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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
EDELSTEIN FAMILY FOUNDATION 050013733200

A Employer identification number
41-6013675

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 64713 TRUST TAX SERVICES

B Telephone number (see instructions)
(612) 303-3208

City or town, state, and ZIP code
ST PAUL, MN 551640713

C If exemption application is pending, check here ☐

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)* ▶$ 36,204,472

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) (see instructions))*

		(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				
4	Dividends and interest from securities	1,072,968	1,072,968		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	467,318			
b	Gross sales price for all assets on line 6a 12,582,663				
7	Capital gain net income (from Part IV, line 2)		467,318		
8	Net short-term capital gain			0	
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)	23,731	-3		
12	**Total.** Add lines 1 through 11	1,564,017	1,540,283		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	294,352	154,611		139,741
14	Other employee salaries and wages		0	0	0
15	Pension plans, employee benefits		0	0	
16a	Legal fees (attach schedule)	4,320	2,160	0	2,160
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				0
17	Interest				0
18	Taxes (attach schedule) (see instructions)	26,129	15,129		0
19	Depreciation (attach schedule) and depletion	0	0		
20	Occupancy				
21	Travel, conferences, and meetings		0	0	
22	Printing and publications		0	0	
23	Other expenses (attach schedule)	883	97		786
24	**Total operating and administrative expenses.** Add lines 13 through 23	325,684	171,997	0	142,687
25	Contributions, gifts, grants paid	1,535,190			1,535,190
26	**Total expenses and disbursements.** Add lines 24 and 25	1,860,874	171,997	0	1,677,877
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-296,857			
b	**Net investment income** (if negative, enter -0-)		1,368,286		
c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,524,310	1,318,149	1,318,149
	3	Accounts receivable ▶ 81,063 Less allowance for doubtful accounts ▶	95,017	81,063	81,063
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,428,962	1,428,962	1,571,412
	b	Investments—corporate stock (attach schedule)	19,126,599	18,311,985	23,443,377
	c	Investments—corporate bonds (attach schedule)	8,563,202	9,301,107	9,790,471
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	9,635		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	30,747,725	30,441,266	36,204,472
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue	321	154	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)		200	
	23	**Total liabilities** (add lines 17 through 22)	321	354	
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	30,747,404	30,440,912	
	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 page 17 of the instructions)	30,747,404	30,440,912	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	30,747,725	30,441,266	

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	30,747,404
2	Enter amount from Part I, line 27a	2	-296,857
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	30,450,547
5	Decreases not included in line 2 (itemize) ▶	5	9,635
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	30,440,912

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	467,318
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,796,474	35,282,986	0 050916
2010	1,430,355	33,409,764	0 042812
2009	1,698,232	30,145,843	0 056334
2008	2,029,699	35,191,968	0 057675
2007	1,816,864	40,533,624	0 044824

2	**Total** of line 1, column (d).	2	0 252561
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050512
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	35,037,786
5	Multiply line 4 by line 3.	5	1,769,829
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,683
7	Add lines 5 and 6.	7	1,783,512
8	Enter qualifying distributions from Part XII, line 4.	8	1,677,877

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 page 18 of the 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	27,366
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	27,366
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	27,366
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,194		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,194
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	7,172
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	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶

14 The books are in care of ▶US BANK CHARITABLE SERVICES GROUP Telephone no ▶(612) 303-3208

Located at ▶800 NICOLET MALL MINNEAPOLIS MN ZIP+4 ▶554027020

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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		No
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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**		
	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? ☐ **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**
	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**		

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
US BANK NATIONAL ASSOCIATION 101 5TH STREET E ST PAUL, MN 55101	CORP TRUSTEE 1	184,352		
THOMAS A KELLER III C/O MOSS BARNETT 90 S 7TH ST MINNEAPOLIS, MN 55402	CO-TRUSTEE 5	110,000		

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

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

Total number of other employees paid over $50,000 ▶	0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	34,415,040
b	Average of monthly cash balances	1b	1,156,316
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	35,571,356
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	35,571,356
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	533,570
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,037,786
6	**Minimum investment return.** Enter 5% of line 5	6	1,751,889

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	1,751,889
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 27,366		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	27,366
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,724,523
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,724,523
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	1,724,523

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	1,677,877
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,677,877
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,677,877

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					1,724,523
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				1,438,162	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	0				
b From 2008.	0				
c From 2009.	0				
d From 2010.	0				
e From 2011.	0				
f Total of lines 3a through e.		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 1,677,877					
a Applied to 2011, but not more than line 2a				1,438,162	
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.					239,715
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					1,484,808
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. . . .	0				
b Excess from 2009. . . .	0				
c Excess from 2010. . . .	0				
d Excess from 2011. . . .	0				
e Excess from 2012. . . .	0				

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 . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NA

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

NA

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				1,535,190
b *Approved for future payment*				
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					
4 Dividends and interest from securities. . . .			14	1,072,968	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	467,318	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a PARTNERSHIP INCOME			14	2,870	
b EXCISE TAX REFUND			14	20,861	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,564,017	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,564,017

(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)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-04-26	******
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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
405 AVALONBAY CMNTYS INC		2011-12-13	2012-01-12
3858 IPATH DOW JONES UBS COMMODITY		2011-12-29	2012-01-12
7456 IPATH DOW JONES UBS COMMODITY		2011-12-29	2012-01-12
1814 BROADCOM CORP CL A		2011-12-13	2012-01-12
304 CARNIVAL CORP		1911-11-11	2012-01-12
1200 FLIR SYSTEMS INC		1911-11-11	2012-01-12
863 FLUOR CORP		2011-12-07	2012-01-12
2441 HARSCO CORP		2011-12-13	2012-01-12
1452 HELIX ENERGY SOLUTIONS GROUP INC		2011-12-07	2012-01-12
459 JOY GLOBAL INC		1911-11-11	2012-01-12
670 KANSAS CITY SOUTHERN		1911-11-11	2012-01-12
657 KOHLS CORP		2011-06-28	2012-01-12
175 LOWES CO INC		2010-02-04	2012-01-12
257 NOVELLUS SYSTEMS INC		1911-11-11	2012-01-12
311 ORACLE CORPORATION		2011-11-23	2012-01-12
3389 ORACLE CORPORATION		2011-04-20	2012-01-12
364 PUBLIC SVC ENTERPRISE GROUP INC		1911-11-11	2012-01-12
138 QUALCOMM INC		1911-11-11	2012-01-12
285 TEXAS INSTRUMENTS INC		1911-11-11	2012-01-12
149 UNITED PARCEL SERVICE INC CL B		1911-11-11	2012-01-12
1419 UNUM GROUP		1911-11-11	2012-01-12
21 VIACOM INC CLASS B		1911-11-11	2012-01-12
150 VIACOM INC CLASS B		2010-02-10	2012-01-12
135 ACCENTURE PLC CL A		2011-11-23	2012-01-12
222 XL GROUP PLC		1911-11-11	2012-01-12
1446 IPATH DOW JONES UBS COMMODITY		2011-12-29	2012-01-18
206 FRANKLIN RES INC		1911-11-11	2012-01-18
249 FRANKLIN RES INC		2011-12-07	2012-01-18
244 GOLDMAN SACHS GROUP INC		1911-11-11	2012-01-18
248 GOLDMAN SACHS GROUP INC		2011-12-07	2012-01-18

