



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation ROGER & VIOLET NOREEN CHAR TRUST 25293360		A Employer identification number 41-6309355	
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) (651) 466-8722	
City or town, state, and ZIP code ST PAUL, MN 551640713		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,277,631		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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.	177,566	177,566		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	54,631			
	b Gross sales price for all assets on line 6a <u>1,076,945</u>				
	7 Capital gain net income (from Part IV , line 2)		54,631		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	232,197	232,197		
	13 Compensation of officers, directors, trustees, etc	88,550	70,390		18,160
	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)	12,408	3,532		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)	521	496		25
	24 Total operating and administrative expenses. Add lines 13 through 23	101,479	74,418	0	18,185
	25 Contributions, gifts, grants paid	340,196			340,196
	26 Total expenses and disbursements. Add lines 24 and 25	441,675	74,418	0	358,381
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-209,478			
	b Net investment income (if negative, enter -0-)		157,779		
	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	722	2,208	2,208
	2	Savings and temporary cash investments	246,175	74,002	74,002
	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)			
	b	Investments—corporate stock (attach schedule)	2,638,005	2,837,843	3,338,432
	c	Investments—corporate bonds (attach schedule).	1,987,999	1,743,378	1,852,863
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	4,112	10,126	10,126
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,877,013	4,667,557	5,277,631

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 ▶ _____)	65	98	
	23	Total liabilities (add lines 17 through 22)	65	98	

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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	6,144,554	6,144,554	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,267,606	-1,477,095	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,876,948	4,667,459	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,877,013	4,667,557	

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	4,876,948
2	Enter amount from Part I, line 27a	2	-209,478
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,667,470
5	Decreases not included in line 2 (itemize) ▶ _____	5	11
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,667,459

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	54,631
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	309,816	5,332,820	0 058096
2010	312,381	5,260,092	0 059387
2009	224,749	4,933,270	0 045558
2008	360,314	6,177,701	0 058325
2007	591,175	7,061,690	0 083716

2	Total of line 1, column (d).	2	0 305082
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 061016
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,192,971
5	Multiply line 4 by line 3.	5	316,854
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,578
7	Add lines 5 and 6.	7	318,432
8	Enter qualifying distributions from Part XII, line 4.	8	358,381

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 VIExcise 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 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,578
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	1,578
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,578
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,592	
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	5,592
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	4,014
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,580	Refunded <input type="checkbox"/>	11	2,434

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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		No
	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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of US BANK NATIONAL ASSOCIATION Telephone no (651) 466-8722 Located at 101 E FIFTH ST ST PAUL MN ZIP+4 55101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 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?	<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	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required <i>(continued)</i>				
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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(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	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.		<input checked="" type="checkbox"/>		
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	
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK NA	TRUSTEE	88,550		
800 NICOLLET MALL	8			
MINNEAPOLIS, MN 55402				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,168,636
b	Average of monthly cash balances.	1b	103,416
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,272,052
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	5,272,052
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	79,081
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,192,971
6	Minimum investment return. Enter 5% of line 5.	6	259,649

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	259,649
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,578
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,578
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	258,071
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	258,071
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	258,071

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	358,381
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	358,381
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	1,578
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	356,803
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				258,071
2 Undistributed income, if any, as of the end of 2012				
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.	260,846			
b From 2008.	55,254			
c From 2009.	0			
d From 2010.	51,682			
e From 2011.	48,767			
f Total of lines 3a through e.	416,549			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 358,381				
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.				258,071
e Remaining amount distributed out of corpus	100,310			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	516,859			
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). . .	260,846			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	256,013			
10 Analysis of line 9				
a Excess from 2008. . . .	55,254			
b Excess from 2009. . . .	0			
c Excess from 2010. . . .	51,682			
d Excess from 2011. . . .	48,767			
e Excess from 2012. . . .	100,310			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 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	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.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

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

LISA HINIKER
101 E FIFTH ST
ST PAUL, MN 55101
(651) 466-8722

b

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

LETTER FORMAT

c

Any submission deadlines

APPLICATIONS ACCEPTED AT ANY TIME

d

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

THE TRUST PRIMARILY MAKES GRANTS FOR CHARITABLE, EDUCATIONAL, AND RELIGIOUS OR SCIENTIFIC PURPOSES

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	340,196
b Approved for future payment				
Total			3b	

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	177,566	
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	54,631	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				232,197	
13 Total. Add line 12, columns (b), (d), and (e).			13		232,197

[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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2013-10-29

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☐

Yes

☒

No

Paid Preparer Use Only

Print/Type preparer's name

Preparer's Signature

Date

Check if self-employed ☐

PTIN

Firm's name

Firm's EIN

Firm's address

Phone no

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
82 DOVER CORP		2010-03-04	2012-01-11
256 TOKIO MARINE HOLDINGS A D R		2010-03-05	2012-01-11
31 UNION PACIFIC CORP		2008-11-06	2012-01-11
62 TRANSOCEAN LTD		2012-01-11	2012-01-12
17 APACHE CORP		2009-08-03	2012-01-13
20 CONOCOPHILLIPS		2010-04-22	2012-01-13
89 FIFTH THIRD BANCORP		2010-09-27	2012-01-13
34 FRANKLIN RES INC		2011-08-25	2012-01-13
13 GOLDMAN SACHS GROUP INC		2009-09-09	2012-01-13
40 MCDONALDS CORP		2009-05-18	2012-01-13
20 NESTLE SA SPONSORED A D R		2010-09-14	2012-01-13
33 P N C FINANCIAL SERVICES GROUP INC		2009-04-23	2012-01-13
23 P P G INDS INC		2011-08-10	2012-01-13
17 PEPSICO INC		2009-03-11	2012-01-13
30 PRUDENTIAL FINANCIAL INC		2009-05-18	2012-01-13
29 TARGET CORPORATION		2009-08-03	2012-01-13
42 TIME WARNER CABLE INC		2011-04-06	2012-01-13
43 WAL MART STORES INC		2010-07-14	2012-01-13
49 ACCENTURE PLC CL A		2011-06-21	2012-01-13
3 ACCENTURE PLC CL A		2010-04-22	2012-01-13
21 ACE LTD		2011-05-10	2012-01-13
54 TYCO INTERNATIONAL LTD		2011-08-25	2012-01-13
117 COMPANHIA DE BEBIDAS P R A D R		2008-06-10	2012-01-24
145 NOVARTIS AG A D R		2008-05-09	2012-01-26
26 ABB LTD A D R		2007-06-15	2012-01-27
24 AFLAC INC		2011-03-22	2012-01-27
3 ATT INC		2012-01-13	2012-01-27
31 ATT INC		2011-06-21	2012-01-27
7 ALLERGAN INC		2010-04-09	2012-01-27
4 AMAZON COM INC		2011-02-08	2012-01-27

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)
18 AMERICAN ELECTRIC POWER CO INC		2009-04-17	2012-01-27
18 AMERICAN EXPRESS CO		2010-09-27	2012-01-27
11 AMERIPRISE FINL INC		2010-04-05	2012-01-27
5 AMERIPRISE FINL INC		2012-01-13	2012-01-27
11 AMGEN INC		2010-06-22	2012-01-27
6 ANADARKO PETROLEUM CORP		2010-05-21	2012-01-27
6 ANADARKO PETROLEUM CORP		2011-10-25	2012-01-27
10 AON CORP		2011-10-25	2012-01-27
3 APACHE CORP		2009-08-03	2012-01-27
12 APPLE INC		2010-12-22	2012-01-27
1 APPLE INC		2011-02-07	2012-01-27
5 AVALONBAY CMNTYS INC		2009-01-14	2012-01-27
8 B H P BILLITON LIMITED A D R		2008-12-23	2012-01-27
8 BOEING CO		2010-01-22	2012-01-27
20 BORG WARNER INC		2010-06-23	2012-01-27
8 BOSTON PPTYS INC		2008-11-21	2012-01-27
27 BROADCOM CORP CL A		2011-02-08	2012-01-27
3 CNOOC LTD A D R		2010-06-23	2012-01-27
21 CVS CAREMARK CORP		2010-06-14	2012-01-27
40 CAMERON INTL CORP		2007-06-15	2012-01-27
73 CARNIVAL CORP		2009-07-10	2012-01-27
33 CARNIVAL CORP		2011-10-25	2012-01-27
1 CARNIVAL CORP		2010-11-01	2012-01-27
5 CATERPILLAR INC		2010-12-06	2012-01-27
8 CELANESE CORP SER A		2012-01-13	2012-01-27
6 CELGENE CORP		2010-04-09	2012-01-27
1 CERNER CORPORATION		2007-06-08	2012-01-27
3 CHEVRON CORPORATION		2011-08-17	2012-01-27
2 00087 CHEVRON CORPORATION		2012-01-13	2012-01-27
9 99913 CHEVRON CORPORATION		2012-01-13	2012-01-27

