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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

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

Name of foundation Arctos Foundation		A Employer identification number 80-0561039			
% CHRISTOPHER VOJTA		B Telephone number (see instructions) (212) 572-5500			
Number and street (or P.O. box number if mail is not delivered to street address) c/o Crowe Horwath LLP 488 Madison Suite		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
City or town, state, and ZIP code New York, NY 10022		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,588,860	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1 Contributions, gifts, grants, etc., received (attach schedule)		3,981,176			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		43,995	43,576		
4 Dividends and interest from securities.		133,341	133,341		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		53,667			
b Gross sales price for all assets on line 6a 1,076,621					
7 Capital gain net income (from Part IV, line 2)			53,667		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		23,166	21,166		
12 Total. Add lines 1 through 11		4,235,345	251,750		
Operating and Administrative Expenses					
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		9,837	0	0	9,837
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		11,690	1,690		
19 Depreciation (attach schedule) and depletion					
20 Occupancy		11,720	5,860		5,860
21 Travel, conferences, and meetings		52,685	31,546		20,816
22 Printing and publications					
23 Other expenses (attach schedule)		41,881	35,337		6,544
24 Total operating and administrative expenses.					
Add lines 13 through 23		127,813	74,433	0	43,057
25 Contributions, gifts, grants paid		3,722,000			3,722,000
26 Total expenses and disbursements. Add lines 24 and 25		3,849,813	74,433	0	3,765,057
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		385,532			
b Net investment income (if negative, enter -0-)			177,317		
c Adjusted net income (if negative, enter -0-)					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,098,132	210,490	210,490	
	2 Savings and temporary cash investments	4,195,655	1,311,571	1,311,571	
	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 (attach schedule) (see page 15 of the instructions)	0	50,000	50,000	
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		3,327	3,327	
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	364,212	2,122,474	2,274,196	
	c Investments—corporate bonds (attach schedule)		526,671	537,317	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	2,222,500	5,042,475	5,201,589		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ► _____)	1,347	370	370		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,881,846	9,267,378	9,588,860		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► _____)				
	23 Total liabilities (add lines 17 through 22)	0			
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg , and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds	8,881,846	9,267,378			
30 Total net assets or fund balances (see page 17 of the instructions)	8,881,846	9,267,378			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,881,846	9,267,378			
Net Assets or Fund Balances					

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,881,846
2	Enter amount from Part I, line 27a	2	385,532
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	9,267,378
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,267,378

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)
1 a THRU BESSEMER TRUST (SEE STATEMENT 20)		D	2012-12-01	2012-12-31
b THRU BESSEMER TRUST (SEE STATEMENT 21)		D	2011-12-01	2012-12-31
c THRU FIDELITY (SEE STATEMENT 22)		P	2012-12-01	2012-12-31
d THRU NORTHWEST CAPITAL PARTNERS II LP		D		
e THRU NORTHWEST CAPITAL PARTNERS II LP		D	2011-12-01	2012-12-31
(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 453,504		451,017	2,487	
b 525		427	98	
c 574,186		570,612	3,574	
d		898	-898	
e 980			980	
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				2,487
b				98
c				3,574
d				-898
e				980
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	53,667
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

 Yes No

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

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	25,089	3,292,694	0 00762
2010	0		0 0
2009			
2008			
2007			
2 Total of line 1, column (d).			2 0 00762
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 00381
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 8,857,286
5 Multiply line 4 by line 3.			5 33,746
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,773
7 Add lines 5 and 6.			7 35,519
8 Enter qualifying distributions from Part XII, line 4.			8 3,765,057

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	1,773
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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,773
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,773
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,771
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,771
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,998
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 5,998	11	Refunded <input type="checkbox"/>

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

14 The books are in care of ► CHRISTOPHER VOJTA Telephone no ► (612) 965-9547
 Located at ► EDINA EXEC PLZ 5200 WILLSON RD ST EDINA MN ZIP +4 ► 55424

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

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ► Organizations relying on a current notice regarding disaster assistance check here. ►	1b	No
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ►	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3b	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ►		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ►	4b	No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 checked="" type="checkbox"/> Yes <input 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	No	
	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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> 				
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	6b	No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
	<i>If "Yes" to 6b, file Form 8870.</i>				
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		7b		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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
Christopher Vojta 5201 Kellogg Avenue Minneapolis, MN 55424	President, Director 10 0	0	0	0

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
Total number of other employees paid over \$50,000.				

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"

Part IX-A Summary of Direct Charitable Activities

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

1	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 6,241,419
b	Average of monthly cash balances.	1b 2,085,904
c	Fair market value of all other assets (see instructions).	1c 664,846
d	Total (add lines 1a, b, and c).	1d 8,992,169
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 8,992,169
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 134,883
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 8,857,286
6	Minimum investment return. Enter 5% of line 5.	6 442,864

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.	1 442,864
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 1,773
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 1,773
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 441,091
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 441,091
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 441,091

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 3,765,057
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 3,765,057
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 1,773
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 3,763,284

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				441,091
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			135,144	
b Total for prior years 2010, 2009, 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 3,765,057				
a Applied to 2011, but not more than line 2a			135,144	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				441,091
e Remaining amount distributed out of corpus	3,188,822			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	3,188,822			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
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.				
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).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	3,188,822			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.	0			
e Excess from 2012.	3,188,822			

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

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))

