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 , 2012, and ending , 20

Name of foundation: Arlin Falck Foundation

A Employer identification number: 41-1925877

Number and street (or P O box number if mail is not delivered to street address): 12743 Buckley Road | Room/suite:

B Telephone number (see instructions): 507-724-3348

City or town, state, and ZIP code: Caledonia, MN 55921

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) ▶ $ 4,932,243.83

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 ▶ ☐

SCANNED JUN 25 2013

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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	37,435.63	37,435.63		
	4	Dividends and interest from securities	67,792.55	67,792.55		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		359,916.27		
	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) (attach schedule)				
	11	Other income (attach schedule)	392,113.00	392,113.00		
	12	**Total.** Add lines 1 through 11	497,341.18	857,257.45		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	46,473.60	8,806.50		37,667.10
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	3,077.87	3,077.87		
	17	Interest	752.00	752.00		
	18	Taxes (attach schedule) (see instructions)	5,505.29	1,135.41		2,881.58
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	913.03			913.03
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,261.03	1.75		1,259.28
	24	**Total operating and administrative expenses.** Add lines 13 through 23	57,982.82	13,773.53		42,720.99
	25	Contributions, gifts, grants paid	129,005.83			129,005.83
	26	**Total expenses and disbursements.** Add lines 24 and 25	186,988.65	13,773.53		171,726.82
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	310,352.53			
	b	**Net investment income** (if negative, enter -0-)		843,483.92		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,989,921.95	2,460,338.93	2,475,590.80
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 37,032.30			
		Less: allowance for doubtful accounts ▶ 0.00	40,401.66	37,032.30	37,032.30
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,558,900.86	1,619,258.27	2,419,610.73
	c	Investments—corporate bonds (attach schedule)	103,246.00	103,246.00	10.00
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ 984.00			
		Less: accumulated depreciation (attach schedule) ▶ 984.00			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,692,470.47	4,219,875.50	4,932,243.83
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,692,470.47	4,219,875.50	
	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** (see instructions)	3,692,470.47	4,219,875.50	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,692,470.47	4,219,875.50	

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	3,692,470.47
2	Enter amount from Part I, line 27a	2	310,352.53
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	217,052.50
4	Add lines 1, 2, and 3	4	4,219,875.50
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,219,875.50

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	Publicly Traded Securities - Morgan Stanley Smith Barney			
b	Publicly Traded Securities - Baird & Co.			
c	Publicly Traded Securities - Pershing LLC			
d	Kinder Morgan Energy Partners LP-Rec'd in excess of basis	P	7-14-99	12-31-12
e	Kinder Morgan Energy Partners LP-Rec'd in excess of basis	P	7-14-99	12-31-12

	(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	576,274.74		496,671.44	79,603.30
b	534,782.18		268,157.21	266,624.97
c	98,000.00		98,004.00	(4.00)
d	10,898.00		-	10,898.00
e	2,794.00		-	2,794.00

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 359,916.27

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	270,813.76	4,864,014.89	.0556770
2010	207,810.85	4,602,123.90	.0451554
2009	165,383.16	4,290,101.64	.0385499
2008	311,536.39	4,808,460.81	.0647892
2007	246,376.30	4,982,923.04	.0494441

2	**Total** of line 1, column (d) . . .	2	.2536156
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	.0507231
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	5,124,538.70
5	Multiply line 4 by line 3 . . .	5	259,932.49
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	8,434.84
7	Add lines 5 and 6 . . .	7	268,367.33
8	Enter qualifying distributions from Part XII, line 4 . . .	8	171,726.82

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	16,869 68
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	
3	Add lines 1 and 2			3	16,869 68
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	16,869 68
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,000 00		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,869 68		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	16,869 68
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0 00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0 00
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 the 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. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
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?	4b	X	
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) ▶ Minnesota			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶

14 The books are in care of ▶ Kathleen V. Nelson Telephone no. ▶ 507-724-3348
Located at ▶ 12743 Buckley Road, Caledonia, MN ZIP+4 ▶ 55921-2808

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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)? **5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kathleen V. Nelson 12743 Buckley Road, Caledonia, MN	President 22.5 hr.	35,226.00	0.00	0.00
Dale Evavold P.O. Box 478, Rushford, MN	Secretary 1 hr.	5,623.80	0.00	0.00
Alan C. Anderson 121 14th St. NE, Rochester, MN	Treasurer 1 hr.	5,623.80	0.00	0.00

