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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

, 2012, and ending

, 20

Name of foundation Cargill Foundation		A Employer identification number 41-6020221
Number and street (or P O box number if mail is not delivered to street address) PO Box 5626	Room/suite	B Telephone number (see instructions) 952-742-4311
City or town, state, and ZIP code Minneapolis, MN 55440		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 126,499,928.00		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____		

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)
1 Contributions, gifts, grants, etc. received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		173,794.00	173,794.00		
4 Dividends and interest from securities		1,922,281.00	1,922,281.00		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,404,858.00			
b Gross sales price for all assets on line 6a 15,202,234.00					
7 Capital gain net income (from Part IV, line 2)			2,404,858.00		
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)		702.00	702.00		
12 Total. Add lines 1 through 11		4,501,635.00	4,501,635.00		
13 Compensation of officers, directors, trustees, etc.		10,000.00	10,000.00		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		12,000.00	12,000.00		
b Accounting fees (attach schedule)		553,050.00	553,050.00		
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		78,293.00			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		11,911.00	11,911.00		
24 Total operating and administrative expenses. Add lines 13 through 23		665,254.00	586,961.00		
25 Contributions, gifts, grants paid		6,862,750.00			9,480,679.00
26 Total expenses and disbursements. Add lines 24 and 25		7,528,004.00	586,961.00		9,480,679.00
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-3,026,369.00			
b Net investment income (if negative, enter -0-)			3,914,674.00		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,421,105.00	1,479,591.00	1,479,591.00
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶			17,000.00	17,000.00
	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) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	116,599,849.00	111,624,739.00	125,003,337.00	
	c	Investments - corporate bonds (attach schedule)	637,966.00	0.00		
	Liabilities	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 ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	39,789.00			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	118,698,709.00	113,121,330.00	126,499,928.00	
17		Accounts payable and accrued expenses	81,757.00	148,677.00		
18		Grants payable	9,198,359.00	6,580,430.00		
Net Assets or Fund Balances	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)	9,280,116.00	6,729,107.00			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	109,418,593.00	106,392,223.00		
	30	Total net assets or fund balances (see instructions)	109,418,593.00	106,392,223.00		
	31	Total liabilities and net assets/fund balances (see instructions)	118,698,709.00	113,121,330.00		

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	109,418,593.00
2	Enter amount from Part I, line 27a	2	-3,026,369.00
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	106,392,224.00
5	Decreases not included in line 2 (itemize) ▶	5	1.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	106,392,223.00

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 PZENA INVESTMENT MANAGEMENT		P	VARIOUS	VARIOUS
b STATE STREET		P	VARIOUS	VARIOUS
c SPRUCEGROVE INVESTMENT MANAGEMENT		P	VARIOUS	VARIOUS
d WELLINGTON MANAGEMENT		P	VARIOUS	VARIOUS
e Other Funds		P	VARIOUS	VARIOUS

(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 39,588.90		38,855.74	733.16
b 111,714.37		84,527.61	27,186.76
c 573,636.45		514,803.98	58,832.47
d 1,760,214.42		1,237,183.98	523,030.44
e 12,717,080.28		10,922,005.26	1,795,075.02

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

(i) FMV 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			733.16
b			27,186.76
c			58,832.47
d			523,030.44
e			1,795,075.02

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	2,404,857.85
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	9,484,668.00	127,581,744.00	0.0743
2010	10,417,347.00	124,838,952.00	0.0834
2009	7,107,658.00	113,454,580.00	0.0626
2008	10,510,681.00	123,459,731.00	0.0851
2007	10,686,100.00	113,955,557.00	0.0938

2 Total of line 1, column (d)	2	0.3992
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	0.0798
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	123,611,986.00
5 Multiply line 4 by line 3	5	9,864,236.48
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39,146.74
7 Add lines 5 and 6	7	9,903,383.22
8 Enter qualifying distributions from Part XII, line 4. 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	8	9,480,679.00

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	78,293.00
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	78,293.00
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	78,293.00
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	61,716.00	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	61,716.00	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16,577.00	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
If "Yes," attach a detailed description of the activities		
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
4 a 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	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T		
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
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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)

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 <input type="checkbox"/> http://www.cargill.com/corporate-responsibility/community-engagement/charitable-giving/headquarters-giving				
14	The books are in care of <input type="checkbox"/> MARK MURPHY Telephone no <input type="checkbox"/> 952-742-4311			
Located at <input type="checkbox"/> PO BOX 5626, MINNEAPOLIS, MN ZIP+4 <input type="checkbox"/> 55440-5626				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	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)**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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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
SCHEDULE ATTACHED		10,000.00		