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)
18 CITIGROUP INC		2011-10-25	2012-01-27
9 COGNIZANT TECH SOLUTIONS CL A		2007-06-08	2012-01-27
16 COMCAST CORP CL A		2011-04-29	2012-01-27
21 COMPANHIA DE BEBIDAS P R A D R		2008-06-10	2012-01-27
13 CONOCOPHILLIPS		2010-04-22	2012-01-27
16 DANAHER CORP		2009-11-03	2012-01-27
7 DEERE & CO		2011-12-21	2012-01-27
5 DEERE & CO		2012-01-13	2012-01-27
6 DIAGEO PLC SPONSORED A D R		2011-05-05	2012-01-27
14 DISNEY WALT CO		2011-02-28	2012-01-27
12 DOVER CORP		2009-11-12	2012-01-27
20 DU PONT E I DE NEMOURS & CO		2011-08-17	2012-01-27
102 E M C CORPORATION		2010-10-04	2012-01-27
26 E BAY INC		2011-03-22	2012-01-27
10 EQUINIX INC		2011-10-19	2012-01-27
10 EXPRESS SCRIPTS INC		2007-12-17	2012-01-27
12 EXXON MOBIL CORP		2008-10-20	2012-01-27
26 FIFTH THIRD BANCORP		2010-09-27	2012-01-27
14 FLUOR CORP		2011-03-31	2012-01-27
3 FLOWERVE CORP		2008-05-20	2012-01-27
15 FREEPORT MCMORAN COPPER GOLD		2010-02-26	2012-01-27
7 GENERAL DYNAMICS CORP		2009-10-20	2012-01-27
18 GENERAL ELECTRIC CO		2011-04-11	2012-01-27
52 GENERAL ELECTRIC CO		2010-02-26	2012-01-27
3 GOLDMAN SACHS GROUP INC		2009-04-13	2012-01-27
9 HALLIBURTON CO		2011-04-06	2012-01-27
38 HALLIBURTON CO		2010-11-18	2012-01-27
7 HESS CORP		2009-07-23	2012-01-27
9 HEWLETT PACKARD CO		2012-01-13	2012-01-27
5 HUMANA INC		2011-03-16	2012-01-27

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)
10 INTERNATIONAL BUSINESS MACHINES CORP		2007-01-25	2012-01-27
4 INTERNATIONAL BUSINESS MACHINES CORP		2009-03-11	2012-01-27
20 ISHARES DOW JONES US REGIONAL ETF		2011-08-10	2012-01-27
34 J P MORGAN CHASE CO		2011-01-27	2012-01-27
3 J P MORGAN CHASE CO		2008-07-17	2012-01-27
20 JOHNSON JOHNSON		2011-06-21	2012-01-27
2 JOHNSON JOHNSON		2010-04-14	2012-01-27
7 JOHNSON CONTROLS INC		2012-01-13	2012-01-27
49 KEYCORP NEW		2011-01-04	2012-01-27
56 KOHLS CORP		2011-04-06	2012-01-27
14 KRAFT FOODS INC CL A		2010-08-25	2012-01-27
12 LAUDER ESTEE COS INC CL A		2011-05-11	2012-01-27
12 MCDONALDS CORP		2007-06-08	2012-01-27
19 METLIFE INC		2010-01-27	2012-01-27
3 METLIFE INC		2011-04-11	2012-01-27
38 MICROSOFT CORP		2007-06-08	2012-01-27
35 MICROSOFT CORP		2009-07-23	2012-01-27
7 NESTLE SA SPONSORED A D R		2010-09-14	2012-01-27
17 NETEASE INC A D R		2011-04-11	2012-01-27
27 NIKE INC		2009-10-07	2012-01-27
11 OCCIDENTAL PETROLEUM CORPORATION		2007-06-08	2012-01-27
23 ORACLE CORPORATION		2011-06-13	2012-01-27
33 ORACLE CORPORATION		2011-03-25	2012-01-27
18 P G E CORP		2009-10-20	2012-01-27
21 P G E CORP		2011-10-25	2012-01-27
20 P P L CORPORATION		2011-08-25	2012-01-27
5 PEABODY ENERGY CORP		2011-08-10	2012-01-27
6 PEABODY ENERGY CORP		2010-03-12	2012-01-27
10 PEPSICO INC		2007-06-08	2012-01-27
5 PEPSICO INC		2009-03-11	2012-01-27

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)
66 PFIZER INC		2010-09-14	2012-01-27
4 PIONEER NAT RES CO		2010-05-21	2012-01-27
4 PRAXAIR INC		2007-06-08	2012-01-27
2 PRICELINE COM INC		2009-01-22	2012-01-27
9 PRUDENTIAL FINANCIAL INC		2009-05-18	2012-01-27
52 PUBLIC SVC ENTERPRISE GROUP INC		2011-10-25	2012-01-27
5 RALPH LAUREN CORP		2010-11-01	2012-01-27
17 REYNOLDS AMERICAN INC		2012-01-13	2012-01-27
18 SCHEIN HENRY INC		2007-06-08	2012-01-27
17 SCHLUMBERGER LTD		2007-06-08	2012-01-27
5 SCHLUMBERGER LTD		2011-02-17	2012-01-27
11 SEMPRA ENERGY		2010-05-04	2012-01-27
5 SIMON PROPERTY GROUP INC		2012-01-13	2012-01-27
6 STATE STR CORP		2012-01-13	2012-01-27
15 TJX COMPANIES INC		2010-10-28	2012-01-27
5 TARGET CORPORATION		2009-07-23	2012-01-27
9 TEVA PHARMACEUTICAL INDS LTD A D R		2011-05-26	2012-01-27
35 TEXAS INSTRUMENTS INC		2007-06-08	2012-01-27
13 THERMO FISHER SCIENTIFIC INC		2008-03-10	2012-01-27
5 THERMO FISHER SCIENTIFIC INC		2008-12-16	2012-01-27
14 UNILEVER N V A D R		2011-05-10	2012-01-27
8 UNION PACIFIC CORP		2009-07-27	2012-01-27
9 UNION PACIFIC CORP		2009-11-11	2012-01-27
8 UNITED TECHNOLOGIES CORP		2012-01-11	2012-01-27
9 UNITED TECHNOLOGIES CORP		2008-06-30	2012-01-27
3 UNITED TECHNOLOGIES CORP		2011-03-16	2012-01-27
22 UNITED HEALTH GROUP INCORPORATED		2011-06-21	2012-01-27
1 VARIAN MED SYS INC		2008-08-06	2012-01-27
15 VERIZON COMMUNICATIONS INC		2006-07-14	2012-01-27
28 VODAFONE GROUP PLC A D R		2011-02-16	2012-01-27

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)
4 WAL MART STORES INC		2010-07-14	2012-01-27
56 WELLS FARGO CO		2009-04-30	2012-01-27
11 ACCENTURE PLC CL A		2008-05-07	2012-01-27
43 ACCENTURE PLC CL A		2010-04-22	2012-01-27
10 COVIDIEN PLC		2010-06-22	2012-01-27
7 ACE LTD		2011-05-10	2012-01-27
219 FUJIFILM HOLDINGS A D R		2009-12-10	2012-02-03
130 MTN GROUP LTD A D R		2011-04-21	2012-02-09
70 AON CORP		2012-01-13	2012-02-13
9 BOSTON PPTYS INC		2008-11-21	2012-02-13
19 GENERAL DYNAMICS CORP		2009-10-20	2012-02-13
25 P G E CORP		2009-10-20	2012-02-13
32 PEABODY ENERGY CORP		2010-06-22	2012-02-13
12 UNITED TECHNOLOGIES CORP		2008-06-30	2012-02-13
96 VERIZON COMMUNICATIONS INC		2009-09-18	2012-02-13
24 AGILENT TECHNOLOGIES INC		2011-06-20	2012-02-15
2 ALLIANCE DATA SYSTEMS CORP		2011-09-30	2012-02-15
252 ANNALY CAP MGMT INC		2011-04-25	2012-02-15
157 BRISTOL MYERS SQUIBB CO		2011-09-06	2012-02-15
16 CVS CAREMARK CORP		2011-09-30	2012-02-15
14 CUMMINS INC		2011-09-30	2012-02-15
14 DEERE & CO		2011-04-25	2012-02-15
35 GENERAL ELECTRIC CO		2011-04-25	2012-02-15
128 HALLIBURTON CO		2011-09-30	2012-02-15
95 HELMERICH PAYNE INC		2011-09-30	2012-02-15
15 INTERNATIONAL PAPER CO		2011-09-30	2012-02-15
70 KIMBERLY CLARK CORP		2011-11-30	2012-02-15
9 LOCKHEED MARTIN CORP		2011-09-30	2012-02-15
26 MACYS INC		2011-04-25	2012-02-15
22 MARATHON PETROLEUM CORP		2011-04-25	2012-02-15