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

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

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

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

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 (see instructions)

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 ▶	

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	2,748,262.67
b	Average of monthly cash balances	1b	2,414,755.37
c	Fair market value of all other assets (see instructions)	1c	39,559.32
d	**Total** (add lines 1a, b, and c)	1d	5,202,577.36
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,202,577.36
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	78,038.66
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,124,538.70
6	**Minimum investment return.** Enter 5% of line 5	6	256,226.94

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	256,226.94
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,869.68		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	5,155.00		
c	Add lines 2a and 2b			2c	22,024.68
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	234,202.26
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	234,202.26
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	234,202.26

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	171,726.82
b	Program-related investments—total from Part IX-B	1b	
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	171,726.82
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	171,726.82

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				234,202.26
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			82,343.42	
b	Total for prior years: 20___,20___,20___		-0-		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	-0-			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 171,726.82				
a	Applied to 2011, but not more than line 2a			82,343.42	
b	Applied to undistributed income of prior years (Election required—see instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see instructions)	-0-			
d	Applied to 2012 distributable amount				89,383.40
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).)*	-0-			-0-
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	-0-			
b	Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		-0-		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				144,818.86
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	-0-			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	-0-			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	-0-			
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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**
2a 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 ⅔ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Arlin Falck Foundation

Kathleen V. Nelson 12743 Buckley Road, Caledonia, MN 55921 507-724-3348

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

As per Foundation Grant Application available at address indicated in 2a.

c Any submission deadlines:

November 1

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: 1) Scholarships for students who reside in Fillmore and Houston Counties, MN and Allamakee and Winneshiek Counties, IA and intend to study business subjects. 2) Entities that have 501(c)(3) designation or municipalities in the same four county areas, for community projects.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached				129,005.83
Total ▶ 3a				129,005.83
b *Approved for future payment*				
None				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	37,435.63	
4 Dividends and interest from securities			14	67,792.55	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Kinder Morgan Energy					
b Partners LP	211110	35,366.00	18	839.00	
c Ordinary gain on disposition			18	355,908.00	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		35,366.00		461,975.18	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 497,341.18

(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) (See instructions.)
	N/A

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: N/A			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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

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

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

Kathleen V. Nelson | 6/10/13 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mary Mark Patten	Mary Mark Patten	6-7-13		P00594052
Firm's name ► Alan C. Anderson Chartered, CPA			Firm's EIN ► 41-1326473	
Firm's address ► 121 14th Street NE, Suite B, Rochester, MN 55906			Phone no 507-288-3947	

ARLIN FALCK FOUNDATION
Return of Private Foundation
Supporting Schedule
12-31-12

Other Income - Form 990-PF, Part I, Line 11		Amount
PTP: Kinder Morgan Energy Partners, LP		
Ordinary business income	$ 41,316.00	
IDC - Sec 59(e)(2)	(5,950.00)	
Section 1231 gain	839.00	
		$ 36,205.00
Kinder Morgan Energy Partners, LP		
Ordinary gain on disposition		355,908.00
Total other income		$392,113.00

Other Professional Fees - Form 990-PF, Part I, Line 16c	
Morgan Stanley Smith Barney investment and management service fees	$ 3,077.87
Total other professional fees	$ 3,077.87

Taxes - Form 990-PF, Part I, Line 18	
Payroll tax	$ 3,555.28
Excise tax	1,488.30
Foreign tax	461.71
Total taxes	$ 5,505.29

Other Expenses - Form 990-PF, Part I, Line 23	
Office expense	$ 594.03
Filing fees	25.00
Insurance	642.00
Total other expenses	$ 1,261.03

Other Notes and Loans Receivable - Form 990-PF, Part II, Line 7 - End of Year Book Value	
Hesper-Mabel Area Historical Society	$ 37,032.30
Total other notes and loans receivable	$ 37,032.30

Investments - Corporate Stock - Form 990-PF, Part II, Line 10b - End of Year Book Value	
Aberdeen Asia-Pacific Prime Income	$ 10,477.91
AGL Resources Inc	16,818.66
AT&T Inc	5,271.68
AT&T Inc	27,394.04
Alcatel Lucent ADS	28,575.14
Allete Inc New	80,290.00
Alliant Energy Corp	57,746.50
American International Group Inc New	16,568.68
American Intl Group WTS	85.00
Babcock & Wilcox Company	6,502.25
Bristol Myers Squibb Co	9,881.11

