(622.38) ST		
	7/18/12	39.000	73 483	2,865.84	2,569 71	(296.13) ST		
	Total	100.000		7,753.03	**6,589.00**	(1,164.03) ST	120.00	1.82
Share Price $65 890; Next Dividend Payable 01/03/13								

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000183 MSADS051

Investment Management Services Active Assets Account [redacted]

STILL AINT SATISFIED-A
PO BOX 301840

Holdings

STOCKS

COMMON STOCKS (CONTINUFD)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NOVO NORDISK A/S ADR (NVO)	9/20/05	100 000	25 238	2,523 77	16,321 00	13,797.23 LT 1		
	6/6/12	198.000	135.085	26,746 91	32,315.58	5,568 67 ST		
	Total	298.000		29,270.68	**48,636.58**	13,797.23 LT 5,568.67 ST	545.94	1.12
Share Price $163 210								
NOVOZYMES A/S SHS-B- (NVZMF)	5/5/05	250.000	9.970	2,492.50	6,950.00	4,457.50 LT		
	6/26/06	175.000	12.950	2,266.25	4,865.00	2,598.75 LT		
	6/6/12	1,067.000	26.940	28,744.98	29,662.60	917.62 ST		
	Total	1,492 000		33,503.73	**41,477.60**	7,056.25 LT 917.62 ST	—	—
Share Price $27 800								
NUANCE COMMUNICATIONS INC (NUAN)	2/1/12	29.000	29.227	847 57	647.28	(200.29) ST		
	4/3/12	36 000	26.081	938 92	803.52	(135.40) ST		
	6/6/12	176 000	21.088	3,711.40	3,928.32	216.92 ST		
	7/18/12	107.000	21.488	2,299 26	2,388.24	88.98 ST		
	Total	348 000		7,797.15	**7,767.36**	(29.79) ST	—	—
Share Price $22 320								
PRAXAIR INC (PX)	5/21/10	42.000	76.366	3,207 38	4,596.90	1,389.52 LT		
	9/16/10	29.000	88.895	2,577.96	3,174.05	596.09 LT		
	2/3/11	34 000	94.821	3,223.92	3,721.30	497.38 LT		
	6/6/12	182 000	103.773	18,886.60	19,919.90	1,033 30 ST		
	10/10/12	2.000	104 210	208.42	218.90	10 48 ST		
	Total	289.000		28,104.28	**31,631.05**	2,482.99 LT 1,043 78 ST	635.80	2.01
Share Price: $109.450: Next Dividend Payable 03/2013								
PROCTER & GAMBLE (PG)	6/26/06	44.000	55.704	2,450.98	2,987.16	536 18 LT 1		
	4/15/09	35.000	48.518	1,698 13	2,376.15	678.02 LT		
	6/6/12	80.000	61.583	4,926.63	5,431.20	504.57 ST		

CONTINUED

Holdings

Investment Management Services Active Assets Account [redacted]

STILL AINT SATISFIED-A
PO BOX 301840

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	159.000		9,075.74	**10,794.51**	1,214.20 LT 504 57 ST	357.43	3.31
Share Price. $67 890, Next Dividend Payable 02/2013								
SIMS METALS MANAGEMENT LIMITED (SMS)	2/1/12	52.000	16.242	844.60	512.72	(331.88) ST		
	4/3/12	64.000	15 042	962.66	631 04	(331.62) ST		
	6/6/12	372.000	10.210	3,798.16	3,667.92	(130 24) ST		
	7/18/12	328.000	9.043	2,966 20	3,234.08	267 88 ST		
	Total	816.000		8,571 62	**8,045.76**	(525.86) ST	126.48	1 57
Share Price $9 860								
TEVA PHARMACEUTICALS ADR (TEVA)	10/15/08	99.000	38 095	3,771.36	3,696.66	(74 70) LT		
	10/17/08	102 000	40.008	4,080.78	3,808.68	(272.10) LT		
	2/3/11	39 000	54.526	2,126 51	1,456.26	(670.25) LT		
	7/8/11	18.000	49.416	889.48	672.12	(217.36) LT		
	9/23/11	47 000	35.160	1,652 52	1,754 98	102 46 LT		
	6/6/12	694.000	39.527	27,431.67	25,913.96	(1,517.71) ST		
	10/10/12	24.000	39.526	948.62	896.16	(52 46) ST		
	Total	1,023.000		40,900.94	**38,198.82**	(1,131.95) LT (1,570.17) ST	822.49	2.15
Share Price. $37 340, Next Dividend Payable 03/2013								
THE FEMALE HEALTH CO. (FHCO)	3/10/10	51.000	6.472	330.09	366.18	36.09 LT 1		
	2/2/12	2.000	5.280	10.56	14.36	3.80 ST		
	6/6/12	128 000	5 421	693 91	919.04	225 13 ST		
	Total	181.000		1,034.56	**1,299.58**	36.09 LT 228.93 ST	43.44	3.34
Share Price. $7 180, Next Dividend Payable 02/2013								
TJX COS INC NEW (TJX)	5/7/09	70.000	14.326	1,002.84	2,971.50	1,968.66 LT		
	5/14/09	220.000	13.472	2,963.73	9,339.00	6,375.27 LT		
	7/1/09	38.000	15.681	595.87	1,613.10	1,017.23 LT		
	6/6/12	384.000	41.907	16,092.33	16,300.80	208.47 ST		