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458 PRUDENTIAL FINANCIAL INC		1911-11-11	2012-01-18
536 TIME WARNER CABLE INC		2011-04-20	2012-01-18
1104 DISCOVER FINL SVCS		1911-11-11	2012-01-27
688 ENERGEN CORP		2011-12-13	2012-01-27
300 GARDNER DENVER INC		2012-01-12	2012-01-27
419 HESS CORP		2011-05-16	2012-01-27
536 NORDSON CORP		2011-12-13	2012-01-27
6 ACCENTURE PLC CL A		2011-05-16	2012-01-30
1183 ACCENTURE PLC CL A		2011-06-28	2012-01-30
211 ANADARKO PETROLEUM CORP		2012-01-12	2012-01-31
172 APACHE CORP		1911-11-11	2012-01-31
146 CARNIVAL CORP		1911-11-11	2012-01-31
467 EXXON MOBIL CORP		1911-11-11	2012-01-31
282 FORRESTER RESH INC		1911-11-11	2012-01-31
179 HESS CORP		2012-01-12	2012-01-31
10 MASTERCARD INC		2010-02-05	2012-01-31
13 MASTERCARD INC		1911-11-11	2012-01-31
140 METLIFE INC		2012-01-12	2012-01-31
105 TERADATA CORP DEL		2010-02-12	2012-01-31
889 IPATH DOW JONES UBS COMMODITY		2011-12-29	2012-02-02
592 IPATH DOW JONES UBS COMMODITY		2011-12-29	2012-02-03
459 ABBOTT LABORATORIES		1911-11-11	2012-02-10
111 CNOOC LTD A D R		2011-04-20	2012-02-10
991 GENERAL MILLS INC		1911-11-11	2012-02-10
633 NEWFIELD EXPL CO		2012-01-27	2012-02-10
1511 PEPSICO INC		1911-11-11	2012-02-10
47 PRICELINE COM INC		2011-04-20	2012-02-10
1766 PUBLIC SVC ENTERPRISE GROUP INC		1911-11-11	2012-02-10
17 WAL MART STORES INC		2012-01-12	2012-02-10
479 WAL MART STORES INC		1911-11-11	2012-02-10

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547 AON CORP		2012-01-18	2012-02-27
1290 CARNIVAL CORP		1911-11-11	2012-02-27
1348 JOHNSON JOHNSON		2011-04-20	2012-02-27
750 PEABODY ENERGY CORP		1911-11-11	2012-02-27
913 HALLIBURTON CO		2011-06-28	2012-02-28
111 AON CORP		2011-12-13	2012-04-02
1125 MEDCO HEALTH SOLUTIONS INC		1911-11-11	2012-04-02
225 MEDCO HEALTH SOLUTIONS INC		1911-11-11	2012-04-02
25 EXPRESS SCRIPTS HLDGS C		1911-11-11	2012-04-10
25 EXPRESS SCRIPTS HLDGS C		1911-11-11	2012-04-10
142457 119 NUVEEN TRADEWINDS INTL VAL - CL I		2012-01-18	2012-04-17
5 PHILLIPS 66		2011-11-23	2012-05-10
1866 ABB LTD A D R		2011-12-07	2012-05-31
927 AGCO CORP		2011-12-07	2012-05-31
21278 195 ABERDEEN FDS EMRGN		2011-10-18	2012-05-31
504 AMGEN INC		2011-04-20	2012-05-31
98 APPLE INC		1911-11-11	2012-05-31
319 B H P BILLITON LIMITED A D R		2011-11-23	2012-05-31
564 BORG WARNER INC		2011-04-20	2012-05-31
835 CARNIVAL CORP		1911-11-11	2012-05-31
846 COMPANHIA DE BEBIDAS P R A D R		2011-04-28	2012-05-31
413 E O G RES INC		2010-02-10	2012-05-31
20 EXPRESS SCRIPTS HLDGS C		2011-04-20	2012-05-31
182 EXPRESS SCRIPTS HLDGS C		1911-11-11	2012-05-31
911 EXPRESS SCRIPTS HLDGS C		1911-11-11	2012-05-31
543 FMC TECHNOLOGIES INC		2011-04-20	2012-05-31
212 FREEPORT MCMORAN COPPER GOLD		2011-11-23	2012-05-31
987 GENTEX CORP		2011-09-21	2012-05-31
410 HALLIBURTON CO		2012-01-12	2012-05-31
1414 HELIX ENERGY SOLUTIONS GROUP INC		2012-02-27	2012-05-31

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

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163 INTERDIGITAL INC		1911-11-11	2012-05-31
51 MCDONALDS CORP		2011-12-13	2012-05-31
5 MCDONALDS CORP		2011-04-20	2012-05-31
623 MCDONALDS CORP		2011-04-20	2012-05-31
2089 METLIFE INC		2011-12-07	2012-05-31
2342 ORACLE CORPORATION		2012-02-27	2012-05-31
174 P P L CORPORATION		2011-12-13	2012-05-31
1959 P P L CORPORATION		2011-09-21	2012-05-31
235 PEABODY ENERGY CORP		2011-11-23	2012-05-31
298 PERRIGO CO		2011-04-20	2012-05-31
3 PRAXAIR INC		2011-09-21	2012-05-31
233 PRAXAIR INC		2012-01-12	2012-05-31
20810 118 LAUDUS INTL MARKETMASTERS FUND SEL		2011-12-29	2012-05-31
1100 TEVA PHARMACEUTICAL INDS LTD A D R		2012-01-12	2012-05-31
1350 TIME WARNER INC		2011-12-13	2012-05-31
471 UNION PACIFIC CORP		2011-04-20	2012-05-31
111 AON PLC		2011-12-13	2012-05-31
13596 193 SCOUT INTERNATIONAL FUND		2012-04-17	2012-06-22
COMPANHIA DE BEBIDAS P R A D R			2012-06-25
COMPANHIA DE BEBIDAS P R A D R			2012-06-25
625 LAM RESEARCH CORP		1911-11-11	2012-06-25
875 LAM RESEARCH CORP		1911-11-11	2012-06-25
13812 155 ABERDEEN FDS EMRGN		2012-02-03	2012-06-28
346 AMGEN INC		2011-04-20	2012-06-28
211 APPLE INC		1911-11-11	2012-06-28
502 APTAR GROUP INC		2012-05-31	2012-06-28
263 AVALONBAY CMNTYS INC		2012-02-27	2012-06-28
1522 B H P BILLITON LIMITED A D R		2011-12-16	2012-06-28
462 BOEING CO		2011-04-20	2012-06-28
680 BOSTON PPTYS INC		2011-04-20	2012-06-28

