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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.

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

AL & CHAR HATFIELD FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

222 BEACH ROAD

Room/suite

10

A Employer identification number

45-4111437

City or town, state, and ZIP code

SARASOTA, FL 34242

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual(from Part II, col (c), line 16) Other (specify) **\$ 5,402,766.** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3				
	4 Dividends and interest from securities	170,743.	170,743.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	150,839.	<9,553.00		
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total: Add lines 1 through 11	161,190.	170,743.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 2	18,628.	18,628.	0.
	17 Interest				
	18 Taxes	STMT 3	8,219.	8,219.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4	119,038.	3,643.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		145,885.	30,490.	0.
	25 Contributions, gifts, grants paid		500.		500.
	26 Total expenses and disbursements. Add lines 24 and 25		146,385.	30,490.	500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements		14,805.		
	b Net investment income (if negative, enter -0-)			140,253.	
	c Adjusted net income (if negative, enter -0-)				N/A

914-16 B

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		5,000,000.	61,698.	61,698.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 5	0.	3,591,197.	3,591,197.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 6	0.	1,749,871.	1,749,871.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		5,000,000.	5,402,766.	5,402,766.
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				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
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		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		5,000,000.	5,402,766.	
	30 Total net assets or fund balances		5,000,000.	5,402,766.	
	31 Total liabilities and net assets/fund balances		5,000,000.	5,402,766.	

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	5,000,000.
2 Enter amount from Part I, line 27a	2	14,805.
3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS	3	387,961.
4 Add lines 1, 2, and 3	4	5,402,766.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,402,766.

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 WHITEROCK REAL ESTATE					04/05/12
b TRANSOCEAN LIMITED					12/12/12
c FROM PARTNERSHIP K-1					
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 60,085.		60,148.		<63. >	
b 90,203.		100,244.		<10,041. >	
c 551.				551.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					<63. >
b					<10,041. >
c					551.
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	<9,553. >	
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). If (loss), enter -0- in Part I, line 8					
			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	0.	205,210.	.000000
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

2 .000000

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 .000000

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 5,123,362.

5 Multiply line 4 by line 3

5 0.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,403.

7 Add lines 5 and 6

7 1,403.

8 Enter qualifying distributions from Part XII, line 4

8 500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	
6b	
6c	3,900.
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

1,031. Refunded ►

7	3,900.
8	64.
9	
10	1,031.
11	0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a	X
1b	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b	
1c	X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c	
2	X

c Did the foundation file Form 1120-POL for this year?

2	
3	X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

3	
4a	X

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

4a	
4b	X

f If "Yes," attach a detailed description of the activities.

4b	
5	X

g 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

5	
6	X

h Did the foundation have unrelated business gross income of \$1,000 or more during the year?

6	
7	X

i If "Yes," has it filed a tax return on Form 990-T for this year?

7	
8a	X

j Was there a liquidation, termination, dissolution, or substantial contraction during the year?

8a	
8b	X

k 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?

8b	
9	X

l Did the foundation have at least \$5,000 in assets at any time during the year?

9	
10	X

m If "Yes," complete Part II, col. (c), and Part XV.

10	

n Enter the states to which the foundation reports or with which it is registered (see instructions) ►

MN

o 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

p 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

q Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► N/A			
14	The books are in care of ► THE FOUNDATION Located at ► 222 BEACH ROAD, SARASOTA, FL	Telephone no. ► 612-810-8082	ZIP+4 ► 34242
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	<input checked="" type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
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 <input checked="" type="checkbox"/>	
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 ►	<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.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a <input checked="" type="checkbox"/>	
		4b <input checked="" type="checkbox"/>	

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No Yes No Yes No Yes No Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
M. ALLEN HATFIELD 222 BEACH ROAD #10 SARASOTA, FL 34242	DIRECTOR 1.00	0.	0.	0.
CHARLENE DUBOIS HATFIELD 222 BEACH ROAD #10 SARASOTA, FL 34242	DIRECTOR 1.00	0.	0.	0.
LARRY JEDELLOH 222 BEACH ROAD #10 SARASOTA, FL 34242	DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		► 0.