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

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

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

- a** The name, address, and telephone number of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	3,722,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE GEORGIA COMPASSION PROJECT INC 3857 FLOWERLAND DRIVE NE ATLANTA, GA 303191803	NONE	501(c)(3) Pub Chari	Growth and personal development of children and adults in distressed situations	3,530,000
THE COLONY FOUNDATION PO Box 89 New Haven, CT 06501	NONE	501(C)(3) PRIVATE FD	STRENGTHENING THE INTELLECTUAL AND MORAL DEVELOPMENT OF A GROUP OF YOUNG MEN AND WOMEN	2,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 065212038	NONE	501(c)(3) Pub Chari	EDUCATION	25,000
COMMUNITY ATHLETIC DEVELOPMENT PROGRAM PO BOX 240355 APPLE VALLEY, MN 551240355	NONE	501(c)(3) Pub Chari	Supporting the operation of the local Community Olympic Development Program	50,000
NAVY SEAL FOUNDATION 1619 D ST BLDG 5326 VIRGINIA BEACH, VA 23459	NONE	501(c)(3) Pub Chari	Supporting Navy SEAL community by providing tragedy assistance, supporting family events, awarding scholarships and educational assistance and preserving the rich history and heritage of the Naval Special Warfare community	5,000
LAWRENCE HOSPITAL CENTER 55 PALMER AVENUE BRONXVILLE, NY 107083491	NONE	501(c)(3) Pub Chari	Supporting the medical outreach through new cancer center development project	10,000
THE REFORMED CHURCH 180 PONDFIELD ROAD BRONXVILLE, NY 10708	NONE	501(c)(3) Pub Chari	For general operating support	10,000
HOCKEY LIMITED FROM THE WILD RAPIDS OF MINNESOTA 10355 HEATHER LANE CORCORAN, MN 55374	NONE	501(c)(3) Pub Chari	Supporting the female athletic development program at Minnesota Whitecaps	50,000
NAVY LEAGUE OF THE UNITED STATES 5095 NEEDHAM AVE NE ST MICHAEL, MN 55376	NONE	501(c)(3) Pub Chari	Educating the citizens about the importance of sea power to US national security and supporting the men and women of the sea services and their families	25,000
OASIS FOR YOUTH 2200 WEST OLD SHAKOPEE ROAD BLOOMINGTON, MN 55413	NONE	501(c)(3) Pub Chari	Supporting young people struggling with housing stability and homelessness in the community	5,000
FAIRFIELD COUNTRY DAY SCHOOL 2970 BRONSON ROAD FAIRFIELD, CT 06824	NONE	501(c)(3) Pub Chari	EDUCATION	10,000
Total			► 3a	3,722,000

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012**Name of the organization**

Arctos Foundation

Employer identification number

80-0561039

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
 Arctos Foundation
Employer identification number

80-0561039

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of George Vojta Proskauer Eleven Times Square New York, NY 100368299	\$ 2,950,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Estate of George Vojta Proskauer Eleven Times Square NEW YORK, NY 100368299	\$ 953,342	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Estate of George Vojta Proskauer Eleven Times Square NEW YORK, NY 100368299	\$ 77,834	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
Arctos Foundation

Employer identification number

80-0561039

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES AND OTHER INVESTMENTS	\$ 2,950,000	2012-06-14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	partnership interest	\$ 77,834	2012-07-01
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization Arctos Foundation		Employer identification number 80-0561039	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Arctos Foundation

EIN: 80-0561039

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: Arctos Foundation

EIN: 80-0561039

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
THE COLONY FOUNDATION	PO BOX 89 NEW HAVEN, CT 06501		2,000	STRENGTHENING THE INTELLECTUAL AND MORAL DEVELOPMENT OF A GOURP OF YOUNG MEN AND WOMEN	2,000	NO	03/1/2012	2013-03-15	(SEE ATTACHMENTS 23 AND 24)

TY 2012 Investments Corporate Bonds Schedule

Name: Arctos Foundation

EIN: 80-0561039

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 18	526,671	537,317

TY 2012 Investments - Other Schedule**Name:** Arctos Foundation**EIN:** 80-0561039

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHMENT 19	AT COST	5,042,475	5,201,589

TY 2012 Land, Etc. Schedule

Name: Arctos Foundation

EIN: 80-0561039

TY 2012 Legal Fees Schedule

Name: Arctos Foundation

EIN: 80-0561039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL EXPENSES	9,837			9,837

TY 2012 Other Assets Schedule

Name: Arctos Foundation**EIN:** 80-0561039

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSITS	1,347	370	370

TY 2012 Other Expenses Schedule

Name: Arctos Foundation

EIN: 80-0561039

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE EXPENSES	4,155			4,155
OFFICE SUPPLIES	314			314
OFFICE EXPENSES	1,375			1,375
BANK & INVESTMENT MGT FEES	35,322	35,322		
MISCELLANEOUS EXPENSES	715	15		700

TY 2012 Other Income Schedule

Name: Arctos Foundation**EIN:** 80-0561039

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GAIN ON FOREIGN EXCH THRU BESSEMER TRUST	3,835	3,835	
THRU FGI OPPORTUNITY INV FUND I LP	15,895	15,895	
THRU NORTHWEST CAPITAL PARTNERS II LP	1,436	1,436	
TAX-EXEMPT INTEREST INCOME	391		
NONTAXABLE DISTRIBUTION	1,177		
NONTAXABLE INCOME THRU NORTHWEST CAPITAL			
PARTNERS II LP	432		

TY 2012 Substantial Contributors Schedule

Name: Arctos Foundation

EIN: 80-0561039

Name	Address
Estate of George Vojta	Proskauer Eleven Times Square New York, NY 100368299
Estate of George Vojta	Proskauer Eleven Times Square NEW YORK, NY 100368299
Estate of George Vojta	Proskauer Eleven Times Square NEW YORK, NY 100368299

TY 2012 Taxes Schedule

Name: Arctos Foundation**EIN:** 80-0561039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PAID	10,000			
FOREIGN TAXES PAID	1,690	1,690		

ARCTOS FOUNDATION (FEIN: 80-0561039)
 FORM 990-PF, PART II - BALANCE SHEETS, LINE 10B - CORPORATE STOCKS
 FOR THE YEAR ENDED DECEMBER 31, 2012

