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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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For calendar year 2012 or tax year beginning MAF	1, 2012	, and ending	FEB 28, 2013	
Name of foundation			A Employer identification	number
DRISCOLL FOUNDATION			41-6012065	
Number and street (or P O box number if mail is not delivered to stree		Room/suite	B Telephone number	
30 E. 7TH STREET, SUITE 20	000		6512280935	
City or town, state, and ZIP code ST PAUL, MN 55101-4930			C If exemption application is pe	ending, check here
G Check all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organizations	check here
Final return	Amended return			,
Address change	Name change		Foreign organizations med check here and attach co	eting the 85% test,
H Check type of organization: X Section 501(c)(3) e			E If private foundation stat	
Section 4947(a)(1) nonexempt charitable trust	Other taxable private founda	tion	under section 507(b)(1)	- 1 1
I Fair market value of all assets at end of year J Account		Accrual	F If the foundation is in a 6	•
· l	ther (specify)		under section 507(b)(1)	
▶\$ 27,761,718. (Part I, cold		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)
1 Contributions, gifts, grants, etc., received			1	
2 Check X If the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				•
4 Dividends and interest from securities	737,030.	714,535.		STATEMENT 2
5a Gross rents				1.
b Net rental income or (loss)		•		•
6a Net gain or (loss) from sale of assets not on line 10	582,264.			STATEMENT 1
b Gross sales price for all assets on line 6a as		-		
b Gross sales price for all assets on line 6a 7 Capital gain net from early line 2) Net short, termi-capital gain		864,685.		
T N Net Short-term-gangal dain			N/A	
9 Income modifications 1 4 2014				
9 Income modifications 1 1 2014 10a Gross bales less returns 10a and altovances b Less: Cost of goods sold				
D Less Cost of goods sold				
c Gross profit or (loss)	533,500.	123,826.		STATEMENT 3
11 Other income	1,852,794.	1,703,046.	0.	DIAIDMENT 3
12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
9 16a Legal fees				
b Accounting fees STMT 4	86,784.	15,910.	0.	69,374.
c Other professional fees 17 Interest 18 Taxes STMT 5 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings				
9 17 Interest		811.		
g 18 Taxes STMT 5	18,160.	15,238.	0.	0.
19 Depreciation and depletion				
E 20 Occupancy				
22 Printing and publications		F 4 4 F C		
23 Other expenses STMT 6	25.	54,156.	0.	25.
24 Total operating and administrative expenses. Add lines 13 through 23	104 060	86,115.	0.	60 200
expenses. Add lines 13 through 23	104,969.	00,113.	J	69,399.
25 Contributions, girts, grants paid	1,199,000.			1,107,333.
26 Total expenses and disbursements.	1,303,969.	86,115.	0.	1,236,734.
Add lines 24 and 25	1,303,303.	00,110	· · · · · · · · · · · · · · · · · · ·	1,230,133.
Subtract life 20 from life 12. Excess of revenue over expenses and disbursements	548,825.			
b Net investment income (if negative, enter -0-)		1,616,931.		
C Adjusted net income (rf negative, enter -0-)		, -,	0.	

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LHA For Paperwork Reduction Act Notice, see instructions.

41-6012065

Б	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	
드	art	column snoulo de tor end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	483,049	•	
	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			
ß	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
As	_	Investments - U.S. and state government obligations			•
		Investments - corporate stock STMT 8	12,471,888	13,124,397.	18,509,224.
		Investments - corporate bonds STMT 9	5,723,571		6,608,915.
		Investments - land, buildings, and equipment basis	37,23,372	0,020,000	0,000,310.
	l ''				
	12	Less accumulated depreciation		· 	·
	13	cmm 10	2,354,966	2,359,408.	2,632,598.
	_	Land, buildings, and equipment basis	2,331,300	2,333,1001	2,032,330.
	' '				
	15	Less accumulated depreciation	10,982	10,981.	10,981.
	.3	Other assets (describe >	10,302.	10,301.	10,301.
	16	Total assets (to be completed by all filers)	21,044,456	21,510,649.	27,761,718.
_	17	Accounts payable and accrued expenses	21,011,150	21,310,043.	21,101,110.
Liabilities	18	Grants payable	· · · · · · · · · · · · · · · · · · ·		
	19	Deferred revenue			
	20	• •		 	
ij	21	Loans from officers, directors, trustees, and other disqualified persons Mortgages and other notes payable		 	
Lia		Other liabilities (describe)			
		Other natimities (describe			
	23	Total liabilities (add lines 17 through 22)	0.	. 0.	
_	-	Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
Ces	24	Unrestricted		1	• •
	25	Temporarily restricted		<u> </u>	
Bal	26				
Fund Balan	-	Foundations that do not follow SFAS 117, check here		1	
Ξ		and complete lines 27 through 31.			
Net Assets or	27	Capital stock, trust principal, or current funds	21,044,456	. 21,510,649.	
ets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.		
ASS	29	Retained earnings, accumulated income, endowment, or other funds	0		
et.	30	Total net assets or fund balances	21,044,456	21,510,649.	-
z	"			1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
	31	Total liabilities and net assets/fund balances	21,044,456	. 21,510,649.	1
				<u> , , , </u>	
LP	art	Analysis of Changes in Net Assets or Fund B	alances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30		
	(mu	st agree with end-of-year figure reported on prior year's return)			21,044,456.
2	•	r amount from Part I, line 27a		2	548,825.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	21,593,281.
		eases not included in line 2 (itemize)	_	ratement 7 5	82,632.
6	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30		21,510,649.