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)
35 MATTEL INC		2011-06-20	2012-02-15
157 ORACLE CORPORATION		2011-04-25	2012-02-15
85 P N C FINANCIAL SERVICES GROUP INC		2011-04-25	2012-02-15
76 PEPSICO INC		2011-11-30	2012-02-15
7 PHILIP MORRIS INTL		2011-04-25	2012-02-15
2 PRUDENTIAL FINANCIAL INC		2011-04-25	2012-02-15
91 QUALCOMM INC		2011-11-30	2012-02-15
30 ROSS STORES INC		2011-04-25	2012-02-15
8 UNION PACIFIC CORP		2011-04-25	2012-02-15
3 UNITED HEALTH GROUP INCORPORATED		2011-04-25	2012-02-15
197 UNUM GROUP		2011-04-25	2012-02-15
16 VIACOM INC CLASS B		2011-04-25	2012-02-15
7 WAL MART STORES INC		2009-04-29	2012-02-15
37 WYNDHAM WORLDWIDE CORP		2011-09-06	2012-02-15
93 ASTRAZENECA P L C SPSD A D R		2008-07-21	2012-02-16
36 DASSAULT SYSTEMES SA A D R		2011-04-21	2012-02-16
19 CELANESE CORP SER A		2012-01-13	2012-02-23
27 CONOCOPHILLIPS		2010-06-22	2012-02-23
10 DEERE & CO		2012-01-13	2012-02-23
45 METLIFE INC		2010-01-27	2012-02-23
35 PEPSICO INC		2009-03-11	2012-02-23
39 PUBLIC SVC ENTERPRISE GROUP INC		2011-10-25	2012-02-23
30 AMERICAN ELECTRIC POWER CO INC		2011-10-25	2012-02-29
17 AMERICAN ELECTRIC POWER CO INC		2009-04-17	2012-02-29
28 WAL MART STORES INC		2010-07-14	2012-02-29
111 PEPSICO INC		2007-06-08	2012-03-01
89 PRAXAIR INC		2007-06-08	2012-03-01
3 APPLE INC		2011-02-07	2012-03-21
732 ENEL SOCIETA A D R		2011-06-01	2012-03-21
62 HALLIBURTON CO		2011-01-27	2012-03-21

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)
1 HALLIBURTON CO		2011-04-06	2012-03-21
55 PUBLIC SVC ENTERPRISE GROUP INC		2011-08-25	2012-03-21
42 TIME WARNER INC		2012-01-27	2012-03-21
44 VODAFONE GROUP PLC A D R		2011-04-06	2012-03-21
37 WELLS FARGO CO		2009-04-30	2012-03-21
191 ABB LTD A D R		2007-08-20	2012-03-26
212 CARNIVAL CORP		2010-11-01	2012-03-28
65 ORACLE CORPORATION		2011-06-13	2012-03-28
93 ORACLE CORPORATION		2010-11-01	2012-03-28
166 CHINA RES ENTERPRISE LTD A D R		2011-04-21	2012-04-03
93 CHINA RES ENTERPRISE LTD A D R		2011-04-21	2012-04-04
70 CHINA RES ENTERPRISE LTD A D R		2011-04-21	2012-04-05
232 KEPPEL CORP LTD SPONS A D R		2007-06-08	2012-04-18
54 NETEASE INC A D R		2011-04-11	2012-04-18
105 TEVA PHARMACEUTICAL INDS LTD A D R		2011-05-26	2012-04-18
27 AMGEN INC		2010-06-22	2012-04-19
14 ANADARKO PETROLEUM CORP		2011-10-25	2012-04-19
2 APPLE INC		2011-02-07	2012-04-19
15 B H P BILLITON LIMITED A D R		2008-12-23	2012-04-19
28 MACYS INC		2012-02-29	2012-04-19
131 P P L CORPORATION		2011-09-12	2012-04-19
8 SIMON PROPERTY GROUP INC		2011-02-16	2012-04-19
99 WAL MART DE MEXICO SAB DE CV A D R		2011-04-21	2012-04-25
99 ASTRAZENECA P L C SPSD A D R		2010-03-05	2012-04-27
2673 797 PIMCO TOTAL RETURN FUND INST		2009-03-16	2012-04-30
40 E M C CORPORATION		2010-10-04	2012-05-03
159 ORACLE CORPORATION		2010-02-23	2012-05-03
24 SIEMENS AG A D R		2010-09-28	2012-05-04
72 CARNIVAL CORP		2011-04-21	2012-05-10
5 PHILLIPS 66		2010-06-22	2012-05-10

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)
92 WAL MART DE MEXICO SAB DE CV A D R		2011-04-21	2012-05-10
22 AMGEN INC		2008-07-10	2012-05-15
11 AVALONBAY CMNTYS INC		2009-01-14	2012-05-15
45 HESS CORP		2009-09-09	2012-05-15
18 HESS CORP		2012-02-13	2012-05-15
8 REYNOLDS AMERICAN INC		2012-01-13	2012-05-15
112 REYNOLDS AMERICAN INC		2011-02-25	2012-05-15
8 SIMON PROPERTY GROUP INC		2011-02-16	2012-05-15
40 TJX COMPANIES INC		2010-10-28	2012-05-15
323 ABB LTD A D R		2010-03-04	2012-05-18
55 MCDONALDS CORP		2007-06-08	2012-05-18
46 JUPITER TELECOM A D R		2011-04-21	2012-05-24
1 APPLE INC		2011-02-07	2012-05-25
35 MICROSOFT CORP		2011-02-07	2012-05-25
40 ORACLE CORPORATION		2011-06-21	2012-05-25
46 PEABODY ENERGY CORP		2010-06-22	2012-05-29
79 TJX COMPANIES INC		2009-01-26	2012-05-29
10 UNION PACIFIC CORP		2009-11-11	2012-05-29
13 UNITED TECHNOLOGIES CORP		2012-04-19	2012-05-29
23 UNITED TECHNOLOGIES CORP		2004-03-04	2012-05-29
9 ABBOTT LABORATORIES		2007-06-08	2012-06-12
3 ALLIANCE DATA SYSTEMS CORP		2011-09-30	2012-06-12
17 AMERICAN CAPITAL AGENCY CORP		2012-02-15	2012-06-12
2 APPLE INC		2011-04-25	2012-06-12
4 CHEVRON CORPORATION		2012-02-15	2012-06-12
19 DEERE & CO		2011-09-30	2012-06-12
40 DEERE & CO		2011-04-25	2012-06-12
22 DISCOVER FINL SVCS		2011-09-06	2012-06-12
2 DU PONT E I DE NEMOURS & CO		2011-04-25	2012-06-12
1 EXXON MOBIL CORP		2011-04-25	2012-06-12

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)
16 FOOT LOCKER INC		2012-02-15	2012-06-12
23 GENERAL ELECTRIC CO		2011-04-25	2012-06-12
1 INTERNATIONAL BUSINESS MACHINES CORP		2009-07-01	2012-06-12
14 J P MORGAN CHASE CO		2011-09-30	2012-06-12
121 J P MORGAN CHASE CO		2011-04-25	2012-06-12
3 MACYS INC		2011-04-25	2012-06-12
2 NEXTERA ENERGY INC		2011-09-06	2012-06-12
33 PHILLIPS 66		2011-04-25	2012-06-12
100 ROSS STORES INC		2011-04-25	2012-06-12
2 TORCHMARK CORP		2012-02-15	2012-06-12
2 UNION PACIFIC CORP		2011-04-25	2012-06-12
3 UNITED HEALTH GROUP INCORPORATED		2011-04-25	2012-06-12
5 VERIZON COMMUNICATIONS INC		2011-04-25	2012-06-12
3 WAL MART STORES INC		2009-04-29	2012-06-12
5 WELLS FARGO CO		2011-04-25	2012-06-12
14 WYNDHAM WORLDWIDE CORP		2011-09-06	2012-06-12
1 XCEL ENERGY INC		2011-09-06	2012-06-12
295 PETROLEO BRASILEIRO SPON A D R		2007-06-08	2012-06-18
78 ATT INC		2011-06-07	2012-06-19
56 CELANESE CORP SER A		2012-04-19	2012-06-19
122 HEWLETT PACKARD CO		2012-02-23	2012-06-19
37 JOHNSON JOHNSON		2010-04-22	2012-06-19
47 TJX COMPANIES INC		2009-01-26	2012-06-19
36 TJX COMPANIES INC		2011-10-25	2012-06-19
39 KONINKLIJKE (ROYAL) KPN NV SP ADR		2007-06-08	2012-06-25
241 KONINKLIJKE (ROYAL) KPN NV SP ADR		2011-11-14	2012-06-25
41 ATT INC		2009-09-18	2012-06-27
27 AMGEN INC		2008-07-10	2012-06-27
24 DISNEY WALT CO		2011-02-07	2012-06-27
7 AIR LIQUIDE S A A D R		2011-04-21	2012-07-03

