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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

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

Name of foundation FRANK L WEDGE MEMORIAL FUND 35151090		A Employer identification number 41-6189525			
Number and street (or P O box number if mail is not delivered to street address) P O BOX 64713 TRUST TAX SERVICES		B Telephone number (see instructions) (701) 241-8220			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	74,320	74,320		
	5a Gross rents	45,705	45,705		
	b Net rental income or (loss) 40,327				
	6a Net gain or (loss) from sale of assets not on line 10	59,810			
	b Gross sales price for all assets on line 6a 490,364				
	7 Capital gain net income (from Part IV, line 2)		59,810		
	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)				0	
11 Other income (attach schedule)	2,354				
12 Total. Add lines 1 through 11	182,189	179,835			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,791	36,333		9,458
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	7,584	6,057		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)	1,038	1,038		
	24 Total operating and administrative expenses.	54,413	43,428	0	9,458
25 Contributions, gifts, grants paid	178,086			178,086	
26 Total expenses and disbursements. Add lines 24 and 25	232,499	43,428	0	187,544	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-50,310				
b Net investment income (if negative, enter -0-)		136,407			
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	4,014				
	2 Savings and temporary cash investments	47,545	22,462	22,462		
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►		0	0		
	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)	49,656				
	b Investments—corporate stock (attach schedule)	1,142,248	1,151,046	1,622,146		
	c Investments—corporate bonds (attach schedule)	1,107,671	1,124,494	1,207,430		
	11 Investments—land, buildings, and equipment basis ►	80,000				
Less accumulated depreciation (attach schedule) ►		80,000	1,600,000			
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 ►)	1,591	4,404	4,404			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,432,725	2,382,406	4,456,442			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ►)					
	23 Total liabilities (add lines 17 through 22)			0		
	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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		346,153	346,153		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds		2,086,572	2,036,253		
30 Total net assets or fund balances (see page 17 of the instructions)		2,432,725	2,382,406			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,432,725	2,382,406			
Net Assets or Fund Balances						

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	2,432,725
2	Enter amount from Part I, line 27a	2	-50,310
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	2,382,415
5	Decreases not included in line 2 (itemize) ►	5	9
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,382,406

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.)
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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)
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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

(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(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
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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	59,810
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	259,783	3,794,400	0 068465
2010	228,991	3,762,370	0 060863
2009	77,357	3,567,303	0 021685
2008	74,146	2,457,305	0 030174
2007			

2 Total of line 1, column (d).	2	0 181187
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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 045297
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4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,098,779
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5 Multiply line 4 by line 3.	5	185,662
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,364
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7 Add lines 5 and 6.	7	187,026
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8 Enter qualifying distributions from Part XII, line 4.	8	187,544
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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 <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	1,364
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	1,364
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2.		5	1,364
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,036	
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	2,036	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	672	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 341	11	331	
	Refunded <input checked="" type="checkbox"/>			

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" type="checkbox"/> ND			
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? <i>If "No," attach explanation.</i>		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)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► US BANK NATIONAL ASSOCIATION	Telephone no ► (701) 241-8220
	Located at ► 505 2ND AVE N FARGO ND	ZIP +4 ► 58102

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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)? . . . Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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?		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 <input checked="" type="checkbox"/> 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)		
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 <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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		No
4b			No

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

- | | |
|---|------------------|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>5b</p> |
| <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> | |
| <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> | |
| <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>6b</p> |
| <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> | <p>No</p> |
| <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | |
| <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | <p>7b</p> |

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).

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 505 2ND AVE N FARGO ND 58102	CORPORATE TRUSTEE 2	45,791		

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

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		

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.

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.

1	
2	
All other program-related investments See page 24 of the instructions	
3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,813,609
b	Average of monthly cash balances.	1b	20,505
c	Fair market value of all other assets (see instructions).	1c	1,327,083
d	Total (add lines 1a, b, and c).	1d	4,161,197
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	4,161,197
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	62,418
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,098,779
6	Minimum investment return. Enter 5% of line 5.	6	204,939

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	204,939
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,364
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,364
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	203,575
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	203,575
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	203,575

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	187,544
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	187,544
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	1,364
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	186,180

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				203,575
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 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.	16,679			
f Total of lines 3a through e.	16,679			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 187,544			0	
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.			187,544	
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).)	16,031		16,031	
6 Enter the net total of each column as indicated below:	648			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0
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	648			
10 Analysis of line 9				
a Excess from 2008.	0			
b Excess from 2009.	0			
c Excess from 2010.	0			
d Excess from 2011.	648			
e Excess from 2012.				