	SCOLL FOUNDATI and Losses for Tax o		Income				41-601	2065	Page 3
' (a) List and desc	ribe the kind(s) of property solo arehouse; or common stock, 20	ı (e.g., real estate,		(b) Ho P - I D -	w acquired Purchase Donation	(c) [m)	ate acquired o., day, yr.)		ite sold day, yr.)
1a				ļ			-		
b SEE ATTACHED	STATEMENTS						.		
<u>C</u>				 	 			 	
<u>d</u>				-		 		-	
e (e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis xpense of sale		. = .		h) Gain or (loss plus (f) minus		
	(or allowable)	pius c.	Aperise of sale			(6)	pius (i) illilius	(9)	
<u>a</u>					- · -··- · - ··				
<u>b</u>									
d d									
e 3,576,537.			2,711,85	2.				864	1,685.
Complete only for assets showing	ng gain in column (h) and owne					(I) Gair	ns (Col. (h) gair		. 7 0 0 0 0 .
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col. (ı) col. (յ), ıf any		•	cól. (k),	but not less that sses (from col.	n -0-) or	
a									
b									
C									
d									
e						_,		864	1,685.
2 Capital gain net income or (net ca		enter in Part I, line ter -0- in Part I, line		}	2			864	1,685.
3 Net short-term capital gain or (lo if gain, also enter in Part I, line 8,	, column (c).	(5) and (6):		}				•	
If (loss), enter -0- in Part I, line 8 Part V Qualification U	Jnder Section 4940(e)	for Bodygod	Toy on Not	Hove	3 otmont i				<u>3,936.</u>
If section 4940(d)(2) applies, leave to Was the foundation liable for the sectif "Yes," the foundation does not quarter.	ction 4942 tax on the distributal	not complete this pa	rt			-		Yes	X No
1 Enter the appropriate amount in			fore making any e					(d)	
(a) Base period years Calendar year (or tax year beginn		ng distributions	Net value of no				Dıstrı (col. (b) dı	(d) bution ratio vided by co	l. (c))
2011	1	,134,480.			605,93				046106
2010		968,717.			057,05		<u> </u>		043919
2009		857,819.			745,94)43443
2008		<u>, 250 , 957 .</u>			709,82				060404
2007	<u> </u>	,155,933.		<u> 26,</u>	321,29) 1 •			043916
2 Total of line 1, column (d)			•				2	. 2	237788
3 Average distribution ratio for the the foundation has been in existe	= -	total on line 2 by 5,	or by the number	r of yea	rs		3	. (0 <u>475</u> 58
4 Enter the net value of noncharita	ble-use assets for 2012 from P	art X, line 5					4 2	26,176	5,723
5 Multiply line 4 by line 3						.	5	1,244	4,913
6 Enter 1% of net investment inco	me (1% of Part I, line 27b)				-	_	6	16	6,169
7 Add lines 5 and 6							7	1,261	1,082
8 Enter qualifying distributions fro	m Part XII, line 4					. L	8	1,236	6,734
If line 8 is equal to or greater that See the Part VI instructions.	in line 7, check the box in Part \	/I, line 1b, and comp	olete that part usi	ng a 1%	tax rate.				

223521 12-05-12

	990-PF (2012) DRISCOLL FOUNDATION 41- rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948	-6012 -see	2065 instru	ctio	Page 4 ns)
1a (Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.	T			
I	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
b l	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%		3:	2,3	<u> 39.</u>
ı	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-)				<u>0.</u>
3	Add lines 1 and 2		3:	2,3	<u> 39.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<u> </u>			<u>0.</u>
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		3	<u>2,3</u>	<u> 39.</u>
6	Credits/Payments:				
a i	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 28,841.	1			
b I	Exempt foreign organizations - tax withheld at source	-			
C	Tax paid with application for extension of time to file (Form 8868) 6c 13,159.	ļ			
d	Backup withholding erroneously withheld				
	Total credits and payments. Add lines 6a through 6d		4	<u>2,0</u>	00.
	Enter any penalty for underpayment of estimated tax. Check here X 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	<u> </u>			
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<u> </u>		<u>9,6</u>	<u>61.</u>
	Enter the amount of line 10 to be: Credited to 2013 estimated tax				<u>0.</u>
	rt VII-A Statements Regarding Activities				
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Yes	-
;	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	-	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or		1 1		1
•	distributed by the foundation in connection with the activities.				ł
	Did the foundation file Form 1120-POL for this year?		1c		X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. \blacktriangleright \$ (2) On foundation managers. \blacktriangleright \$				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. ► \$0.		1 1		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or				
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X_
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	X	ــــــ
	If "Yes," has it filed a tax return on Form 990-T for this year?		4b	<u>X</u>	<u> </u>
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
	If "Yes," attach the statement required by General Instruction T.				
	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		1 1		
	remain in the governing instrument?		6	<u> </u>	<u> </u>
	Did the foundation have at least \$5,000 in assets at any time during the year?		7	<u>X</u>	<u> </u>
	If "Yes," complete Part II, col. (c), and Part XV.				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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)				1
	of each state as required by General Instruction G? If "No," attach explanation		8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar				
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X
		Fo	rm 990	-PF	(2012)

	990-PF (2012) DRISCOLL FOUNDATION	41-6012	065	F	Page 5
_	rt VII-A Statements Regarding Activities (continued)				
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of		i	Ì	
	section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		<u>X</u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory p	orivileges?	.		
	If "Yes," attach statement (see instructions)		12		<u> </u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ► N/A				
14		► <u>651-22</u>			
	Located at ► 30 E. 7TH STREET, SUITE 2000, ST PAUL, MN	ZIP+4 ▶ <u>55</u>	<u> 101</u>	<u>-49.</u>	30
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	1 . 1		<i>,</i> ►	Ш
	and enter the amount of tax-exempt interest received or accrued during the year	15	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,			Yes	No
	securities, or other financial account in a foreign country?	•	16_		<u> </u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			1	
Pa	country Int 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):				
		es X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			1	
	a disqualified person?	es 🗶 No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	es 🗶 No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	es X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available				
	• • • • • • • • • • • • • • • • • • • •	es X 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	-			
	• • • • • • • • • • • • • • • • • • • •	es X 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	NT / N			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
_	Organizations relying on a current notice regarding disaster assistance check here				
Ü	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			İ	v
2	before the first day of the tax year beginning in 2012? Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation		1c		<u>X</u>
_	defined in section 4942(j)(3) or 4942(j)(5)):			ŀ	
а	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	na			
_		es X 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	t			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attack				
	statement - see instructions.)	N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.				
)				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time				
	······································	es X No			
b	of Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons at				
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to or	•			
	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		
	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 purpos	e that			
	had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	DE :	<u>X</u>
		Forr	n 990	-rr (2	2012)

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P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign	foundatio	ns, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
-	Average monthly fair market value of securities	1a	24,344,823.
	Average of monthly cash balances	1b	
	Fair market value of all other assets	1c	2,230,530.
ď	Total (add lines 1a, b, and c)	1d	26,575,353.
	Reduction claimed for blockage or other factors reported on lines 1a and		
•		0.	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,575,353.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	398,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,176,723.
6	Minimum investment return. Enter 5% of line 5	6	1,308,836.
	Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundation	s and cert	ain
드	foreign organizations check here and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	1,308,836.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b 101, 41	4.	
C	Add lines 2a and 2b	2c	133,753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,175,083.
4	Recoveries of amounts treated as qualifying distributions .	4	0.
5	Add lines 3 and 4	5	1,175,083.
6	Deduction from distributable amount (see instructions)	6	0.
<u>7_</u>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		1,175,083.
P	Part XII Qualifying Distributions (see instructions)		
\equiv	A control of a lateral transfer to the control of t		1
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	1,236,734.
a		1b	1,230,734.
þ	Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
2	Amounts set aside for specific charitable projects that satisfy the:	-	
	Suitability test (prior IRS approval required)	3a	
a b		3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,236,734.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		1,200,704.
J	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	. 6	1,236,734.
J	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the founda		·
	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				<u>1,175,083.</u>
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,199,007.	
b Total for prior years:			į	
		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008		•		
c From 2009				
d From 2010			j	
e From 2011	0.			
f Total of lines 3a through e	U • I			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,236,734.				
a Applied to 2011, but not more than line 2a			1,199,007.	
b Applied to undistributed income of prior			1,133,007.	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus		0.		
(Floation required, one instructions)	0.			
d Applied to 2012 distributable amount	0.			37,727.
e Remaining amount distributed out of corpus	0.			31,1211
5 Excess distributions carryover applied to 2012	0.			0.
(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.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				1,137,356.
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	0			
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.	0			
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
d Excess from 2011			:	
e Excess from 2012				
O ENOUGO HOTH EO IZ	<u> </u>	<u> </u>		5 000 PE (0040)