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677 CELANESE CORP SER A		2012-01-18	2012-06-28
523 DISNEY WALT CO		2012-05-31	2012-06-28
512 E O G RES INC		2010-02-10	2012-06-28
1926 FIFTH THIRD BANCORP		2011-12-16	2012-06-28
1590 FREEPORT MCMORAN COPPER GOLD		2011-12-07	2012-06-28
265 GOLDMAN SACHS GROUP INC		2012-05-31	2012-06-28
315 HUMANA INC		1911-11-11	2012-06-28
190 INTERCONTINENTAL EXCHANGE INC		2012-02-10	2012-06-28
522 J P MORGAN CHASE CO		1911-11-11	2012-06-28
682 J P MORGAN CHASE CO		2012-01-12	2012-06-28
2023 JEFFERIES GROUP INC		2011-12-16	2012-06-28
6462 KEYCORP NEW		2012-01-12	2012-06-28
1196 MARATHON OIL CORPORATION		2012-05-31	2012-06-28
846 MERCK AND CO INC		1911-11-11	2012-06-28
503 MICROS SYS INC		2011-04-20	2012-06-28
423 NETEASE INC A D R		2011-05-16	2012-06-28
819 NEWFIELD EXPL CO		2012-05-31	2012-06-28
18759 873 NUVEEN HIGH INCOME BOND FD CL I		2011-03-15	2012-06-28
747 OCCIDENTAL PETROLEUM CORPORATION		1911-11-11	2012-06-28
968 P N C FINANCIAL SERVICES GROUP INC		1911-11-11	2012-06-28
174 PANERA BREAD COMPANY CL A		2012-01-12	2012-06-28
410 T ROWE PRICE GROUP INC		2012-01-27	2012-06-28
447 TRAVELERS COS INC		2012-05-31	2012-06-28
413 UNION PACIFIC CORP		2011-04-20	2012-06-28
1770 VODAFONE GROUP PLC A D R		2011-04-20	2012-06-28
1025 WELLS FARGO CO		1911-11-11	2012-06-28
349 ACE LTD		2011-05-16	2012-06-28
915 TYCO INTERNATIONAL LTD		2010-02-09	2012-06-28
134 COMPANHIA DE BEBIDAS P R A D R		2011-04-20	2012-07-23
4016 95 CREDIT SUISSE COMM RET ST CO		2012-02-02	2012-07-23

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470 FORD MOTOR CO		2012-05-31	2012-07-23
2081 421 NUVEEN MID CAP GRWTH OPP FD CL I		2011-04-26	2012-07-23
54 PIONEER NAT RES CO		2012-01-12	2012-07-23
94 COVIDIEN PLC		2011-04-20	2012-07-23
291 GOODRICH CORP		2011-04-20	2012-07-26
93 JOY GLOBAL INC		1911-11-11	2012-07-30
121 STATE STR CORP		2012-05-31	2012-07-30
500000 HERSHEY FOODS CORP 6 950% 8/15/12		1997-08-15	2012-08-15
463 AMERIPRISE FINL INC		2012-02-10	2012-08-21
456 ANSYS INC		2011-04-28	2012-08-21
87 ANSYS INC		2011-06-28	2012-08-21
53 APPLE INC		1911-11-11	2012-08-21
886 BRISTOL MYERS SQUIBB CO		2012-06-28	2012-08-21
843 CVS CAREMARK CORP		1911-11-11	2012-08-21
7955 CISCO SYS INC		2011-06-28	2012-08-21
2105 COMPANHIA DE BEBIDAS P R A D R		2011-04-20	2012-08-21
15473 411 CREDIT SUISSE COMM RET ST CO		2012-02-02	2012-08-21
1547 DISCOVER FINL SVCS		1911-11-11	2012-08-21
4394 FORD MOTOR CO		2012-05-31	2012-08-21
1500 FORRESTER RESH INC		1911-11-11	2012-08-21
323 HALLIBURTON CO		2011-06-28	2012-08-21
339 HALLIBURTON CO		2011-12-07	2012-08-21
74 HUMANA INC		1911-11-11	2012-08-21
835 HUMANA INC		1911-11-11	2012-08-21
880 J P MORGAN CHASE CO		1911-11-11	2012-08-21
402 KIRBY CORP		2011-12-16	2012-08-21
1173 MCDONALDS CORP		2011-04-20	2012-08-21
822 PIONEER NAT RES CO		2011-04-28	2012-08-21
602 QUESTCOR PHARMACEUTICALS INC		2012-05-31	2012-08-21
2018 REDWOOD TRUST INC		2012-06-28	2012-08-21

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

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244 SIMON PROPERTY GROUP INC		2011-04-28	2012-08-21
565 SOTHEBYS HLDGS INC CL A		1911-11-11	2012-08-21
120 VARIAN MED SYS INC		2011-04-20	2012-08-21
350 VARIAN MED SYS INC		2011-04-28	2012-08-21
274 VARIAN MED SYS INC		2011-12-07	2012-08-21
174 VODAFONE GROUP PLC A D R		2011-04-20	2012-08-21
320 WATERS CORP		2012-06-28	2012-08-21
194 WELLS FARGO CO		1911-11-11	2012-08-21
5 THE ADT CORPORATION		2010-02-09	2012-10-17
3407 PENTAIR INC		2010-02-09	2012-10-17
6667 KRAFT FOODS GROUP INC		2011-04-26	2012-10-19
117 AFLAC INC		2011-04-20	2012-11-09
3547 914 INV BALANCE RISK COMM STR Y		2012-08-21	2012-11-09
56 ALLERGAN INC		2012-05-31	2012-11-09
392 BAIDU COM INC A D R		2012-05-31	2012-11-09
78 BAIDU COM INC A D R		2012-05-31	2012-11-09
276 BROADCOM CORP CL A		2012-08-21	2012-11-09
111 CNOOC LTD A D R		2011-04-20	2012-11-09
11 CNOOC LTD A D R		2011-12-16	2012-11-09
33 CNOOC LTD A D R		2011-04-20	2012-11-09
631 DU PONT E I DE NEMOURS & CO		2012-06-28	2012-11-09
104 DU PONT E I DE NEMOURS & CO		2012-05-31	2012-11-09
115 MERCK AND CO INC		1911-11-11	2012-11-09
1211 MICROSOFT CORP		1911-11-11	2012-11-09
280 NIKE INC		2011-09-21	2012-11-09
58 NIKE INC		2012-05-31	2012-11-09
33185 82 NUVEEN REAL ESTATE SECS I		2012-08-16	2012-11-09
4178 942 NUVEEN SMALL CAP SELECT FD CL I		2012-08-16	2012-11-09
1217 652 NUVEEN SMALL CAP SELECT FD CL I		2011-04-20	2012-11-09
575 403 PIMCO TOTAL RETURN FUND INST		2012-10-31	2012-11-09