Description	Beginning Quantity	Ending Quantity	Beginning Book Value	Ending Book Value	Ending FMV
COACH INC (COH)	-	215	\$ -	\$ 12 165	\$ 11 934
LOWES COS INC (LOW)	-	350	-	10 171	12 432
CARNIVAL CORP CL A (CCL)	275	-	9 446	-	-
COMCAST CORP CL A NEW (CMCS)	325	-	7 624	-	-
MACY'S INC (M)	70	360	2 207	12 688	14 047
MCGRAW-HILL COMPANIES INC (MHP)	100	-	4 330	-	-
TARGET CORP (TGT)	125	175	6 689	8 832	10 354
YUM BRANDS INC (YUM)	200	-	11 726	-	-
CVS/CAREMARK CORP (CVS)	175	215	6 677	8 497	10 395
WALGREEN CO (WAG)	-	300	-	10 801	11 103
CONOCOPHILLIPS (COP)	40	170	2 837	9 364	9 858
MARATHON OIL CORP (MRO)	200	390	5 673	11 967	11 957
NOBLE CORPORATION	100	-	3 256	-	-
ACE LIMITED	225	195	15 401	13 347	15 561
CITIGROUP INC (C)	-	250	-	7 639	9 890
AETNA INC NEW (AET)	-	250	-	10 746	11 577
JOHNSON & JOHNSON (JNJ)	100	205	6 363	13 159	14 370
THERMO FISHER SCIENTIFIC (TMO)	-	225	-	13 170	14 350
UNITEDHEALTH GROUP INC (UNH)	125	275	6 075	14 196	14 916
ZIMMER HLDGS INC (ZMH)	-	275	-	17 418	18 331
GENERAL DYNAMICS CORP (GD)	55	100	3 546	6 710	6 927
WASTE MANAGEMENT INC NEW (WM)	-	300	-	10 054	10 122
ACCENTURE PLC CL A	125	210	7 318	12 015	13 965
AVAGO TECHNOLOGIES	-	250	-	8 779	7 912
INTERNATIONAL BUS MACHINES (IBM)	30	90	5 809	17 468	17 239
MICROSOFT CORP (MSFT)	600	550	15 612	14 311	14 690
WESTERN UNION CO (WU)	300	-	5 259	-	-
FREEPORT-MCMRN CPPR&GOLD (FCX)	150	-	5 841	-	-
QUALCOMM INC (QCOM)	-	225	-	13 969	13 918
SEAGATE TECHNOLOGY PLC	-	200	-	5 513	6 084
NEWMONT MINING CORP (NEM)	200	135	12 712	8 004	6 269
CENTURYLINK INC (CTL)	125	240	4 496	8 869	9 388
DETROIT ENERGY CO (DTE)	85	95	4 463	5 023	5 704
EXELON CORP (EXC)	125	270	5 461	11 232	8 029
FIRSTENERGY CORP (FE)	125	-	5 590	-	-
DAIHATSU MOTOR CO LTD ADR	-	225	-	8 534	8 904
MAGNA INTL INC CL A	100	205	3 420	8 063	10 254
VOLKSWAGEN AG ADR	-	150	-	4 825	6 808
AB FOODS LTD ADR	500	570	8 626	9 983	14 491
AJINOMOTO INC ADR	35	-	4 210	-	-
IMPERIAL TOBACCO LT ADR	100	225	7 394	17 050	17 357
KON Ahold ADR	450	1 175	5 773	16 010	15 700
UNILEVER NV ADR	200	-	6 722	-	-
ENI S P A ADR	275	310	11 413	13 076	15 233
SINOPEC/CHINA PETE&CHM ADR	65	130	6 657	14 337	14 939
TOTAL SA ADR	150	320	7 570	16 789	16 643
ALLIANZ AKTIENGES ADR	300	605	2 877	6 429	8 359
BARCLAYS PLC ADR	400	-	4 483	-	-
CHINA CONSTRUCTION ADR	600	815	8 446	11 969	13 080
MUNICH RE GROUP ADR	550	860	6 633	10 636	15 419
NORDEA BK SWEDEN AB ADR	875	950	6 694	7 405	9 068
SUMITOMO MITSUI FIN ADR	800	2 210	4 600	13 580	16 221
SUNCORP GROUP ADR	350	850	2 986	7 398	8 974
WHARF HOLDINGS ADR	600	670	5 470	6 287	10 476
ITOCHU CORP ADR	225	645	4 622	13 759	13 532
MERCK KGAA ADR	90	200	2 905	6 606	8 774
SANOFI - ADR	200	340	6 945	12 122	16 109
TEVA PHARM INDS LTD ADR	175	365	7 167	15 770	13 629
ABERTIS INFRAESTR ADR	275	-	2 137	-	-
DEUTSCHE POST AG ADR	475	-	7 104	-	-
EAST JAPAN RAIL ADR	1 300	1 460	13 338	15 075	15 703
EMBRAER SA ADR	-	350	-	10 275	9 978
KON PHILIP ELEC ADR	125	310	2 470	6 209	8 227
AKZO NOBEL NV ADR	45	295	2 056	5 142	6 449
BARRICK GOLD CORP	150	420	7 086	19 484	14 704
BHP BILLITON PLC-ADR	125	140	7 303	8 249	9 851
CHINA TELECOM ADR	225	240	13 444	14 307	13 644
SK TELECOM ADR	300	-	4 304	-	-

ARCTOS FOUNDATION (FEIN: 80-0561039)
 FORM 990-PF, PART II - BALANCE SHEETS, LINE 10B - CORPORATE STOCKS
 FOR THE YEAR ENDED DECEMBER 31, 2012

