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

2012

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

, and ending

Name of foundation

SCANDIA FOUNDATION, INC.

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

P.O. BOX 8157

A Employer identification number

85-0378867

City or town, state, and ZIP code

ST. PAUL, MN 55108

Room/suite

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

B Telephone number

651-338-2476

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 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)

► \$ 1,433,023. (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				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	27,838.	27,838.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	57,849.			
	b Gross sales price for all assets on line 6a	87,245.			
	7 Capital gain net income (from Part IV, line 2)		RECEIVED 57,849.		
	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	85,687.	85,687.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 2	156.	0.	156.
	b Accounting fees	STMT 3	2,000.	0.	2,000.
	c Other professional fees	STMT 4	13,035.	13,035.	0.
	17 Interest				
	18 Taxes	STMT 5	2,537.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	342.	0.	342.
	24 Total operating and administrative expenses. Add lines 13 through 23		18,070.	13,035.	0.
	25 Contributions, gifts, grants paid		50,000.		50,000.
	26 Total expenses and disbursements. Add lines 24 and 25		68,070.	13,035.	0.
	27 Subtract line 26 from line 12:		17,617.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		72,652.		
	c Adjusted net income (if negative, enter -0-)			0.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	2,366.	4,831.	4,831.	
	2	Savings and temporary cash investments	193,808.	136,706.	136,706.	
	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 7	1,057,904.	1,291,486.	1,291,486.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►					
12	Investments - mortgage loans					
13	Investments - other		49,045.			
14	Land, buildings, and equipment: basis ►					
	Less accumulated depreciation ►					
15	Other assets (describe ►)					
16	Total assets (to be completed by all filers)		1,303,123.	1,433,023.	1,433,023.	
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	1,303,123.	1,433,023.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input 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				
	30	Total net assets or fund balances	1,303,123.	1,433,023.		
	31	Total liabilities and net assets/fund balances	1,303,123.	1,433,023.		

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	1,303,123.
2	Enter amount from Part I, line 27a	2	17,617.
3	Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS	3	112,283.
4	Add lines 1, 2, and 3	4	1,433,023.
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	1,433,023.

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 900 SYSCO CORPORATION STOCKS			10/12/01	02/17/12		
b 100 APPLE COMPUTER INC STOCKS			08/18/06	04/13/12		
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 26,469.		22,569.		3,900.		
b 60,776.		6,827.		53,949.		
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) F.M.V. as of 12/31/69			
(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))				
a		3,900.				
b		53,949.				
c						
d						
e						
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	57,849.		
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	9,446.	1,321,203.	.007150
2010	76,680.	1,194,021.	.064220
2009	69,960.	1,014,116.	.068986
2008	71,372.	1,278,004.	.055846
2007	78,024.	1,521,681.	.051275

2 Total of line 1, column (d)

2 .247477

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 .049495

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

4 1,405,214.

5 Multiply line 4 by line 3

5 69,551.

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

6 727.

7 Add lines 5 and 6

7 70,278.

8 Enter qualifying distributions from Part XII, line 4

8 52,498.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	1,453.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	1,453.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	0.
6 Credits/Payments:	1,453.
a 2012 estimated tax payments and 2011 overpayment credited to 2012	1,800.
b Exempt foreign organizations - tax withheld at source	6a
c Tax paid with application for extension of time to file (Form 8868)	6b
d Backup withholding erroneously withheld	6c
7 Total credits and payments. Add lines 6a through 6d	6d
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	7
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	1,800.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	8
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	9
	10
	347. Refunded ►
	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?	N/A	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1a	X
<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>		1b	X
c Did the foundation file Form 1120-POL for this year?		1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	X
<i>If "Yes," attach a detailed description of the activities.</i>		3	X
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>		4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b		
b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	6	X	
<i>If "Yes," attach the statement required by General Instruction T.</i>	7	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	8b	X	
• By language in the governing instrument, or	9	X	
• 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?	10	X	
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>			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►			
NM, MN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation			
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV			
10 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	X	
12	X	
13	X	
Website address ► N/A		
14	THOR MICKELSON	Telephone no. ► 651-338-2476
Located at ► P.O. BOX 8157, ST PAUL, MN		ZIP+4 ► 55108
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	
16	15	N/A
16		Yes No X
See the 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.		
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)?	N/A ►
Organizations relying on a current notice regarding disaster assistance check here		
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 X
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(i)(3) or 4942(i)(5)):	
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____, _____		
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
3b		3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (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?

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)?

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

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

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

 Yes No

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

 Yes No

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
SEE STATEMENT 8		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

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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		
Total. Add lines 1 through 3		► 0.