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1074 06 PIMCO TOTAL RETURN FUND INST		2011-07-29	2012-11-09
1000 192 PIMCO TOTAL RETURN FUND INST		2010-05-28	2012-11-09
1210 POTASH CORP OF SASKATCHEWAN		2012-06-28	2012-11-09
246 POTASH CORP OF SASKATCHEWAN		2012-08-21	2012-11-09
51 PRICELINE COM INC		2011-04-20	2012-11-09
14 PRICELINE COM INC		2011-04-20	2012-11-09
959 PUBLIC SVC ENTERPRISE GROUP INC		1911-11-11	2012-11-09
211 PUBLIC SVC ENTERPRISE GROUP INC		1911-11-11	2012-11-09
473 ULTA SALON COSMETICS & FRAGRANCE		2011-04-28	2012-11-09
583 UNITED NAT FOODS INC		2011-04-20	2012-11-09
1528 NABORS INDUSTRIES LTD		2011-12-16	2012-11-09
223 COOPER INDUSTRIES PLC		1911-11-11	2012-12-03
250000 ABBOTT LABS 4 350% 3/15/14		2004-03-18	2012-12-10
100000 ABBOTT LABS 4 350% 3/15/14		1911-11-11	2012-12-10
7782 EATON CORP PLC		2012-11-30	2012-12-28
1164 FRONTIER COMMUNICATIONS CORP		1911-11-11	2012-12-31
240 FRONTIER COMMUNICATIONS CORP		1911-11-11	2012-12-31
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
50,248		50,365	-117
163,843		161,612	2,231
316,644		311,586	5,058
57,394		53,509	3,885
10,470		8,503	1,967
30,956		18,797	12,159
45,527		50,181	-4,654
49,772		49,553	219
24,503		24,248	255
37,881		20,607	17,274
48,160		10,575	37,585
30,117		33,342	-3,225
4,566		3,818	748
11,215		5,156	6,059
8,348		9,923	-1,575
90,964		115,511	-24,547
11,291		10,359	932
7,706		5,374	2,332
8,792		6,530	2,262
11,124		8,297	2,827
31,344		29,226	2,118
999		552	447
7,137		4,283	2,854
7,217		7,232	-15
4,487		3,548	939
60,948		60,428	520
20,143		21,055	-912
24,348		24,703	-355
24,990		27,598	-2,608
25,400		24,745	655

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
25,354		17,329	8,025
35,371		39,353	-3,982
30,348		13,229	17,119
33,670		34,156	-486
22,791		25,103	-2,312
23,024		31,680	-8,656
24,574		25,305	-731
338		338	
66,590		70,790	-4,200
16,918		16,720	198
16,969		11,331	5,638
4,367		4,084	283
39,195		32,225	6,970
9,755		7,244	2,511
9,900		10,359	-459
3,542		2,217	1,325
4,605		2,027	2,578
4,959		5,034	-75
5,561		2,984	2,577
38,137		37,240	897
25,586		24,740	846
25,249		23,126	2,123
24,460		27,872	-3,412
38,430		32,050	6,380
23,921		25,092	-1,171
96,445		88,023	8,422
25,565		24,990	575
53,523		50,536	2,987
1,043		1,015	28
29,396		25,974	3,422

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
25,974		25,507	467
38,532		35,950	2,582
86,810		86,900	-90
26,580		32,640	-6,060
34,496		45,407	-10,911
5,446		5,055	391
32,400			32,400
6,480			6,480
14		13	1
14		13	1
3,085,621		3,250,530	-164,909
16		15	1
29,352		34,931	-5,579
37,159		41,870	-4,711
278,106		283,000	-4,894
35,150		28,109	7,041
56,736		12,733	44,003
19,513		21,414	-1,901
40,032		42,102	-2,070
26,720		23,270	3,450
31,868		27,169	4,699
40,905		37,055	3,850
1,041		1,118	-77
9,469		9,583	-114
47,397		48,114	-717
21,885		25,358	-3,473
6,729		7,363	-634
21,822		24,300	-2,478
12,227		13,667	-1,440
24,399		27,710	-3,311

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,002		3,701	301
4,564		4,996	-432
447		388	59
55,757		48,401	7,356
61,208		67,349	-6,141
61,922		68,338	-6,416
4,745		5,050	-305
53,422		57,221	-3,799
5,450		7,875	-2,425
31,090		26,147	4,943
318		298	20
24,697		25,365	-668
347,321		340,870	6,451
43,263		50,237	-6,974
46,674		46,614	60
52,395		44,940	7,455
5,156		5,446	-290
388,443		425,017	-36,574
43			43
8			8
24		11	13
33		16	17
186,188		200,000	-13,812
24,579		19,297	5,282
120,114		27,415	92,699
25,131		25,619	-488
35,625		34,910	715
93,023		107,266	-14,243
32,737		34,705	-1,968
69,944		66,781	3,163

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
22,774		33,207	-10,433
24,586		23,880	706
43,314		45,937	-2,623
24,443		23,668	775
50,036		64,220	-14,184
24,292		25,344	-1,052
24,174		11,814	12,360
24,941		25,030	-89
18,458		16,855	1,603
24,115		24,859	-744
25,166		25,808	-642
47,883		49,861	-1,978
28,859		29,828	-969
33,983		32,327	1,656
24,853		25,477	-624
24,064		19,005	5,059
21,269		24,586	-3,317
161,710		171,090	-9,380
59,686		49,943	9,743
56,685		39,329	17,356
23,707		25,055	-1,348
24,456		24,551	-95
27,655		27,875	-220
46,780		39,406	7,374
49,400		51,750	-2,350
32,851		20,190	12,661
24,761		23,687	1,074
46,698		28,375	18,323
4,949		4,152	797
33,060		33,783	-723

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,272		4,982	-710
92,332		103,447	-11,115
4,810		5,184	-374
4,847		5,049	-202
37,103		25,526	11,577
4,844		4,173	671
4,851		4,997	-146
500,000		487,070	12,930
25,697		24,759	938
30,365		25,030	5,335
5,793		4,740	1,053
35,117		7,313	27,804
28,122		30,841	-2,719
38,626		29,065	9,561
152,597		119,722	32,875
79,258		65,230	14,028
129,977		129,984	-7
57,547		18,538	39,009
42,331		50,174	-7,843
44,963		25,135	19,828
11,412		15,543	-4,131
11,977		11,570	407
5,044		2,775	2,269
56,919		31,315	25,604
33,923		28,414	5,509
21,650		25,948	-4,298
104,097		91,130	12,967
81,393		83,423	-2,030
23,982		24,652	-670
28,130		24,922	3,208

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
38,838		27,996	10,842
18,108		11,125	6,983
7,250		8,444	-1,194
21,147		24,612	-3,465
16,555		17,597	-1,042
5,116		5,087	29
24,505		24,563	-58
6,695		4,217	2,478
19		11	8
15		9	6
31		23	8
5,766		6,201	-435
37,679		38,743	-1,064
5,056		5,055	1
41,071		46,056	-4,985
8,172		9,164	-992
8,499		9,991	-1,492
22,746		27,872	-5,126
2,254		1,964	290
6,762		8,286	-1,524
27,513		30,960	-3,447
4,535		5,012	-477
5,079		4,394	685
35,040		23,318	11,722
25,811		24,511	1,300
5,346		6,280	-934
700,553		724,446	-23,893
60,219		62,224	-2,005
17,546		18,618	-1,072
6,680		6,650	30

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
12,470		12,223	247
11,612		11,102	510
47,377		51,594	-4,217
9,632		10,770	-1,138
31,929		27,117	4,812
8,765		7,444	1,321
28,741		27,443	1,298
6,324		6,005	319
42,148		24,989	17,159
30,428		25,273	5,155
20,129		25,884	-5,755
16,614		8,733	7,881
262,765		255,760	7,005
105,106		102,304	2,802
42		40	2
679			679
140			140
			406