Description	Beginning Quantity	Ending Quantity	Beginning Book Value	Ending Book Value	Ending FMV
TELE2 AB ADR	450	780	4 121	7 256	7 020
GDF SUEZ ADR	80	-	2 127	-	-
TIM PARTICIPACOES SA ADR	-	420	-	11 827	8 324
VODAFONE GP PLC NEW ADR	-	500	-	13 698	12 595
SSE PLC ADR	100	430	1 990	8 803	9 911
TOKYO GAS LTD ADR	150	337	6 708	6 028	6 158
ENSCO PLC COM USD0 10 A (ESV)	-	360	-	18 728	21 341
ABBOTT LABORATORIES (ABT)	-	540	-	29 852	35 370
AMERICAN EXPRESS CO (AXP)	-	595	-	30 101	34 201
ANHEUSER-BUSCH INBEV ADR EAH REP 1 ORD NPV (BUD)	-	340	-	23 938	29 719
BAXTER INTL INC (BAX)	-	460	-	23 739	30 664
CHURCH & DWIGHT INC (CHD)	-	920	-	42 575	49 284
COACH INC (COH)	-	510	-	32 648	28 310
COLGATE-PALMOLIVE CO (CL)	-	470	-	42 471	49 134
CONOCOPHILLIPS (COP)	-	425	-	23 435	24 646
DISNEY WALT CO (DIS)	-	780	-	30 348	38 836
DIRECTV COM USD0 01 (DTV)	-	565	-	23 903	28 340
EXXON MOBIL CORP (XOM)	-	280	-	24 152	24 234
FIFTH THIRD BANCORP (FITB)	-	1 830	-	24 277	27 816
FIRST REPUBLIC BANK SAN FRANCISCO COM USD0 01 (FRC)	-	680	-	22 945	22 290
FRANKLIN RES INC (BEN)	-	245	-	24 201	30 797
GENERAL ELECTRIC CO (GE)	-	1 280	-	24 261	26 867
HARRIS CORP DEL (HRS)	-	470	-	18 346	23 011
HASBRO INC (HAS)	-	725	-	24 004	26 028
INTL BUSINESS MACH (IBM)	-	260	-	47 025	49 803
ISHARES CORE TOTAL US BOND MARKET ETF (AGG)	-	1 235	-	138 159	137 184
ISHARES CORE S&P SMALL-CAP ETF (IJR)	-	580	-	43 344	45 298
ISHARES BARCLAYS INTERMED GOVT CR BD FD (GVI)	-	710	-	79 423	79 811
ISHARES BARCLAYS INTERMEDIATE CR BD FD (CUI)	-	535	-	57 957	59 540
ISHARES TRUST BARCLAYS CMBS BOND FUND (CMBS)	-	2 000	-	99 868	103 500
JPMORGAN CHASE & CO (JPM)	-	860	-	31 403	37 813
MERCK & CO INC NEW COM (MRK)	-	500	-	22 753	20 470
ORACLE CORPORATION (ORCL)	-	1 735	-	49 174	57 810
PFIZER INC (PFE)	-	915	-	22 954	22 947
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 STANDARD & POORS DE	-	505	-	88 375	93 784
ST JUDE MEDICAL INC (STJ)	-	485	-	18 189	17 528
SELECT SECTOR SPDR TR SHS BEN INT MATERIALS (XLB)	-	495	-	18 119	18 582
SECTOR SPDR TR SHS BEN INT UTILITIES (XLU)	-	670	-	23 300	23 397
TEXAS INSTRUMENTS INC (TXN)	-	1 160	-	38 599	35 832
TRAVELERS COS INC COM (TRV)	-	340	-	23 254	24 419
UNION PACIFIC CORP (UNP)	-	275	-	30 296	34 573
UNITED TECHNOLOGIES CORP (UTX)	-	295	-	22 856	24 193
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF (VEA)	-	1 630	-	55 530	57 425
VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF (VWO)	-	860	-	36 587	38 296
VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF (VTI)	-	455	-	30 443	33 343
VERIZON COMMUNICATIONS (VZ)	-	460	-	17 854	19 904
Total			\$ 364 212	\$ 2 122 474	\$ 2 274 196

ARCTOS FOUNDATION (FEIN: 80-0561039)

FORM 990-PF, PART II - BALANCE SHEETS, LINE 13 - INVESTMENTS - CORPORATE BONDS

FOR THE YEAR ENDED DECEMBER 31, 2012

Description	Beginning Quantity	Ending Quantity	Beginning Book Value	Ending Book Value	Ending FMV
TRADITION DEBENTURE	-	251 993	-	251 993	251 993
WYANDANCH N Y UN FREE SCH DIST 3 5% 12/15/15	-	60 000	-	63 466	63 769
GENERAL ELECTRIC CAPITAL CORP 3 5% 11/15/18	-	65 000	-	69 752	68 540
JPMORGAN CHASE & CO SR NT 4 95% 3/25/20	-	40 000	-	43 083	46 396
BANK AMER CORP SR NT-L 5 875% 1/5/21	-	40 000	-	42 108	47 891
SAN FRANCISCO CALIF CITY & CNTY GO BDS 4 95% 6/15/22	-	50 000	-	56 269	58 728
Total			\$ -	\$ 526 671	\$ 537 317

ARCTOS FOUNDATION (FEIN: 80-0561039)
 FORM 990-PF, PART II - BALANCE SHEETS, LINE 13 - INVESTMENTS - OTHER
 FOR THE YEAR ENDED DECEMBER 31, 2012

Description	Beginning Quantity	Ending Quantity	Beginning Book Value	Ending Book Value	Ending FMV
HK DOLLAR DEPOSIT - BNYM	778 210	-	\$ 100 000	\$ -	\$ -
NO KRONE DEPOSIT - BNYM	296 735	-	50 000	-	-
SG DOLLAR DEPOSIT - BNYM	81 069	-	62 500	-	-
OW FIXED INCOME FUND	104 530	97 159	1 200 000	1 115 650	1 123 152
OW LARGE CAP STRATEGIES FUND	19 814	64 581	170 000	597 734	647 100
OW GLOBAL SML & MID CAP FUND	20 532	48 579	270 000	672 913	713 627
OW GLOBAL OPPORTUNITIES FUND	32 904	145 778	230 000	1 039 685	1 102 084
OW REAL RETURN FUND	14 878	32 599	140 000	308 398	302 195
ALLY BK MIDVALE UTAH CD 1 75% 8/24/16	-	115 000	-	115 821	118 788
GOLDMAN SACHS BK USA NY 2% 1/18/17	-	115 000	-	115 879	117 860
FGI OPPORTUNITY INVESTMENT FUND I LP	-	2 5674%	-	547 796	547 796
INREIT	-	35 714	-	507 371	507 759
NORTHWEST CAPITAL PARTNERS II LP	-	0 3057%	-	21 228	21 228
Total			\$ 2 222 500	\$ 5 042 475	\$ 5 201 589