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 NONE	
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	125,290,443.00
b	Average of monthly cash balances	1b	203,959.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	125,494,402.00
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	125,494,402.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,882,416.03
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	123,611,985.97
6	Minimum investment return. Enter 5% of line 5	6	6,180,599.30

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	6,180,599.30
2a	Tax on investment income for 2012 from Part VI, line 5	2a	78,293.00
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	78,293.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,102,306.30
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,102,306.30
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	6,102,306.30

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	9,480,679.00
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	9,480,679.00
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	9,480,679.00

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				6,102,306.30
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20__ 20__ 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	5,099,204.00			
b From 2008	4,395,132.00			
c From 2009	1,483,179.00			
d From 2010	4,273,648.00			
e From 2011	3,226,352.00			
f Total of lines 3a through e	18,477,515.00			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 9,480,679.00				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				6,102,306.30
e Remaining amount distributed out of corpus	3,378,373.00			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,855,888.00			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	5,099,204.00			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	16,756,684.00			
10 Analysis of line 9:				
a Excess from 2008	4,395,132.00			
b Excess from 2009	1,483,179.00			
c Excess from 2010	4,273,648.00			
d Excess from 2011	3,226,352.00			
e Excess from 2012	3,378,373.00			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed	9,480,679.00			9,480,679.00
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	9,480,679.00			9,480,679.00
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ 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:

STATEMENT ATTACHED

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

STATEMENT ATTACHED

c Any submission deadlines:

STATEMENT ATTACHED

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

GUIDELINES ATTACHED

JSA

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 STATEMENT ATTACHED				9,480,679.00
Total ► 3a				9,480,679.00
b Approved for future payment STATEMENT ATTACHED				6,580,430.00
Total ► 3b				6,580,430.00

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	2,096,075.00		
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	2,404,858.00		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a <u>Miscellaneous Income</u>			14	702.00		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				4,501,635.00		
13 Total. Add line 12, columns (b), (d), and (e)				4,501,635.00		

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which
 Signature of officer or trustee | Date

preparer has any knowledge

President

~~John F. Kennedy~~

Title

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

Paid Preparer Use Only	PnnT/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

THE CARGILL FOUNDATION**ATTACHMENT TO FORM 990-PF
CALENDAR YEAR ENDED 12/31/12****PART I, COLUMN (a):****\$****LINE 11 - OTHER INCOME:**

Miscellaneous

702**LINE 16 (c) - OTHER PROFESSIONAL FEES:**

Eagle management	120,169
Mellon Trust Advisor Fees	111,162
Pzena Investment	157,658
Sprucegrove Investment	60,797
Wellington Trust Co	92,963
State Street Management	10,301
Total	553,050

LINE 18 - TAXES:

Federal Excise Tax Accrual

78,293**LINE 23 - OTHER EXPENSES:**

Miscellaneous Expense

11,911

Total

11,911

THE CARGILL FOUNDATION**ATTACHMENT TO FORM 990-PF
CALENDAR YEAR ENDED 12/31/12**

The Cargill Foundation began accounting for its portfolio investments under the market value method for book purposes in 1988. Prior to 1988, the Foundation valued all investments at cost per books.

Amounts reported on Part I, Column a, and Part II, Column b, represent year-end book amounts restated to the cost basis. A reconciliation of the amounts reported as book income and book balance sheets in Parts I and II to book income per the financial statement follows

Income per Books (Financial Statement)

Book Income/(Loss)	14,278,103
Less: Grants Paid	(6,862,750)
Add: Contributions Received	<u>0</u>
Income per Financial Statement	7,415,353
Reverse Unrealized Gain/(Loss) on Investment Portfolio Recorded on Financial Statement	<u>(10,441,722)</u>
Net Income, Form 990-PF, Part I Line 27a, Column (a)	<u>(3,026,369)</u>