Part XIV Private Operating Fo	L FOUNDATIO		I-A question 9)	N/A	1-6012065 Faye 10
1 a If the foundation has received a ruling or			17 4 4000 11011 157	N/A	
foundation, and the ruling is effective for					
b Check box to indicate whether the found	-	-	in section	4942(j)(3) or [4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	ly touridation described	Prior 3 years	+0+2())(0)	1
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for		(-,	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	
each year listed b 85% of line 2a				 	
c Qualifying distributions from Part XII,			1		
line 4 for each year listed					
d Amounts included in line 2c not			-		
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly				 	
for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the					
alternative test relied upon:	l].			
a "Assets" alternative test - enter: (1) Value of all assets	l				
•					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return					
shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross					
investment income (interest,					
dividends, rents, payments on					
securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public					
and 5 or more exempt organizations as provided in					
section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Info			if the foundation	on had \$5,000	or more in assets
at any time during t	he year-see inst	ructions.)			
1 Information Regarding Foundation	_				
a List any managers of the foundation wh			itributions received by t	the foundation before	e the close of any tax
year (but only if they have contributed n	iore man po,000). (See :	Section 507 (a)(2).)			
SEE STATEMENT 13	400/				
b List any managers of the foundation wh other entity) of which the foundation ha			i (or an equally large po	rtion of the ownersh	ip of a partnership or
NONE	ou none or ground, miles				
	ion Grant Gift Loar	Sobolarship etc. E	Programe:		
				e not accept upsolic	ited requests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	<u> </u>			-	····
a The hame, address, and telephone hum	So. of a mail of the pola	о то тист арриовионе			
SEE STATEMENT 14					
b The form in which applications should t	oe submitted and inform	ation and materials they	should include:		
		,			
c Any submission deadlines:					
d Any restrictions or limitations on award	e cuch ac hy goography	nal areae inhantable field	e kinds of institutions	or other factors.	
a Any resultations of inflications off award	o, such as by geographic	oui areas, enarnaene neiu	o, milas of histitutions,	o. onici 1461013.	
	·-				F 000 DE (0040)

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	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	0011211011	
a Paid during the year				
SEE ATTACHED				
				1,199,000.
		<u> </u>		
				1
		1		
		<u></u>		
				
Total				1,199,000.
b Approved for future payment				
NONE				
NONE				
				1
				1
	1			
				ļ
Total				0.

Part XVI-A	Analysis of Income-Producing Activities
	·

			N huginggo income	I =		
	amounts unless otherwise indicated.	(a) Business	t business income (b) Amount	(c) Exclu- sion	(d) Amount	(e) Related or exempt function income
1 Program	service revenue:	code	Amount	code	Amount	Tunction income
				 	-	
	 	1				
4						
_				+	+	
e				\vdash		
n <u> </u>	and contracts from government agencies			 		
-	ship dues and assessments			 		
	on savings and temporary cash					
investme		1				
	s and interest from securities			14	737,030.	
	al income or (loss) from real estate:		******		, , , , , ,	
	financed property					
	lebt-financed property					
	al income or (loss) from personal					
property						
	vestment income			01	533,500.	· · · · · · · · · · · · · · · · · · ·
	loss) from sales of assets other		. •			·· · · · · · · · · · · · · · · · · · ·
than inve	•			18	582,264.	
	me or (loss) from special events				•	
	ofit or (loss) from sales of inventory					
I1 Other rev	venue:					
a						
_						
c			·			
d			-			
е				 -		
	. Add columns (b), (d), and (e)		0.	<u> </u>	1,852,794.	0
	dd line 12, columns (b), (d), and (e)				13	1,852,794
(See workst	neet in line 13 instructions to verify calculations.)					
Part XV	/I-B Relationship of Activities t	o the Acco	mplishment of Ex	cempt	Purposes	
Line No.	Explain below how each activity for which inco	me is reported II	n column (e) of Part XVI-A	contribut	ted importantly to the accomp	olishment of
▼	the foundation's exempt purposes (other than					
	N/A					
						