ARCTOS FOUNDATION (FEIN 80-0561039)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

THRU BESSEMER TRUST (SHORT-TERM)

FOR THE YEAR ENDED DECEMBER 31, 2012

Description	P or D	Date Acquired	Date Sold	Gross sale price less expenses	Depreciation allowed/allowable	Cost or other Basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)
250 SHS ABERTIS INFRAESTR ADR (ABRT)		02/15/12	07/10/12	1 56	-	2 07	-	-	-	(0 51)
150 SHS ABERTIS INFRAESTR ADR (ABRT)		VARIOUS	08/02/12	885 97	-	1 230 98	-	-	-	(345 01)
125 SHS ABERTIS INFRAESTR ADR (ABRT)		VARIOUS	08/03/12	753 72	-	1 019 61	-	-	-	(265 89)
125 SHS ABERTIS INFRAESTR ADR (ABRT)		VARIOUS	08/06/12	791 21	-	978 19	-	-	-	(186 98)
125 SHS ABERTIS INFRAESTR ADR (ABRT)		12/14/12	08/07/12	803 44	-	925 51	-	-	-	(122 07)
75 SHS ABERTIS INFRAESTR ADR (ABRT)		12/14/12	08/08/12	480 25	-	555 31	-	-	-	(75 06)
35 SHS ABERTIS INFRAESTR ADR (ABRT)		12/14/12	08/09/12	221 62	-	259 14	-	-	-	(37 52)
200 SHS AJINOMOTO INC ADR (AJIN)		12/13/11	09/21/12	3 048 37	-	2 405 80	-	-	-	642 57
150 SHS AJINOMOTO INC ADR (AJIN)		12/13/11	09/24/12	2 301 62	-	1 804 35	-	-	-	497 27
50 SHS AJINOMOTO INC ADR (AJIN)		03/13/12	09/27/12	783 46	-	592 67	-	-	-	190 79
50 SHS AJINOMOTO INC ADR (AJIN)		02/16/12	09/28/12	783 76	-	585 99	-	-	-	197 77
50 SHS AJINOMOTO INC ADR (AJIN)		02/16/12	10/02/12	772 76	-	585 99	-	-	-	186 77
50 SHS AJINOMOTO INC ADR (AJIN)		02/16/12	10/03/12	769 22	-	585 98	-	-	-	183 24
75 SHS AJINOMOTO INC ADR (AJIN)		02/16/12	10/05/12	1 161 42	-	878 98	-	-	-	282 44
50 SHS AJINOMOTO INC ADR (AJIN)		02/16/12	10/09/12	778 36	-	585 98	-	-	-	192 38
75 SHS AJINOMOTO INC ADR (AJIN)		02/16/12	10/10/12	1 154 96	-	878 98	-	-	-	275 98
100 SHS AJINOMOTO INC ADR (AJIN)		02/16/12	10/11/12	1 510 53	-	1 171 97	-	-	-	338 56
250 SHS BARCLAYS PLC ADR (BCS)		VARIOUS	07/03/12	2 646 74	-	3 862 54	-	-	-	(1 215 80)
125 SHS BARCLAYS PLC ADR (BCS)		VARIOUS	07/05/12	1 296 33	-	1 625 76	-	-	-	(329 43)
100 SHS BARCLAYS PLC ADR (BCS)		12/13/11	07/06/12	1 020 80	-	1 120 99	-	-	-	(100 19)
75 SHS BARCLAYS PLC ADR (BCS)		12/13/11	07/09/12	761 49	-	840 74	-	-	-	(79 25)
75 SHS BARCLAYS PLC ADR (BCS)		12/13/11	07/10/12	772 29	-	840 75	-	-	-	(68 46)
85 SHS BARCLAYS PLC ADR (BCS)		12/13/11	07/11/12	868 03	-	952 84	-	-	-	(84 81)
275 SHS CARNIVAL CORP CL A (CCL)		12/13/11	09/27/12	10 059 05	-	9 446 03	-	-	-	613 02
50 SHS CENTURYLINK INC (CTL)		VARIOUS	11/05/12	1 921 40	-	1 946 25	-	-	-	(24 85)
100 SHS CITIGROUP INC (C)		VARIOUS	11/15/12	3 542 93	-	3 160 98	-	-	-	381 95
350 SHS COMCAST CORP CL A (CMCS)		VARIOUS	05/29/12	10 153 03	-	8 617 90	-	-	-	1 535 13
40 SHS COMCAST CORP CL A (CMCS)		12/13/11	05/30/12	1 159 36	-	998 40	-	-	-	220 96
150 SHS DEUTSCHE POST AG ADR (DPSG)		VARIOUS	06/21/12	2 571 49	-	2 393 89	-	-	-	177 60
125 SHS DEUTSCHE POST AG ADR (DPSG)		12/21/11	06/22/12	2 096 37	-	1 907 38	-	-	-	188 99
100 SHS DEUTSCHE POST AG ADR (DPSG)		VARIOUS	06/25/12	1 642 46	-	1 511 51	-	-	-	130 95
125 SHS DEUTSCHE POST AG ADR (DPSG)		12/13/11	06/26/12	2 028 38	-	1 787 50	-	-	-	240 88
10 SHS DEUTSCHE POST AG ADR (DPSG)		12/13/11	06/27/12	162 08	-	143 00	-	-	-	19 08
125 SHS FIRSTENERGY CORP (FE)		VARIOUS	05/29/12	5 841 76	-	5 607 50	-	-	-	234 26
75 SHS FIRSTENERGY CORP (FE)		VARIOUS	06/21/12	3 634 38	-	3 284 18	-	-	-	350 20
100 SHS FIRSTENERGY CORP (FE)		VARIOUS	06/22/12	4 818 96	-	4 154 94	-	-	-	664 02
100 SHS FREEPORT-MCMRN CPPR&GOLD (FCX)		12/13/11	12/05/12	3 278 39	-	3 894 00	-	-	-	(615 61)
75 SHS FREEPORT-MCMRN CPPR&GOLD (FCX)		VARIOUS	12/06/12	2 309 41	-	2 901 75	-	-	-	(592 34)
80 SHS GDF SUEZ ADR (GDFZ)		12/13/11	03/26/12	2 093 94	-	2 127 20	-	-	-	(33 26)
75 SHS JOHNSON & JOHNSON (JNJ)		VARIOUS	11/13/12	5 223 64	-	4 872 83	-	-	-	350 81
764 SHS KON PHILIP ELEC ADR (PHG)		03/13/12	06/12/12	13 84	-	15 74	-	-	-	(1 90)
200 SHS LOWES COS INC (LOW)		VARIOUS	11/13/12	6 413 89	-	5 975 53	-	-	-	438 36
100 SHS MCGRAW-HILL COMPANIES INC (MHP)		VARIOUS	10/18/12	5 574 43	-	4 627 54	-	-	-	946 89
100 SHS MCGRAW-HILL COMPANIES INC (MHP)		VARIOUS	11/28/12	5 138 59	-	4 412 75	-	-	-	725 84
30 SHS MCGRAW-HILL COMPANIES INC (MHP)		12/13/11	11/29/12	1 547 08	-	1 299 10	-	-	-	247 98
50 SHS MICROSOFT CORP (MSFT)		12/13/11	03/12/12	1 600 04	-	1 301 00	-	-	-	299 04
300 SHS MUNICH RE GROUP ADR (MURG)		VARIOUS	10/18/12	4 980 19	-	4 123 88	-	-	-	856 31
150 SHS MUNICH RE GROUP ADR (MURG)		VARIOUS	10/19/12	2 467 86	-	1 947 94	-	-	-	519 92