THE CARGILL FOUNDATIONATTACHMENT TO FORM 990-PF
CALENDAR YEAR ENDED 12/31/12

PART II, LINE 10a, 10b, 10c - Investments	2012	
	Book Value	Fair Market Value
3M CO	347,235 93	371,400 00
ABBOTT LABORATORIES	84,148 23	114,625 00
ACI MULTI STRATEGY MARKET	877,776 26	947,620 00
ALTERA CORP	238,798.56	226,974.00
AMERICAN INTERNATIONAL GROUP I	327,613 90	385,652 50
AON CORP	653,058 25	741,003 25
APACHE CORP	389,947 56	290,450 00
APOLLO GROUP INC	304,042.59	221,229 00
ASSURANT INC	250,807.66	249,840 00
AQR GBL ASST OFFSHORE FUND	1,750,000 00	1,391,595 00
AURELIUS CAPITAL MANAGEMENT	1,000,000 00	1,112,594 00
AVNET INC	401,628 73	516,543 75
BAKER HUGES INC	270,766 27	274,702 80
BANK OF AMERICA CORP	601,520 51	289,379.25
BECTON DICKINSON AND CO	295,658 75	302,986.25
BERKSHIRE HATHAWAY INC	943,065 14	1,031,550 00
BLUE TREND	1,000,000 00	962,135 00
BP PLC	532,856 25	504,343 68
BREXAN HOWARD FUND LIMITED	1,154,852 09	1,636,236 00
BRIDGEWATER PURE ALPHA FUND I	915,633 88	1,355,400 00
BROOKSIDE CAP PARTNERS FD II	1,500,000 00	1,365,139 00
BROOKSIDE II CAYMAN FD	5,000,000 00	4,696,392 00
CF DAILY VALUED STOCK INDEX	5,799,725.03	6,821,835 66
CITIGROUP INC	279,428 69	423,252 44
COCA-COLA CO	541,114 24	601,750 00
COMCAST CORP	262,648 14	445,408 00
CQS CONV & QUANT	803,370 84	927,907 00
DELL INC	246,602 48	191,392 50
DELPHI AUTOMOTIVE PLC	263,061 48	365,287 50
DOUBLE BLACK DIAMOND C	1,624,413 00	2,082,209 00
ECOLAB INC	481,043 02	690,240 00
ENGILITY HOLDINGS INC	14,726 63	14,194 62
ENTERGY CORP	359,952 93	336,281 25
EXXON MOBIL CORP	199,565 24	255,322 50
FIDELITY NATIONAL INFORMATION	238,429 25	295,885 00
FORTUNE BRANDS INC	131,708 58	250,561.50
FRANKLIN RESOURCES INC	245,247 78	254,542 50
GOLDEN TREE HIGH YIELD FUND	816,245 06	860,943 00
GOLDMAN SACHS GROUP INC/THE	657,067 87	644,178 00
GOOGLE INC	533,048 74	665,644 58
HEWLETT-PACKARD CO	1,105,533 97	540,075 00
HOSPITALITY PROPERTIES TRUST	316,737 97	324,367 00
I EMERGING MARKETS INDEX FUND	4,289,720 07	4,551,038 19
INDUS ASIA	1,000,000 00	1,100,622 00
INVESCO LTD	305,618 36	322,863 75
JP MORGAN CHASE & CO	279,136 78	320,973 70
L-3 COMMUNICATIONS HOLDINGS IN	355,772 46	339,043 50
LIBERTY GLOBAL INC	347,059 19	587,500 00
LOEWS CORP	417,695 50	431,950 00
LUXOR CAPITAL PARTNERS	1,000,000 00	1,074,111 00
MASCO CORP	252,659 31	353,608 50
MCDONALD'S CORP	123,257 44	141,136 00
METLIFE INC	323,037 10	347,517 00

THE CARGILL FOUNDATIONATTACHMENT TO FORM 990-PF
CALENDAR YEAR ENDED 12/31/12

2012

PART II, LINE 10a, 10b, 10c - Investments	Book Value	Fair Market Value
MICROSOFT CORP	952,227 86	929,508 00
MONDELEZ INTERNATIONAL INC	370,331 89	419,974 50
MORGAN STANLEY	844,485.58	852,752 00
NESTLE SA	364,067.04	403,694 40
NEWS CORP	371,024 64	630,097 00
NOBLE ENERGY INC	482,243 80	569,744 00
NORTHROP GRUMMAN CORP	217,001 52	248,356 50
OMNICOM GROUP INC	237,888 64	317,246 00
ORACLE CORP	827,061.61	985,439 00
OWENS CORNING	232,057 90	270,027 00
OZ MASTER FUND	1,682,829 46	2,271,647 00
PARTNERRE HLDGS LTD BERMUDA	408,368 35	450,744 00
PEPSICO INC	450,605 76	472,167 00
PERSHING SQUARE	1,000,000 00	1,101,209 00
PERSHING SQUARE INT'L LTD	3,000,000 00	3,309,107 00
PIMCO TOTAL RETURN FUND	27,598,822 49	28,978,742 63
PLATINUM US TAX-EXEMPT FD	4,000,000 00	3,964,834 00
PNC FINANCIAL SERVICES GROUP I	240,006 38	219,828 70
PPG INDUSTRIES INC	158,347 57	304,537 50
PRAXAIR INC	476,695 50	547,250 00
ROYAL DUTCH SHELL PLC	405,959 58	399,736 31
SAMLYN ONSHORE FUND LP FFC	1,100,000 00	1,254,220 00
SANSAR CAPITAL LTD	627 48	15,646 00
SILVER POINT CAP OFFSHORE FD	1,003,816 82	1,774,687 00
SPRUCEGROVE DEL TST INTL INV	5,337,777 68	8,077,731 59
STAPLES INC	578,758 61	458,565 00
STATE STREET CORP	302,810 31	338,472 00
STEADFAST	1,250,000 00	1,470,647 00
TE CONNECTIVITY LTD	194,403 09	313,664 00
TACONIC	1,350,000 00	1,538,773 00
THERMO FISHER SCIENTIFIC INC	299,304 81	338,034 00
UBS AG SHS NEW	327,988 96	324,637 50
UBS OCONNOR GLOBAL FUND	1,409,904 25	1,989,186 01
UNITED HEALTH GROUP INC	352,974 36	504,432 00
VICIS CAPITAL FUND (INTL)	358,634 32	66,620 00
VIKING GLOBAL EQUITIES III LTD	1,050,000 00	1,444,446 00
WAL-MART STORES INC	519,164 81	648,185 00
WOODBINE	1,000,000 00	1,017,577 00
WR BERKLEY CORP	357,632 60	490,620 00
WTC EMERGING COMPANIES	8,057,877 62	9,741,121 19