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)
204 ABB LTD A D R		2010-03-05	2012-07-10
10 CHEVRON CORPORATION		2012-02-09	2012-07-10
13 EXXON MOBIL CORP		2012-04-19	2012-07-10
250 FORD MOTOR CO		2012-02-29	2012-07-10
52 GENERAL ELECTRIC CO		2011-03-28	2012-07-10
10 SIMON PROPERTY GROUP INC		2011-02-16	2012-07-10
1 SIMON PROPERTY GROUP INC		2012-01-13	2012-07-10
60 BARCLAYS PLC A D R		2009-08-21	2012-07-11
222 BARCLAYS PLC A D R		2012-02-21	2012-07-11
86 CANON INC SPONS A D R		2010-05-10	2012-07-13
236 INTERCONTINENTAL HTLS GRP PLSPONS		2010-08-06	2012-07-13
48 ERSTE GROUP BANK AG A D R		2011-04-21	2012-07-17
141 ERSTE GROUP BANK AG A D R		2012-01-04	2012-07-18
271 ERSTE GROUP BANK AG A D R		2011-04-21	2012-07-18
56 CERNER CORPORATION		2007-06-08	2012-07-20
199 COMPANHIA DE BEBIDAS P R A D R		2008-06-10	2012-07-20
151 HALLIBURTON CO		2010-11-18	2012-07-20
228 ANGLO AMERICAN PLC A D R		2010-03-05	2012-07-23
124 CANON INC SPONS A D R		2011-04-21	2012-07-31
76 MCDONALDS CORP		2007-06-08	2012-07-31
838 926 NUVEEN INFLATION PRO SEC CL I		2012-01-27	2012-07-31
231 MICROSOFT CORP		2007-06-08	2012-08-07
47 VARIAN MED SYS INC		2008-08-06	2012-08-07
41 PIONEER NAT RES CO		2010-05-21	2012-08-14
114 CANON INC SPONS A D R		2009-07-16	2012-08-16
349 KONINKLIJKE (ROYAL) KPN NV SP ADR		2009-09-11	2012-08-20
118 DU PONT E I DE NEMOURS & CO		2011-08-17	2012-08-21
9375 POSTNL NV ADR		2012-06-25	2012-08-27
12 ATT INC		2012-05-15	2012-08-28
39 ATT INC		2009-06-18	2012-08-28

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)
24 AMERIPRISE FINL INC		2012-02-13	2012-08-28
20 APACHE CORP		2009-08-03	2012-08-28
27 BED BATH & BEYOND INC		2012-03-21	2012-08-28
27 CENTURYLINK INC		2012-02-13	2012-08-28
54 GENERAL ELECTRIC CO		2011-08-25	2012-08-28
35 HUMANA INC		2011-03-16	2012-08-28
50 JOHNSON CONTROLS INC		2012-01-13	2012-08-28
37 ORACLE CORPORATION		2011-03-25	2012-08-28
24 PACCAR INC		2012-02-23	2012-08-28
27 TIME WARNER INC		2011-10-25	2012-08-28
28 UNITED HEALTH GROUP INCORPORATED		2011-08-10	2012-08-28
16 ACE LTD		2011-05-10	2012-08-28
3 SIMON PROPERTY GROUP INC		2012-01-13	2012-08-30
8 SIMON PROPERTY GROUP INC		2011-08-25	2012-08-30
250000 GOLDMAN SACHS 5 700% 9/01/12		2005-12-22	2012-09-01
13 CNOOC LTD A D R		2011-12-09	2012-09-04
17 CNOOC LTD A D R		2010-06-23	2012-09-04
150 AFLAC INC		2011-03-22	2012-09-06
336 CISCO SYS INC		2012-03-28	2012-09-06
7 PRICELINE COM INC		2009-01-22	2012-09-06
46 BRITISH AMERN TOB PLC ADR		2010-03-05	2012-09-13
47 NIKE INC		2009-10-07	2012-09-19
50 NOVARTIS AG A D R		2011-04-21	2012-09-24
90 AGILENT TECHNOLOGIES INC		2011-06-20	2012-09-25
56 AGILENT TECHNOLOGIES INC		2012-06-12	2012-09-25
42 APACHE CORP		2011-04-25	2012-09-25
12 APACHE CORP		2012-06-12	2012-09-25
114 CARDINAL HEALTH INC		2011-04-25	2012-09-25
23 CARDINAL HEALTH INC		2012-06-12	2012-09-25
52 CUMMINS INC		2012-06-12	2012-09-25

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)
481 DELTA AIR LINES INC		2012-06-12	2012-09-25
38 DU PONT E I DE NEMOURS & CO		2011-09-30	2012-09-25
62 DU PONT E I DE NEMOURS & CO		2011-04-25	2012-09-25
14 FOOT LOCKER INC		2012-02-15	2012-09-25
210 INTEL CORP		2011-06-20	2012-09-25
5 INTEL CORP		2012-06-12	2012-09-25
141 KRAFT FOODS INC CL A		2012-06-12	2012-09-25
8 KROGER CO		2012-02-15	2012-09-25
8 MERCK AND CO INC		2012-06-12	2012-09-25
105 TIMKEN CO		2012-06-12	2012-09-25
107 TORCHMARK CORP		2012-02-15	2012-09-25
7 VIACOM INC CLASS B		2011-04-25	2012-09-25
3 WAL MART STORES INC		2009-04-29	2012-09-25
12 COVIDIEN PLC		2012-06-12	2012-09-25
98 COVIDIEN PLC		2011-04-25	2012-09-25
50 SEAGATE TECHNOLOGY		2012-02-15	2012-09-25
184 TEXAS INSTRUMENTS INC		2007-06-08	2012-10-02
106 VODAFONE GROUP PLC A D R		2011-03-10	2012-10-02
150 PETROLEO BRASILEIRO SPON A D R		2011-04-21	2012-10-04
74 DOVER CORP		2009-11-12	2012-10-09
3333 KRAFT FOODS GROUP INC		2011-04-11	2012-10-18
81 HITACHI LTD ADR 10 COM		2011-07-15	2012-10-23
39 AMERICAN EXPRESS CO		2011-08-25	2012-10-24
18 AMERICAN EXPRESS CO		2012-04-19	2012-10-24
39 B H P BILLITON LIMITED A D R		2008-12-23	2012-10-24
101 METLIFE INC		2011-08-25	2012-10-24
42 P G E CORP		2009-10-20	2012-10-24
70 VODAFONE GROUP PLC A D R		2011-04-06	2012-10-24
NET SETTLEMENT FROM CLASS ACTION SUIT			2012-10-25
269 MICROSOFT CORP		2011-07-11	2012-10-26

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)
54 NIKE INC		2007-06-08	2012-10-26
83 BAIDU COM INC A D R		2012-09-26	2012-11-06
35 BAIDU COM INC A D R		2012-02-07	2012-11-19
NET SETTLEMENT FROM CLASS ACTION SUIT			2012-11-19
78 NETEASE INC A D R		2011-10-19	2012-11-20
21 AGCO CORP		2012-09-25	2012-11-27
3 ALLIANCE DATA SYSTEMS CORP		2011-09-30	2012-11-27
6 AMERICAN CAPITAL AGENCY CORP		2012-09-25	2012-11-27
3 AMGEN INC		2012-09-25	2012-11-27
2 BCE INC		2011-04-25	2012-11-27
239 CA INC		2012-09-25	2012-11-27
43 CATERPILLAR INC		2010-12-06	2012-11-27
33 CISCO SYS INC		2011-11-30	2012-11-27
4 CONOCOPHILLIPS		2012-09-25	2012-11-27
30 DISCOVER FINL SVCS		2011-09-06	2012-11-27
9 EASTMAN CHEM CO		2012-09-25	2012-11-27
17 FIFTH THIRD BANCORP		2012-02-15	2012-11-27
29 GENERAL ELECTRIC CO		2012-09-25	2012-11-27
3 GENERAL ELECTRIC CO		2011-04-25	2012-11-27
13 HOME DEPOT INC		2012-06-12	2012-11-27
21 INGREDION INC		2012-02-15	2012-11-27
15 INTERNATIONAL PAPER CO		2011-09-30	2012-11-27
3 KLA TENCOR CORPORATION		2012-09-25	2012-11-27
1 KIMBERLY CLARK CORP		2012-09-25	2012-11-27
16 KROGER CO		2012-02-15	2012-11-27
14 LOCKHEED MARTIN CORP		2011-09-30	2012-11-27
1 MACYS INC		2011-04-25	2012-11-27
20 MARATHON PETROLEUM CORP		2011-09-06	2012-11-27
11 MATTEL INC		2011-06-20	2012-11-27
139 MERCK AND CO INC		2012-02-15	2012-11-27