ARCTOS FOUNDATION (FEIN 80-0561039)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

THRU BESSEMER TRUST (SHORT-TERM)

FOR THE YEAR ENDED DECEMBER 31, 2012

Description	P or D	Date Acquired	Date Sold	Gross sale price less expenses	Depreciation allowed/allowable	Cost or other Basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)
175 SHS NEWMONT MINING CORP (NEM)		VARIOUS	09/06/12	8 852 26	-	11 145 68	-	-	-	(2 293 42)
8 093 717 SHS OW REAL RETURN FUND (OWRR)		VARIOUS	08/15/12	76 000 00	-	78 345 33	-	-	-	(2 345 33)
100 ORIENTAL LAND CO LTD ADR (OLCL)		05/01/12	11/16/12	1 273 51	-	1 127 33	-	-	-	146 18
100 ORIENTAL LAND CO LTD ADR (OLCL)		04/18/12	11/19/12	1 278 78	-	1 103 83	-	-	-	174 95
50 ORIENTAL LAND CO LTD ADR (OLCL)		04/27/12	11/20/12	646 65	-	550 97	-	-	-	95 68
50 ORIENTAL LAND CO LTD ADR (OLCL)		04/27/12	11/21/12	641 03	-	550 97	-	-	-	90 06
50 ORIENTAL LAND CO LTD ADR (OLCL)		04/19/12	11/26/12	627 02	-	550 45	-	-	-	76 57
100 ORIENTAL LAND CO LTD ADR (OLCL)		VARIOUS	11/27/12	1 269 01	-	1 100 04	-	-	-	168 97
100 ORIENTAL LAND CO LTD ADR (OLCL)		VARIOUS	11/28/12	1 293 76	-	1 098 25	-	-	-	195 51
100 ORIENTAL LAND CO LTD ADR (OLCL)		04/12/12	11/29/12	646 12	-	548 62	-	-	-	97 50
50 ORIENTAL LAND CO LTD ADR (OLCL)		04/25/12	11/30/12	640 33	-	547 99	-	-	-	92 34
50 ORIENTAL LAND CO LTD ADR (OLCL)		04/25/12	12/03/12	321 48	-	273 99	-	-	-	47 49
25 ORIENTAL LAND CO LTD ADR (OLCL)		VARIOUS	12/04/12	645 78	-	543 49	-	-	-	102 29
50 ORIENTAL LAND CO LTD ADR (OLCL)		04/10/12	12/05/12	322 96	-	269 49	-	-	-	53 47
25 ORIENTAL LAND CO LTD ADR (OLCL)		04/09/12	12/06/12	320 73	-	268 96	-	-	-	51 77
25 ORIENTAL LAND CO LTD ADR (OLCL)		04/09/12	12/07/12	318 32	-	268 96	-	-	-	49 36
25 ORIENTAL LAND CO LTD ADR (OLCL)		04/09/12	12/10/12	317 48	-	268 96	-	-	-	48 52
50 ORIENTAL LAND CO LTD ADR (OLCL)		VARIOUS	12/12/12	629 41	-	536 14	-	-	-	93 27
50 ORIENTAL LAND CO LTD ADR (OLCL)		VARIOUS	12/13/12	614 09	-	533 39	-	-	-	80 70
75 ORIENTAL LAND CO LTD ADR (OLCL)		04/02/12	12/14/12	917 76	-	798 61	-	-	-	119 15
85 SHS PHILLIPS 66 COMMON (PSX)		VARIOUS	05/03/12	2 662 12	-	2 952 83	-	-	-	(290 71)
100 SHS SK TELECOM ADR (SKM)		12/13/11	05/03/12	1 320 87	-	1 434 99	-	-	-	(114 12)
50 SHS SK TELECOM ADR (SKM)		12/13/11	05/04/12	658 05	-	717 50	-	-	-	(59 45)
100 SHS SK TELECOM ADR (SKM)		12/13/11	05/07/12	1 348 65	-	1 434 99	-	-	-	(86 34)
100 SHS SK TELECOM ADR (SKM)		VARIOUS	05/08/12	1 340 97	-	1 424 76	-	-	-	(83 79)
50 SHS SK TELECOM ADR (SKM)		02/02/12	05/09/12	662 35	-	706 18	-	-	-	(43 83)
50 SHS SK TELECOM ADR (SKM)		02/01/12	05/10/12	659 53	-	700 67	-	-	-	(41 14)
25 SHS SK TELECOM ADR (SKM)		01/30/12	05/11/12	323 57	-	347 25	-	-	-	(23 68)
50 SHS SK TELECOM ADR (SKM)		VARIOUS	05/14/12	645 68	-	693 00	-	-	-	(47 32)
75 SHS SK TELECOM ADR (SKM)		VARIOUS	05/16/12	939 84	-	1 036 86	-	-	-	(97 02)
50 SHS SK TELECOM ADR (SKM)		VARIOUS	05/17/12	615 91	-	689 96	-	-	-	(74 05)
100 SHS SK TELECOM ADR (SKM)		VARIOUS	05/22/12	1 214 06	-	1 369 82	-	-	-	(155 76)
10 SHS SK TELECOM ADR (SKM)		01/24/12	05/23/12	115 58	-	135 54	-	-	-	(19 96)
125 SHS SANOFI ADR (SNY)		VARIOUS	09/06/12	5 272 97	-	4 687 80	-	-	-	585 17
100 SHS SUNCORP GROUP ADR (SNMY)		02/21/12	12/12/12	1 056 04	-	903 33	-	-	-	152 71
100 SHS SUNCORP GROUP ADR (SNMY)		VARIOUS	12/13/12	1 052 45	-	902 66	-	-	-	149 79
100 SHS SUNCORP GROUP ADR (SNMY)		VARIOUS	12/14/12	1 063 57	-	898 94	-	-	-	164 63
175 SHS TARGET CORP (TGT)		VARIOUS	08/22/12	11 136 98	-	9 592 19	-	-	-	1 544 79
100 SHS TELE2 AB ADR (TLTZ)		VARIOUS	10/16/12	892 93	-	990 68	-	-	-	(97 75)
200 SHS TELE2 AB ADR (TLTZ)		VARIOUS	10/17/12	1 784 54	-	1 959 57	-	-	-	(175 03)
200 SHS TELE2 AB ADR (TLTZ)		02/07/12	10/18/12	1 770 40	-	1 934 74	-	-	-	(164 34)
100 SHS TOKYO GAS LTD ADR (TKGS)		VARIOUS	10/18/12	2 162 13	-	1 862 28	-	-	-	299 85
100 SHS TOKYO GAS LTD ADR (TKGS)		02/16/12	10/19/12	2 142 26	-	1 854 51	-	-	-	287 75
100 SHS TOKYO GAS LTD ADR (TKGS)		VARIOUS	10/22/12	2 098 54	-	1 829 58	-	-	-	268 96
150 SHS UNILEVER NV ADR (UN)		VARIOUS	08/22/12	5 149 96	-	5 046 45	-	-	-	103 51
65 SHS UNILEVER NV ADR (UN)		12/13/11	08/23/12	2 236 40	-	2 184 65	-	-	-	51 75
300 SHS WESTERN UNION CO (WU)		VARIOUS	12/11/12	3 937 08	-	5 634 96	-	-	-	(1 697 88)
275 SHS WESTERN UNION CO (WU)		VARIOUS	12/12/12	3 635 64	-	4 833 55	-	-	-	(1 197 91)