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

- | 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. ► | | | | |
|--|---|----------|----------|----------|
| b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | |
| 2a 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 (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. | | | | |
| 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

- 2. 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))
 - 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

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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	178,086
b Approved for future payment				
Total			► 3b	

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	74,320	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property				16	40,327	
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	59,810	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a <u>FEDERAL TAX REFUND</u>				01	2,354	
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)					176,811	
13 Total Add line 12, columns (b), (d), and (e)				13	176,811	
(See worksheet in line 12, instructions to verify calculations.)						

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

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)
20 DISNEY WALT CO		2011-01-06	2012-01-31
45 HOME DEPOT INC		2009-02-10	2012-01-31
120 MCDONALDS CORP		2009-02-10	2012-01-31
45 NIKE INC		2009-02-10	2012-01-31
55 TARGET CORPORATION		2009-02-10	2012-01-31
828 157 AMERICAN CENTY INTL BOND FD INSTL		2009-07-06	2012-02-10
171 615 ROWE T PRICE MID-CAP GROWTH FD #64		2010-12-14	2012-02-10
575 374 T ROWE PRICE SC STOCK		2010-09-02	2012-02-10
526 732 T ROWE PRICE SM CAP VAL		2009-02-10	2012-02-10
428 817 ROWE T PRICE MID-CAP VALUE FD INC		2009-02-10	2012-02-10
849 377 NUVEEN HIGH INCOME BOND FD CLI		2010-09-02	2012-03-05
644 33 NUVEEN CORE PLUS BOND CLASS I		2010-09-02	2012-03-05
3260 321 NUVEEN HIGH INCOME BOND FD CLI		2010-09-02	2012-03-13
455 373 AMER CENT DIVERSIFI BOND INS		2012-03-13	2012-03-22
25000 F H L B DEB 1 875% 6/20/12		2009-06-04	2012-05-24
25000 F N M A M T N 2 500% 5/15/14		2009-06-04	2012-05-24
2250 225 AMER CENT DIVERSIFI BOND INS		2012-03-13	2012-05-25
1919 386 DRIEHAUS ACTIVE INCOME FUND		2012-03-05	2012-05-25
2160 761 NUVEEN CORE PLUS BOND CLASS I		2012-02-10	2012-05-25
373 626 NUVEEN INTL SELECT FD CLI		2011-12-16	2012-05-25
2175 879 NUVEEN INTL SELECT FD CLI		2011-03-14	2012-05-25
1174 614 SCOUT INTERNATIONAL FUND		2009-04-20	2012-05-25
150 APACHE CORP		2009-02-10	2012-06-26
50000 BELLSOUTH CORP 4 750% 11/15/12		2009-02-10	2012-06-29
255 GENERAL MILLS INC		2009-07-28	2012-07-16
395 CISCO SYS INC		2010-11-12	2012-07-18
70 F5 NETWORKS INC		2010-11-12	2012-07-18
125 NETAPP INC		2011-01-06	2012-07-18
310 ORACLE CORPORATION		2009-07-28	2012-07-18
75 HOME DEPOT INC		2009-02-10	2012-07-19

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)
170 PROCTER & GAMBLE CO		2010-09-03	2012-07-19
235 TEXTRON INC		2010-11-09	2012-07-19
205 CLIFFS NATURAL RESOURCES INC		2009-07-28	2012-11-30
265 INTEL CORP		2011-01-06	2012-11-30
135 PRAXAIR INC		2009-02-10	2012-11-30
295 EATON CORP		2010-08-24	2012-12-03
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)
774		794	-20
1,994		1,002	992
11,851		6,859	4,992
4,713		2,040	2,673
2,767		1,728	1,039
11,950		11,950	
9,887		8,173	1,714
19,781		16,421	3,360
19,726		11,156	8,570
9,919		5,703	4,216
7,483		7,254	229
7,500		7,339	161
28,756		27,843	913
5,005		5,023	-18
25,021		25,043	-22
26,037		24,845	1,192
25,000		24,820	180
20,019		20,314	-295
25,000		25,065	-65
3,023		3,038	-15
17,603		21,324	-3,721
33,289		23,551	9,738
12,369		11,588	781
50,842		51,158	-316
9,936		7,505	2,431
6,585		8,145	-1,560
6,882		8,733	-1,851
3,788		7,229	-3,441
9,433		6,802	2,631
3,801		1,670	2,131

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)
10,977		10,192	785
6,041		5,320	721
5,927		5,500	427
5,202		5,472	-270
14,329		9,331	4,998
15,387		10,624	4,763
			8

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-20
			992
			4,992
			2,673
			1,039
			1,714
			3,360
			8,570
			4,216
			229
			161
			913
			-18
			-22
			1,192
			180
			-295
			-65
			-15
			-3,721
			9,738
			781
			-316
			2,431
			-1,560
			-1,851
			-3,441
			2,631
			2,131