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)
4 NEXTERA ENERGY INC		2011-09-06	2012-11-27
11 ORACLE CORPORATION		2012-09-25	2012-11-27
88 PRUDENTIAL FINANCIAL INC		2011-04-25	2012-11-27
20 PRUDENTIAL FINANCIAL INC		2012-06-12	2012-11-27
10 UNION PACIFIC CORP		2011-04-25	2012-11-27
5 VIACOM INC CLASS B		2012-06-12	2012-11-27
98 VIACOM INC CLASS B		2011-04-25	2012-11-27
10 WELLS FARGO CO		2012-09-25	2012-11-27
30 INGERSOLL RAND PLC		2012-09-25	2012-11-27
2 SEADRILL LIMITED		2012-09-25	2012-11-27
13 ACE LTD		2012-09-25	2012-11-27
16 CELGENE CORP		2012-07-10	2012-11-28
19 FED EX CORP		2012-05-29	2012-11-28
24 GENERAL DYNAMICS CORP		2009-06-26	2012-11-28
120 MARATHON OIL CORPORATION		2012-05-15	2012-11-28
35 MICROSOFT CORP		2011-06-21	2012-11-28
39 ORACLE CORPORATION		2011-03-11	2012-11-28
26 PHILLIPS 66		2010-06-22	2012-11-28
13 PHILLIPS 66		2012-08-28	2012-11-28
63 PRUDENTIAL FINANCIAL INC		2009-06-26	2012-11-28
67 VODAFONE GROUP PLC A D R		2010-10-28	2012-11-28
41 EATON CORP		2012-08-28	2012-12-03
203 HOYA CORP A D R		2011-04-21	2012-12-04
55 HOYA CORP A D R		2012-08-01	2012-12-04
37 ARM HLDGS PLC A D R		2011-04-21	2012-12-13
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)
4,857		3,411	1,446
5,830		7,053	-1,223
3,466		1,925	1,541
2,513		2,526	-13
1,574		1,477	97
1,404		1,123	281
1,246		1,078	168
3,270		3,965	-695
1,285		1,956	-671
4,008		2,160	1,848
1,119		1,075	44
2,035		1,319	716
2,012		1,726	286
1,094		805	289
1,660		1,230	430
1,444		1,235	209
2,744		3,034	-290
2,559		2,189	370
2,606		2,675	-69
160		131	29
1,465		1,438	27
2,617		2,160	457
4,321		1,524	2,797
7,952		7,387	565
551		580	-29
1,168		1,283	-115
88		90	-2
907		965	-58
622		445	177
777		725	52

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)
718		485	233
896		782	114
590		512	78
268		257	11
756		626	130
476		324	152
477		471	6
478		493	-15
293		261	32
5,350		2,487	2,863
446		350	96
673		263	410
640		315	325
597		470	127
1,486		802	684
831		333	498
948		1,190	-242
608		526	82
885		671	214
2,126		1,472	654
2,218		1,804	414
1,003		1,172	-169
30		43	-13
554		447	107
396		372	24
438		373	65
60		28	32
312		297	15
208		212	-4
1,042		1,061	-19

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)
547		556	-9
642		336	306
420		419	1
769		274	495
899		730	169
836		550	286
614		534	80
439		424	15
535		489	46
548		613	-65
764		496	268
1,017		953	64
2,618		2,037	581
824		789	35
1,206		962	244
511		355	156
1,030		879	151
342		309	33
802		1,053	-251
326		379	-53
694		510	184
493		474	19
342		364	-22
987		837	150
332		386	-54
333		436	-103
1,404		1,395	9
385		372	13
251		239	12
441		319	122

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)
1,902		976	926
761		368	393
443		374	69
1,264		1,537	-273
112		119	-7
1,312		1,331	-19
131		131	
221		246	-25
389		437	-48
2,600		3,019	-419
538		410	128
695		598	97
1,184		612	572
668		675	-7
105		134	-29
1,110		1,134	-24
1,021		809	212
406		298	108
829		906	-77
2,746		1,713	1,033
1,102		623	479
653		733	-80
939		1,098	-159
733		772	-39
856		897	-41
556		557	-1
182		229	-47
218		293	-75
657		659	-2
328		237	91

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)
1,415		1,138	277
387		234	153
422		274	148
1,052		133	919
511		369	142
1,575		1,775	-200
755		485	270
672		703	-31
1,275		947	328
1,307		1,335	-28
384		468	-84
631		544	87
679		634	45
234		259	-25
1,011		692	319
250		213	37
402		444	-42
1,141		1,254	-113
683		695	-12
263		152	111
467		467	
916		469	447
1,031		566	465
620		609	11
697		553	144
232		238	-6
1,122		1,141	-19
66		63	3
559		428	131
759		833	-74

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)
243		201	42
1,642		1,291	351
620		416	204
2,429		1,875	554
520		431	89
486		479	7
5,149		5,274	-125
2,291		2,785	-494
3,413		3,356	57
937		374	563
1,331		1,171	160
1,031		1,073	-42
1,138		1,478	-340
1,011		721	290
3,648		2,716	932
1,058		1,156	-98
244		186	58
4,160		4,435	-275
5,004		4,575	429
700		541	159
1,713		1,158	555
1,207		1,327	-120
658		701	-43
4,596		6,170	-1,574
5,646		6,110	-464
495		353	142
4,999		4,999	
783		656	127
914		626	288
980		933	47

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)
1,138		937	201
4,426		5,471	-1,045
5,080		5,200	-120
4,817		4,853	-36
572		474	98
120		122	-2
5,622		4,986	636
1,546		1,087	459
898		776	122
164		143	21
4,472		5,051	-579
782		771	11
433		352	81
1,615		1,100	515
4,186		4,254	-68
2,931		2,931	
909		884	25
2,010		1,507	503
839		847	-8
1,706		1,579	127
2,199		1,658	541
1,188		1,301	-113
1,129		1,171	-42
640		458	182
1,655		1,290	365
6,938		7,320	-382
9,706		6,102	3,604
1,820		1,050	770
2,706		5,050	-2,344
2,114		2,719	-605

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)
34		48	-14
1,631		1,832	-201
1,503		1,491	12
1,197		1,289	-92
1,262		749	513
3,910		4,253	-343
6,826		7,376	-550
1,911		2,071	-160
2,734		2,563	171
1,116		1,403	-287
614		786	-172
476		592	-116
4,225		3,181	1,044
3,179		2,877	302
4,752		5,179	-427
1,808		1,482	326
1,008		1,100	-92
1,176		700	476
1,090		591	499
1,100		1,066	34
3,508		3,521	-13
1,180		861	319
2,724		3,012	-288
4,299		4,519	-220
30,000		26,631	3,369
1,138		799	339
4,684		3,917	767
2,123		2,415	-292
2,275		2,709	-434
16		13	3

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)
2,359		2,799	-440
1,547		1,130	417
1,588		579	1,009
2,088		2,375	-287
835		1,122	-287
325		331	-6
4,548		3,602	946
1,225		861	364
1,692		673	1,019
5,179		6,655	-1,476
4,958		2,805	2,153
3,095		3,079	16
561		350	211
1,017		985	32
1,044		1,282	-238
1,143		1,927	-784
3,268		808	2,460
1,119		629	490
970		1,043	-73
1,716		1,037	679
555		487	68
369		279	90
564		526	38
1,144		707	437
401		422	-21
1,389		1,247	142
2,924		3,791	-867
718		522	196
99		110	-11
81		86	-5

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)
485		449	36
444		460	-16
194		106	88
468		429	39
4,043		5,422	-1,379
109		72	37
133		110	23
1,103		1,215	-112
6,430		3,622	2,808
95		96	-1
222		194	28
173		143	30
213		185	28
202		151	51
155		143	12
700		416	284
28		24	4
5,377		6,997	-1,620
2,767		2,551	216
2,190		2,644	-454
2,549		3,303	-754
2,473		2,408	65
2,041		481	1,560
1,564		1,069	495
351		646	-295
2,167		3,216	-1,049
1,441		1,062	379
1,953		1,386	567
1,149		987	162
16		18	-2

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)
3,255		4,389	-1,134
1,042		1,103	-61
1,085		1,109	-24
2,341		3,098	-757
1,032		909	123
1,579		1,076	503
158		127	31
606		1,408	-802
2,244		3,485	-1,241
3,228		3,511	-283
5,494		4,254	1,240
430		1,242	-812
1,271		1,262	9
2,443		7,011	-4,568
4,339		1,545	2,794
7,384		2,593	4,791
4,624		5,285	-661
3,411		6,315	-2,904
4,141		5,361	-1,220
6,802		3,876	2,926
10,067		9,757	310
6,987		6,893	94
2,650		2,971	-321
3,988		2,401	1,587
3,986		3,791	195
2,898		5,744	-2,846
5,983		5,625	358
3		3	
441		400	41
1,434		947	487