CONTINUED

000183 MSADS051

Holdings

Investment Management Services Active Assets Account
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STILL AIN'T SATISFIED-A
PO BOX 301840

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	712.000		20,654.77	**30,224.40**	9,361.16 LT 208.47 ST	327.52	1.08
Share Price: $42 450, Next Dividend Payable 02/2013								
TOMRA SYSTEMS ASA NOK 1 ORD (TMRAF)	12/18/08	421.000	3.450	1,452.45	3,801.31	2,348.86 LT		
	6/6/12	829 000	7 740	6,416.46	7,485.24	1,068 78 ST		
	Total	1,250.000		7,868.91	**11,286.55**	2,348.86 LT 1,068.78 ST	—	—
Share Price $9 029								
VITASOY INTL HLDGS HKD .25 ORD (VTSYF)	9/24/09	672.000	0 620	416.64	686.66	270.02 LT		
	2/2/12	3,020.000	0.784	2,368.89	3,085.89	717.00 ST		
	6/8/12	9,485.000	0.779	7,386.92	9,691.96	2,305.04 ST		
	Total	13,177.000		10,172.45	**13,464.52**	270.02 LT 3,022.04 ST	—	—
Share Price $1 022								
VODAFONE GP PLC ADS NEW (VOD)	3/24/09	174.000	17.764	3,090.95	4,383 06	1,292.11 LT		
	4/23/09	288 000	17.999	5,183.77	7,254.72	2,070.95 LT		
	2/3/11	15.000	28.840	432.60	377.85	(54.75) LT		
	7/8/11	23.000	26.670	613.41	579.37	(34.04) LT		
	6/6/12	772.000	26.264	20,275.42	19,446.68	(828.74) ST		
	Total	1,272.000		29,596.15	**32,041.68**	3,274.27 LT (828.74) ST	1,908.00	5.95
Share Price $25 190, Next Dividend Payable 02/06/13								
WESTERN UN CO (WU)	4/15/09	270.000	14 510	3,917.67	3,674.70	(242.97) LT		
	7/10/09	143.000	16.078	2,299 15	1,946.23	(352.92) LT		
	7/8/11	61.000	19.786	1,206.92	830.21	(376.71) LT		
	6/6/12	1,349 000	16.283	21,965 77	18,359.89	(3,605.88) ST		
	11/1/12	538.000	12.565	6,759 81	7,322.18	562.37 ST		
	Total	2,361.000		36,149.32	**32,133.21**	(972.60) LT (3,043.51) ST	1,180.50	3.67
Share Price: $13 610, Next Dividend Payable 03/2013								
WHOLE FOODS MARKETS INC (WFM)	12/18/08	149.000	10 647	1,586 39	13,582.84	11,996.45 LT		
	6/6/12	182 000	90.707	16,508.75	16,591.12	82.37 ST		
	Total	331 000		18,095.14	**30,173.96**	11,996.45 LT 82.37 ST	264 80	0.87
Share Price $91 160, Next Dividend Payable 03/2013								

Holdings

Investment Management Services Active Assets Account [redacted]

STILL AIN'T SATISFIED-A
PO BOX 301840

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	48.5%	$799,434.56	$987,618.88	$150,295.53 LT $37,888.75 ST	$16,725.29 $0.00	1.69%