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	
			785
			721
			427
			-270
			4,998
			4,763

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
MEDCENTER ONE ST VINCENT'S CARE CTR 1021 NO 26TH STREET BISMARCK, ND 58501	NONE	PUBLIC	GENERAL FUNDING	10,000
HEARTLAND CARE CENTER 620 14TH AVE NE DEVILS LAKE, ND 58301	NONE	PUBLIC	GENERAL SUPPORT	8,150
HILLSBORO MEDICAL CENTER 12 THIRD STREET SE HILLSBORO, ND 58045	NONE	PUBLIC	GENERAL FUNDING	10,000
MARIAN MANOR HEALTHCARE CENTER 604 ASH AVENUE EAST GLEN ULLIN, ND 58631	NONE	PUBLIC	GENERAL FUNDING	10,000
ST ROSE CARE CENTER 315 1ST STREET SE LAMOURE, ND 58458	NONE	PUBLIC	GENERAL SUPPORT	10,000
HILL TOP HOME OF COMFORT 95 HILL TOP DRIVE KILLDEER, ND 58640	NONE	PUBLIC	GENERAL SUPPORT	10,000
NAPOLEON CARE CENTER 311 EAST 4TH ST NAPOLEON, ND 58561	NONE	PUBLIC	GENERAL FUNDING	10,000
BETHEL LUTHERAN HOME 1515 2ND AVE WEST WILLISTON, ND 58801	NONE	PUBLIC	GENERAL SUPPORT	10,000
MEDCENTER ONE PRAIRIEVIEW 83 LINCOLN AVE UNDERWOOD, ND 58576	NONE	PUBLIC	GENERAL SUPPORT	10,000
WOODSIDE VILLAGE 4000 24TH AVE SO GRAND FORKS, ND 58201	NONE	PUBLIC	GENERAL SUPPORT	10,000
DUNSEITH COMMUNITY NURSING HOME 15 FIRST STREET NE DUNSEITH, ND 58329	NONE	PUBLIC	GENERAL FUNDING	10,000
SOUTHWEST HEALTHCARE SERVICES 802 2ND STREET NW BOWMAN, ND 58623	NONE	PUBLIC	GENERAL FUNDING	10,000
WISHEK HOME FOR THE AGED 400 SO 4TH STR WISHEK, ND 58495	NONE	PUBLIC	GENERAL FUNDING	10,000
ELIM CARE CENTER 3534 SO UNIVERSITY DRIVE FARGO, ND 58104	NONE	PUBLIC	GENERAL SUPPORT	9,936
ST CATHERINE'S LIVING CENTER 1307 7TH STR NO WAHPETON, ND 58078	NONE	PUBLIC	GENERAL SUPPORT	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
VILLA MARIA 3102 SO UNIVERSITY AVE FARGO, ND 58103	NONE	PUBLIC	GENERAL SUPPORT	10,000
WEDGEWOOD MANOR 804 MAIN STR WEST CAVALIER, ND 58220	NONE	PUBLIC	GENERAL SUPPORT	10,000
HEART OF AMERICA MEDICAL CENTER 800 MAIN AVE SO RUGBY, ND 58368	NONE	PUBLIC	GENERAL SUPPORT	10,000
Total			► 3a	178,086

TY 2012 Investments Corporate Bonds Schedule

Name: FRANK L WEDGE MEMORIAL FUND 35151090

EIN: 41-6189525

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NUVEEN CORE PLUS BOND FD	45,006	46,753
BELLSOUTH CORP 4.750%		
DISNEY WALT CO 4.500%	51,980	51,942
WYETH 5.500%	53,396	52,711
COCA COLA CO 3.625%	24,961	25,939
GOLDMAN SACHS GROUP 5.000%	52,651	53,260
BERKSHIRE HATHAWAY 4.850%	25,983	27,122
BOEING CO 3.500%	24,935	26,468
GOLDMAN SACHS GROUP 5.350%	51,789	55,270
GEN ELEC CAP CORP 5.400%	25,152	28,753
UNITED TECH CORP 5.375%	52,227	59,431
BOTTLING GROUP 5.125%	52,077	59,038
HONEYWELL INTL 5.000%	25,601	29,732
PRAXAIR INC 4.500%	25,423	28,946
DEERE CO 4.375%	49,928	57,891
QUEBEC PROVINCE 5.125%	25,267	29,108
AMERICAN CENTY INTL BD FDS	79,320	82,891
NOVARTIS CAPITAL CORP 2.900%	49,813	52,563
MORGAN STANLEY 3.450%	24,331	26,048
BB T CORPORATION 5.400%	25,357	27,261
CISCO SYSTEMS INC 4.450%	50,025	57,979
BP CAPITAL MARKETS PLC 3.625%	52,003	52,046
NUVEEN HIGH INCOME BOND FD	50,000	52,057
DRIEHaus ACTIVE INCOME FUND	71,710	76,869
NUVEEN INFLATION PRO SEC	90,000	101,303
AMERICAN CENT DIVERSIFI BOND	45,559	46,049