			····			
				 -		
						
					 	
						,
			··			<u>.</u>
						
			·			

1 Did the organization directly or milineatity engage in any of the following schools of profiled organization of section \$5!(c) of the Code (pitch the sacction \$5!(c)) organization or section \$27. Plant the organization of \$1. (c) Cash (c) Other casests 1 Did the formachors: (d) Sales of sacets to a noncharitable exempt organization (e) Poter assets 1 Did the formachors: (e) Profile internacions: (f) Sales of sacets to a noncharitable exempt organization (g) Profile internacions: (g) Profile internacions: (g) Profile internacions: (h) Reinburssement arrangements (g) Profile internacions: (g) P	•	Exempt Organ	izations							
Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets 5) Other transactions: (1) Sieles of disclese, equipment, or other assets (2) Purchases of assets to an anocharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reminusarient arrangements (5) Cuass of the appuraments (5) Cuass of the appurament arrangements (5) Cuass of the appurament arrangements (6) Performance of services or membership or fundasing solicitations (7) Enformance of services or membership or fundasing solicitations (8) Performance of services or membership or fundasing solicitations (9) Firm and the above is "Yes," complete the following schedule. Column (1) should always show the fair market value of the goods, other assets, or services precisiond. (9) Arrount involved (1) Arrount involved (1) Arrount involved (2) Name of noncharitable exempt organization (4) Description of relationship (a) Name of noncharitable exempt organization (b) Type of organization (c) Description of relationship (d) Name of poppy, I declare that have examined this relation, motivating accompanying advantables, and to the based of my histophility. The arround an arrangements of the poppy, I declare that have examined this relation of prepare (other than section SOI(c)) of the Code (other t	1 Did th	e organization directly or indir	rectly engage in any	of the following	with any other organizatio	n described in sectio	n 501(c) of		Yes	No
(1) Sales of assets to a nonchartable exempt organization (2) Pierchase of assets to an anchartable exempt organization (3) Prental of acidities, equipment, or other assets (3) Rental of acidities, equipment, or other assets (4) Rental of acidities, equipment, or other assets (5) Long or loan guarantees (6) Long or loan guarantees (7) Performance of services or membership or fundrasing solectations (8) Performance of services or membership or fundrasing solectations (9) Performance of services or membership or fundrasing solectations (9) Performance of services or membership or fundrasing solectations (9) Performance of services or membership or fundrasing solectations (9) Performance of services or membership or fundrasing solectations (10) Exp. (10) Performance of services or membership or fundrasing solectations (11) Long or fund properties or fundrasing solectations (12) Long or fundrasing solectations (13) Long or fundrasing solectations (14) Long or fundrasing solectations (15) Long or fundrasing solectations (16) Performance of services or membership or fundrasing services show the fair market value of the goods, care assets, or or services global by the reporting foundation. If the Gundation received less than fair market value in any transaction or sharing arrangement, show in column (1) the value of the goods, other assets, or paid employees (2) Long or fundration directly or indirectly or indirectly affinized with, or related to, one or more tax-exempt organizations described in section of transfers, transactions, and sharing arrangements, show in section 301(c) of the Code (office than section 501(c)(3)) or in section 527? Ves X No	the Co	de (other than section 501(c))(3) organizations) c	or in section 527	7, relating to political organi	zations?				
(2) Other assets by the content of t	a Trans	fers from the reporting founda	ation to a noncharita	ble exempt org	anization of:					
Differ transactiones: (1) Sales of assets to a nonchariable exempt organization 16(1) X 18(2) X 18((1) C	ash .						1a(1)		_X_
(1) Sales of assets to a nonchardable exempt organization (2) Purchases of assets from a nonchardable exempt organization (3) Rental of facilities, equipment, or other assets. (4) Rembursement arrangements (5) Loans or foats quarantees (6) Performance of services or membership or fundrasing solicitations (6) The foreage of core quarantees (7) Loans or foats quarantees (8) Performance of services or membership or fundrasing solicitations (8) The foats of core quarantees (9) Am of the above is "Ves," complete the following schedule. Column (s) 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 arrangements or charmed (a) the 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 arrangements or charmed (a) the value of the goods, other assets, or services inclined. (a) Name of noncharitable exempt organization (d) Description of sharing arrangements. N/A 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)) of the Code (oth	(2) 0	ther assets		_	٠			1a(2)		X
(2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rembusement arrangements (5) Loans or loan guaranties (6) Petromanier of services or membership or fundrasing solicitations (7) Petromanier of services or membership or fundrasing solicitations (8) Example of facilities, equipment, making lists, other assets, or paid employees (8) Ithe assets or any of the above is "exit, 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 (b) the value of the goods, other assets, or services received. (a) Livie no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of resistonship in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? 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? 3 If Yes, Complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship (c) Description of relationship (d) Description of relationship (e) Description of relationship (f) Name of organization (highly property like yet victoridage and sever, in a true, correct, and complete Declaration of property (other than taxperty) abased on all information of which property in victoridage and sever, in a true, correct, and complete Declaration of property (other than taxperty) abased on all information of which property in victoridage and sever, in a true, correct, and complete Declaration of property (other than taxperty) abased on all information of which property in victoridage and sever, in a true, correct, and complete Declaration of	b Other	transactions:								
(a) Rental of facilities, equipment, or other assets (4) Rembursement arrangements (5) Loans or loan guarantees (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) International Conference of the above is Yes, Complete the following schedule. Column (6) should always show the fair market value of the goods, other assets, or services free whether the foundation received less shan fair market value in any transaction or sharing arrangement, show in column (6) the value of the goods, other assets, or services received. (6) Name of honocharitable exempt organization (6) Name of honocharitable exempt organization (6) Description of relationship 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? b) If Yes, 'complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Didder penalties of persyry, idectine that I have examined the return, including accompanying schedules and alternetis, and to the best of my knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correc	(1) S	ales of assets to a noncharital	ble exempt organiza	tion				1b(1)		X
(a) Rental of facilities, equipment, or other assets (4) Rembursement arrangements (5) Loans or loan guarantees (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) International Conference of the above is Yes, Complete the following schedule. Column (6) should always show the fair market value of the goods, other assets, or services free whether the foundation received less shan fair market value in any transaction or sharing arrangement, show in column (6) the value of the goods, other assets, or services received. (6) Name of honocharitable exempt organization (6) Name of honocharitable exempt organization (6) Description of relationship 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? b) If Yes, 'complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Didder penalties of persyry, idectine that I have examined the return, including accompanying schedules and alternetis, and to the best of my knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correct, and complete beclaration of prepare (other than tax-payer) based on all information of which prepare the early knowledge and band, is strate, correc	(2) P	urchases of assets from a no	ncharitable exempt	organization				1b(2)		X
(4) Rembursement arrangements (5) Loans or loan quarantees (6) Performance of services or membership or fundrasing solicitations (7) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (8) Leans or services given by the reporting foundation. If the foundation received less than 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 (4) the value of the goods, other assets, or services received. (a) Leans of (b) Amount involved (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transactions, and always arrangements N/A 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 52?? b) If Yes, complete the following schedule. (a) Name of organization (b) Type of organization (e) Description of relationship N/A Sign and blief, in a true, context, and complete bloriardize of prepare (one than teacyer) based on all information of which prepare the set yknowledge should be supported to the prepare than the pr	(3) R	ental of facilities, equipment,	or other assets					1b(3)		X
(6) Loans or loan guarantees (6) Petromanae of services or membership or fundrasing solicitations (7) Extramporal facilities, equipment, making lists, other assets, or paid employees (8) Reformance of services given by the reporting foundation. If the foundation received lies than the market value in any transaction or sharing arrangement, show in column (4) the value of the goods, other assets, or services received. (8) Live no. (9) Amount involved (9) Name of noncharitable exempt organization (4) passequence of basedons, and alwaying arrangements. 2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If Yes, complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship. N/A Ves								1b(4)		X
(6) Performance of services or membership or fundrasing selectations c Sharing of fecilities, equipment, making lets, other assets, or paid employees d if the answer to any of the above is "Visi," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services reported. (a) Line no. (b) Amount involved (c) Name of noncharitable exempt or ganization (d) Description of transfers, transactions, and sharing arrangements. N/A 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? b if "Ves," complete the following schedule. N/A (a) Name of organization (b) Type of organization (c) Description of relationship sold exists and entire the first organization of perpary, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, in a true, correct, and complete Declaration of prepary (lower true) that there examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, in a true, correct, and complete Declaration of prepary (lower true) that there examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, in a true, correct, and complete Declaration of prepary (lower than taxpelys) is based on all profined or trustee. Preparer's signature Preparer's signature Date Preparer's signature P								1b(5)		X
s Starning 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 (s) 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 (s) the value of the goods, other assets, or services received. (a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A			embership or fundra	ising solicitation	ns			1b(6)		
d If the answer to any of the above is "es," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or servoes 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 servoes received. (a) Live no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of twinsfers, transactions, and sharing arrangements. N/A 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? b if "es," complete the following schedule. (a) Name of organization (b) Type of organizations (e) Description of relationship N/A Sign and sharing accompanying schedules and statements, and to the best of my knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge leading of preparer (pitter than tax-payer) is based on all information of which preparer has any knowledge lea								1c		X
(a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing anangements N/A 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 52?? If Yes, 'complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign Under penalties of pergany, 1 declare that 1 have examined this return, including accompanying schedules and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and s			-			vays show the fair ma	arket value of the goods, o	ther ass	sets,	
(a) Linder penalties of perjury, I declare that I have examined this return, including accompanying schedules. Discription of relationship Preparer	or ser	vices given by the reporting fo	oundation. If the fou	ndation receive	d less than fair market valu	e in any transaction o	or sharing arrangement, sh	now in		
N/A 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? b if Yes, complete the following schedules. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Date Date Title Date	colum	in (d) the value of the goods,	other assets, or sen	vices 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	(a) Line no.	(b) Amount involved	(c) Name o	f noncharitable	exempt organization	(d) Description of	of transfers, transactions, and s	haring ar	rangeme	ents
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			N/A	• •						
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In Section 501(c) of the Code (other than section 501(c) of the Code										
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b If Yes, complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst)? Signature of officer or trustee Print/Type preparer's name Preparer's signature Print/Type preparer's name Print/T		-	-			_	. \square	Yes	X	. No
(a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of perjuny, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Value Val										
N/A Sign and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge preparer. It is preparer below (see instrict proparer in the preparer shown below (see instrict proparer in the preparer in the					(b) Type of organization	(0) Description of relationsh	qır		
Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see instr)? PRESIDENT Title	N/A									
Sign Here										
Sign Here										
Sign Here										
Sign Here										
Paid Preparer Signature of Officer or trustee Preparer Signature Preparer Signature Preparer Signature Preparer Signature Preparer Prep							May	the IRS	discuss	this
Paid Preparer Use Only Paid Prim's name ► FIDUCIARY COUNSELLING, INC Firm's address ► 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930 PRESIDENT Itle Itl	Sign	and belief, it is true, correct, and co	mplete Declaration of p	oreparer (other than	n taxpayer) is based on all inform	nation of which preparer I	retu	rn with th	ne prepa	rer
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Paid Preparer Use Only HEATHER M. WHITE HEATHER M. WHITE P00448399		Signature of officer or truster	e		Date					
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Preparer Use Only Firm's name ► FIDUCIARY COUNSELLING, INC Firm's address ► 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930 Phone no. 651-228-0935				11 11	הממענות וו	10 00 10	self- employed			
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SAINT PAUL, MN 55101-4930 Phone no. 651-228-0935	Use O									
SAINT PAUL, MN 55101-4930 Phone no. 651-228-0935		Firm's address ▶ 3 () E. 7TH	STREET.	SUITE 2000					
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Part IV Capital Gains and Los	sses for Tax on Investment Income			
	describe the kind(s) of property sold ick warehouse; or common stock, 20		(b) How acquire P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)
1a PIMCO EMERGING	MARKETS BOND FD		P	08/31/1005/11/12
b LOOMIS SAYLES	BOND INSTL		P	09/14/1005/11/12
c PIMCO EMERGING	MARKETS BOND FD		P	09/14/1005/11/12
d LOOMIS SAYLES	BOND INSTL		P	09/21/1005/11/12
e PIMCO EMERGING	MARKETS BOND FD		P	09/30/1005/11/12
f PIMCO EMERGING	MARKETS BOND FD		P	12/20/0505/11/12
g LOOMIS SAYLES			P	10/26/1005/11/12
h LOOMIS SAYLES			P	11/23/1005/11/12
LOOMIS SAYLES	BOND INSTL		P	12/09/1005/11/12
LOOMIS SAYLES	BOND INSTL		P	01/21/1105/11/12
k LOOMIS SAYLES	BOND INSTL		P	01/25/1105/11/12
LOOMIS SAYLES			P	02/22/1105/11/12
m LOOMIS SAYLES			P	03/22/1105/11/12
n LOOMIS SAYLES	BOND INSTL		P	04/26/1105/11/12
	BOND INSTL		P	05/24/1105/11/12
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		h) Gain or (loss) plus (f) minus (g)
a 722.	·	689.		33.
b 74,574.		71,676.		2,898.
$\frac{3}{c}$ 198,270.		189,210.		9,060.
d 10,978.		10,566.		412.
e 4,130.		4,001.		129.
f 57,246.		55,624.		1,622.
g 10,543.		10,342.		201.
h 10,925.		10,582.		343.
15,994.		15,394.		600.
j 8,156.		8,015.		141.
k 10,875.		10,690.		185.
$\frac{10,573.}{1}$		10,441.	. ,	130.
m 11,047.		10,934.		113.
n 10,175.		10,335.		-160.
0 10,826.		10,996.		-170.
	ng gain in column (h) and owned by		(D.Le	osses (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	Gains (excess	s of col. (h) gain over col. (k), not less than "-0-")
a				33.
b				2,898.
C				9,060.
d				412.
e				129.
f			·	1,622.
9				201.
h				343.
i				600.
i				141.
k				185.
ī				130.
m				113.
n				-160.
0			**	-170.
2 Capital gain net income or (net c	apıtal loss) { If gaın, also ente	r in Part I, line 7	2	
		, I		
3 Net short-term capital gain or (lo if gain, also enter in Part I, line 8 if (loss), enter "-0-" in Part I, line		na (o):	3	