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	5,170,534.
b	Average of monthly cash balances	1b	30,849.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,201,383.
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	5,201,383.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,021.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,123,362.
6	Minimum investment return. Enter 5% of line 5	6	256,168.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	256,168.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,805.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,805.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	253,363.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	253,363.
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	253,363.

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	500.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	500.

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				253,363.
2 Undistributed income, if any, as of the end of 2012			253.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 500.			253.	
a Applied to 2011, but not more than line 2a				
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				247.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				253,116.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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				
NORTHERN STAR COUNCIL-BOY SCOUTS OF AMERICA 5300 GLENWOOD AVENUE GOLDEN VALLEY, MN 55422	NONE	501(C)(3)	SUPPORT BOY SCOUTS PROGRAMS	500.
Total			► 3a	500.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	170,743.	
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	<9,553.>	
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)	0.	0.	161,190.	0.	
13 Total. Add line 12, columns (b), (d), and (e)	13		161,190.		
(See worksheet in line 13 instructions to verify calculations.)					

(See worksheet in line 13 instructions to verify calculations.)

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

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

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

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.

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
N/A		

**Sign
Here**

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

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

Signature of officer or trustee

Date

► DIRECTOR

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LINDA M. NELSON	<i>Linda M. Nelson</i>	9/24/13		P00205567
	Firm's name ► OLSEN THIELEN & CO., LTD			Firm's EIN ► 41-1360831	
Firm's address ► 2675 LONG LAKE ROAD ST. PAUL, MN 55113			Phone no. 651-483-4521		

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PARTNERSHIP INVESTMENT INCOME	7,039.	0.	7,039.
STIFEL NICOLAUS DIVIDEND INCOME	162,973.	0.	162,973.
STIFEL NICOLAUS INTEREST INCOME	731.	0.	731.
TOTAL TO FM 990-PF, PART I, LN 4	170,743.		170,743.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES - STIFEL NICOLAUS	18,628.	18,628.		0.
TO FORM 990-PF, PG 1, LN 16C	18,628.	18,628.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	7,563.	7,563.		0.
FOREIGN TAX PAID FROM PARTNERSHIP K-1	656.	656.		0.
TO FORM 990-PF, PG 1, LN 18	8,219.	8,219.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PARTNERSHIP INVESTMENT EXPENSES NET	3,643.	3,643.		0.
OTHER PARTNERSHIP UNRELATED BUSINESS LOSS-REPORTED ON 990-T	115,395.	0.		0.
TO FORM 990-PF, PG 1, LN 23	119,038.	3,643.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL NICOLAUS - EQUITIES (DETAIL ATTACHED)	3,312,167.	3,312,167.
STIFEL NICOLAUS - PREFERREDS (DETAIL ATTACHED)	279,030.	279,030.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,591,197.	3,591,197.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STIFEL NICOLAUS - MUTUAL FUNDS (DETAIL ATTACHED)	FMV	151,303.	151,303.
STIFEL NICOLAUS - PUBLICALLY TRADED PARTNERSHIPS (DETAIL ATTACHED)	FMV	1,598,568.	1,598,568.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,749,871.	1,749,871.

STIFEL NICOLAUS

Al & Char Hatfield Family Foundation
EIN 45-4111437
Investments at Fair Market Value
December 31, 2012

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside so you may receive more or less than your original purchase price. Contact your Financial Advisor for current not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value
INSURED BANK PROGRAM	61,697.94
Total Net Cash Equivalents	\$61,697.94

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in ea

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value
AT&T INC CUSIP: 00206R102	T Cash	3,336	33.7100 112,456.56
AMERICAN ELECTRIC POWER COMPANY INC CUSIP: 025537101	AEP Cash	1,217	42.6800 51,941.56
ARES CAPITAL CORP CUSIP: 04010L103	ARCC Cash	3,947	17.5000 69,072.50
ARTIS REAL ESTATE INVESTMENT TRUST UNIT CUSIP: 04315L105	ARESF Cash	6,290	15.7100 98,815.90
BCE INC NEW CUSIP: 05534B760	BCE Cash	2,460	42.9400 105,632.40