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
NEW YORK ST MUN BD BK AGY RECO VERY	7/29/10	5,000.000	$103 306	$5,165 30			$251 10	4.39
ACT A2 BUILD AMERICA BOND			$102.524	$5,126.21	$5,712.35	$586.14 LT	$32.08	
CUSIP 64988VDS9								
Unit Price: $114 247, Coupon Rate 5 022%; Matures 05/15/2019; Int. Semi-Annually May/Nov 15; Yield to Maturity 2.582%; Callable Extraordinary; Subject to Federal Tax, S&P AA-, Insurer:SECD MKT ASSURED GUARA, Issued 05/26/10								
PORTLAND ORE URBAN RENEWAL & REDEV	6/21/10	60,000.000	102.971	61,782.40			3,470.40	4.90
CUSIP 736746UE6			102 360	61,416 28	70,766.40	9,350.12 LT A	154.23	
Unit Price $117 944; Coupon Rate 5 784%, Matures 06/15/2020, Int Semi-Annually Jun/Dec 15, Yield to Maturity 3 072%, Subject to Federal Tax; Moody A1, Issued 06/24/10								
OAKLAND CALIF REDEV AGY REV	5/19/09	50,000.000	99 315	49,657.50			4,250.00	7.42
CUSIP 672321KE5			99.315	49,657.50	57,216.00	7,558.50 LT A	1,416.66	
Unit Price. $114.432, Coupon Rate 8 500%, Matures 09/01/2020, Int Semi-Annually Mar/Sep 01, Yield to Maturity 6 112%, Callable Extraordinary; Subject to Federal Tax, S&P A-, Issued 05/20/09								
OREGON SCH BRDS ASSN-A OY 6.22	1/14/11	30,000 000	58.879	17,663.80			—	—
CUSIP 686053CL1			64.732	19,419 60	22,390.80	2,971.20 LT A	—	
Unit Price $74.636, Zero Coupon; Matures 06/30/2021; Subject to Federal Tax, Moody AA2 S&P A+, Insurer FGIC/REINS BY NATL PUB; Issued 04/21/03								
DECATUR MICH PUB SCHS QSCBD SCH	5/21/10	95,000 000	102 580	97,451 30			6,127 50	5 51
BLDG & SITE-A			102.044	96,941.58	111,195.60	14,254.02 LT A	1,021.25	
CUSIP 243312DA0								
Unit Price $117.048; Coupon Rate 6.450%; Matures 05/01/2027; Int Semi-Annually May/Nov 01; Callable $100 00 on 05/01/20, Yield to Call 3.767%; Subject to Federal Tax, S&P AA-; Issued 06/22/10								
BREA CALIF PUB FING AUTH LEASE REV	5/14/10	90,000.000	103 888	93,499.00			6,195 60	6.32
BABDP			103.074	92,766.27	97,929.90	5,163.63 LT A	1,548.90	
CUSIP 106283DG6								
Unit Price $108.811, Coupon Rate 6 884%; Matures 04/01/2036, Int. Semi-Annually Apr/Oct 01; Callable $100 00 on 04/01/20; Yield to Call 5.397%; Subject to Federal Tax; S&P AA, Issued 05/06/10								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MUNICIPAL BONDS	330,000.000	$325,219.30 $325,327.44	$365,211.05	$39,883.61 LT	$20,294.60 $4,173.12	5.56%
TOTAL MUNICIPAL BONDS (incl.accr.int.)	18.1%		$369,384.17			

000183 MSADS051

Holdings

Investment Management Services Active Assets Account [redacted]

STILL AINT SATISFIED-A
PO BOX 301840

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CALVERT SOCIAL INVESTMENT	6/8/11	5.000 000	$99 125	$4,956.25			$100.00	2.00
FOUNDATION			$99.125	$4,956.25	**$5,000.00**	$43.75 LT	$4.44	
CUSIP 13161EJ81								
Unit Price $100 000, Coupon Rate 2 000%; Matures 06/15/2016; Int Semi-Annually Jun/Dec 15; Yield to Maturity 2.000%; Issued 06/20/11								
THE NATURE CONSERVANCY	10/14/09	150,000.000	109.817	164,725.00			9,450.00	5.19
CUSIP 63902HAA7			107.074	160,611.14	**181,981.50**	21,370.36 LT A	4,725.00	
Unit Price. $121.321, Coupon Rate 6 300%. Matures 07/01/2019, Int Semi-Annually Jan/Jul 01, Yield to Maturity 2.701%, Moody AA2 S&P AA-, Issued 07/01/09								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	155,000.000	$169,681.25			$9,550.00	5.11%
		$165,567.39	$186,981.50	$21,414.11 LT	$4,729.44	
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	9.4%		$191,710.94			

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
UNITED STATES TREASURY NOTE	5/28/09	25,000.000	$98 743	$24,685 63			$500.00	1 96
CUSIP 912828JT8			$98.743	$24,685.63	**$25,412.00**	$726.37 LT	$42.58	
Unit Price: $101 648, Coupon Rate 2.000%; Matures 11/30/2013; Int. Semi-Annually May/Nov 31; Moody AAA; Issued 11/30/08								
UNITED STATES TREASURY	4/23/09	50,000 000	99 866	50,056 58			683.13	1.21
NOTE-INFLATION INDEXED			99 866	54,577.49	**56,341.90**	1,764.41 LT	144.50	
CUSIP 912828KM1								
Unit Price: $103 094, Coupon Rate 1.250%; Matures 04/15/2014, Int Semi-Annually Apr/Oct 15, Factor 1.09302000; Moody AAA; Issued 04/15/09, Current Face 54.651.000								
UNITED STATES TREASURY	4/7/09	10,000 000	104.822	10,332.54			228.94	1.75
NOTE-INFLATION INDEXED			104 822	11,293.66	**13,081.26**	1,787.60 LT	105.14	
CUSIP 912828JX9								
Unit Price. $121.414, Coupon Rate 2.125%, Matures 01/15/2019; Int. Semi-Annually Jan/Jul 15, Factor 1 07741000; Moody AAA; Issued 01/15/09; Current Face 10,774 100								
TREASURY SECURITIES		**85,000.000**		**$85,074.75**			**$1,412.07**	**1.49%**
				$90,556.78	**$94,835.16**	**$4,278.38 LT**	**$292.22**	