Part IV Capital Gains and Los	sses for Tax on Investment Income								
(a) List and 2-story br	describe the kind(s) of property sold rick warehouse; or common stock, 20	, e.g., real estate, 10 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)					
1a PIMCO EMERGING	MARKETS BOND FD		P	05/31/1105/11/12					
b LOOMIS SAYLES	BOND INSTL		P	06/21/1105/11/12					
c PIMCO EMERGING	MARKETS BOND FD		P	06/30/1105/11/12					
d LOOMIS SAYLES	BOND INSTL		P	07/26/1105/11/12					
e PIMCO EMERGING	MARKETS BOND FD		P	07/29/1105/11/12					
f LOOMIS SAYLES	BOND INSTL		P	08/23/1105/11/12					
g PIMCO EMERGING			P	08/31/1105/11/12					
h LOOMIS SAYLES			P	09/09/1105/11/12					
PIMCO EMERGING			P	09/09/1105/11/12					
J LOOMIS SAYLES			P	09/20/1105/11/12					
k LOOMIS SAYLES			P	10/25/1105/11/12					
PIMCO EMERGING MARKETS BOND FD P 10/31/11/05/11/12									
m PIMCO EMERGING			P	12/30/1105/11/12					
n LOOMIS SAYLES			P	01/23/1205/11/12					
o LOOMIS SAYLES		(10-1		02/22/12/05/11/12					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) plus (f) minus (g)					
a 5,722.		5,488.		234.					
b 10,300.		10,357.		<u>-57.</u>					
c 5,795.		5,553.		242.					
d 10,422.		10,636.		-214.					
e 5,527.		5,363.		164.					
f 11,334.		11,172. 5,131.		162.					
g 5,293.		500,015.		162.					
h 507,966.		232,015.		7,951. 7,528.					
$\frac{1}{12,571}$		12,262.		309.					
k 13,244.		12,202.		334.					
$\frac{15,244}{1}$ 5,817.		5,614.		203.					
m 6,218.		5,958.		260.					
n 10,750.		10,486.		264.					
0 13,230.		13,158.	 	72.					
	ng gain in column (h) and owned by t		(I) Lo	sses (from col. (h))					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (ı) over col. (j), ıf any	Gains (excess	of col. (h) gain over col. (k), not less than "-0-")					
a			**	234.					
b			**	-57.					
С			**	242.					
d			**	-214.					
e			**	164.					
f			**	162.					
9			**	162.					
h			**	7,951.					
1			**	7,528.					
1			**	309.					
<u>k</u>			**	334.					
1		· · · -	**	203.					
<u>m</u>			**	260.					
n			**	264.					
. 0		Oad I be 7	**	72.					
2 Capital gain net income or (net c	· · · · · · · · · · · · · · · · · · ·	` `	2						
If gain, also enter in Part I, line 8		d (6):							
If (loss), enter "-0-" in Part I, line	8	<u> </u>	3						