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-117
			2,231
			5,058
			3,885
			1,967
			12,159
			-4,654
			219
			255
			17,274
			37,585
			-3,225
			748
			6,059
			-1,575
			-24,547
			932
			2,332
			2,262
			2,827
			2,118
			447
			2,854
			-15
			939
			520
			-912
			-355
			-2,608
			655

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			8,025
			-3,982
			17,119
			-486
			-2,312
			-8,656
			-731
			-4,200
			198
			5,638
			283
			6,970
			2,511
			-459
			1,325
			2,578
			-75
			2,577
			897
			846
			2,123
			-3,412
			6,380
			-1,171
			8,422
			575
			2,987
			28
			3,422

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			467
			2,582
			-90
			-6,060
			-10,911
			391
			32,400
			6,480
			1
			1
			-164,909
			1
			-5,579
			-4,711
			-4,894
			7,041
			44,003
			-1,901
			-2,070
			3,450
			4,699
			3,850
			-77
			-114
			-717
			-3,473
			-634
			-2,478
			-1,440
			-3,311

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			301
			-432
			59
			7,356
			-6,141
			-6,416
			-305
			-3,799
			-2,425
			4,943
			20
			-668
			6,451
			-6,974
			60
			7,455
			-290
			-36,574
			43
			8
			13
			17
			-13,812
			5,282
			92,699
			-488
			715
			-14,243
			-1,968
			3,163

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-10,433
			706
			-2,623
			775
			-14,184
			-1,052
			12,360
			-89
			1,603
			-744
			-642
			-1,978
			-969
			1,656
			-624
			5,059
			-3,317
			-9,380
			9,743
			17,356
			-1,348
			-95
			-220
			7,374
			-2,350
			12,661
			1,074
			18,323
			797
			-723

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-710
			-11,115
			-374
			-202
			11,577
			671
			-146
			12,930
			938
			5,335
			1,053
			27,804
			-2,719
			9,561
			32,875
			14,028
			-7
			39,009
			-7,843
			19,828
			-4,131
			407
			2,269
			25,604
			5,509
			-4,298
			12,967
			-2,030
			-670
			3,208

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			10,842
			6,983
			-1,194
			-3,465
			-1,042
			29
			-58
			2,478
			8
			6
			8
			-435
			-1,064
			1
			-4,985
			-992
			-1,492
			-5,126
			290
			-1,524
			-3,447
			-477
			685
			11,722
			1,300
			-934
			-23,893
			-2,005
			-1,072
			30

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			247
			510
			-4,217
			-1,138
			4,812
			1,321
			1,298
			319
			17,159
			5,155
			-5,755
			7,881
			7,005
			2,802
			2
			679
			140

Form 990PF Part XV Line 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*				
SHOLOM HOME C/O SHOLOM FOUNDATION 3620 PHILLIPS PARKWAY ST LOUIS PARK, MN 55426	NONE	NONE	OPERATIONAL SUPPORT	161,024
NORTH BRANCH SCHOOL DISTRICT #138 6655 MAIN STREET NORTH BRANCH, MN 55056	NONE	NONE	GENERAL OPERATING SUPPORT	48,307
UNITED JEWISH FUND & COUNCIL INC 790 SIOUTH CLEVELAND AVE SUIT 227 ST PAUL, MN 55116	NONE	NONE	GENERAL OPERATING SUPPORT	241,535
MINNESOTA MASONIC HOME 11501 MASONIC HOME DRIVE BLOOMINGTON, MN 55437	NONE	NONE	GENERAL OPERATING SUPPORT	32,205
UNIVERSITY OF MINNESOTA SOCIOLOGY DEPARTMENT 200 OAK STREET SE SUITE 500 MINNEAPOLIS, MN 554552010	NONE	NONE	GENERAL OPERATING SUPPORT	80,512
UNIVERSITY OF MINNESOTA GREATER UNIVERSITY FUND 200 OAK STREET SE SUITE 500 MINNEAPOLIS, MN 55455	NONE	NONE	GENERAL OPERATING SUPPORT	161,024
ACTORS FUND C/O JOSEPH BENINCASA 729 SEVENTH AVE 10TH FL NEW YORK, NY 10019	NONE	N/A	OPERATING SUPPORT	5,000
ST PAUL FOUNDATION 55 - 5TH STREET E SUITE 600 ST PAUL, MN 55101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	161,024
NATIONAL JEWSH CENTER FOR UMMUNOLOG 1400 JACKSON STREET DENVER, CO 80206	NONE	PUBLIC	GENERAL OPERATING SUPPORT	161,024
MIXED BLOOD THEATRE COMPANY 1501 SOUTH 4TH STREET MINNEAPOLIS, MN 554541106	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
TEN THOUSAND THINGS 3153 36TH AVENUE S MINNEAPOLIS, MN 554062126	NONE	PUBLIC	GENERAL OPERATING SUPPORT	1,000
LIVE ACTION SET P O BOX 3984 MINNEAPOLIS, MN 55403	NONE	NONE	GENERAL OPERATING SUPPORT	1,000
BRANDEIS UNIVERSITY 415 SOUTH ST WALTHAM, MA 024532700	NONE	PUBLIC	OPERATIONAL SUPPORT	241,535
NEW YORK SHAKESPEARE FESTIVAL 425 LAFAYETTE STREET NEW YORK, NY 10003	NONE	NONE	GENERAL OPERATING SUPPORT	75,000
PILLSBURY UNITED COMMUNITIES 1201 37TH AVENUE N MINNEAPOLIS, MN 55412	NONE	NONE	GENERAL OPERATING SUPPORT	55,000

Form 990PF Part XV Line 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*				
PLAYWRIGHTS CENTER 2301 FRANKLIN AVENUE E MINNEAPOLIS, MN 55406	NONE	NONE	GENERAL OPERATING SUPPORT	75,000
THEATRE COMMUNICATIONS GROUP 520 EIGHTH AVE 24TH FLOOR NEW YORK, NY 100184156	NONE	NONE	GENERAL OPERATING SUPPORT	25,000
Total . . . . ▶ **3a**				1,535,190

TY 2012 Investments Corporate Bonds Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TARGET CORP		
BANKAMERICA CORP		
HERSHEY FOODS CORP		
GENERAL ELECTRIC CO	514,260	501,905
CS FIRST BOSTON USA INC	247,390	261,135
ABBOTT LABORATORIES		
BERKSHIRE HATHAWAY FIN	250,238	271,223
MERCK & CO INC	260,075	272,520
PITNEY BOWERS INC	242,305	262,735
ARTIO GLOBAL HIGH INCOME I		
ISHARES IBOXX & INVESTMENT GRA		
PIMCO TOTAL RETUNR FUND INST	2,563,867	2,695,353
INV BALANCE RISK COMM STR Y	1,213,170	1,216,350
NUVEEN HIGH INCOME BOND FD CI	1,255,724	1,368,291
NUVEEN INFLATION PRO SEC CI I	1,035,821	1,141,433
GENERAL ELECTRIC CO 02/01/13	205,704	200,762
CREDIT SUISSE COMM RET ST CO	86,193	92,655
INV BALANCE RISK COMM STR Y	74,650	70,480
NUVEEN HIGH INCOME BOND FD CL	192,080	210,422
NUVEEN INFLATION PRO SEC CL I	282,913	315,876
PIMCO TOTAL RETURN FUND INST	876,717	909,331