ARLIN FALCK FOUNDATION
Return of Private Foundation
Supporting Schedule
12-31-12

Investments - Corporate Stock - Form 990-PF, Part II, Line 10b - End of Year Book Value (continued)	Amount
Bristol Myers Squibb Co	$ 7,200.78
CBS Corp New	10,456.38
Chesapeake Energy Corp	5,759.27
Chevron Corporation	64,329.00
Coca-Cola Co	11,038.21
Comcast Corp Class A New	23,072.60
Consolidated Edison Inc	20,205.00
Covidien PLC	3,504.44
DNP Select Income Fund Inc	27,520.03
Devon Energy Corp New	8,883.52
DTE Energy Company	16,717.00
Duke Energy Corp New	4,759.77
Exxon Mobil Corp	19,605.37
Exxon Mobil Corp	16,113.51
Fastenal Co	10,375.03
Fastenal Co	14,676.79
Ford Motor Company	9,743.59
FPC Capital I	19,852.11
Franklin Income Fund Cl A	41,129.58
General Electric Co	7,279.13
General Electric Co	22,013.60
General Mills Inc	11,457.01
Glaxosmith Kline PLC	10,659.80
Hawaiian Electric Inds Inc	34,938.00
Hershey Company	21,269.08
Hologic Inc	11,355.80
Hormel Foods Corp	10,220.84
Intel Corp	9,824.86
Ishares S & P 500 Growth Index Fund	20,028.81
Ishares S & P 500 Value Index Fund	23,159.77
Ishares Trust S & P MC 400 Growth Index	10,488.46
Ishares Trust S & P MC Value Index	11,962.79
Ishares Trust S & P SC 600 Value Index	8,421.47
Ishares Trust S & P SC 600 Growth Index	7,502.00
JP Morgan Chase Capital Trust	20,092.68
JP Morgan Chase & Co	19,805.81
JP Morgan Chase & Co	8,887.21
Kimberly-Clark Corp	13,048.79
Kinder Morgan Energy Ptrs LP	-
Kinder Morgan Energy Ptrs LP	-
Kinder Morgan Inc	13,898.01
Legg Mason BM S & P 500 Index	59,217.83
Liberty All-Star Equity Fund	20,024.26
Lincoln National Corp Ind	47,022.30

ARLIN FALCK FOUNDATION
Return of Private Foundation
Supporting Schedule
12-31-12

Investments - Corporate Stock - Form 990-PF, Part II, Line 10b - End of Year Book Value (continued)

	Amount
Merck & Company Inc	$ 43,746.00
Merck & Co Inc New	3,663.88
Microsoft Corp	9,100.93
Novartis Ag Adr	27,057.11
Oneok Inc New	5,501.01
Pentair LTD	734.05
Pepsico Inc	5,561.40
PG&E Corporation	92,800.00
Pimco All Asset P	20,720.34
Pimco GNMA P	20,432.43
PPL Corporation	25,098.76
RTI Intl Metals Inc	1,756.80
Royce Value Trust Inc	10,727.94
Super Valu Inc	6,823.76
Taiwan Semiconductor Mfg Co	10,371.22
Terex Corp	14,852.01
Teva Pharmaceutical Inds Ltd	10,391.56
TE Connectivity Ltd - New	3,226.30
The ADT Corporation	1,393.92
Tyco Intl Ltd New	2,140.94
Unisys Corporation New	22,272.00
United Health Group Inc	10,110.19
US Bancorp Com New	14,944.89
Vanguard Sh Tm Invt Gr Inv	20,180.46
Waste Management Inc Del	45,220.50
Waste Management Inc Del	11,357.40
Westar Energy Inc	43,933.72
Westar Energy Inc	90,429.74
Windstream Corp	5,082.75
Xcel Energy Inc	22,495.00
Total investments - corporate stock	$1,619,258.27

Investments - Corporate Bonds - Form 990-PF, Part II, Line 10c - End of Year Book Value

Washington Mutual Bank	$103,246.00

Grants Paid - Form 990-PF, Part XV, Line 3a

Camp Winnebago - Roof and bedding 19708 Camp Winnebago Rd Caledonia, MN 55921	$ 15,270.00
Hesper Mabel Historical Society - Electrical work 317 No Oak Mabel, MN 55954	13,486.88