Total**111,624,739.00****125,003,337.00**

THE CARGILL FOUNDATION

**ATTACHMENT TO FORM 990-PF
CALENDAR YEAR ENDED 12/31/12**

PART II, LINE 15, COLUMNS (a), (b), and (c):

	<u>2011</u>	<u>2012</u>	
	<u>Book Value</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Dividends Receivable	39,745	0	0
Accrued Interest Receivable	44	0	0
Accounts Receivable - Misc	0	0	0
	<hr/>	<hr/>	<hr/>
Total Other Assets	<u>39,789</u>	<u>0</u>	<u>0</u>

THE CARGILL FOUNDATION

**ATTACHMENT TO FORM 990-PF
CALENDAR YEAR ENDED 12/31/12**

PART II - BALANCE SHEET, LINE 29, PAID-IN CAPITAL, COLUMN (b):

\$

Balance Sheet Retained Earnings per Financial Statement at December 31,	2012	119,770,821	119,770,821
Less: Write-up/down of investments from Cost to Market at January 1, 2012			(2,936,876)
Common Stock		2,936,876	
Fixed Income Securities		<u>0</u>	
Total write-up/down		2,936,876	
Reverse Financial Statement Net Earnings for	2012		(7,415,353)
Add Book Income per Part I, Line 27, Column (a)			<u>(3,026,369)</u>
Paid-in Capital or Capital Surplus Part II, Line 29, Column (b)			<u>106,392,223</u>

THE CARGILL FOUNDATION

**ATTACHMENT TO FORM 990-PF
CALENDAR YEAR ENDED 12/31/12**

PART XV, SUPPLEMENTARY INFORMATION, LINE 2 a :

Information regarding contributions, grants, gifts, loans,
scholarships, etc., should be directed to:

The Cargill Foundation
Box 5650
Minneapolis, MN 55440-5632
Attn: Mark Murphy
Phone: (952) 742-4311

GRANT APPLICATION FORM

ORGANIZATION INFORMATION

Name of organization:		
Legal name, if different:		
Address:		
City, State, Zip/Mail Code:		
Country:		
Phone:	Fax:	Web site:
Name of Executive Director/President:		
Title:	Phone:	E-mail:
Contact person regarding this application:		
Title:	Phone:	E-mail:

U.S. Applicants:

Is your organization designated by the IRS as a 501(c)(3) not-for-profit? ____ Yes ____ No

IF NO, is your organization a public agency/unit of government?

____ Yes ____ No

IF NO, Please indicate whether your organization works with a fiscal agent. Please include the name and address of fiscal agent:

All other Applicants:

In cases where funds go to nonprofit programs in countries other than the United States, funding must be made through a US-based, 501(c)(3) organization or its equivalency. Organizations are encouraged to contact the Cargill Contributions Committee staff prior to submitting your application.

PROPOSAL INFORMATION

Please give a 2-3 sentence summary of request:	
Population served:	Geographic area served:

BUDGET

Dollar amount requested:	\$
Total annual organization budget:	\$
Total project budget:	\$

AUTHORIZATION

Name and title of Executive Director: _____

Signature _____

APPLICATION CONT'D

PROPOSAL NARRATIVE

Please respond to the following. We ask that you limit your narrative to 4 pages.

I. Organization Information

- A. Brief summary of organization's history, mission and goals
- B. Brief description of organization's current programs/activities
- C. Your organization's relationship with other organizations working with similar missions. How does your organization collaborate with others?