TY 2012 Investments Corporate Stock Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	81,399	84,102
FIFTH THIRD BANCORP	8,860	12,160
FLOWSERVE CORP	5,273	7,340
AMAZON COM INC	32,111	68,989
AMERICAN ELECTRIC	55,088	68,416
AMERICAN EXPRESS COQ	68,204	102,487
AMERISOURCEBERGEN CORP	76,782	158,687
APACHE CORP	6,786	8,086
FLUOR CORP	6,345	7,989
APPLE INC	76,787	314,514
ATT INC	86,605	112,086
FRONTIER COMMUNICATIONS CORP		1,027
F5 NETWORK INC	2,398	12,144
GENERAL ELECTRIC CO	37,893	65,594
BORG WARNER INC	47,156	92,103
EXXON MOBIL CORP	9,102	10,559
GENERAL MILLS INC	14,554	18,189
CABOT OIL GAS CORP CI A	31,732	111,915
CELANESE CORP SER A	41,537	57,597
CHEVRON CORPORATION	134,656	271,107
EXTERRAN PARTNERS L P	5,086	4,642
CISCO SYS INC	27,015	35,271
EQUINIX INC	15,030	22,888
CLOROX CO	14,365	18,085
EXPRESS SCRIPTS HLDGS C	10,066	9,720
COOPER COS INC	4,759	16,184
CVS CAREMARK CORP	26,961	37,810
DIRECTV CI A	39,413	75,240
DISCOVER FINL SERVICES	10,996	35,427
DISH NETWORK CORP CI A	24,428	49,395

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOVER CORP	61,778	116,635
E BAY INC	64,951	178,033
E M C CORPORATION	66,159	154,330
E O G RES INC		
EXXON MOBIL CORP	116,136	122,036
FAIR ISAAC CORPORATION	5,956	13,450
FIFTH THIRD BANCORP	26,606	33,334
FLIR SYSTEMS INC		
FLOWSERVE CORP	55,368	77,070
FORRESTER RESH INC		
FRANKLIN RES INC		
FRONTIER COMMUNICATIONS CORP		4,982
F5 NETWORKS INC	6,909	28,271
LULULEMON ATHLETICA INC	5,079	6,251
MANHATTAN ASSOCS INC	10,422	28,420
GENERAL ELECTRIC CO	139,170	316,424
GENERAL MILLS INC	20,698	25,869
GILEAD SCIENCES INC	24,715	36,431
GOLDMAN SACHS GROUP INC	5,069	6,761
GOOGLE INC CL A	85,953	169,771
HONEYWELL INTERNATIONAL INC	7,691	19,041
HELIX ENERGY SOLUTIONS GROUP I		
HELMERICH PAYNE INC	6,222	13,106
INTEL CORP	5,023	3,938
HONEYWELL INTERNATIONAL INC	33,952	88,858
HUMANA INC	5,663	10,363
INTERNATIONAL BUSINESS MACHINE	43,862	86,198
INTERDIGITAL INC		
INTERNATIONAL BUSINESS MACHINE	153,248	300,734
J P MORGAN CAHASE CO	21,437	28,668

Name of Stock	End of Year Book Value	End of Year Fair Market Value
J P MORGAN CHASE CO	51,375	60,589
JOY GLOBAL INC	17,554	24,938
KANSAS CITY SOUTHERN	17,835	94,332
KTAFT FOODS GROUP INC	1,762	2,274
LAM RESEARCH CORP	32,375	65,612
MCDONALDS CORP	12,544	14,290
MAXIM INTEGRATED PRODS INC	5,275	5,439
LORILLARD INC	5,639	8,634
LOWES CO INC		
MANHATTAN ASSOCS INC	33,355	91,355
MASTERCARD INC	2,338	7,369
MASTERCARD INC	22,169	49,128
MERK AND CO INC NEW	13,975	15,189
MEDCO HEALTH SOLUTIONS INC		
MERCK AND CO INC NEW	71,511	77,581
MICROSOFT CORP	28,622	39,397
MICROSOFT CORP	114,838	159,297
MONDELEZ INTERNATIONAL W I	3,302	3,869
NEWS CORP INC CL A	13,906	27,500
MYLAN INC	24,727	30,771
NEWS CORP INC CL A	22,724	44,643
PHILIP MORRIS INTL	10,905	24,172
NOVELLUS SYSTEMS INC		
OCCIDENTAL PETROLEUM CORP	28,920	33,019
OCCIDENTAL PETROLEUM CORP	71,404	81,819
PACKAGING CORP AMERICA	6,131	16,350
P P G INDS INC	7,090	16,919
P N C FINANCIAL SERVICES GROUP	23,155	33,528
P G E CORP	5,369	5,746
P N C FINANCIAL SERVICES GROUP	55,865	80,176

Name of Stock	End of Year Book Value	End of Year Fair Market Value
P P G INDS INC	36,867	87,978
PACKAGING CORP AMERICA	17,415	45,510
PARKER HANNIFIN CORP	62,412	130,482
PEABODY ENERGY CORP		
PEPSICO INC	22,661	26,619
PFIZER INC	84,779	156,746
PHILIP MORRIS INTL	67,529	84,727
PENTAIR INC	1,754	3,981
PIONEER NAT RES CO	18,978	23,450
PROCTER & GAMBLE CO	22,796	28,378
PRUDENTIAL FINANCIAL INC	40,372	56,903
PUBLIC SVC ENTERPRISE GROUP		
QUALCOMM INC	164,957	168,629
QUESTAR CORP	14,979	20,748
PRUDENTIAL FINANCIAL INC	12,238	17,332
ROSS STORES INC	46,941	117,051
QUALCOMM INC	29,704	29,321
ROCKWELL AUTOMATION INC	9,987	11,591
SIMPSON MTG CO INC	21,457	49,185
SM ENERGY CO	17,090	28,298
SOTHEBYS HLDGS INC CL	4,859	10,927
ROSS STORE INC	9,946	24,773
SCHEIN HENRY INC	4,980	5,388
SEMPRA ENERGY	5,249	6,952
STARBUCKS CORP	16,129	40,705
STATE STR CORP	77,358	84,994
SIMON PROPERTY GROUP INC	4,901	6,640
SLM CORP	5,057	5,088
TARGET CORPORATION	22,139	31,005
TERADATA CORP DEL	16,230	35,587