41-1925877

ARLIN FALCK FOUNDATION
Return of Private Foundation
Supporting Schedule
12-31-12

Grants Paid - Form 990-PF, Part XV, Line 3a (continued)	Amount
Allamakee Emergency Management Agency - Incident rehab trailer project 110 Allamakee St. Waukon, IA 52172	$ 10,745.00
Good Earth Village - Meeting space and infirmary projects 25303 Old Town Drive Spring Valley, MN 55975	10,000.00
Caledonia Area Community Charities, Inc. - Commercial freezer/20 chairs/reseal parking PO Box 27 Caledonia, MN 55921	7,700.00
City of Waukon - Thermal imaging camera 101 Allamakee St. Waukon, IA 52172	7,500.00
City of Chatfield - (Chatfield Center for the Arts, Inc.) - Handicap access improvements 21 SE 2nd St. Chatfield, MN 55923	6,000.00
Houston County Care and Share, Inc. - Christmas gifts for needy 138 E. Main St. Caledonia, MN 55921	6,000.00
Rushford-Peterson School - Emerging Nanotechnologies PO Box 627 Rushford, MN 55971	5,990.00
Grace Place, Inc. - Store manager/Rushford expansion PO Box 698 Rushford, MN 55971	5,000.00
Caledonia Rotary Club - Gazebo refurbish City of Caledonia 231 East Main St. Caledonia, MN 55921	4,387.50
Allamakee County Ag Extension - 4-H STEM project 21 Allamakee St. Waukon, IA 52172	3,992.60

ARLIN FALCK FOUNDATION
Return of Private Foundation
Supporting Schedule
12-31-12

Grants Paid - Form 990-PF, Part XV, Line 3a (continued)	Amount
Winneshiek County Public Health - Children lead level check 305 Montgomery St., Ste. 3 Decorah, IA 52101	$ 3,653.85
Semcac, Inc. - Senior nutrition program PO Box 549 Rushford, MN 55971	2,500.00
Luther College - Womens seminar 700 College Drive Decorah, IA 52101	1,500.00
Black Hammer Swift Scooters 4-H Club - Eagle adventure 13376 Rooster Valley Rd. Spring Grove, MN 55974	280.00
Scholarships	
LaCrescent High School 1301 Lancer Blvd. LaCrescent, MN 55947	5,075.00
Allamakee High School 1059 Third Ave. NW Waukon, IA 52172	4,025.00
Caledonia High School 825 North Warrior Ave. Caledonia, MN 55921	3,275.00
So. Winneshiek High School PO Box 430 Calmar, IA 52132	2,725.00
Rushford Peterson High School Box 627 Rushford, MN 55971	2,050.00
Fillmore Central High School PO Box 599 Harmony, MN 55939	1,900.00
Houston High School 306 W. Elm St. Houston, MN 55943	1,400.00

41-1925877

ARLIN FALCK FOUNDATION
Return of Private Foundation
Supporting Schedule
12-31-12

Scholarships (continued)	Amount
Spring Grove High School 113 2nd Ave. NW Spring Grove, MN 55974	$ 1,050.00
Lanesboro High School 100 Kirkwood St. E. Lanesboro, MN 55949	1,000.00
Mabel-Canton High School 316 W. Fillmore Ave. Mabel, MN 55954	900.00
Postville High School 314 West Post St. Postville, MN 52162	900.00
Turkey Valley High School 3219 Iowa 24 Jackson Junction, IA 52171	700.00
Total grants and contributions paid	$129,005.83

Form 8937 (December 2011)

Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name The ADT Corporation			2 Issuer's employer identification number (EIN) 45-4517261
3 Name of contact for additional information J. Tracy Forbes	4 Telephone No. of contact 561-322-4958		5 Email address of contact investorrelations@adt.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1501 Yamato Road			7 City, town, or post office, state, and Zip code of contact Boca Raton, FL 33431
8 Date of action 12/18/12	9 Classification and description Stock - Common		
10 CUSIP number 00101J106	11 Serial number(s)	12 Ticker symbol ADT	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

On 12/18/12, The ADT Corporation made a cash distribution of 12.5 cents per share for a total of $29,098,818 to its shareholders of record on 12/10/12.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

The distribution per share was 12.5 cents. This distribution is a return of capital. Accordingly, 12.5 cents per share is a reduction in the stock basis in each share. To the extent the tax basis in a share is less than 12.5 cents per share, the excess of 12.5 cents over the basis in that share is recognized as capital gain.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