**TY 2012 Investments Corporate
Stock Schedule**

Name: FRANK L WEDGE MEMORIAL FUND 35151090

EIN: 41-6189525

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CLIFFS NATURAL RESOURCES INC		
ECOLAB INC	9,248	19,413
PRAXAIR INC		
UNITED TECHNOLOGIES CORP	9,978	17,222
APACHE CORP		
CAMERON INTL CORP	10,513	15,244
EXXON MOBIL CORP	11,207	12,550
OCCIDENTAL PETROLEUM CORP	11,620	10,725
HOME DEPOT INC	6,345	17,627
MCDONALDS CORP	6,573	10,144
NIKE INC	5,667	12,900
PRICELINE COM INC	3,024	15,510
TARGET CORPORATION	5,342	10,059
GENERAL MILLS INC		
PEPSICO INC	11,012	15,055
JOHNSON JOHNSON	8,486	10,165
THERMO FISHER SCIENTIFIC INC	5,916	9,886
ACE LTD	9,995	18,354
J P MORGAN CHASE & CO	10,771	10,553
WELLS FARGO CO	9,013	12,647
AMERICAN TOWER CORP	6,677	17,772
VERIZON COMMUNICATIONS INC	8,795	13,414
ACCENTURE PLC	7,991	16,293
APPLE INC	10,855	58,539
B M C SOFTWARE INC	5,306	7,132
ORACLE CORPORATION	6,253	9,496
QUALCOMM INC	14,603	19,486
NUVEEN INTL SELECT FD	203,676	263,106
ROWE T PRICE MID-CAP GROWTH FD	58,853	94,486
ROWE T PRICE MID-CAP VALUE FD	48,384	82,317

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCOUT INTERNATIONAL FUND	158,880	266,712
T ROWE PRICE SM CAP VAL	21,340	37,191
ALLERGAN INC	8,855	13,301
CATERPILLAR INC	10,759	13,441
CISCO SYS INC		
DIRECTV	8,645	11,537
EATON CORP	15,324	15,983
EXPRESS SCRIPTS INC	6,832	7,290
F5 NETWORKS INC		
PROCTOR & GAMBLE CO		
SALESFORCE COM INC	10,446	20,172
TEXTRON INC		
ISHARES MSCI EMERGING MKTS	145,897	156,334
T ROWE PRICE SC STOCK	29,598	35,292
CERNER CORPORATION	5,615	6,976
DISNEY WALT CO	10,526	13,194
E M C CORPORATION	11,635	12,524
INTEL CORP		
NETAPP INC		
PFIZER INC	7,459	9,530
UNITED HEALTH GROUP INC	10,779	13,018
CAPITAL ONE FINANCIAL CORP	10,564	11,007
CONAGRA FOODS INC	5,235	5,163
CVS CAREMARK CORP	13,628	13,538
DICKS SPORTING GOODS INC	11,738	12,965
GILEAD SCIENCES INC	9,043	12,487
MASTERCARD INC	8,749	9,826
P P G INDS INC	14,082	15,565
T ROWE PRICE GROUP INC	12,307	12,698
WHOLE FOODS MKT INC	11,423	11,395

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WILLIAMS COS INC	10,584	12,441
TURNER SPECTRUM FUND INSTL	75,000	72,471

TY 2012 Investments Government Obligations Schedule

Name: FRANK L WEDGE MEMORIAL FUND 35151090

EIN: 41-6189525

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Other Assets Schedule

Name: FRANK L WEDGE MEMORIAL FUND 35151090**EIN:** 41-6189525

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME	1,591	4,404	4,404

TY 2012 Other Decreases Schedule

Name: FRANK L WEDGE MEMORIAL FUND 35151090**EIN:** 41-6189525

Description	Amount
ROUNDING	9

TY 2012 Other Expenses Schedule

Name: FRANK L WEDGE MEMORIAL FUND 35151090

EIN: 41-6189525

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RENTAL EXPENSES	1,038	1,038		0

TY 2012 Other Income Schedule

Name: FRANK L WEDGE MEMORIAL FUND 35151090**EIN:** 41-6189525

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	2,354	0	

TY 2012 Taxes Schedule

Name: FRANK L WEDGE MEMORIAL FUND 35151090**EIN:** 41-6189525

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAX	4,340	4,340		0
FEDERAL TAX ESTIMATES	1,527	0		0
FOREIGN TAXES	1,717	1,717		0