II. Purpose of Grant

- A. Specific activities for which you seek funding
- B. How those activities address the Cargill's focus areas
 - a. Nutrition and health
 - b. Education
 - c. Environmental Stewardship
- C. How those activities meet the following criteria:
 - a. Allow Cargill to make a significant impact and a significant impact
 - b. Involve Cargill employees and leverage their expertise
 - c. Solve problems rather than treat symptoms
 - d. Meet Cargill's business focus
 - e. Provide opportunities to collaborate with customers and strategic partners
- D. Who will benefit from the activities?
- E. How you will measure the impact/outcomes of the activities on the community?

III. Evaluation and Measurement

- A. Please describe your criteria for success – both immediate and long-term outcomes
- B. How will you measure these changes?
- C. Who will evaluate the work?

REQUIRED ATTACHMENTS

- 1. Copy of your current IRS determination letter indicating tax-exempt, 501(c)(3) status. If using a fiscal agent, please include a Letter of Authorization
- 2. Organization current year budget and project/program budget
- 3. Audited financial statements for the last fiscal year, if available
- 4. List of current funders
- 5. List of Cargill employees who volunteer and/or serve on the board of your organization
- 6. List of organization's Board of Directors

Please mail or email your completed application, proposal narrative and required attachments to:

Grants Manager
Cargill Corporate Affairs
PO Box 5650
Minneapolis, MN 55440-5650
Phone: 952-742-4311
Email: Stacey_smida@cargill.com

Corporate Giving Guidelines

Cargill's purpose is to be the global leader in nourishing people. We measure our performance through engaged employees, satisfied customers, enriched communities and profitable growth.

Corporate giving is one important way Cargill works to enrich the 1,000 communities where we conduct our business. With 131,000 employees in 66 countries, Cargill people are working everyday to nourish the lives of those around us.

Through Cargill's Corporate giving we provides strategic grants to organizations serving communities **where Cargill has a presence**. We provide direct grants for regional, national and global partnerships and provides matching grants for selected local projects supported by our businesses.

FOCUS AREAS

Cargill seeks to build sustainable communities by focusing our human and financial resources in three areas:

Nutrition and Health

Programs and projects that address long-term solutions to hunger, increase access to health education and/or basic health care in developing and emerging countries, and improve youth nutrition and wellness.

Education

Programs and projects that improve access to primary and secondary education for underprivileged children in Cargill communities; training and schooling to improve skills in science, technology and engineering; and partnerships with higher education institutions that provide access to the best people and ideas relevant to the worlds we serve: agriculture, food and risk management.

Environment

We will support projects that protect and improve accessibility to water resources, provide environmental conservation and preservation education, and promote sustainable agricultural practices.

When evaluating requests, Cargill favors projects and programs that:

- Allow Cargill to make a distinctive contribution and significant impact;
- engage our employees;
- solve problems rather than treat symptoms;
- provide opportunities to collaborate with customers and/or key non-governmental and community stakeholders; and
- align with our business focus.

TYPES OF SUPPORT

Cargill directs its resources primarily to projects or programs serving Cargill communities. Only under special circumstances will Cargill consider general operating or capital support. Organizations requesting capital or operating support should contact the Contributions staff before applying.

LIMITATIONS/RESTRICTIONS

We will not fund:

- Organizations without 501(c)(3) status or the equivalent
- Organizations that do not serve communities where Cargill has a business presence
- Individuals or groups seeking support for research, planning, personal needs or travel
- Public service or political campaigns
- Lobbying, political or fraternal activities
- Benefit dinners or tickets to the same
- Fundraising campaigns, walk-a-thons, or promotions to eliminate or control specific diseases
- Athletic scholarships
- Advertising or event sponsorships
- Religious groups for religious purposes
- Publications, audio-visual productions or special broadcasts
- Endowments
- Medical equipment (ambulances, defibrillators)

APPLICATION PROCESS

Regional, national or global organizations that provide programs and services to multiple Cargill communities may apply directly through the process outline below.

Local community organizations (community food relief agencies, schools, community centers) that are located in a Cargill community is advised to contact the Cargill facility in their community to explore local partnership opportunities/interest. The local manager or employee-led Cargill Cares Council, will review your request, determine whether they will provide support, and whether they will apply for corporate matching funds. Cargill does not provide direct corporate grants to local organizations without the support/involvement of our local businesses.