When a cash distribution (or other distribution of property) is made by a corporation, it is treated as a taxable dividend to the extent of the current and accumulated earnings and profits ("E&P") of that corporation on the date of the distribution or, in certain cases, at the end of the tax year in which the distribution was made. The ADT Corporation has estimated that no portion of the distribution is a taxable dividend out of E&P because (i) as of the beginning of its current fiscal year, ADT has no accumulated E&P, and (ii) ADT does not expect to have any current E&P for the tax year ending September 27, 2013. As a result, the distribution of 12.5 cents per share is considered to be a return of capital resulting in a reduction of basis to the extent of such basis with any excess treated as capital gain.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

Section 316 - Dividend defined

Section 317 - Property defined

Section 301(c) - Distributions of property

Section 312 - Effect on earnings and profits

Reg. Section 1.1502-33 - Earnings and profits (this section applies to taxpayers filing a consolidated federal corporate income tax return)

Other sections further defining adjustments to E&P that are not contained in Section 312

18 Can any resulting loss be recognized? ▶

This distribution would not create a loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

The adjustment to basis would be taken into account in the tax year of the shareholder during which the distribution was received (e.g. 2012 for calendar year taxpayers).

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 officer) is based on all information of which preparer has any knowledge.

Signature ▶ [signature] Date ▶ 3/29/2013

Print your name ▶ J. Tracy Forbes Title ▶ Vice President - Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

FALFOU Arlin Falck Foundation
41-1925877
FYE: 12/31/2012

Tax Asset Detail 1/01/12 - 12/31/12

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Page 1
#5

Asset	d t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
1		Laptop	3/31/06	799 00	0.00	0.00	799 00	0.00	799.00	0 00	S/L	5.0
2		Software - Quicken	4/06/06	89 00	0 00	0.00	89 00	0.00	89.00	0.00	Amort	3.0
3		Software - CFS Tax	5/31/06	96 00	0.00	0.00	96.00	0 00	96.00	0.00	Amort	3.0
			Grand Total	984 00	0 00c	0.00	984.00	0 00	984 00	0 00		

BYLAWS
OF
ARLIN FALCK FOUNDATION

MEMBERS

1.01. Members. The Corporation shall not have members. All powers that may be exercised by this corporation shall be exercised by the Directors.

DIRECTORS

2.01. Number: Qualifications. The business of the corporation shall be managed by a board of not less than two or more than five Directors.

2.02. Election and Term. All directors shall be elected by the existing Directors, and each director shall be elected to hold office for three (3) years and until the successor director is elected and qualified. Directors may be elected at any meeting of the Directors. The original Directors shall be appointed by the incorporator as follows: one Director for a one year term, one Director for a two year term, and the balance of the Directors for a three year term. Thereafter, all Directors shall be elected for three year terms.

2.03. Compensation. The Board of Directors shall be compensated in such amounts as the Board determines appropriate for services rendered. Any director incurring expenses on behalf of the corporation shall be reimbursed by the corporation for such expense upon giving to the corporation an itemized list of such expense together with such receipts confirming such expense as is deemed appropriate.

2.04. Vacancies. Vacancies in the Board of Directors shall be filled by the remaining members of the board, though less than a quorum, and upon being qualified, each person so elected shall be a director until their term expires and a successor is elected.

2.05. Place of Meetings. Each meeting of the Board of Directors shall be held at the registered office of the corporation in the State of Minnesota or at such other place within or without the State of Minnesota as may be designated from time to time by a majority of the members of the Board.

2.06. Annual Meetings. An annual meeting of the Board of Directors for the election of officers and the transaction of any other business shall be held within 12 months after the end of the fiscal year.

2.07. Special Meetings. A special meeting of the Board of Directors may be called for any purpose or purposes at any time in the manner determined by appropriate Minnesota law.

2.08. Notice of Meetings. Written or email notice of the annual meeting shall be given to each Director at least 7 days prior to the meeting. Twenty four hours notice by phone or email shall be given to each Director of the time and place of each special meeting of the Board of Directors.

Any Director may, in writing, either before or after the meeting, waive notice thereof, and without notice, any Director by their attendance at and participation in the action taken at any meeting shall be deemed to have waived notice thereof.

2.09.Quorum. The presence in person of two members or a majority, whichever is more, of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

2.10. Committees. The Board of Directors may designate any persons willing to serve to any committee established by the Board. Any committee established shall have such duties and authority as the Directors determine in writing. Committees shall elect a recording secretary who shall keep minutes of any meetings held and make such minutes available to the Directors or any member thereof as requested. Any committee established shall be subject at all times to the control and direction of the Directors.