E-Mailed Statement

**STIFEL
NICOLAUS**

Al & Char Hatfield Family Foundation
EIN 45-4111437
Investments at Fair Market Value
December 31, 2012

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Curent Value	Av
BANK MONTREAL QUEBEC CUSIP: 063671101	BMO Cash	1,703	61.3000 104,393.90	
CBL & ASSOCIATES PROPERTIES INC CUSIP: 124830100	CBL Cash	5,541	21.2100 117,524.61	
CANADIAN OIL SANDS LTD CUSIP: 13643E105	COSWF Cash	4,210	20.3400 85,631.40	
CONAGRA FOODS INC CUSIP: 205887102	CAG Cash	1,855	29.5000 54,722.50	
DIEBOLD INC CUSIP: 253651103	DBD Cash	1,633	30.6100 49,986.13	
DONNELLEY R R & SONS COMPANY CUSIP: 257867101	RRD Cash	7,522	8.9900 67,622.78	
DUKE REALTY CORP NEW CUSIP: 264411505	DRE Cash	7,150	13.8700 99,170.50	
EXCEL TRUST INC CUSIP: 30068C109	EXL Cash	7,956	12.6700 100,802.52	
EXTENDICARE INC CDA CUSIP: 30224T863	EXETF Cash	11,466	7.7360 88,700.97	
GENERAL ELECTRIC COMPANY CUSIP: 369604103	GE Cash	5,293	20.9900 111,100.07	
HOME PROPERTIES INC CUSIP: 437306103	HME Cash	1,101	61.3100 67,502.31	
INVEST REAL ESTATE INVT TR UNIT CUSIP: 45771T132	IVRWF Cash	17,970	4.1478 74,535.96	
KIMBERLY CLARK CORP CUSIP: 494368103	KMB Cash	691	84.4300 58,341.13	
KINDER MORGAN MGMT LLC CUSIP: 49455U100	KMR Cash	2,870.150	75.4600 216,581.51	

E-Mailed Statement

**STIFEL
NICOLAUS**

Al & Char Hatfield Family Foundation
EIN 45-4111437
Investments at Fair Market Value
December 31, 2012

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	A1
LIBERTY PROPERTY TR CUSIP: 531172104	LRY Cash	2,951	35.7900 105,616.29	
LOCKHEED MARTIN CORP CUSIP: 539830109	LMT Cash	618	92.2900 57,035.22	
MERCK & COMPANY INC NEW CUSIP: 58933Y105	MRK Cash	2,600	40.9400 106,444.00	
MISSION WEST PPTYS INC MD CUSIP: 605203108	MSWP Cash	9,823	9.1100 89,487.53	
NEWCASTLE INVESTMENT CORP CUSIP: 65105M108	NCT Cash	5,000	8.6800 43,400.00	
NORTHSTAR REALTY FINANCIAL CORP CUSIP: 66704R100	NRF Cash	18,174	7.0400 127,944.96	
PENNANTPARK INVESTMENT CORP CUSIP: 708062104	PNNT Cash	9,101	10.9950 100,065.49	
PFIZER INC CUSIP: 717081103	PFE Cash	4,576	25.0793 114,762.87	
PHILIP MORRIS INTL INC CUSIP: 718172109	PM Cash	655	83.6400 54,784.20	
RAIT FINANCIAL TR CUSIP: 749227609	RAS Cash	17,209	5.6500 97,230.85	
ROYAL BANK CANADA MONTREAL CUSIP: 780087102	RY Cash	1,841	60.3000 111,012.30	
SENIOR HOUSING PROPERTIES TRUST SBI CUSIP: 81721M109	SNH Cash	2,232	23.6400 52,764.48	
SOUTHERN COMPANY CUSIP: 842587107	SO Cash	1,112	42.8100 47,604.72	