Holdings

Investment Management Services Active Assets Account
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STILL AINT SATISFIED-A
PO BOX 301840

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
FED HOME LN BK	11/20/09	40,000.000	$102 913	$41,165.20			$1,500.00	3.34
CUSIP 3133XUKV4			$101.660	$40,664.10	**$44,783.60**	$4,119.50 LT	$466.66	
Unit Price $111 959, Coupon Rate 3 750%; Matures 09/09/2016, Int Semi-Annually Mar/Sep 09, Moody AAA S&P AA+, Issued 08/07/09								
FED NATL MTG ASSN STEP - 07/30/13	9/13/12	10,000 000	100.093	10,009 30			100.00	0 99
01.50			100 091	10,009.13	**10,007.20**	(1 93) ST	41.66	
CUSIP 3136G0UJ8								
Unit Price $100.072, Coupon Rate 1 000%, Matures 07/30/2027, Int Semi-Annually Jan/Jul 30, Callable $100 00 on 01/30/13, Yield to Maturity .995%, First Coupon 01/30/13, Stepped; Moody AAA S&P AA+, Issued 07/30/12								
FED NATL MTG ASSN STEP - 09/27/16	10/23/12	10,000.000	99 600	9,960 00			212.50	2 11
02.50			99 600	9,960.00	**10,036.40**	76.40 ST	55.48	
CUSIP 3136G0D73								
Unit Price. $100 364, Coupon Rate 2 125%; Matures 09/27/2027, Int. Semi-Annually Mar/Sep 27, Callable $100 00 on 09/27/13, Yield to Maturity 2 096%; First Coupon 03/27/13; Stepped; Moody AAA S&P AA+; Issued 09/27/12								
FED NATL MTG ASSN STEP - 12/27/14	12/21/12	5,000.000	100 025	5,001 25			87.50	1.74
03.00			100.025	5,001.25	**5,007.30**	6.05 ST	0 97	
CUSIP 3136G1A82								
Unit Price: $100 146; Coupon Rate 1 750%; Matures 12/27/2027, Int Semi-Annually Jun/Dec 27; Callable $100 00 on 06/27/13, Yield to Maturity 1 739%, First Coupon 06/27/13, Stepped; Moody AAA S&P AA+, Issued 12/27/12								
FED NATL MTG ASSN STEP - 06/28/17	9/12/12	100,000.000	100.750	100,750.00			3,000 00	3.00
03.25			100.742	100,741.56	**99,918.00**	(823.56) ST	24.99	
CUSIP 3136G0PD7								
Unit Price. $99.918; Coupon Rate 3 000%; Matures 06/28/2032, Int Semi-Annually Jun/Dec 28, Callable $100.00 on 06/28/13; Yield to Maturity 3 006%; Stepped, Moody AAA S&P AA+; Issued 06/28/12								
FEDERAL AGENCIES		**165,000.000**		**$166,885.75**			**$4,900.00**	**2.89%**
				$166,376.04	**$169,752.50**	**$4,119.50 LT**	**$589.76**	
						$(743.04) ST		

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
GOVERNMENT SECURITIES	**250,000.000**	**$251,960.50**			**$6,312.07**	**2.39%**
		$256,932.82	**$264,587.66**	**$8,397.88 LT**	**$881.98**	
				$(743.04) ST		
TOTAL GOVERNMENT SECURITIES (incl.accr.int.)	**13.0%**		**$265,469.64**			

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	13,012.	0.	13,012.
CHARLES SCHWAB	1.	0.	1.
MORGAN STANLEY	21,829.	0.	21,829.
MORGAN STANLEY	12,846.	0.	12,846.
MORGAN STANLEY US GOV'T INT	1,400.	0.	1,400.
MORGAN STANLEY ACCRUED INTEREST	-766.	0.	-766.
MORGAN STANLEY OID	722.	0.	722.
MORGAN STANLEY US GOV'T OID	1,385.	0.	1,385.
TOTAL TO FM 990-PF, PART I, LN 4	50,429.	0.	50,429.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME	554.	554.	
TOTAL TO FORM 990-PF, PART I, LINE 11	554.	554.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,978.	1,995.		5,983.
TO FORM 990-PF, PG 1, LN 16B	7,978.	1,995.		5,983.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	13,201.	13,201.		0.
CONSULTING FEES	1,138.	0.		1,138.
PAYROLL FEES	1,254.	0.		1,254.
TO FORM 990-PF, PG 1, LN 16C	15,593.	13,201.		2,392.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	1,744.	0.		1,744.
FOREIGN TAXES PAID	393.	393.		0.
PRIOR YEAR BALANCE DUE	212.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,349.	393.		1,744.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN ANNUAL FEE	25.	0.		25.
BANK CHARGES	248.	248.		0.
TO FORM 990-PF, PG 1, LN 23	273.	248.		25.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - MORGAN STANLEY		X	325,327.	369,384.
TAXABLE MUNI BONDS - CHARLES SCHWAB		X	0.	0.
US GOVERNMENT BONDS - MORGAN STANLEY	X		256,932.	265,470.
TOTAL U.S. GOVERNMENT OBLIGATIONS			256,932.	265,470.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			325,327.	369,384.
TOTAL TO FORM 990-PF, PART II, LINE 10A			582,259.	634,854.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED - MORGAN STANLEY	799,435.	987,619.
PORTFOLIO 2 MUTUAL FUND - CHARLES SCHWAB	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	799,435.	987,619.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME - MORGAN STANLEY	165,567.	191,711.
CORPORATE BONDS - CHARLES SCHWAB	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	165,567.	191,711.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - THE NEIGHBORHOOD RECYCLING CORP., DBA EUREKA RECYCLING	0.	75,000.	75,000.
TO FORM 990-PF, PART II, LINE 15	0.	75,000.	75,000.