GRANT APPLICATION PROCEDURES AND REQUIREMENTS

1. After reviewing the guidelines, we encourage organizations to submit a 2-3 page letter of inquiry via mail or e-mail. Your letter should include the following:
 - a. Name of organization and mission
 - b. Description of project for which funds are requested
 - c. How the project/program fits within Cargill's focus areas
 - d. Amount requested
2. Cargill will review the letter of inquiry and determine whether the organization will be invited to submit a complete proposal. All letters will receive a response.
3. Those organizations invited to submit a proposal must complete the Corporate Giving grant application form.
4. Cargill may request additional information or a site visit.
5. The Cargill Contributions Committee staff reviews applications on an ongoing basis. Decisions concerning applications are generally made within 90 days of receipt.

FOR MORE INFORMATION, CONTACT:

Michelle Grogg, Sr. Director, Corp Contributions
Phone: 952-742-2931
Cargill Corporate Affairs
PO Box 5650
Minneapolis, MN 55440-5650
E-Mail: michelle_grogg@cargill.com

Stacey Smida, Grants Manager
Phone: 952-742-4311
Cargill Corporate Affairs
PO Box 5650
Minneapolis, MN 55440-5650
E-Mail: stacey_smida@cargill.com

The Cargill Foundation
2012 Grants Paid Report
Tax Return

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Payment Amount</u>	<u>Purpose</u>	<u>Relationship</u>
Achieve Minneapolis	111 Third Ave. S Suite 5 Minneapolis, MN 55401	342,000	Program/Project	NONE
Achieve Minneapolis	111 Third Ave. S Suite 5 Minneapolis, MN 55401	350,000	Program/Project	NONE
Achieve Minneapolis	111 Third Ave. S Suite 5 Minneapolis, MN 55401	360,209	Program/Project	NONE
Achieve Minneapolis	111 Third Ave. S Suite 5 Minneapolis, MN 55401	578,495	Program/Project	NONE
Arts Partnership	345 Washington St St. Paul, MN 55102	250,000	Capital	NONE
Banyan Foundation	2647 Bloomington Avenue South Minneapolis, MN 55407	12,500	Program/Project	NONE
Big Brothers and Sisters of the Greater Twin Cities	2550 University Avenue West, Ste. 410N St. Paul, MN 55114	55,000	Program/Project	NONE
Boys & Girls Clubs of the Twin Cities	690 Jackson Street St. Paul, MN 55130	50,000	Program/Project	NONE
Centro Cultural Chicano	1915 Chicago Avenue Minneapolis, MN 55404	75,000	Program/Project	NONE
Charities Review Council of Minnesota	2610 University Ave W Suite 375 St. Paul, MN 55114-1002	6,000	General Operating	NONE
Charities Review Council of Minnesota	2610 University Ave W Suite 375 St. Paul, MN 55114-1002	6,500	General Operating	NONE
Charter School Partners	2800 University Ave. S.E., Ste #201 Minneapolis, MN 55414	50,000	Program/Project	NONE

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Payment Amount</u>	<u>Purpose</u>	<u>Relationship</u>
College Possible	450 N Syndicate St Ste 200 Saint Paul, MN 55104	150,000	Program/Project	NONE
College Possible	450 N Syndicate St Ste 200 Saint Paul, MN 55104	250,000	Capital	NONE
Comunidades Latinas Unidas En Servicio	797 E. 7th Street St Paul, MN 55106	40,000	Program/Project	NONE
Greater Twin Cities United Way	404 South Eighth Street Minneapolis, MN 55404-1084	50,000	Program/Project	NONE
Greater Twin Cities United Way	404 South Eighth Street Minneapolis, MN 55404-1084	100,000	General Operating	NONE
Greater Twin Cities United Way	404 South Eighth Street Minneapolis, MN 55404-1084	1,200,000	General Operating	NONE
Guthrie Theater Foundation	818 South Second Street Minneapolis, MN 55415	45,000	General Operating	NONE
Interfaith Outreach and Community Partners	1605 County Road 101 N. Plymouth, MN 55447-2708	50,000	Program/Project	NONE
Jewish Family and Children's Service	13100 Wayzata Blvd., Suite 400 Minnetonka, MN 55305	132,500	Program/Project	NONE
Joyce Preschool	1219 West 31st Street Minneapolis, MN 55408	60,000	Program/Project	NONE
Learning Disabilities Association	6100 Golden Valley Road Golden Valley, MN 55422	150,000	Program/Project	NONE
Macalester College	1600 Grand Avenue St. Paul, MN 55105-1899	495,800	Program/Project	NONE
Minneapolis - St. Paul Regional Economic Development Partnership	400 Robert St N, Ste 1520 Saint Paul, MN 55101	150,000	Program/Project	NONE
Minneapolis Institute of Arts	2400 Third Avenue South Minneapolis, MN 55404	65,000	General Operating	NONE