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Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (mo., day, yr.) (d) Date sold (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. (mo., day, yr.) 1a PIMCO EMERGING MARKETS BOND FD P 02/29/1205/11/12 b LOOMIS SAYLES BOND INSTL P |03/23/12|05/11/12 P c PIMCO EMERGING MARKETS BOND FD |03/30/12|05/11/12 P 04/23/1205/11/12 d LOOMIS SAYLES BOND INSTL 04/30/1205/11/12 e PIMCO EMERGING MARKETS BOND P 11/10/1005/11/12 f PIMCO EMERGING MARKETS BOND FD P 03/12/09|10/08/12 g THIRD AVENUE REAL ESTATE h THIRD AVENUE REAL ESTATE P 12/21/10|10/08/12 i THIRD AVENUE REAL ESTATE P 09/09/11|10/08/12 04/06/1002/25/13 i PARAMETRIC TAX MANAGED EMERGING MKTS INSTL k WEYERHAEUSER CO P 09/01/1002/25/13 I DODGE & COX INTL STOCK FUND 12/20/0502/25/13 P 02/26/0702/25/13 m EII GLOBAL PROPERTY FUND P P 12/23/0502/25/13 n OAKMARK SELECT FD o MORGAN STANLEY INST INTL EQUITY P 12/20/0702/25/13 (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale 37. 5,384. 5,347 a 13,342 13,360. 18. b 34. 5,773. <u>5,739</u>. 45. 13,101 d 13,146. 5,549. 5,535. -14.4,969 42. 5,011 41,498 95,194. 53,696. g 9,672. 8,356. 1,316. h 50,119 39,015. 11,104. <u>59,3</u>55. 56,218. 3,137. 206,011 193,851. 399,862. k -58. 29,693. 29,751 95,237 -20,252. 74,985 m 110,000. 114,158 -4,158. П 10,183. 12,975 -2,792.0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any 37<u>.</u> а ++ 18. b 34. C * * 45. d -14. е 42. 53,696. g 1,316. h 11,104. ı 3,137. 193,851. k -58. -20,252. m -4,158. n -2,792. { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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

41-6012065

8 Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) D - Donation 1a TEMPLETON INST FOREIGN SM COS P 09/04/08|02/25/13 b VANGUARD PRIMECAP CORE FD P 12/23/0502/25/13 P 12/23/05|02/25/13 c DODGE & COX INTL STOCK FUND d AMERICAN EUROPACIFIC GROWTH FUND CLASS F2 P 12/23/05|02/25/13 P 12/20/0702/25/13 e MORGAN STANLEY INST INTL EQUITY 12/20/0702/25/13 f MORGAN STANLEY INST INTL EOUITY P P 12/20/07|02/25/13 g MORGAN STANLEY INST INTL EOUITY P 12/23/0502/25/13 h MORGAN STANLEY INST INTL EQUITY P i MORGAN STANLEY INST INTL EOUITY 12/23/05|02/25/13 i MORGAN STANLEY INST EOUITY P 12/23/0502/25/13 INTL P 12/23/05|02/25/13 k MORGAN STANLEY INST INTL EQUITY 12/26/0302/25/13 INST P MORGAN STANLEY INTL EQUITY 09/04/0802/25/13 m TEMPLETON INST FOREIGN SM COS P P 12/20/0502/25/13 n TEMPLETON INST FOREIGN SM COS o TEMPLETON INST FOREIGN SM COS P 12/23/0502/25/13 (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale 337. 2,375 2.038. а 639 468. 171. b 42,292. 43,133. -841. C 54,824. -1,839. 52,985. d 4,974. 6,338. -1,364.е 1,948 2,482 -534. -843. 3,919 3,076 g 12,377 17,329. -4,952.h 965 1,351 -386. 5,796. -1,655. 4,141 613. -175. 438. -248. 883. 1.131. 1 369 317 52. m 11. 206. **195**. n 1,088. 20,612. 19,524 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (ı) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any 337. а 171. b -841.С -1,839. d -1,364. е -534. -843. -4,952.-386. i -1,655. -175. k -248. 5<u>2</u>. m 11. n 1,088. 0 .. { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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