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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	1,422,384.
b Average of monthly cash balances	1b	4,229.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,426,613.
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	1,426,613.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,399.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,405,214.
6 Minimum investment return. Enter 5% of line 5	6	70,261.

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	70,261.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,453.
b Income tax for 2012. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,453.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	68,808.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	68,808.
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	68,808.

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	52,498.
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	52,498.
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	52,498.

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				68,808.
2 Undistributed income, if any, as of the end of 2012			49,937.	
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: ► \$ 52,498.			49,937.	
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			2,561.	
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))				
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.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				66,247.
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
a Paid during the year				
FIRST COVENANT CHURCH OF ST. PAUL 1280 ARCADE STREET ST. PAUL, MN 55106	NONE	501(C)(3)	GENERAL SUPPORT OF YOUTH PROGRAMS	5,000.
UNITED THEOLOGICAL SEMINARY OF THE TWIN CITIES 3000 FIFTH STREET NW NEW BRIGHTON, MN 55112	NONE	501(C)(3)	YATES ENDOWMENT FOR GENERAL SUPPORT	20,000.
THINK NEW MEXICO 1227 PASEO DE PERALTA SANTA FE, NM 87501	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
WELLSHARE INTERNATIONAL 122 WEST FRANKLIN AVENUE, SUITE 510 MINNEAPOLIS, MN 55404	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
Total			► 3a	50,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

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			14		
4 Dividends and interest from securities			14	27,838.	
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	57,849.	
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.	85,687.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	85,687.

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

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 and belief, it is true, correct, and complete

Signature of officer or trustee

15126113

Date _____ Title _____

Title

ents, and to the best of my knowledge
which preparer has any knowledge
PRESIDENT,
TREASURER

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	XIAOYAN LUO, CPA		05/22/13		P01305207
	Firm's name ► CLIFTONLARSONALLEN LLP			Firm's EIN ► 41-0746749	
	Firm's address ► 220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402			Phone no. 612-376-4500	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - CHESLEY, TAFT, & ASSOC.	27,838.	0.	27,838.
TOTAL TO FM 990-PF, PART I, LN 4	27,838.	0.	27,838.

FORM 990-PF	LEGAL FEES	STATEMENT 2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	156.	0.	0.	156.
TO FM 990-PF, PG 1, LN 16A	156.	0.	0.	156.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,000.	0.	0.	2,000.
TO FORM 990-PF, PG 1, LN 16B	2,000.	0.	0.	2,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	13,035.	13,035.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	13,035.	13,035.	0.	0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX PAID	2,537.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,537.	0.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW MEXICO FILING FEES	10.	0.	0.	10.
NEW MEXICO STATUTORY REP	307.	0.	0.	307.
MINNESOTA FILINGS FEES	25.	0.	0.	25.
TO FORM 990-PF, PG 1, LN 23	342.	0.	0.	342.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHED	1,291,486.	1,291,486.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,291,486.	1,291,486.

Chesley, Taft & Associates LLC

INVESTMENT MANAGEMENT

PORTFOLIO APPRAISAL

Scandia Foundation Inc.