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)
1,311		1,302	9
1,732		1,641	91
1,817		1,789	28
1,134		1,026	108
1,124		853	271
2,451		2,235	216
1,351		1,757	-406
1,174		1,230	-56
959		1,100	-141
1,116		926	190
1,530		1,322	208
1,182		1,086	96
472		380	92
1,260		907	353
250,000		258,233	-8,233
2,414		2,502	-88
3,156		2,979	177
7,086		8,517	-1,431
6,538		7,022	-484
4,252		466	3,786
4,646		3,189	1,457
4,704		2,905	1,799
3,065		2,853	212
3,482		4,335	-853
2,167		1,922	245
3,626		5,158	-1,532
1,036		977	59
4,431		4,901	-470
894		961	-67
4,857		4,414	443

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,358		4,873	-515
1,938		1,542	396
3,163		3,413	-250
509		393	116
4,786		4,502	284
114		132	-18
5,874		5,101	773
189		191	-2
362		305	57
3,978		5,526	-1,548
5,563		5,136	427
386		337	49
224		151	73
721		627	94
5,887		5,420	467
1,591		1,317	274
5,076		6,591	-1,515
3,011		2,955	56
3,261		5,136	-1,875
4,165		3,061	1,104
16		11	5
4,192		4,911	-719
2,170		1,836	334
1,002		1,033	-31
2,765		1,536	1,229
3,554		3,156	398
1,764		1,802	-38
1,934		2,051	-117
106			106
7,553		7,153	400

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,920		2,829	2,091
8,742		11,010	-2,268
3,242		4,560	-1,318
252			252
3,484		3,673	-189
960		986	-26
419		279	140
188		211	-23
262		252	10
85		74	11
5,268		6,419	-1,151
3,631		3,847	-216
625		615	10
226		231	-5
1,221		712	509
533		511	22
248		229	19
606		658	-52
63		60	3
834		674	160
1,370		1,200	170
544		353	191
134		142	-8
86		86	
397		381	16
1,304		1,020	284
40		24	16
1,181		826	355
401		295	106
6,113		5,296	817

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)
272		219	53
344		350	-6
4,501		5,381	-880
1,023		945	78
1,225		970	255
253		238	15
4,952		4,723	229
326		356	-30
1,435		1,374	61
77		80	-3
1,020		994	26
1,250		1,032	218
1,684		1,725	-41
1,571		1,327	244
3,710		3,639	71
950		868	82
1,230		1,266	-36
1,325		624	701
662		547	115
3,237		2,445	792
1,690		1,833	-143
2,139		1,884	255
3,886		4,281	-395
1,053		1,245	-192
1,331		1,145	186
			220

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	
			1,446
			-1,223
			1,541
			-13
			97
			281
			168
			-695
			-671
			1,848
			44
			716
			286
			289
			430
			209
			-290
			370
			-69
			29
			27
			457
			2,797
			565
			-29
			-115
			-2
			-58
			177
			52

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	
			233
			114
			78
			11
			130
			152
			6
			-15
			32
			2,863
			96
			410
			325
			127
			684
			498
			-242
			82
			214
			654
			414
			-169
			-13
			107
			24
			65
			32
			15
			-4
			-19

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	
			-9
			306
			1
			495
			169
			286
			80
			15
			46
			-65
			268
			64
			581
			35
			244
			156
			151
			33
			-251
			-53
			184
			19
			-22
			150
			-54
			-103
			9
			13
			12
			122

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	
			926
			393
			69
			-273
			-7
			-19
			-25
			-48
			-419
			128
			97
			572
			-7
			-29
			-24
			212
			108
			-77
			1,033
			479
			-80
			-159
			-39
			-41
			-1
			-47
			-75
			-2
			91

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	
			277
			153
			148
			919
			142
			-200
			270
			-31
			328
			-28
			-84
			87
			45
			-25
			319
			37
			-42
			-113
			-12
			111
			447
			465
			11
			144
			-6
			-19
			3
			131
			-74

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	
			42
			351
			204
			554
			89
			7
			-125
			-494
			57
			563
			160
			-42
			-340
			290
			932
			-98
			58
			-275
			429
			159
			555
			-120
			-43
			-1,574
			-464
			142
			127
			288
			47

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	
			201
			-1,045
			-120
			-36
			98
			-2
			636
			459
			122
			21
			-579
			11
			81
			515
			-68
			25
			503
			-8
			127
			541
			-113
			-42
			182
			365
			-382
			3,604
			770
			-2,344
			-605

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	
			-14
			-201
			12
			-92
			513
			-343
			-550
			-160
			171
			-287
			-172
			-116
			1,044
			302
			-427
			326
			-92
			476
			499
			34
			-13
			319
			-288
			-220
			3,369
			339
			767
			-292
			-434
			3

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	
			-440
			417
			1,009
			-287
			-287
			-6
			946
			364
			1,019
			-1,476
			2,153
			16
			211
			32
			-238
			-784
			2,460
			490
			-73
			679
			68
			90
			38
			437
			-21
			142
			-867
			196
			-11
			-5

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	
			36
			-16
			88
			39
			-1,379
			37
			23
			-112
			2,808
			-1
			28
			30
			28
			51
			12
			284
			4
			-1,620
			216
			-454
			-754
			65
			1,560
			495
			-295
			-1,049
			379
			567
			162
			-2

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	
			-1,134
			-61
			-24
			-757
			123
			503
			31
			-802
			-1,241
			-283
			1,240
			-812
			9
			-4,568
			2,794
			4,791
			-661
			-2,904
			-1,220
			2,926
			310
			94
			-321
			1,587
			195
			-2,846
			358
			41
			487

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	
			9
			91
			28
			108
			271
			216
			-406
			-56
			-141
			190
			208
			96
			92
			353
			-8,233
			-88
			177
			-1,431
			-484
			3,786
			1,457
			1,799
			212
			-853
			245
			-1,532
			59
			-470
			-67
			443

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	
			-515
			396
			-250
			116
			284
			-18
			773
			-2
			57
			-1,548
			427
			49
			73
			94
			467
			274
			-1,515
			56
			-1,875
			1,104
			5
			-719
			334
			-31
			1,229
			398
			-38
			-117
			106
			400


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	
			2,091
			-2,268
			-1,318
			252
			-189
			-26
			140
			-23
			10
			11
			-1,151
			-216
			10
			-5
			509
			22
			19
			-52
			3
			160
			170
			191
			-8
			16
			284
			16
			355
			106
			817

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	
			53
			-6
			-880
			78
			255
			15
			229
			-30
			61
			-3
			26
			218
			-41
			244
			71
			82
			-36
			701
			115
			792
			-143
			255
			-395
			-192
			186

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 <i>Paid during the year</i>				
LOAVES AND FISHES 1917 LOGAN AVE S MINNEAPOLIS,MN 55403	NONE	N/A	GENERAL	5,000
MINNEAPOLIS INSTITUTE OF ARTS 2400 THIRD AVE S MINNEAPOLIS,MN 55401	NONE	N/A	GENERAL	2,500
ST STEPHEN'S LUTHERAN CHURCH 1575 CHARLTON ST WEST ST PAUL,MN 55118	NONE	N/A	GENERAL & SCHOLARSHIPS FOR	24,000
BREAKING FREE P O BOX 4366 ST PAUL,MN 55104	NONE	N/A	GENERAL	11,000
LUTHERAN MIDEAST DEVELOPMENT C/O ST STEPHEN'S LUTHERAN CHURCH 1575 CHARLTON ST WEST ST PAUL,MN 55118	NONE	N/A	GENERAL	95,955
ST STEPHEN'S HUMAN SERVICES 2211 CLINTON AVE S MINNEAPOLIS,MN 55404	NONE	N/A	GENERAL OPERATING SUPPORT	3,000
NEIGHBORS INC 218 13TH AVENUE SOUTH SOUTH ST PAUL,MN 55075	NONE	N/A	GENERAL	45,000
NC LITTLE MEMORIAL HOSPICE INC 7019 LYNMAR LANE EDINA,MN 55435	NONE	N/A	GENERAL	1,000
INDEPENDENT SCHOOL DISTRICT #197 1897 DELAWARE AVE MENDOTA HEIGHTS,MN 55118	NONE	N/A	ENCORE SCHOOL AGE CARE	741
360 COMMUNITIES 501 E HIGHWAY 13 SUITE 102 BURNSVILLE,MN 553372877	NONE	N/A	PARTNERS FOR SUCCESS MATCH	100,000
THE CHILDREN'S THEATER COMPANY 2400 THIRD AVE S MINNEAPOLIS,MN 55404	NONE	N/A	GENERAL	50,000
GUTHRIE THEATER FOUNDATION 818 SOUTH 2ND STREET MINNEAPOLIS,MN 55415	NONE	N/A	GENERAL	2,000
Total  3a				340,196