Part IV Capital Gains and Los	sses for Tax on Investment Income		12005	AGH 5 OF C					
			(h) How acquired	(c) Date acquired (d) Date sold					
(a) List and 2-story br	describe the kind(s) of property sold ick warehouse; or common stock, 20	o, e.g., real estate, 00 shs. MLC Co.	P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)					
1a TEMPLETON INST	FORETGN SM COS		P	12/29/1002/25/13					
b TEMPLETON INST			P	09/07/1102/25/13					
	MARKETS BOND FD	*	P	06/29/1202/25/13					
d PIMCO EMERGING			P	07/31/1202/25/13					
e PIMCO EMERGING			P	08/31/1202/25/13					
f TEMPLETON INST			P	09/11/1202/25/13					
g TEMPLETON INST			P	09/11/1202/25/13					
			P	09/11/1202/25/13					
SELECTED AMERI	MARKETS BOND FD CAN SHARES CL D		P	10/08/1202/25/13					
	AL TOTAL RETURN	FD ADVISOR CL	P	10/03/1202/25/13					
k PIMCO EMERGING		FD ADVISOR CD	P	10/31/1202/25/13					
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL P 11/19/12/02/25/13									
m PIMCO EMERGING MARKETS BOND FD P 11/30/12/02/25/13									
	MARKETS BOND FD	*	P	12/12/1202/25/13					
0 VANGUARD PRIME			P	12/17/1202/25/13					
	(f) Depreciation allowed	(g) Cost or other basis		h) Gain or (loss)					
(e) Gross sales price	(or allowable)	plus expense of sale	(e)	plus (f) minus (g)					
a 9,152.		8,326.		826.					
b 97.		86.		11.					
c 286.		273.		13.					
d 3,839.		3,775.		64.					
e 4,436.		4,391.		45.					
f 185.		170.		15.					
g 2,346.		2,154.		192.					
h 3,711.		3,707.		4.					
i 19,759.		20,015.		-256.					
7,754.		7,677.		77.					
k 4,199.		4,218.		-19.					
<u>1 7,989.</u>		7,880.		109.					
$m \qquad 4,550.$		4,607.		<u>-57.</u>					
n 772.		787.		-15.					
o 21,879.	as some in column (b) and sweed by	20,671.		1,208.					
(i) F.M.V. as of 12/31/69	ng gain in column (h) and owned by (j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	Gains (excess	osses (from col. (h)) s of col. (h) gain over col. (k), not less than "-0-")					
a				826.					
b				11.					
C			**	13.					
d			**	64.					
e			**	45.					
f			* *	15.					
9			**	192.					
ħ			**	4.					
1			**	-256.					
J			**	77.					
k			**	-19.					
<u> </u>			**	109.					
m			**	57.					
n			**	-15.					
0		<u> </u>	**	1,208.					
	f If gain, also ente	r in Part I line 7							
2 Capital gain net income or (net o	apital loss) { if (loss), enter *-	0-" in Part I, line 7	2						
If gain, also enter in Part I, line 8		nd (6):							
If (loss), enter "-0-" in Part I, line		<u> </u>	3						

Part IV Capital Gains and Lo	sses for Tax on Investment Income								
	l describe the kind(s) of property soli nck warehouse; or common stock, 26		(b) How acquire P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)					
1a VANGUARD PRIME	CAP CORE FD		P	12/17/1202/25/13					
	CAN SHARES CL D		P	12/18/1202/25/13					
	AL TOTAL RETURN		P	12/19/1202/25/13					
	AL TOTAL RETURN		P	12/19/1202/25/13					
	AL TOTAL RETURN	FD ADVISOR CL	P	12/19/1202/25/13					
	FOREIGN SM COS		P	12/27/1202/25/13					
	MANAGED EMERGIN		P	12/28/12/02/25/13					
	MARKETS BOND FD		<u>P</u>	12/27/12/02/25/13					
PIMCO EMERGING			P	12/31/12/02/25/13					
	AL TOTAL RETURN MARKETS BOND FD		P	01/17/1302/25/13 01/31/1302/25/13					
m LOOMIS SAYLES		ID ADVISOR CE	P	02/20/1302/25/13 12/17/1202/26/13					
n LOOMIS SAYLES			P	01/28/1302/26/13					
	BOND INSTL		P	02/25/1302/26/13					
	(f) Depreciation allowed	(g) Cost or other basis		h) Gain or (loss)					
(e) Gross sales price	(or allowable)	plus expense of sale		plus (f) minus (g)					
a 22,468.		21,227.		1,241.					
b 20,226.		19,370.		856.					
c 1,532.		1,507.		25.					
d 2,446.		2,406.	···	40.					
e 30,198.		29,699.	 	499.					
f 20,643.		19,655.	**	988.					
g 34,997.		34,861.	· . · ·	136.					
h 4,684.		4,751.		<u>-67.</u>					
$\frac{1}{7,217}$		4,284.	- .	<u>-67.</u>					
$\frac{1}{k}$ $\frac{7,739}{4,290}$.		7,741. 4,309.	•	-2. -19.					
$\frac{k}{1}$ 4,290.		7,366.		-39.					
$\frac{1}{m}$ 11,294.		11,247.		47.					
n 8,845.		8,955.		-110.					
0 9,847.		9,851.		-4.					
	ng gain in column (h) and owned by		(I) Lo	osses (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	Gains (excess but	s of col. (h) gain over col. (k), not less than "-0-")					
a			**	1,241.					
b			**	856.					
<u>C</u>			**	25.					
d			**	40.					
<u>e</u>			**	499.					
1			**	988.					
<u>g</u>			**	136.					
<u>h</u>			**	-67. -67.					
1			**	-0/· -2.					
<u>, , , , , , , , , , , , , , , , , , , </u>			**	- <u>-2.</u> -19.					
<u>" </u>			**	-39.					
m			**	47.					
n			**	-110.					
0			**	-4.					
2 Capital gain net income or (net c	anital loss) [If gain, also ente	r in Part I, line 7)-" in Part I, line 7	2						
		, I	2						
3 Net short-term capital gain or (lo if gain, also enter in Part I, line 8 if (loss), enter "-0-" in Part I, line	iss) as defined in sections 1222(5) ar , column (c). 8	nd (6):	3						

Part IV Capital Gains and Los	sses for Tax on Investment Income	41 00	12005 1	AGB /	<u> </u>
	describe the kind(s) of property solo	1. e.g., real estate.	(b) How acquired	(c) Date acquired	(d) Date sold
· 2-story br	ick warehouse, or common stock, 20	00 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a WASH SALES			P		
b WASH SALES			P		
c LONG TERM DIST	RIBUTION		P		
d ROUNDING ADJUS	TMENT		P		
e CPOF - STCG			P		
f CPOF - LTCG			P		
g CPOF - SEC 123			P		
h CPOF - SEC 125	6 LOSS		P		
_ CPOF II - STCG			P		10.00
j CPOF II - LTCG			P		
	1231 GAIN		P		
	1256 LOSS		P		
m CPOF III - STC			P		
n CPOF III - LTC			P		
o CPOF III - SEC	1231 GAIN		P		
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e) ₍) Gain or (loss) olus (f) minus (g)	
a 225.					225.
ь 86.					86.
c 355,745.					<u>355,745.</u>
d 4.					4.
e 193.					193.
f 41,966.					41,966.
g 294.		1.0			294.
h		16.			<u>-16.</u>
570.				-	570.
j 44,079. k 1,547.				-	44,079. 1,547.
k 1,54/.		558.			-558·
m 346.		350.			346.
$\begin{array}{ccc} m & 346. \\ n & 5,744. \end{array}$					5,744.
0 48.					48.
	ng gain in column (h) and owned by	the foundation on 12/31/69	(I) Lo	sses (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	Gains (excess	of col. (h) gain ove not less than "-0-")	r col. (k),
a			**		225.
b					86.
C					355,745.
d			**		4.
e			**		193.
f					41,966.
9					294.
<u>h</u>					-16.
<u> </u>			**		570.
<u>i</u>					44,079.
<u>k</u>					1,547.
1					-558.
<u>m</u>			**		346.
n					5,744.
0	<u></u>	<u> </u>	1		48.
2 Capital gain net income or (net c	anital loss) [If gain, also ente	r in Part I, line 7 0-" in Part I, line 7			
•		•	2		 -
3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8	oss) as defined in sections 1222(5) ai	nd (6):			
If (loss), enter "-0-" in Part I, line		ſ	3		
					