E-Mailed Statement

**STIFEL
NICOLAUS**

Al & Char Hatfield Family Foundation
EIN 45-4111437
Investments at Fair Market Value
December 31, 2012

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Ave
STARWOOD PROPERTY TRUST INC CUSIP: 85571B105	STWD Cash	3,253	22.9600 74,688.88	
TOTALS A SPONSORED ADR CUSIP: 89151E109	TOT Cash	977	52.0100 50,813.77	
VERIZON COMMUNICATIONS INC CUSIP: 92343V104	VZ Cash	2,589	43.2700 112,026.03	
WASTE MANAGEMENT INC DEL CUSIP: 94106L109	WM Cash	1,490	33.7400 50,272.60	
SHIP FIN INTL LTD CUSIP: G81075106	SFL Cash	5,985	16.6300 99,530.55	
GOLAR LNG PARTNERS REPSTG LTD PARTNER INT CUSIP: Y2745C102	GMLP Cash	2,752	29.8500 82,147.20	
Total Equities			\$3,312,167.15	

Preferreds	Symbol/ Type	Quantity	Current Price/ Current Value	Ave
HERCULES TECH GROWTH CAP SR NT 7% DUE 09/30/19 CALL 09/30/15 @ 25.00 CUSIP: 427096870	HTGY Cash	1,500	25.0800 37,620.00	
NORTHSTAR REALTY FINANCE CORP SER B PFD CUM 8.25% PERPETUAL CUSIP: 66704R308	NRFB Cash	4,000	23.6400 94,560.00	
NORTHSTAR REALTY FIN CORP CUML REDEEMABLE PFD PERPETUAL SER C 8.875% CUSIP: 66704R506	NRFC Cash	1,000	24.6000 24,600.00	

E-Mailed Statement

**STIFEL
NICOLAUS**

Al & Char Hatfield Family Foundation
EIN 45-4111437
Investments at Fair Market Value
December 31, 2012

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Preferreds	Symbol/ Type	Quantity	Current Price/ Current Value
TCF FINANCIAL CORP SER B PERPETUAL PFD 6.45%	TCFC Cash	5,000	24.4500 122,250.00
CUSIP: 872277405			
Total Preferreds			\$279,030.00

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value
Closed-End Funds			
DUNDEE REAL EST INVT TR UNIT SER A NEW CUSIP: 265270207	DRETF Cash	1,140	37.9292 43,239.28
EATON VANCE SENIOR INCOME TRUST CUSIP: 27826S103	EVF Cash	14,332	7.5400 108,063.28
Total Mutual Funds			\$151,302.56

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value
Investments classified as Other Investments, such as partnerships, private equity, hedge funds, and real estate funds, are not included in the portfolio assets held at Stifel Nicolaus. The current values shown on this statement for such investments have been provided by the management of Stifel Nicolaus. These estimates may be generated monthly, quarterly, or less frequently, depending on the frequency at which the investments are valued and the time required to be realized upon the sale of the securities. If a value is not provided, such information is not currently available.			
BUCKEYE PARTNERS LTD PARTNERSHIP CUSIP: 118230101	BPL Cash	1,609	45.4100 73,064.69
DCP MIDSTREAM PARTNERS LIMITED PARTNERSHIP CUSIP: 23311P100	DPM Cash	4,473	41.7500 186,747.75
ENERGY TRANSFER EQUITY COMMON UNIT LIMITED PARTNERSHIP CUSIP: 29273V100	ETE Cash	5,149	45.4800 234,176.52

E-Mailed Statement

STIFEL NICOLAUS

Al & Char Hatfield Family Foundation
EIN 45-4111437
Investments at Fair Market Value
December 31, 2012