FORM 990-PF | ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS | STATEMENT 11

STILL AIN'T SATISFIED- A FOUNDATION WITH ATTITUDE, HEREBY ELECTS UNDER IRC REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTION OF $25,894, MADE DURING 2012, AS DISTRIBUTIONS OUT OF CORPUS

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	13,012.	0.	13,012.
CHARLES SCHWAB	1.	0.	1.
MORGAN STANLEY	21,829.	0.	21,829.
MORGAN STANLEY	12,846.	0.	12,846.
MORGAN STANLEY US GOV'T INT	1,400.	0.	1,400.
MORGAN STANLEY ACCRUED INTEREST	-766.	0.	-766.
MORGAN STANLEY OID	722.	0.	722.
MORGAN STANLEY US GOV'T OID	1,385.	0.	1,385.
TOTAL TO FM 990-PF, PART I, LN 4	50,429.	0.	50,429.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME	554.	554.	
TOTAL TO FORM 990-PF, PART I, LINE 11	554.	554.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,978.	1,995.		5,983.
TO FORM 990-PF, PG 1, LN 16B	7,978.	1,995.		5,983.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	13,201.	13,201.		0.
CONSULTING FEES	1,138.	0.		1,138.
PAYROLL FEES	1,254.	0.		1,254.
TO FORM 990-PF, PG 1, LN 16C	15,593.	13,201.		2,392.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	1,744.	0.		1,744.
FOREIGN TAXES PAID	393.	393.		0.
PRIOR YEAR BALANCE DUE	212.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,349.	393.		1,744.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN ANNUAL FEE	25.	0.		25.
BANK CHARGES	248.	248.		0.
TO FORM 990-PF, PG 1, LN 23	273.	248.		25.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - MORGAN STANLEY		X	325,327.	369,384.
TAXABLE MUNI BONDS - CHARLES SCHWAB		X	0.	0.
US GOVERNMENT BONDS - MORGAN STANLEY	X		256,932.	265,470.
TOTAL U.S. GOVERNMENT OBLIGATIONS			256,932.	265,470.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			325,327.	369,384.
TOTAL TO FORM 990-PF, PART II, LINE 10A			582,259.	634,854.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED - MORGAN STANLEY	799,435.	987,619.
PORTFOLIO 2 MUTUAL FUND - CHARLES SCHWAB	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	799,435.	987,619.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME - MORGAN STANLEY	165,567.	191,711.
CORPORATE BONDS - CHARLES SCHWAB	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	165,567.	191,711.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - THE NEIGHBORHOOD RECYCLING CORP., DBA EUREKA RECYCLING	0.	75,000.	75,000.
TO FORM 990-PF, PART II, LINE 15	0.	75,000.	75,000.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS	STATEMENT 11

STILL AIN'T SATISFIED- A FOUNDATION WITH ATTITUDE, HEREBY ELECTS UNDER IRC REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTION OF $25,894, MADE DURING 2012, AS DISTRIBUTIONS OUT OF CORPUS

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 8, 2013**

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab It is provided to you as additional tax reporting information you may need to complete your tax return

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D.
Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PORTFOLIO 21 CL I	742935356	278.16	12/14/11	05/24/12	$ 8,160.81	$ 7,883.22	$ 0.00	$ 277.59
Security Subtotal					**$ 8,160.81**	**$ 7,883.22**	**$ 0.00**	**$ 277.59**
Total Short-Term *(Transactions are not reported on Form 1099-B or to the IRS)*					**$ 8,160.81**	**$ 7,883.22**	**$ 0.00**	**$ 277.59**
Total Short-Term					**$ 8,160.81**	**$ 7,883.22**	**$ 0.00**	**$ 277.59**

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PORTFOLIO 21 CL I	742935356	16,829.20	01/27/04	05/24/12	$ 493,734.04	$ 544,946 58[a]	$ 0.00	$ (51,212.54)
PORTFOLIO 21 CL I	742935356	24 30	12/13/07	05/24/12	$ 713.09	$ 883.75	$ 0 00	$ (170.66)
PORTFOLIO 21 CL I	742935356	43.16	12/13/07	05/24/12	$ 1,266.37	$ 1,569 48	$ 0 00	$ (303.11)
PORTFOLIO 21 CL I	742935356	202.61	12/13/07	05/24/12	$ 5,944 36	$ 7,367.14	$ 0.00	$ (1,422 78)
PORTFOLIO 21 CL I	742935356	3 31	12/17/08	05/24/12	$ 97 14	$ 75.29	$ 0 00	$ 21 85