ARCTOS FOUNDATION (FEIN 80-0561039)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

THRU BESSEMER TRUST (SHORT-TERM)

FOR THE YEAR ENDED DECEMBER 31, 2012

Description	P or D	Date Acquired	Date Sold	Gross sale price less expenses	Depreciation allowed/allowable	Cost or other Basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Exess of FMV over adj basis	Gain or (loss)
65 SHS WESTERN UNION CO (WU)		12/13/11	12/13/12	857 02	-	1 139 45	-	-	-	(282 43)
75 SHS YUM BRANDS INC (YUM)		12/13/11	04/02/12	5 271 56	-	4 397 42	-	-	-	874 14
75 SHS YUM BRANDS INC (YUM)		12/13/11	04/03/12	5 292 60	-	4 397 41	-	-	-	895 19
50 SHS YUM BRANDS INC (YUM)		12/13/11	04/04/12	3 505 59	-	2 931 61	-	-	-	573 98
75 SHS ACCENTURE PLC CL A (CAN)		VARIOUS	11/28/12	5 092 14	-	4 480 15	-	-	-	611 99
75 SHS ACE LIMITED (ACE)		VARIOUS	06/21/12	5 408 73	-	5 307 93	-	-	-	100 80
275 SHS NOBLE CORPORATION (NE)		VARIOUS	03/12/12	10 638 13	-	9 265 28	-	-	-	1 372 85
20 000 SHS NEW YORK ST DORM AUTH REV		08/24/11	07/01/12	20 000 00	-	20 000 00	-	-	-	-
122 000 SHS US TREASURY BONDS		02/15/12	03/26/12	117 310 62	-	123 205 70	-	-	-	(5 895 08)
10 000 SHS WASHINGTON CNTY PA AUTH		09/07/11	07/02/12	10 000 00	-	10 000 00	-	-	-	-
Total				453 492 80	-	451 006 48	-	-	-	2 486 32

ARCTOS FOUNDATION (FEIN 80-0561039)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

THRU BESSEMER TRUST (LONG-TERM)

FOR THE YEAR ENDED DECEMBER 31, 2012

Description	P or D	Date Acquired	Date Sold	Gross sale price less expenses	Depreciation allowed/allowable	Cost or other Basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)
50 000 SHS SUNCORP GROUP ADR (SNMY)		12/14/11	12/17/12	524.99	-	426.69	-	-	-	98.30
Total				524.99	-	426.69	-	-	-	98.30

ARCTOS FOUNDATION (FEIN 80-0561039)
 FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
 THRU FIDELITY (SHORT-TERM)
 FOR THE YEAR ENDED DECEMBER 31, 2012