**TY 2012 Investments Corporate
Bonds Schedule****Name:** ROGER & VIOLET NOREEN CHAR TRUST 25293360**EIN:** 41-6309355

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS 09/01/2012		
J P MORGAN CHASE 10/01/2015	249,603	274,788
CS FIRST BOSTON USA 01/15/2014	246,880	261,135
MORGAN STANLEY 03/01/2013	249,318	251,365
PIMCO TOTAL RETURN FD	174,844	197,314
AMERICAN CENTY INTL BD FD	87,463	87,520
DRIEHAUS ACTIVE INCOME FD	165,000	167,671
DRIEHAUS SELECT CREDIT FD	165,000	165,167
ISHARES JP MORGAN EM BOND FD	80,027	92,093
NUVEEN HIGH INCOME BOND FD	160,000	182,732
NUVEEN INFLATION PRO SEC	165,243	173,078

TY 2012 Investments Corporate
Stock Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360
EIN: 41-6309355

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES DOW JONES REGIONAL BK	16,285	17,492
CISCO SYS INC	5,598	6,032
EXXON MOBIL CORP	14,881	16,271
GENERAL ELECTRIC CO	11,973	14,756
JOHNSON & JOHNSON	6,163	7,290
MCDONALD'S CORP		
MICROSOFT CORP	9,503	10,070
PFIZER INC	6,971	10,960
VERIZON COMUNICATIONS	4,043	4,716
SCHLUMBERGER LTD	22,210	19,612
PRAXAIR INC		
QUALCOMM INC	13,695	13,609
UNITED TECHNOLOGIES CORP	11,156	13,286
PEPSICO INC		
AMGEN INC	6,051	6,206
APACHE CORP		
CONOCOPHILLIPS	13,597	14,555
MYLAN INC	6,238	6,286
PUBLIC STORAGE INC	3,457	3,479
WELLS FARGO & CO	11,381	17,022
ACCENTURE PLC	3,438	6,052
GILEAD SCIENCES INC	3,146	4,407
INTEL CORP		
TEXAS INSTRUMENTS INC		
HOME DEPOT INC	4,511	5,381
GOLDMAN SACHS GROUP INC	4,105	4,465
APPLE INC	20,820	46,299
ABBOTT LABORATORIES	4,583	6,354
AFLAC INC	8,960	9,190
DEUTSCHE TELEKOM AG ADR	1,855	1,943

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORPORATION	20,858	22,709
LOWES CO INC	2,045	2,593
MONSANTO CO	9,113	9,560
V F CORP	4,821	4,529
AGCO CORP	5,445	5,698
BOEING CO	3,419	3,843
CAMERON INTL CORP	5,926	9,090
COGNIZANT TECH SOLUTIONS CL A	3,585	7,093
DANAHER CORP	4,023	7,826
E O G RES INC	4,192	4,590
EXPRESS SCRIPTS INC	3,833	5,832
GOOGLE INC CL A	16,816	21,929
HALLIBURTON CO		
IBM CORP	13,350	23,752
NIKE INC		
SCHEIN HENRY INC	6,996	10,696
TARGET CORP	3,389	3,964
ABB LTD A D R		
AIA GROUP LTD	6,222	6,949
AT&T INC	2,779	3,202
AVALONBAY CMNTYS INC	3,522	4,339
CVS/CAREMARK CORP	10,588	14,698
DISNEY WALT CO	10,449	12,995
FREEPORT MCMORAN COPPER GOLD	3,538	4,309
GENERAL DYNAMICS CORP		
HESS CORP		
J P MORGN CHASE & CO	8,615	11,344
KIMBERLY CLARK CORP	5,681	5,572
AGRIUM INC	3,103	8,289
ANGLO AMERICAN PLC ADR		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
B H P BILLITON LTD ADR		
ATLAS COPCO AB ADR	5,515	8,471
KEPPEL CORP LTD SPONS ADR		
OCCIDENTAL PETROLEUM CORP	7,736	8,810
PETROLEO BRASILEIRO SPON ADR	3,373	2,901
TOTAL S A ADR	16,583	12,950
HONDA MOTOR CO LTD ADR	6,867	7,499
T J X COS INC		
BRITISH AMERN TOB PLC ADR	11,540	20,452
DIAGEO PLC SPNS ADR	8,811	12,124
NESTLE S A SPONS ADR	26,324	37,342
NOVARTIS A G ADR	5,427	6,963
ROCHE HLDG LTD ADR	14,446	17,675
DBS GROUP HLDGS LTD	14,671	16,435
PRUDENTIAL FINANCIAL INC		
TRAVELERS COS INC	4,887	6,895
WILLIAMS SONOMA INC	4,553	5,209
PUBLIC SVC ENTERPRISE GROUP		
KONINKLIJKE ROYAL KPN NV ADR		
THE GAP INC	6,981	8,226
FOMENTO ECONOMICO MEX SP ADR	3,502	9,264
CATERPILLAR INC		
FLOWSERVE CORP	5,938	6,900
UNION PACIFIC CORP	11,908	21,247
WALGREEN CO	7,031	7,439
KAO CORP ADR	4,728	4,415
MICHAEL KORS HOLDINGS	7,022	8,930
DIRECTV CL A	3,098	5,819
SNAP ON INC	5,305	5,371
ANADARKO PETROLEUM CORP	8,317	9,735

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMPANHIA DE BEBIDAS P R ADR		
UNILEVER PLC SPSD ADR	6,917	8,480
WAL MART STORES INC	4,148	5,527
ASTRAZENECA P L C SPSD ADR		
CERNER CORP	2,015	5,658
FOOT LOCKER INC	4,550	5,171
NATIONAL OILWELL VARCO INC	5,353	5,263
MERCK & CO INC	8,536	9,826
SANOFI ADR	13,525	18,004
THERMO FISHER SCIENTIFIC INC	6,593	9,312
VARIAN MED SYS INC	5,211	6,743
ACE LTD	9,137	10,374
BOC HONG KONG HLDGS LTD ADR	4,460	6,431
BOSTON PPTYS INC	2,996	4,021
METLIFE INC		
OIL STATES INTL INC	6,695	6,081
P N C FINANCIAL SERVICES GROUP	3,430	4,490
TOKIO MARINE HOLDINGS ADR		
ZURICH FINANCIAL SERVICES ADR	3,012	4,502
NATIONAL GRID PLC SP ADR	8,036	9,707
P G E CORP		
KINDER MORGAN MGMT FRACT CUSIP		
AMERICAN CENTY VISTA FD INSTIT	103,748	144,532
NEUBERGER BERMAN GENESIS INSTL	117,636	163,591
T ROWE PRICE MID CAP VALUE FD	121,855	154,660
AMERICAN ELECTRIC POWER CO	3,682	5,079
AMERICAN EXPRESS CO	2,705	4,598
ASSA ABLOY AB ADR	4,325	5,553
BRISTOL-MEYERS SQUIBB CO		
CANADIAN PACIFIC RAILWAY	4,340	5,996

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CAPITAL ONE FINANCIAL CORP	4,757	4,576
DOLLAR GENERAL CORP	7,021	5,996
DEUTSCHE BANK AG	4,188	5,403
DOVER CORP		
FIFTH THIRD BANCORP	6,759	8,406
INGERSOLL RAND PLC	5,037	5,276
KROGER CO	5,348	5,933
ORACLE CORPORATION	9,517	11,029
MONDELEZ INTERNATIONAL W I	2,944	3,538
PACCAR INC	1,955	2,034
PRICELINE COM INC	665	6,204
QUEST DIAGNOSTICS INC	6,848	6,351
TARGET CORPORATION		
UNITED HEALTH GROUP INC	9,580	13,289
URBAN OUTFITTERS INC	4,594	5,038
VMWARE INC CL A	6,925	5,743
YAHOO INC	5,829	6,089
BARCLAYS PLC ADR	5,569	5,023
CANON INC SPONS ADR		
COVIDIEN PLC	2,613	3,753
CARNIVAL CORP		
FUJIFILM HOLDINGS ADR		
COPA HOLDINGS SA CL A	4,683	5,967
EASTMAN CHEM CO	5,397	6,465
LUKOIL SPON ADR	8,224	11,407
mitsui & co ltd spsd adr	6,689	9,015
MTN GROUP LTD ADR	3,170	3,175
NISSAN MOTOR LTD SPONS ADR	8,220	9,278
ORIX CORP SPONS ADR	7,242	10,478
PHILLIPS 66	3,951	5,841