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

SIPC

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
PORTFOLIO 21 CL I	742935356	12.02	12/17/08	05/24/12	$	352.85	$	273.49	$	0.00	$	79.36
PORTFOLIO 21 CL I	742935356	450 42	12/17/08	05/24/12	$	13,214.48	$	10,242.61	$	0.00	$	2,971.87
PORTFOLIO 21 CL I	742935356	5,855.20	04/08/09	05/24/12	$	171,779.54	$	125,000.00	$	0.00	$	46,779.54
PORTFOLIO 21 CL I	742935356	192.99	12/17/09	05/24/12	$	5,661.98	$	5,616 07	$	0.00	$	45.91
PORTFOLIO 21 CL I	742935356	181.76	12/21/10	05/24/12	$	5,332.61	$	5,818.31	$	0 00	$	(485.70)
Security Subtotal					**$**	**698,096.46**	**$**	**701,792.72**	**$**	**0.00**	**$**	**(3,696.26)**
Total Long-Term *(Transactions are not reported on Form 1099-B or to the IRS)*					**$**	**698,096.46**	**$**	**701,792.72**	**$**	**0.00**	**$**	**(3,696.26)**
Total Long-Term					**$**	**698,096.46**	**$**	**701,792.72**	**$**	**0.00**	**$**	**(3,696.26)**

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

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

Taxpayer ID Number: 41-1906698
Account Number: [redacted]

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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)	NOTES
APPLE INC	CUSIP: 037833100		Symbol (Box 1d): AAPL						
	17.000	06/06/12	09/25/12	$11,622.48	$9,708.94	$0.00	$1,913.54	$0.00	
AQUA AMER INC	CUSIP: 03836W103		Symbol (Box 1d): WTR						
	63.000	06/06/12	07/19/12	$1,662.53	$1,535.03	$0.00	$127.50	$0.00	
GOOGLE INC-CL A	CUSIP: 38259P508		Symbol (Box 1d): GOOG						
	2.000	07/08/11	02/02/12	$1,165.99	$1,060.48	$0.00	$105.51	$0.00	GL
	6.000	06/06/12	09/25/12	$4,553.57	$3,475.49	$0.00	$1,078.08	$0.00	
Security Subtotal	8.000			$5,719.56	$4,535.97	$0.00	$1,183.59	$0.00	
GREEN MOUNTAIN COFFEE INC	CUSIP: 393122106		Symbol (Box 1d): GMCR						
	46.000	02/02/12	09/25/12	$1,126.83	$3,066.84	$0.00	($1,940.01)	$0.00	
	83.000	06/06/12	09/25/12	$2,033.20	$2,025.43	$0.00	$7.77	$0.00	
Security Subtotal	129.000			$3,160.03	$5,092.27	$0.00	($1,932.24)	$0.00	
HOME DEPOT INC	CUSIP: 437076102		Symbol (Box 1d): HD						
	46.000	06/06/12	11/13/12	$2,919.03	$2,316.10	$0.00	$602.93	$0.00	
IDEXX LABS	CUSIP: 45168D104		Symbol (Box 1d): IDXX						
	18.000	02/02/12	07/19/12	$1,659.22	$1,567.74	$0.00	$91.48	$0.00	
	8.000	06/06/12	07/19/12	$737.43	$681.30	$0.00	$56.13	$0.00	
	5.000	06/06/12	10/10/12	$479.13	$425.81	$0.00	$53.32	$0.00	
Security Subtotal	31.000			$2,875.78	$2,674.85	$0.00	$208.93	$0.00	
INTEL CORP	CUSIP: 458140100		Symbol (Box 1d):						
	34.000	02/03/11	02/02/12	$901.79	$733.89	$0.00	$167.90	$0.00	GL

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Security Mark at Right

MSSB-TX3HL-6 (REV 12/10)

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

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

Taxpayer ID Number: 41-1906698
Account Number: [redacted]