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Payment Amount</u>	<u>Purpose</u>	<u>Relationship</u>
Minnesota Children's Museum	10 W. 7th Street St. Paul, MN 55102	20,000	General Operating	NONE
Minnesota Council of Nonprofits	2314 University Avenue W., Suite 20 St. Paul, MN 55114	7,500	General Operating	NONE
Minnesota Council on Foundations	100 Portland Avenue South, Suite 225 Minneapolis, MN 55401-2575	34,900	General Operating	NONE
Minnesota Historical Society	345 Kellogg Blvd. W. St. Paul, MN 55102	25,000	General Operating	NONE
Minnesota Orchestral Association	1111 Nicollet Mall Minneapolis, MN 55403	50,000	General Operating	NONE
Minnesota Orchestral Association	1111 Nicollet Mall Minneapolis, MN 55403	460,000	Capital	NONE
Minnesota Public Radio	480 Cedar Street Saint Paul, MN 55101	65,000	General Operating	NONE
Minnesota Zoo Foundation	13000 Zoo Boulevard Apple Valley, MN 55124	45,000	General Operating	NONE
National Alliance for Public Charter Schools	1101 15th Street, N.W., Suite 1000 Washington, DC 20005	7,500	General Operating	NONE
PEACE Foundation DBA Northside Achievement Zone	1200 West Broadway Avenue, Ste 250 Minneapolis, MN 55411	50,000	Program/Project	NONE
Penumbra Theatre Company, Inc.	270 North Kent Street Saint Paul, MN 55012	20,000	General Operating	NONE
Perspectives, Inc.	3381 Gorham Ave. St. Louis Park, MN 55318	52,500	Program/Project	NONE
Perspectives, Inc.	3381 Gorham Ave. St. Louis Park, MN 55318	60,000	Capital	NONE
Phyllis Wheatley Community Center	1301 - 10th Avenue North Minneapolis, MN 55411	35,000	Program/Project	NONE

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Payment Amount</u>	<u>Purpose</u>	<u>Relationship</u>
Pillsbury United Communities	3501 Chicago Avenue South Minneapolis, MN 55407	79,000	Program/Project	NONE
Plymouth Christian Youth Center	2210 Oliver Avenue North Minneapolis, MN 55411	42,000	Program/Project	NONE
Project for Pride in Living, Inc.	1035 East Franklin Avenue Minneapolis, MN 55404	50,000	Program/Project	NONE
Project for Pride in Living, Inc.	1035 East Franklin Avenue Minneapolis, MN 55404	55,000	Program/Project	NONE
Project Lead the Way	21 Corporate Drive Clifton Park, NY 12065	74,725	Program/Project	NONE
Resources for Child Caring, Inc.	10 Yorkton Court St. Paul, MN 55117	250,000	Program/Project	NONE
Science Museum of Minnesota	120 W. Kellogg Blvd. St. Paul, MN 55102	40,000	General Operating	NONE
Scott Carver Dakota CAP Agency, Inc.	712 Canterbury Road Shakopee, MN 55379	45,000	Program/Project	NONE
Search Institute	615 First Avenue NE, Suite 125 Minneapolis, MN 55413	25,000	Program/Project	NONE
ServeMinnesota	120 South 6th Street Suite 2260 Minneapolis, MN 55402	25,000	Program/Project	NONE
Seven Dreams Foundation	PO Box 417-82 Plymouth, MN 55442	50,000		NONE
Simpson Housing Services Inc.	2100 Pillsbury Ave. So. Minneapolis, MN 55404	50,000	Program/Project	NONE
St. David's Center for Child and Family Development	3395 Plymouth Road Minnetonka, MN 55305	40,000	Program/Project	NONE
St. David's Center for Child and Family Development	3395 Plymouth Road Minnetonka, MN 55305	250,000	Capital	NONE

<u>Payee Organization</u>	<u>Payee Address</u>	<u>Payment Amount</u>	<u>Purpose</u>	<u>Relationship</u>
St. Louis Park Schools Dist 283	6425 W 33rd Street St Louis Park, MN 55426	206,000	Program/Project	NONE
St. Paul Chamber Orchestra Society	408 Saint Peter Street Third Floor Saint Paul, MN 55102	20,000	General Operating	NONE
Stages Theatre Company	1111 Mainstreet Hopkins Hopkins, MN 55343	105,050	Program/Project	NONE
Teach For America Twin Cities	401 2nd Ave N, #200 Minneapolis, MN 55401	100,000	Program/Project	NONE
The Blake School	110 Blake Road South Hopkins, MN 55343	27,500	Program/Project	NONE
The Children's Theatre Company and School	2400 Third Avenue South Minneapolis, MN 55404	90,000	Program/Project	NONE
The Family Partnership	414 South 8th Street Minneapolis, MN 55404	15,000	Program/Project	NONE
The Family Partnership	414 South 8th Street Minneapolis, MN 55404	50,000		NONE
The Minnesota Opera Company	620 North First Street Minneapolis, MN 55401	20,000	General Operating	NONE
Twin Cities Habitat for Humanity	3001 4th Street, SE Minneapolis, MN 55414	200,000	Capital	NONE
Twin Cities Public Television	172 East Fourth Street St. Paul, MN 55101	100,000	General Operating	NONE
Twin Cities Public Television	172 East Fourth Street St. Paul, MN 55101	250,000	General Operating	NONE
United Nations Association Minnesota	2945 44th Ave So. #3 Minneapolis, MN 55406	35,000	Program/Project	NONE