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARBUCKS CORP	5,887	14,856
TEXAS INSTRUMENTS INC	54,428	71,541
THERMO FISHER SCIENTIFIC INC	52,446	74,942
SM ENERGY CO	5,912	10,442
TRIUMPH GROUP INC	20,411	52,240
UNITED HEALTH GROUP INC	46,877	73,224
UNITED PARCEL SERVICE INC	21,076	27,870
UNITED TECHNOLOGIES CORP	110,374	186,573
UNUM GROUP		
URBAN OUTFITTERS INC	29,747	33,456
VARIAN MED SYS INC	8,162	8,148
VERIZON COMMUNICATIONS INC	111,076	125,526
VIACOM INC CL B	26,123	52,371
WAL MART STORES INC	24,115	27,565
WELLS FARGO CO	60,571	105,104
VAICOM INC CLASS B	15,875	31,855
WILLIAMS SONOMA INC	19,169	96,294
WINTRUST FINL CORP	30,231	30,718
VMWARE INC CL A	6,549	6,590
VARIZON COMMUNICATIONS INC	26,337	35,568
AXIS CAPITAL HOLDINGS LTD	27,444	35,506
CARNIVAL CORP	26,959	25,445
ENBRIDGE ENERGY PARTNERS L P	5,089	4,743
GOOGLE INC CL A	20,203	41,735
NOBLE CORP	23,901	17,410
PRICELINE COM INC	14,356	16,751
TYCO INTERNATIONAL LTD	4,928	9,916
XI GROUP PLC		
LAM RESEARCH CORP	9,879	20,016
KANSAS CITY SOUTHERN	7,908	22,957

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON JOHNSON	18,953	20,609
MARATHON OIL CORPORATION	5,552	5,611
PRECISION CASTPARTS CORP	5,183	5,683
AFLAC INC	90,314	124,354
AGCO CORP		
ALLERGAN INC	56,396	66,046
AMGEN INC	31,846	49,220
ANADARKO PETROLEUM CORP	121,744	118,673
ANSYS INC	20,702	25,589
AVALONBAY CMNTYS INC		
BOEING CO	6,065	6,556
BOSTON PPTYS INC	4,937	5,820
BROADCOM CORP CI A	60,695	61,239
CAMDEN PPTY TR	24,814	29,671
CAMERON INTL CORP	85,629	103,152
CELGENE CORP	10,189	13,183
CERNER CORPORATION	74,733	102,933
CHURCH AND DWINGHT CO INC	25,274	33,856
CITIGROUP INC	70,261	99,296
COGNIZANT TECH SOLUTIONS CL A	56,806	61,544
CONOCOPHILLIPS	38,586	41,289
DARDEN RESTAURANTS INC	25,234	26,952
DISNEY WALT CO	76,207	106,053
DU PONT E I DE NEMOURS & CO	26,433	25,998
EATON VANCE CORP	25,417	34,939
ENERGEN CORP		
EQUINIX INC	52,583	110,936
EXPRESS SCRIPTS INC	84,003	85,428
FLOUR CORP	43,499	53,630
FMC TECHNOLOGIES INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FREEPORT MCMORAN COPPER GOLD	9,759	9,610
GENTEX CORP		
GOODRICH CORP		
HALLIBURTON CO		
HARSCO CORP		
HESS CORP		
HEXCEL CORP NEW	24,804	27,580
HMS HIDGS CORP	25,040	24,183
IDEXX LABS INC	25,424	29,696
JEFFERIES GROUP INC		
JOHNSON JOHNSON	83,229	91,340
KEYCORP NEW	7,225	8,875
KIRBY CORP		
KOHLS CORP		
KRAFT FOODS INC CL A	25,018	32,238
LAUDER ESTEE COS INC CLA	94,802	113,734
MCDONALDS CORP	40,166	45,605
METLIFE INC		
MICROS SYS INC		
NIKE INC	32,623	42,106
NORDSON CORP		
ONEONK INC	51,799	66,861
ORACLE CORPORATION		
P P L CORPORATION	25,067	24,278
PERRIGO CO	25,270	29,961
PIONEER NAT RES CO	51,315	58,305
PRAXAIR INC	24,228	26,706
PRICELINE COM INC	61,678	71,965
RALPH LAUREN CORP	31,791	37,030
REINSURANCE GROUP AMERICA	25,602	27,081

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REYNOLDS AMERICAN INC	42,524	48,597
SCHEIN HENRY INC	61,533	69,724
SIMON PROPERTY GROUP INC	24,904	32,250
TIME WARNER CABLE INC		
TIME WARNER INC		
TJX COMPANIES INC	102,698	147,641
TRAVELERS COS INC	24,809	35,623
ULTA SALON COSMETICS & FRAGRAN		
UNION PACIFIC CORP	93,028	122,577
UNITED NAT FOODS INC		
VALPAR CORP	24,694	48,922
VARIAN MED SYS INC	26,845	29,360
ABB LTD A D R		
ACCENTURE PLC CL A	49,966	54,730
ACE LTD	26,520	31,441
B H P BILLITON LIMITED A D R		
CNOON LTD A D R	5,104	5,940
COMPANHIA DE BEBIDAS P R A D R	20,452	27,713
COVIDIEN PLC	47,050	50,580
DIAGEO PLC SPONSORED A D R	77,045	94,780
NABORS INDUSTRIES LTD		
NETEASE COM INC A D R	32,219	29,176
SCHLUMBERGER LTD	117,770	100,968
TEVA PHARMACEUTICAL INDS LTD		
VODAFONE GROUP PLC A D R	4,946	4,786
AON CORP		
MATERION CORP	2,367	3,558
SEMPRA ENERGY	32,475	35,399
ABERDEEN FDS EMRGN LKT INSTL	1,361,905	1,764,691
IPATH DOW JONES UBS COMMODITY		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LAUDUS INTL MARKETMASTERS FUND	159,130	192,550
NUVEEN GLOBAL INFRASTR FD CL L	2,025,000	2,217,566
NUVEEN MID CAP GRWTH OPP FD CL	416,123	388,149
NUVEEN SMALL CAP SELECT FD CL	674,463	723,265
NUVEEN TRADEWINDS INTL VAL - C		
ALLEGHENY TECHNOLOGIES INC	36,424	40,257
ALTRIA GROUP INC	51,764	49,990
AMERICAN TOWER CORP	24,933	29,672
ANALOG DEVICES INC	30,712	31,797
ANNALY CAP MGMT INC	50,370	41,797
BANK OF AMERICA CORP	91,985	111,886
BARD C R INC	25,240	25,803
BRISTOL MYERS SQUIBB CO	32,410	32,623
CACI INTERNATIONAL INC CI A	24,735	31,587
CAPITAL ONE FINANCIAL CORP	56,129	59,089
CENTURYLINK INC	50,060	50,269
CINEMARK HLDGS INC	47,313	55,883
COMCAST CORP CL A	25,114	35,529
COMMUNITY BK SYS INC	31,992	33,078
D R HORTON INC	24,457	23,598
DANAHER CORP	25,213	26,944
DEERE & CO	24,880	24,630
DONALDSON CO INC	25,438	23,349
DOW CHEM CO	25,086	27,383
EMERSON ELEC CO	31,087	37,231
EMBRIDGE ENERGY PARTNERS L P	50,094	46,565
EXTERRAN PARTNERS L P	25,361	26,108
F M C CORPORATION	24,583	28,265
FAMILY DOLLAR STORE	25,031	24,032
FOSSIL INC	49,652	51,019