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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)	NOTES
ITRON INC	CUSIP: 465741106		Symbol (Box 1d): ITRI						
	3.000	10/27/11	02/01/12	$116.13	$113.15	$0.00	$2.98	$0.00	
	88.000	10/27/11	02/01/12	$3,406.80	$3,319.17	$0.00	$87.63	$0.00	
Security Subtotal	91.000			$3,522.93	$3,432.32	$0.00	$90.61	$0.00	
NET UEPS TECHNOLOGIES INC NEW	CUSIP: 64107N206		Symbol (Box 1d): UEPS						
	670.000	06/06/12	12/04/12	$2,328.93	$5,499.76	$0.00	($3,170.83)	$0.00	
PRAXAIR INC	CUSIP: 74005P104		Symbol (Box 1d): PX						
	3.000	02/03/11	02/02/12	$318.11	$284.46	$0.00	$33.65	$0.00	GL
STAPLES INC	CUSIP: 855030102		Symbol (Box 1d):						
	641.000	06/06/12	09/25/12	$7,553.89	$8,281.72	$0.00	($727.83)	$0.00	GL
	413.000	06/06/12	12/18/12	$4,989.13	$5,335.96	$0.00	($346.83)	$0.00	
Security Subtotal	1,054.000			$12,543.02	$13,617.68	$0.00	($1,074.66)	$0.00	
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209		Symbol (Box 1d): TEVA						
	3.000	02/03/11	02/02/12	$137.48	$163.58	$0.00	($26.10)	$0 00	GL
VESTAS WIND SYS DK1	CUSIP: K9773J128		Symbol (Box 1d): VWSYF						
	148.000	06/06/12	11/13/12	$602.34	$796.24	$0.00	($193.90)	$0.00	GL
Total Short Term Covered Securities				**$48,314.01**	**$50,391.09**	**$0.00**	**($2,077.08)**	**$0.00**	

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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

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

Taxpayer ID Number: 41-1906698
Account Number: [redacted]

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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
\# (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
FHLMC MTN 3000 *26DE22 CUSIP: 3134G3DQ0 Symbol (Box 1d):									
	50,000.000	12/05/11	06/22/12	$50,000.00	$49,800.00	$0.00	$200.00	$0.00	
FHLMC MTN 3250 *26DE28 CUSIP: 3134G3DJ6 Symbol (Box 1d):									
	50,000.000	12/05/11	06/28/12	$50,000.00	$49,825.00	$0.00	$175.00	$0.00	
FNMA 37500 20JL27 CUSIP: 3136FM3G7 Symbol (Box 1d):									
	30,000.000	03/26/12	07/27/12	$30,000.00	$30,180.04	$0.00	($180.04)	$0.00	
Total Short Term Noncovered Securities				**$130,000.00**	**$129,805.04**	**$0.00**	**$194.96**	**$0.00**	
Total Short Term Covered and Noncovered Securities				**$178,314.01**	**$180,196.13**	**$0.00**	**($1,882.12)**	**$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)	NOTES
EMC CORP MASS CUSIP: 268648102 Symbol (Box 1d):									
	33.000	02/03/11	04/03/12	$978.27	$841.34	$0.00	$136.93	$0.00	GL
ILL TOOL WORKS INC CUSIP: 452308109 Symbol (Box 1d): ITW									
	10.000	01/27/11	02/02/12	$548.92	$553.45	$0.00	($4.53)	$0.00	
NET UEPS TECHNOLOGIES INC NEW CUSIP: 64107N206 Symbol (Box 1d): UEPS									
	359.000	04/21/11	12/04/12	$1,247.89	$3,158.19	$0.00	($1,910.30)	$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

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

Taxpayer ID Number: 41-1906698
Account Number: [redacted]

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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 - 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 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)	NOTES
STAPLES INC	CUSIP: 855030102	Symbol (Box 1d):							
	251.000	05/20/11	09/25/12	$2,957.91	$4,141.65	$0.00	($1,183.74)	$0.00	GL
Total Long Term Covered Securities				**$5,732.99**	**$8,694.63**	**$0.00**	**($2,961.64)**	**$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
AUTOMATIC DATA PROCESSING INC	CUSIP: 053015103	Symbol (Box 1d): ADP							
	23.000	01/28/04	02/02/12	$1,261.82	$889.10	$0.00	$372.72	$0.00	
CANADIAN NATL RAILWAY CO	CUSIP: 136375102	Symbol (Box 1d): CNI							
	11.000	04/08/04	02/02/12	$849.66	$222.15	$0.00	$627.51	$0.00	
CHUBB CORP	CUSIP: 171232101	Symbol (Box 1d): CB							
	30.000	07/10/09	02/02/12	$2,036.77	$1,171.44	$0.00	$865.33	$0.00	
CVS CAREMARK CORP	CUSIP: 126650100	Symbol (Box 1d): CVS							
	60.000	02/13/04	02/02/12	$2,564.57	$1,128.80	$0.00	$1,435.77	$0.00	
ECOLAB INC	CUSIP: 278865100	Symbol (Box 1d): ECL							
	2.000	10/17/03	02/02/12	$121.11	$54.84	$0.00	$66.27	$0.00	
EMC CORP MASS	CUSIP: 268648102	Symbol (Box 1d):							
	23.000	04/07/10	04/03/12	$681.82	$431.07	$0.00	$250.75	$0.00	GL

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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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.