ATTN: Thor Mickelson, President

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Pct. Asset Class	Cur. Yield
EQUITY								
CONSUMER DISCRETIONARY								
1,500	Johnson Controls Inc.	6.09	9,132	30.67	46,005	3.2	3.6	2.5
1,000	Lowes Companies Inc	24.80	24,798	35.52	35,520	2.5	2.8	1.8
600	Omnicom Group Inc.	41.17	24,704	49.96	20,976	2.1	2.3	2.4
Total CONSUMER DISCRETIONARY			58,635		111,501	7.8	8.6	2.2
CONSUMER STAPLES								
1,000	General Mills Inc	28.98	28,982	40.42	40,420	2.8	3.1	3.3
400	Pepsico Inc	62.65	25,061	68.43	27,372	1.9	2.1	3.1
200	Procter & Gamble Co	43.55	8,710	67.89	13,578	1.0	1.1	3.3
900	Walgreen Co	23.72	21,352	37.01	33,309	2.3	2.6	3.0
Total CONSUMER STAPLES			84,105		114,679	8.0	8.9	3.2
ENERGY								
500	Chevron Corp	63.51	31,755	108.14	54,070	3.8	4.2	3.3
400	Royal Dutch Shell PLC	45.57	18,227	68.95	27,580	1.9	2.1	4.2
ADR Cl. A								
400	Schlumberger Ltd	50.66	20,264	69.30	27,719	1.9	2.1	1.6
300	Exxon Mobil Corp	80.55	24,166	86.55	23,965	1.8	2.0	2.6
Total ENERGY			94,412		135,334	9.5	10.5	3.0
FINANCIALS								
800	CBOE Holdings, Inc	22.67	18,137	29.46	23,568	1.7	1.8	2.0
1,200	Wells Fargo & Co	25.85	31,022	34.18	41,016	2.9	3.2	2.6
Total FINANCIALS			49,159		64,584	4.5	5.0	2.4
HEALTH CARE								
800	Express Scripts Holding Co.	8.40	6,722	54.00	43,200	3.0	3.3	0.0
470	iShares Nasdaq Biotechnology Index	79.78	37,496	137.22	64,493	4.5	5.0	0.5
400	Johnson & Johnson Co.	39.57	15,828	70.10	28,040	2.0	2.2	3.5
400	St Jude Medical	58.10	15,240	36.14	14,456	1.0	1.1	2.5
800	Thermo Fisher Scientific Inc	32.07	25,658	63.78	51,024	3.6	4.0	0.9
Total HEALTH CARE			100,944		201,213	14.1	15.6	1.1
INDUSTRIALS								
700	Emerson Electric Co.	31.84	22,287	52.96	37,072	2.6	2.9	3.1
700	Honeywell International	32.94	23,057	63.47	44,429	3.1	3.4	2.6
300	Jacobs Engineering Group Inc	27.75	8,325	42.57	12,771	0.9	1.0	0.0
500	Stericycle Inc	22.41	11,207	93.28	46,640	3.3	3.6	0.0
350	Union Pacific Corp	53.43	18,699	125.72	44,002	3.1	3.4	2.2
Total INDUSTRIALS			83,575		184,914	12.9	14.3	1.8

Chesley, Taft & Associates LLC

INVESTMENT MANAGEMENT

PORTFOLIO APPRAISAL Scandia Foundation Inc. ATTN: Thor Mickelson, President December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Pct. Asset Class	Pet. Cur. Yield
INFORMATION TECHNOLOGY								
100	Apple Computer Inc.	68.27	6,827	532.17	53,217	3.7	.41	2.0
1,000	Accenture PLC	25.99	25,994	66.50	66,500	4.7	.51	2.0
700	Cognizant Technology Solutions CLA	22.67	15,871	73.88	51,718	3.6	4.0	0.0
1,100	EMC Corporation	23.18	25,501	25.30	27,830	1.9	2.2	0.0
100	International Business Machines	189.63	18,963	191.55	19,155	1.3	1.5	1.8
750	Qualcomm Inc.	47.58	35,687	61.86	46,395	3.2	3.6	1.6
Total INFORMATION TECHNOLOGY			128,844		264,815	18.5	20.5	1.3
MATERIALS								
400	Air Products & Chemicals Inc.	94.48	37,791	84.02	33,608	2.4	2.6	3.0
850	E.I. DuPont De Nemours & Co.	44.91	38,178	44.98	38,232	2.7	3.0	3.8
800	Ecolab Inc.	43.19	34,552	71.90	57,520	4.0	4.5	1.3
Total MATERIALS			110,521		129,360	9.1	10.0	2.5
TELECOMMUNICATIONS SERVICES								
700	AT&T Inc	26.84	18,786	33.71	23,597	1.7	1.8	5.3
800	Vodafone Group PLC New	23.65	18,917	25.19	20,152	1.4	1.6	6.0
Total TELECOMMUNICATIONS SERVICES			37,703		43,749	3.1	3.4	5.6
UTILITIES								
300	Nextera Energy, Inc.	55.14	16,542	69.19	20,757	1.5	1.6	3.5
700	Vectren Corporation	23.36	16,352	29.40	20,580	1.4	1.6	4.8
Total UTILITIES			32,894		41,337	2.9	3.2	4.1
Total EQUITY			780,791		1,291,486	90.4	100.0	2.2

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KIRSTEN MICKELSON PO BOX 8157 ST. PAUL, MN 55108	PRESIDENT, TREASURER 2.00	0.	0.	0.
THOR MICKELSON PO BOX 8157 ST. PAUL, MN 55108	PRESIDENT, TREASURER 2.00	0.	0.	0.
CINDI BETH JOHNSON PO BOX 8157 ST. PAUL, MN 55108	VICE PRESIDENT, SECRETARY 2.00	0.	0.	0.
DAGNI LEE PO BOX 8157 ST. PAUL, MN 55108	VICE PRESIDENT 2.00	0.	0.	0.
HAZEL MICKELSON PO BOX 8157 ST. PAUL, MN 55108	MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.