Description	P or D	Date Acquired	Date Sold	Gross sale price less expenses	Depreciation allowed/allowable	Cost or other Basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)
255 SHS APACHE CORP (APA)		01/18/12	12/19/12	20,557 11	-	24,337 50	-	-	-	(3,780 39)
470 SHS AT&T INC COM (T)		06/01/12	12/19/12	16,028 56	-	16,017 94	-	-	-	10 62
350 SHS BARD C R INC (BCR)		01/18/12	11/14/12	33,199 86	-	30,107 95	-	-	-	3,091 91
350 SHS COACH INC (COH)		01/18/12	02/14/12	26,554 55	-	22,405 34	-	-	-	4,149 21
125 SHS DIRECTV COM CL A		01/18/12	06/06/12	5,544 35	-	5,288 39	-	-	-	255 96
125,000 SHS FEDERAL HOME LOANS BANKS		02/17/12	04/30/12	125,000 00	-	124,985 00	-	-	-	15 00
125 SHS FRANKLIN RES INC (BEN)		01/18/12	06/06/12	13,206 96	-	12,347 45	-	-	-	859 51
10,000 SHS GOLDMAN SACHS GRP INC MTN BE		02/13/12	06/05/12	9,690 00	-	10,002 36	-	-	-	(312 36)
30,000 SHS GOLDMAN SACHS GRP INC MTN BE		02/13/12	06/06/12	29,090 00	-	30,007 06	-	-	-	(917 06)
680 SHS HEWLETT-PACKARD CO DE (HPQ)		01/18/12	06/06/12	15,048 47	-	18,337 76	-	-	-	(3,289 29)
75 SHS INTL BUSINESS MACH (IBM)		01/18/12	02/22/12	14,559 19	-	13,564 93	-	-	-	994 26
535 SHS ISHARES TRUST S&P SMALLCAP 600 INDEX FD (IJR)		01/18/12	05/23/12	37,285 93	-	38,202 69	-	-	-	(916 76)
370 SHS PEPSICO INC (PEP)		01/18/12	04/10/12	24,143 55	-	24,002 04	-	-	-	141 51
0 SHS PHILLIPS 66 COM (PSX)		05/04/12	05/04/12	15 39	-	-	-	-	-	15 39
212 SHS PHILLIPS 66 COM (PSX)		01/18/12	06/01/12	6,354 13	-	6,964 42	-	-	-	(610 29)
745 SHS SECTOR SPDR TR SHS BEN INT CONSUMER STAP (XLP)		01/18/12	02/01/12	24,087 34	-	24,047 24	-	-	-	40 10
535 SHS SECTOR SPDR TR SHS BEN INT UTILITIES (XLU)		01/18/12	12/19/12	19,107 41	-	18,605 43	-	-	-	501 98
500 SHS SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 ST (MDY)		01/18/12	05/23/12	83,406 83	-	83,686 59	-	-	-	(279 76)
485 SHS ST JUDE MEDICAL INC (STJ)		01/18/12	12/27/12	17,255 30	-	18,189 48	-	-	-	(934 18)
95 SHS UNITED TECHNOLOGIES CORP (UTX)		01/18/12	06/06/12	6,872 44	-	7,360 42	-	-	-	(487 98)
GENERAL DYNAMIC CORP (GD)		01/18/12	09/20/12	47,178 31	-	42,151 37	-	-	-	5,026 94
Total				574,185 68	-	570,611 36	-	-	-	3,574 32

ARCTOS FOUNDATION

5200 Willson Road, Suite 150, Edina, MN 55424

March 1, 2012

The Chair of Trustees
The Colony Foundation
PO Box 89
New Haven, CT 06501

Dear Ms. Toole,

Arctos Foundation is pleased to inform you that its Board of Directors has approved a grant of \$2,000.00 to The Colony Foundation.

Since both our organization and The Colony Foundation are private foundations, we must enter into an expenditure responsibility agreement.

Use of Funds

Our grants must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code § 501(c)(3)

Expenditure Report

The Colony Foundation will provide an explanation to us by March 15, 2013. The narrative portion should include a copy of publications, catalogs, and other materials describing the accomplishments of the program or project. The explanation must contain details of expenditures, such as salaries, travel, supplies and the like.

Although grant funds need to be physically separated, records of receipts and expenditures under the grant, as well as copies of the report furnished to us, should be kept available for our inspection until December 31, 2016.

Payment Terms

Payment One: A single payment of \$1,000.00 under the grant will be made on March 27, 2012
Payment Two: A single payment of \$1,000.00 under the grant will be made on November 15, 2012

Sign and Return

If this agreement meets with your approval, kindly sign it and return one copy to us. On behalf of Vojta Family Globalization Foundation, I extend every good wish for this endeavor

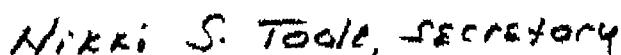
Acknowledged by:



Arctos Foundation

03/01/2012

Date



The Colony Foundation

03/03/2012

Date

THE COLONY FOUNDATION

PO Box 89, New Haven, CT 06501

March 15, 2013

Mr. Christopher L Vojta, President
Arctos Foundation
Edina Executive Plaza, Suite 150
5200 Willson Road, Edina, MN 55424

Dear Mr. Vojta,

Re: Annual report of grant funds expended under Expenditure Responsibility Agreement

On behalf of The Colony Foundation, I want to again say how grateful our organization is for the support we receive from your foundation. The specific purpose of this letter is to report in accordance with our expenditure responsibility agreement dated March 1, 2012.

Your annual support gift of \$2,000.00 was expended during our fiscal year ending 2012/2013, for the intellectual and moral improvement of its members
and to serve as an instrument for self understanding
and preparation for a life of service in business, church
and home.

No portion of the gift was expended for a non-charitable purpose; particularly, no amounts were expended to carry on propaganda or otherwise to attempt to influence legislation, to attempt to influence an election, or to make a grant to an individual. We maintain detailed documentation evidencing the nature of our expenditures and would welcome your inspection of the records if you so desire.

Thank you again for your financial support. If any additional information is required, please let us know.

Nikki S. Toole, Secretary - Colony Foundation
The Colony Foundation