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University of Minnesota Foundation	McNamara Alumni Center University of Minnesota Gateway 200 Oak Street SE., Suite 500 Minneapolis, MN 55455-2010	250,000	Capital	NONE
Walker Art Center	1750 Hennepin Avenue Minneapolis, MN 55403	40,000	General Operating	NONE
Washburn Center for Children	2430 Nicollet Ave S Minneapolis, MN 55404	40,000	Program/Project	NONE
Washburn Center for Children	2430 Nicollet Ave S Minneapolis, MN 55404	250,000	Capital	NONE
Way to Grow	125 West Broadway #110 Minneapolis, MN 55411	100,000	Program/Project	NONE
YMCA of the Greater Twin Cities	30 S. 9th Street Minneapolis, MN 55402	100,000	Program/Project	NONE
YWCA of Minneapolis	1130 Nicollet Mall Minneapolis, MN 55403	150,000	Program/Project	NONE
YWCA of Minneapolis	1130 Nicollet Mall Minneapolis, MN 55403	250,000	Capital	NONE
Total		9,480,679		

The Cargill Foundation Open Commitments						
December 2012 - Year End						
ORGANIZATION	DATE APPROVED	APPROVED AMOUNT	PAID TO-DATE	PAYMENT AMOUNT	PAYMENT NUMBER	SCHEDULED PAYMENT DATE
FOCUS AREA FUNDING						
Achieve Minneapolis - AVID Middle & High School	3/22/2011	1,735,486	1,156,990	578,496	3	5/1/2013
Achieve Minneapolis - My Life Plan	3/22/2011	1,050,000	700,000	350,000	3	5/1/2013
Achieve Minneapolis - Collaborative on Education	3/22/2011	1,026,000	684,000	342,000	3	5/1/2013
Achieve Minneapolis - STEM	3/22/2011	1,080,627	720,418	360,209	3	5/1/2013
College Possible	9/18/2012	500,000	250,000	250,000	2	10/1/2013
Minneapolis - St. Paul Regional Economic Development	2/10/2012	300,000	150,000	150,000	2	2/10/2013
Resources for Child Caring, Inc.	9/6/2011	750,000	250,000	250,000	2	1/1/2013
				250,000	3	1/1/2014
Project Lead the Way	12/17/2008	621,233	546,508	74,725	5	1/1/2013
Search Institute	10/27/2010	100,000	75,000	25,000	4	10/28/2013
ARTS/CULTURE/CIVIC						
Arts Partnership	7/22/2011	1,000,000	500,000	250,000	3	8/1/2013
				250,000	4	8/1/2014
St. Davids School for Child Development and Family Service	4/20/2012	500,000	250,000	250,000	1	4/1/2013
Twin Cities Public Television	10/27/2010	1,000,000	750,000	250,000	4	10/28/2013
Twin Cities Habitat for Humanity	12/15/2011	600,000	200,000	200,000	2	3/1/2013
				200,000	3	3/1/2014
United Way of the Greater Twin Cities	9/18/2012	1,300,000	0	1,300,000	1	1/1/2013
University of Minnesota Foundation	3/22/2011	1,000,000	500,000	250,000	3	5/1/2013
				250,000	4	5/1/2014
YWCA of Minneapolis	4/20/2012	1,000,000	250,000	250,000	2	4/1/2013
				250,000	3	4/1/2014
				250,000	4	4/1/2015
		\$12,563,346	6,732,916	\$6,580,430		
SUMMARY-PROGRAM		SUMMARY-ARTS/CAPITAL		SUMMARY-TOTAL		
	2013	2,380,430	2013	2,750,000	2013	5,130,430
	2014	250,000	2014	950,000	2014	1,200,000
	2015		2015	250,000	2015	250,000
	TOTAL	2,630,430		3,950,000	TOTAL	6,580,430