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HASBRO INC	25,250	24,125
HOME DEPOT INC	38,609	39,398
INTEL CORP	52,546	42,292
INTUIT INC	25,067	26,467
LIBERTY PPTY TR	35,869	36,721
LULULEMON ATHLETICA INC	27,505	35,904
MAXIM INTEGRATED PRODS INC	40,970	48,804
MID-AMER APT CMNTYS INC	31,131	32,051
MONDELEZ INTERNATIONAL W I	46,278	54,139
MONSANTO CO	33,840	36,914
MURPHY OIL CORP	24,785	31,621
NEXTERA ENERGY INC	25,063	26,569
OIL STATES INTERNATIONAL INC	24,696	26,470
PANERA BREAD COMPANY CL A	24,982	25,413
PHILLPS 66	11,467	18,904
PINNACLE WEST CAP CORP	24,656	25,439
PHILLIPS 66	10,349	15,399
PROGRESSIVE CORP	25,325	26,692
PULTE GROUP INC	24,854	45,963
REDWOOD TR INC	43,861	47,765
ROCKWELL AUTOMATION INC	71,501	82,982
SIGNA ALDRICH CORP	24,578	26,121
SIGNATURE BK	24,782	28,607
SKYWORKS SOLUTIONS INC	24,614	20,686
SLM CORP	24,962	26,826
SUNTRUST BKS INC	37,641	39,832
THE GAP INC	62,821	67,667
THE SCOTT MIRACLE GRO COMPANY	24,983	26,122
UNITED THERAPEUTICS CORP	25,054	23,879
V F CORP	39,470	38,497

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VMWARE INC CL A	38,170	38,409
WABTEC CORP	25,345	27,312
WALGREEN CO	33,466	37,750
WESTAR ENERGY INC	24,867	24,928
WHIRLPOOL CORP	26,480	27,981
WINDSTREAM CORP	51,104	46,327
YUM BRANDS INC	77,569	78,551
3M CO	41,481	44,661
ARM HLDGS PLC A D R	25,764	28,599
CONOC LTD A D R	23,569	29,040
CORE LABORATORIES N V	24,702	24,376
GLAXO SMITHKLINE P L C A D R	25,023	24,908
NATIONAL GRID PLC SP A D R	43,150	49,111
ROYAL DUTCH SHELL PLC A D R	24,891	26,339
SEAGATE TECHNOLOGY	57,939	76,598
UNILEVER A V A D R	26,722	28,304
SCOUT INTERNATIONAL FUND	2,658,748	2,836,670
ABBOTT LABORATORIES	9,876	12,838
AFLAC IN	5,056	6,746
AMAZON COM INC	8,758	18,815
AMERICAN ELECTRIC POWER CO INC	6,379	8,536
AMERICAN EXPRESS CO	13,552	20,348
AMERICAN FINL INC	5,045	6,576
AMERISOURCEBERGEN CORP	15,633	32,385
AMGEN INC	13,887	21,464
ANADARKO PETROLEUM CORP	19,930	20,584
APPLE INC	20,284	78,229
ATT INC	17,723	22,754
BORG WARNER INC	6,805	16,115
BROADCOM CORP CL A	5,289	5,446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CABOT OIL GAS CORP CL A	3,609	12,733
CAMERON INTL CORP	12,180	14,171
CELANESE CORP SER A	4,500	6,680
CERNER CORPORATION	10,178	13,797
CHEVRON CORPORATION	46,638	72,995
CINEMARK HLDGS INC	5,040	5,534
CITIGROUP INC	14,802	23,815
COMPANHIA DE BEBIDAS P R A D R	12,717	16,964
COGNIZANT TECH SOLUTIONS CL A	4,919	6,280
CONOCOPHILLIPS	8,064	8,988
CVS CAREMARK CORP	11,205	15,714
DEERE & CO	5,774	6,741
DEVON ENERGY CORPORATION	5,071	4,840
DIRECT TV	7,883	15,048
DISH NETWORK CORP CL A	5,671	11,466
DISNEY WALT CO	10,019	12,846
DOVER CORP	13,082	24,641
DOW CHEM CO	5,035	5,496
E BAY INC	14,668	40,237
E M C CORPORATION	13,554	31,625
PARKER HANNIFIN CORP	15,163	31,898
PEPSICO INC	23,300	27,372
PFIZER INC	17,634	32,603
QUESTAR CORP	3,210	4,446
RALPH LAUREN CORP	5,033	5,097
REDWOOD TR INC	4,963	5,405
SCOUT INTERNATIONAL FUND	384,025	454,641
STATE STR CORP	5,191	5,453
TERADATA CORP DEL	2,653	5,818
TEXAS INSTRUMNETS INC	15,527	20,542

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THE ADT CORPORATION	3,211	7,857
THE GAP INC	7,040	8,288
THERMO FISHER SCIENTIFIC INC	11,157	15,945
TRAVELERS COS INC	13,509	16,160
UNION PACIFIC CORP	10,209	13,452
UNITED HEALTH GROUP INCORPORAT	9,549	14,916
UNITED PARCEL SERVICE INC CL B	14,256	18,875
UNITED TECHNOLOGIES CORP	23,138	38,955
URBAN OUTFITTERS INC	4,969	5,589
WAL MART STORES INC	7,483	9,416
WELLS FARGO CO	19,224	28,199
WILLIAMS SONOMA INC	5,786	12,081
ACE LTD	12,749	15,322
AXIS CAPITAL HOLDINGS LTD	6,111	7,794
COVIDIEN PLC	4,892	6,525
DIAGEO PLC SPONSORED A D R	5,056	6,179
EATON CORP A D R	8,935	9,319
NATIONAL GRID PLC SP A D R	4,996	5,687
NETEASE INC A D R	6,928	5,699
NOBLE CORP		3,482
SCHLUMBERGER LTD	20,880	21,760
SEAGATE TECHNOLOGY	6,099	6,206
NUVEEN GLOBAL INFRASTR FD CL I	411,295	440,772
NUVEEN SMALL CAP SELECT FD CL	144,045	127,247

TY 2012 Investments Government Obligations Schedule

Name:	EDELSTEIN FAMILY FOUNDATION 050013733200
EIN:	41-6013675
US Government Securities - End of Year Book Value:	1,428,962
US Government Securities - End of Year Fair Market Value:	1,571,412
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Legal Fees Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MOSS & BARNETT LAW FIRM	4,320	2,160		2,160

TY 2012 Other Assets Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CASH HELD AT BANK OF AMERICA	9,635	0	0

TY 2012 Other Decreases Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Amount
BANK OF AMERICA BALANCE	9,635

TY 2012 Other Expenses Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NONALLOCABLE EXPENSES -	97	97		0
FILING FEES	25	0		25
DUES & SUBSCRIPTIONS	329	0		329
OTHER EXPENSES	432	0		432

TY 2012 Other Income Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	20,861	0	
ENBRIDGE ENERGY PARTNERS LP	1,453	0	
ORDINARY INCOME/LOSS		0	
OTHER DEDUCTIONS		-3	
EXTERRAN PARTNERS LP	1,417	0	
ORDINARY INCOME/LOSS		0	
SECTION 1231 GAIN		0	

TY 2012 Other Liabilities Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Description	Beginning of Year - Book Value	End of Year - Book Value
RETURN OF CAPITAL ADJUSTMENT		200

TY 2012 Taxes Schedule

Name: EDELSTEIN FAMILY FOUNDATION 050013733200

EIN: 41-6013675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	526	526		0
FEDERAL TAX	2,000	0		0
FEDERAL TAX	9,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	12,714	12,714		0
FOREIGN TAXES ON NONQUALIFIED	1,889	1,889		0