2.11. Action in Writing. Any action that may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting by a writing or writings signed by all of the Directors or all of the members of the committee, as the case may be.

2.12. Removal of Director. Directors may be removed from their office in the manner established by appropriate Minnesota law only.

2.13. Advisory Directors. At the Directors' option, they may elect such number of advisory Directors as the Directors may from time to time determine. The advisory Directors shall be subject to and responsible for the following items:
A. Advisory Directors shall be elected for a one-year period and during such terms of office shall be invited to attend all meetings of Directors. They may take part in all Directors meetings and discussions and are authorized to have access to all records of the corporation.
B. Advisory Directors shall have such duties, if any, as the Board of Directors from time to time assign them, but such Directors shall not be paid for their services other than as an employee of the corporation or reimbursement for services rendered and expenses incurred.
C. Advisory Directors shall be notified of all Directors meetings in writing or waive such notice by attendance at each such meeting.
D. Advisory Directors may not cast a vote at a Directors meeting.

OFFICERS

3.01. Election, Qualifications. The officers of the corporation shall be a President, a Secretary, a Treasurer, and at the option of the directors, one or more Vice Presidents, who shall be elected annually by the Board of Directors at the annual meeting of the Board, and such other officers as may be designated from time to time by the Board. No officer other than the President need be a director.

3.02. President. The President shall be a director, but shall hold office until a successor is elected notwithstanding an earlier termination of the President as a director. The President shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and supervision of the other officers of the corporation, shall preside at all meetings of the shareholders and all meetings of the Board of Directors, and perform such other duties as are required by law.

3.03. Vice Presidents. The corporation may elect one or more Vice Presidents as the Board of Directors desires from time to time. The Vice Presidents elected, if any, shall in the order of seniority, perform the duties of the President during the absence or disability of the President.

3.04. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all proceedings thereof in a book or books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors. If no Vice President is elected by the directors, the Secretary shall be the acting chief executive officer of the corporation in the absence of the President.

3.05. Treasurer. The Treasurer shall have the care and custody of the funds and securities of the corporation and shall be the chief financial officer. The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall cause all money of the corporation to be deposited in the name and to the credit of the corporation in such depositories as may be designated from time to time by the Board of Directors. The Treasurer shall have any required tax return for the corporation prepared and filed. The Treasurer shall render to the President and to the Board, when it so requires, an account of all of the financial transactions of the corporation and of the financial condition of the corporation.

3.06. Authority and Duties. In addition to the foregoing authority and duties, all officers of the corporation shall respectively have such authority and perform such duties in the management of the business of the corporation as may be designated from time to time by the Board of Directors. The duties of the various officers may be delegated to persons as designated by each officer. However, the responsibility for each job will remain with the elected officer whether or not a duty has been delegated.

MISCELLANEOUS

4.01. Execution of Instruments, All deeds, mortgages, notes, checks, contracts, and other instruments shall be signed on behalf of the corporation by the President or Vice President and the Secretary or Assistant Secretary or by such other person or persons as may be designated from time to time by the Board of Directors.

4.02. Corporate Seal. The corporation will not have a corporate seal.

4.03. Fiscal Year. The fiscal year of the corporation shall begin on January 1 in each year.

4.04. Amendments. The Board of Directors shall have authority to make or alter the Bylaws of the corporation at any meeting of the Board.

4.05. Indemnification. To the full extent permitted by Minnesota Statute Section 317A.521, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of this corporation, or was serving at the specific request of the Board of Directors of this corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise shall be indemnified against any costs or losses resulting therefrom by this corporation. The indemnification provided by this section shall commence as soon as a claim is made and continue so long as a claim is made as to a person and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

Adopted December 11, 2012

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Arlin Falck Foundation	Employer identification number (EIN) or 41-1925877
	Number, street, and room or suite no. If a P.O. box, see instructions. 12743 Buckley Road	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Caledonia, MN 55921	

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 ▶ Kathleen V. Nelson

Telephone No. ▶ 507-724-3348 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 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☑ calendar year 20 12 or

▶ ☐ tax year beginning ________ , 20 ___ , and ending ________ , 20 ___ .

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**	$ 16869.68
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**	$ 2000.00
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**	$ 14869.68

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.