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
FEDEX CORP	CUSIP: 31428X106	Symbol (Box 1d): FDX							
	6.000	07/29/98	02/02/12	$557.14	$188.10	$0.00	$369.04	$0.00	
HOME DEPOT INC	CUSIP: 437076102	Symbol (Box 1d): HD							
	37.000	02/21/08	02/02/12	$1,645.11	$1,023.05	$0.00	$622.06	$0.00	
	5.000	02/21/08	04/03/12	$248.82	$138.25	$0.00	$110.57	$0.00	
Security Subtotal	42.000			$1,893.93	$1,161.30	$0.00	$732.63	$0.00	
INTEL CORP	CUSIP: 458140100	Symbol (Box 1d):							
	15.000	06/26/06	02/02/12	$397.85	$273.45	$0.00	$124.40	$0.00	GL
	59.000	10/17/08	02/02/12	$1,564.86	$929.75	$0.00	$635.11	$0.00	GL
Security Subtotal	74.000			$1,962.71	$1,203.20	$0.00	$759.51	$0.00	
INTL BUSINESS MACHINES CORP	CUSIP: 459200101	Symbol (Box 1d): IBM							
	7.000	12/18/08	02/02/12	$1,343.32	$596.85	$0.00	$746.47	$0.00	
ITRON INC	CUSIP: 465741106	Symbol (Box 1d): ITRI							
	3.000	07/22/10	02/01/12	$116.14	$173.94	$0.00	($57.80)	$0.00	
JOHNSON & JOHNSON	CUSIP: 478160104	Symbol (Box 1d): JNJ							
	22.000	10/29/03	02/02/12	$1,441.93	$1,094.77	$0.00	$347.16	$0.00	
KUBOTA CP ADR	CUSIP: 501173207	Symbol (Box 1d): KUB							
	3.000	06/03/09	02/02/12	$136.46	$107.91	$0.00	$28.55	$0.00	
	5.000	07/10/09	02/02/12	$227.44	$192.10	$0.00	$35.34	$0.00	
	1.000	09/11/09	02/02/12	$45.48	$41.10	$0.00	$4.38	$0.00	
Security Subtotal	9.000			$409.38	$341.11	$0.00	$68.27	$0.00	

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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
NET UEPS TECHNOLOGIES INC NEW	CUSIP: 64107N206		Symbol (Box 1d): UEPS						
	162.000	06/24/09	12/04/12	$563.12	$2,137.22	$0.00	($1,574.10)	$0.00	
NOVO NORDISK A/S ADR	CUSIP: 670100205		Symbol (Box 1d): NVO						
	12 000	09/20/05	04/03/12	$1,800.58	$302.85	$0.00	$1,497.73	$0.00	
STAPLES INC	CUSIP: 855030102		Symbol (Box 1d): SPLS						
	50.000	02/21/08	02/02/12	$722.60	$1,163.91	$0.00	($441.31)	$0.00	
	25.000	03/04/10	02/02/12	$361.30	$569.50	$0.00	($208.20)	$0.00	
	200.000	04/24/08	09/25/12	$2,356.90	$4,399.68	$0.00	($2,042.78)	$0.00	GL
	27.000	03/04/10	09/25/12	$318.18	$615.05	$0.00	($296.87)	$0.00	GL
Security Subtotal	**302.000**			**$3,758.98**	**$6,748.14**	**$0.00**	**($2,989.16)**	**$0.00**	
TJX COS INC NEW	CUSIP: 872540109		Symbol (Box 1d): TJX						
	18.000	07/01/09	02/01/12	$1,237.50	$564.51	$0.00	$672.99	$0.00	
	36.000	07/01/09	02/02/12	$2,449.52	$1,129.01	$0.00	$1,320.51	$0.00	
Security Subtotal	**54.000**			**$3,687.02**	**$1,693.52**	**$0.00**	**$1,993.50**	**$0.00**	
VESTAS WIND SYS DK1	CUSIP: K9773J128		Symbol (Box 1d): VWSYF						
	31.000	05/05/05	11/13/12	$126.17	$410.75	$0.00	($284.58)	$0.00	GL

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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
WHOLE FOODS MARKETS INC	CUSIP: 966837106		Symbol (Box 1d): WFM						
	13.000	12/18/08	02/02/12	$984.42	$138.41	$0.00	$846.01	$0.00	
Total Long Term Noncovered Securities				**$26,160.59**	**$20,087.56**	**$0.00**	**$6,073.03**	**$0.00**	
Total Long Term Covered and Noncovered Securities				**$31,893.58**	**$28,782.19**	**$0.00**	**$3,111.39**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$210,207.59**	**$208,978.32**	**$0.00**	**$1,229.27**	**$0.00**	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$210,207.59**			
Total Cost or Other Basis (Box 3)		**$59,085.72**		
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.

GL Subsequent to the mailing of your original 2012 1099 Consolidated Tax Statement, an adjustment to your cost basis information for this transaction has occurred.

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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MSSB-TX3HL-6 (REV 12/10)

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")	Employer identification number (EIN) or 41-1906698
	Number, street, and room or suite no If a P.O. box, see instructions. 4028 ELLIOT AVENUE SOUTH	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55407	

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

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

- The books are in the care of ▶ THE FOUNDATION
4028 ELLIOT AVE. S - MINNEAPOLIS, MN 55407
Telephone No ▶ 612-822-1548 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, and ending ______

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,100.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 1,100.

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