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value
ENTERPRISE PRODUCTS PARTNERS LTD PARTNERSHIP CUSIP: 293792107	EPD Cash	4,430	50.0800 221,854.40
INERGY L P CUSIP: 456615103	NRGY Cash	6,142	18.1900 111,722.98
MARKWEST ENERGY PARTNERS LTD PARTNERSHIP CUSIP: 570759100	MWE Cash	3,804	51.0100 194,042.04
PAA NATURAL GAS STORAGE RPSTG LP INTERESTS CUSIP: 693139107 Original Cost: 99,346.51	PNG Cash	5,325	19.0500 101,441.25
PLAINS ALL AMERICAN PIPELINE LP CUSIP: 726503105	PAA Cash	5,676	45.2400 256,782.24
SPECTRA ENERGY PARTNERS L P UNITS REPRESENTING LTD PARTNER INTERESTS CUSIP: 84756N109	SEP Cash	3,064	31.2300 95,688.72
SUBURBAN PROPANE PARTNRS LTD PARTNERSHIP UNIT LP CUSIP: 864482104	SPH Cash	663	38.8600 25,764.18
TEEKAY LNG PARTNERS LIMITED PARTNERSHIP UNIT CUSIP: Y8564M105	TGP Cash	2,575	37.7800 97,283.50
Total: Other Investments			\$1,598,568.27
Total Portfolio Assets Held at Stifel			\$5,341,067.98
Total Net Portfolio Value			\$5,402,765.92

1 Original Investment Total amount invested in the purchased shares still held in the account. Does not include dividends.

2 Cumulative Return Current Value minus Original Investment. This is the capital appreciation (depreciation) of capital gains and dividends.

Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any information only and should not be used for tax purposes.

E-Mailed Statement

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

M. ALLEN HATFIELD
CHARLENE DUBOIS HATFIELD

GENERAL EXPLANATION

STATEMENT 8

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF - FOUNDATION START-UP PERIOD 2012 THROUGH 2015 DISCLOSURE

EXPLANATION:

FOUNDATION START-UP PERIOD 2012 THROUGH 2015 DISCLOSURE

1) AL & CHAR HATFIELD FAMILY FOUNDATION WAS INCORPORATED ON DECEMBER 23, 2011. THE FOUNDATION'S START-UP PERIOD IS 2012 THROUGH 2015. THE FOUNDATION IS CALCULATING ITS MINIMUM DISTRIBUTION FOR ITS START-UP PERIOD PURSUANT TO REG. 53.4942(A)-3(B)(4)(II).

2) AMOUNTS SET ASIDE WILL ACTUALLY BE PAID WITHIN THE START-UP PERIOD (2012-2015) PURSUANT TO REG. 53.4942(A)-3(B)(4)(II).

3) THE START-UP PERIOD WILL NOT BE COMPLETED BEFORE THE END OF THE ABOVE REFERENCED TAX YEAR (DECEMBER 31, 2012).

4) ATTACHED AS EXHIBIT I IS A LIST OF THE DISTRIBUTABLE AMOUNTS DETERMINED IRC SEC. 4942(D) FOR ALL TAX YEARS TO-DATE IN THE FOUNDATION'S START-UP PERIOD.

5) ATTACHED AS EXHIBIT II IS A LIST OF ACTUAL PAYMENTS MADE IN CASH OR ITS EQUIVALENT FOR EXEMPT PURPOSES DURING EACH TAX YEAR TO-DATE IN THE TAXPAYER'S START-UP PERIOD.

EXHIBIT I
DISTRIBUTABLE AMOUNTS UNDER IRC SEC. 4942(D)

YEAR	AMOUNT	PERCENTAGE	AMOUNT
2012	253,363.	20.00%	50,673.
2013		40.00%	
2014		60.00%	
2015		80.00%	

TOTAL DISTRIBUTABLE AMOUNTS

EXHIBIT II
ACTUAL PAYMENTS FOR EXEMPT PURPOSES DURING EACH TAX YEAR

.....ACTUAL
YEAR.....PAYMENTS

2011	0
2012	500
2013	
2014	
2015	

TOTAL ACTUAL PAYMENTS...500.