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SAP AG ADR	14,142	17,684
ROCKWELL AUTOMATION INC	9,627	9,911
TYCO INTERNATIONAL LTD		
VALE SA SP ADR	3,958	3,713
ISHARES MSCI EMERGING MKTS ETF	252,915	302,023
CBS CORP CLASS B NON VOTING	5,639	6,126
ALLERGAN INC	5,530	7,981
AMERIPRISE FINL INC	6,518	8,205
BORG WARNER INC	5,095	9,096
BROADCOM CORP	6,910	6,476
CELGENE CORP	7,896	9,887
CITIGROUP INC	7,820	9,178
CENTURYLINK INC	2,851	2,934
EMC CORP	17,326	18,494
EDISON INTL	1,874	1,808
KEYCORP NEW	2,283	2,644
KRAFT FOODS INC	1,580	2,092
KEPPEL CORP LTD SPONS ADR	10,346	14,718
LULULEMON ATHLETICA INC	4,249	5,107
NEXTERA ENERGY INC	9,146	10,655
NOKIAN TYRES OYJ UNSPON ADR	4,334	3,990
LYONDELLBASELL INDUSTRIES CL A	3,886	5,024
PEABODY ENERGY CORP		
PIONEER NAT RES CO	4,099	7,461
PRECISION CASTPARTS CORP	4,704	5,493
REYNOLDS AMERICAN INC		
SEMPRA ENERGY	3,610	5,179
TRIMBLE NAV LTD	4,586	5,022
EATON CORP PIC	2,130	2,221
ANHEUSER BUSCH INBEV NV ADR	18,043	21,852

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BASF AG ADR	14,086	18,240
B H P BILLITON PLC SPSD ADR	14,273	13,652
BT GROUP PLC ADR	13,145	17,912
BAYERISCHE MOTOREN WERKE ADR	7,809	12,486
CAREFUSION CORP	6,342	6,373
CNOOC LTD ADR		
EQUINIX INC	5,771	12,372
HSBC HOLDINGS PLC SPONS ADR	11,549	11,782
HONEYWELL INTERNATIONAL INC	3,511	3,808
INTERCONTINENTAL HTLS PLSPONS		
LVMH MOET HENNESSY LOU VUI ADR	7,112	7,953
REGIONS FINL CORP	4,401	4,970
ROYAL DUTCH SHELL PLC ADR	9,068	9,239
SIEMENS AG ADR	3,877	4,269
STATE STR CORP	2,834	3,150
NOVO NORDISK AS ADR	8,974	10,282
VODAFONE GROUP PLC ADR	5,573	5,743
VOLVO AB SPONSORED ADR	4,210	4,579
INGREDION INC	4,841	5,605
AGILENT TECHNOLOGIES INC		
ALLIANCE DATA SYSTEMS CORP	3,902	6,080
AMAZON COM INC	3,990	5,519
ANNALY CAP MGMT INC		
AON CORP		
CARDINAL HEALTH INC		
COMCAST CORP CL A	3,837	5,455
CUMMINS INC		
DEERE & CO	11,440	12,272
DISCOVER FINL SVCS	3,400	5,281
DU PONT E I DE NEMOURS & CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
E BAY INC	6,985	11,780
EQUINIX INC		
FLUOR CORP	6,746	6,579
FRANKLIN RES INC		
HELMERICH PAYNE INC		
HUMANA INC		
INTERNATIONAL PAPER CO	3,728	6,215
KLA TENCOR CORP	6,015	6,209
KOHL'S CORP		
LAUDER ESTEE COS INC CL A	8,863	10,655
LOCKHEED MARTIN CORP	4,286	5,168
MACYS INC	7,195	9,677
MARATHON PETROLEUM CORP	3,188	6,048
MATTEL INC	4,128	5,603
P P G INDS INC		
P P L CORPORATION		
PHILIP MORRIS INTL	8,949	9,870
RALPH LAUREN CORP	3,883	5,997
ROSS STORES INC		
SIMON PROPERTY GROUP		
TIME WARNER CABLE INC	1,509	2,105
TIME WARNER INC		
UNUM GROUP		
VIACOM INC CL B		
WYNDHAM WORLDWIDE CORP	3,583	6,066
XCEL ENERGY INC	4,630	5,155
AIR LIQUIDE SA ADR	10,460	10,256
ALLIANZ SE ADR	17,053	16,017
AMERICA MOVIL ADR	5,898	4,813
ARM HLDGS PLC ADR	13,702	17,704

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ATLAS COPCO AB SPONS ADR	5,130	5,015
B A E SYSTEMS PLC ADR	4,161	5,347
B G GROUP PLC ADR	6,749	4,428
BCE INC	4,197	4,809
BROOKFIELD ASSET MANAGE CL A	4,991	5,571
BUNGE LIMITED	3,095	3,053
CANADIAN NATL RY CO	4,119	5,097
CARNIVAL PLC ADR	4,986	4,456
CHINA MOBILE LIMITED ADR	4,140	4,698
CHINA RES ENTERPRISE LTD ADR		
COCHLEAR LTD UNSPON ADR	4,820	4,433
CSL LIMITED ADR	3,384	4,933
DASSAULT SYSTEMES SA ADR	7,164	9,952
ENEL SOCIETA ADR		
ERSTE GROUP BANK AG ADR		
FANUC CORPORATION ADR	7,666	8,855
FRESENIUS MED CARE SPONS ADR	7,311	6,791
HITACHI LTD	4,334	4,773
HOYA CORP ADR		
I C I C I BANK LIMITED ADR	7,714	6,760
IMPERIAL OIL LTD	5,203	4,214
ITAU UNIBANCO HOLDINGS SA ADR	8,327	7,160
JGC CORP UNSPONS ADR	4,699	5,132
JUPITER TELECOM ADR		
LI FUNG LTD ADR	10,034	8,019
LONZA GROUP AG UNSPONS ADR	4,233	3,062
LOREAL CO UNSPONS ADR	6,055	6,771
NETEASE COM INC ADR		
NIPPON TELEGRAPH TELE ADR	4,133	3,449
OAO GAZPROM SPON ADR	3,238	1,868

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QIAGEN NV	3,985	3,521
REPSOL SA SPONS ADR	4,873	3,051
SASOL LTD SPONS ADR	2,974	2,294
SBERBANK SPONS ADR	9,869	8,918
SCHNEIDER ELECT SA UNSP ADR	7,678	6,537
SHIRE PLC ADR	4,918	4,701
SONOVA HOLDING UNSPON ADR	4,010	4,872
SWATCH GROUP AG ADR	4,944	5,232
TAIWAN SEMICONDUCTOR ADR	5,758	7,036
TESCO PLC ADR	4,107	3,482
TEVA PHARMACEUTICAL INDS ADR		
TURKIYE GARANTI BANKASI AS ADR	6,379	6,354
UNICHARM CORPORATION ADR	4,587	6,206
UNILEVER NV ADR	2,970	3,409
WAL MART DE MEXICO SAB ADR		
WPP PLC SPONS ADR	5,995	7,071
HIGHLAND LONG SHORT EQUITY Z		
NUVEEN REAL ESTATE SECURIT	100,000	112,249
SPDR DJ WILSHIRE INTERNATIONAL	175,598	182,560
TFS MARKET NEUTRAL FD	150,000	150,482
AMERICAN CAPITAL AGENCY CORP	5,606	5,144
ANALOG DEVICES INC	6,881	7,234
BLACKROCK INC	5,662	5,995
YUM BRANDS INC	5,725	5,843
POSTNL NV ADR	3,965	4,333
POTASH CORP OF SASKATCHEWAN	5,459	5,208
REXAM PLC ADR	4,458	4,610
ROGERS COMMUNICATIONS INC	3,867	4,233
SANDS CHINA LTD UNSPONS ADR	4,160	5,421
SEADRILL LIMITED	5,776	5,446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEAGATE TECHNOLOGY	5,785	6,814
SEVEN & HLDGS UNSPN ADR	4,454	3,775
SUNCOR ENERGY	4,196	4,914
SVENSKA HANDELSBANKEN A UNSP A	2,358	2,578
SWEDBANK AB ADR	4,601	5,029
SYNGENTA AG ADR	4,352	5,414
SYSMEX CORP UNSPON ADR	4,089	4,623
TRANSOCEAN LTD	4,278	4,689
VALEOSA SPON ADR	9,521	9,432
XINYI GLASS HOLDINGS LTS	2,052	2,255
PYXIS LONG SHORT EQUITY Z	200,000	198,760
SPDR GOLD TRUST	54,106	51,036

TY 2012 Other Assets Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME	4,112	10,072	10,072
RETURN OF CAPITAL CORRECTION		54	54

TY 2012 Other Decreases Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Amount
ROUNDING DIFFERENCES	11

TY 2012 Other Expenses Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NONALLOCABLE EXPENSES -	496	496		0
FILING FEES	25	0		25

TY 2012 Other Liabilities Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Beginning of Year - Book Value	End of Year - Book Value
RETURN OF CAPITAL ADJ	65	98

TY 2012 Taxes Schedule**Name:** ROGER & VIOLET NOREEN CHAR TRUST 25293360**EIN:** 41-6309355

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,400	2,400		0
FEDERAL TAX PAYMENT - PRIOR YE	5,500	0		0
FEDERAL TAX	1,978	0		0
FEDERAL TAX	1,398	0		0
FOREIGN TAXES ON QUALIFIED FOR	706	706		0
FOREIGN TAXES ON NONQUALIFIED	426	426		0