8 OF

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 1a CPOF SEC 1256 LOSS III P b CPOF IV - STCG P c CPOF ΙV LTCG P d CPOF IV SEC 1231 LOSS P e CHURCHILL EQUITY & ESOP CAPITAL PARTNERS II P f SPELL CAPITAL PARTNERS QUALIFIED FUND III -P g LONE STAR GROWTH CAPITAL LP - LTCG P LESS: UBTI P k m n 0 (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) -2<u>.</u> 2. а 130. 130 b 502. 502. C 11 -11. d 62,616. 62,616. е 87,457. 87,457. 348,962. 348,962. g 348,962. -348.962.h 1 m n Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any -2. а * * 130. b 502. C -11. d 62,616. 87<u>,4</u>57. 348,962. -348,962.k m n 0 . { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 864,685. 2 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 23,936.

FORM 9	90-PF G	AIN OR (LOSS) F	ROM SALE	OF A	SSETS		STA	TEMENT	1
DESCRI	(A) PTION OF PROPERTY				ANNER QUIRED	DAT ACQUI		DATE S	OLD
PIMCO I	EMERGING MARKETS	BOND FD		PUR	CHASED	08/31	./10	05/11	/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE	 .	DEPRE	C.	GAIN	OR LOS	S
	722.	689.		0.		0.			33.
DESCRI	(A) PTION OF PROPERTY				ANNER QUIRED	DAT ACQUI		DATE S	OLE
LOOMIS	SAYLES BOND INST			PUR	CHASED	09/14	/10	05/11	/12
	(B)	(C)	(D)		(E)			(F)	
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOS	S
	74,574.	71,676.		0.		0.	-	2,8	98.
DESCRI	(A) PTION OF PROPERTY				ANNER QUIRED	DAT ACQUI		DATE S	OLE
PIMCO	EMERGING MARKETS	BOND FD		PUR	CHASED	09/14	1/10	05/11	/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c. 	GAIN	OR LOS	S
	198,270.	189,210.		0.		0.		9,0	60.

DESCRIP	(A) TION OF PRO	OPERTY				IANNER QUIRED	DA ^t ACQU		DATE SOLD
LOOMIS	SAYLES BONI	D INSTI	-		PUF	CHASED	09/2	1/10	05/11/12
	(B) GROSS SALES PRI	I C F	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C.		(F) OR LOSS
		,978.	10,566.		0.		0.	GAIN	412.
DESCRIP	(A) TION OF PRO	OPERTY				IANNER CQUIRED	DA ACQU		DATE SOLD
PIMCO E	MERGING MAI	RKETS I	SOND FD		PUF	RCHASED	09/3	0/10	05/11/12
	(B) GROSS SALES PR		(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) OR LOSS
	4	,130.	4,001.		0.		0.		129.
DESCRIE	(A) PTION OF PRO	OPERTY				MANNER CQUIRED	DA ACQU		DATE SOLD
PIMCO E	EMERGING MA	RKETS I	BOND FD	•	PUF	RCHASED	12/2	0/05	05/11/12
	(B) GROSS SALES PR		(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) OR LOSS
	57	,246.	55,624.		0.		0.		1,622.
DESCRI	(A) PTION OF PR	ОРЕКТУ				MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD
LOOMIS	SAYLES BON	D INST	-		PUI	RCHASED	10/2	6/10	05/11/12
	(B)		(C)	(D)	0.5	(E)			(F)
	GROSS SALES PR		COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
	10	,543.	10,342.		0.		0.		201.

	•							
DESCRIP	(A) TION OF PROPERTY				ANNER QUIRED	DA ACQU		DATE SOLD
LOOMIS	SAYLES BOND INST	_ L		PUR	CHASED	11/2	3/10	05/11/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS
	10,925.	10,582.	·	0.		0.		343.
DESCRIE	(A) PTION OF PROPERTY				IANNER QUIRED	DA ACQU	TE	DATE SOLD
LOOMIS	SAYLES BOND INST	 		PUR	CHASED	12/0	9/10	05/11/12
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C.	GATN	(F)
	15,994.	15,394.		0.		0.		600.
DESCRIE	(A) PTION OF PROPERTY	_			IANNER CQUIRED		TE	DATE SOLD
LOOMIS	SAYLES BOND INST	L		PUF	RCHASED	01/2	1/11	05/11/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	8,156.	8,015.		0.		0.		141.
DESCRI	(A) PTION OF PROPERTY				MANNER CQUIRED		TE JIRED	DATE SOLD
LOOMIS	SAYLES BOND INST	<u>г</u>		PUF	RCHASED	01/2	25/11	05/11/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR LOSS
	10,875.	10,690.		0.		0.		185.

	(A) PTION OF PROPERTY			A(IANNER CQUIRED	DA'	IRED	DATE SOLD
COOMIS	SAYLES BOND INST	L		PUF	RCHASED	02/2	2/11	05/11/12
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	~		(F) OR LOSS
	10,571.	10,441.		0.		0.		130.
DESCRIE	(A) PTION OF PROPERTY				MANNER CQUIRED	DA ACQU		DATE SOLD
LOOMIS	SAYLES BOND INST	 L		PUI	RCHASED	03/2	2/11	05/11/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	11,047.	10,934.		0.		0.		113.
	(A) PTION OF PROPERTY SAYLES BOND INST	_		A(MANNER CQUIRED RCHASED	DA ACQU		DATE SOLD 05/11/12
LOOMIS			(5)	101		04/2	0/11	
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) OR LOSS
	10,175.	10,335.		0.		0.		-160.
DESCRI	(A) PTION OF PROPERTY				MANNER CQUIRED		TE VIRED	DATE SOLD
TOOMIC	SAYLES BOND INST			PU	RCHASED	05/2	4/11	05/11/12
POOMTS								
TOOMIS	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
LOOMIS				OF	DEPRE	с.	GAIN	(F)

(A) DESCRIPTION OF PROPERTY	-			ANNER QUIRED	DA ACQU	TE IRED	DATE SOLD
'IMCO EMERGING MARKETS	BOND FD		PUR	CHASED	05/3	1/11	05/11/12
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
5,722.	5,488.	<u>, </u>	0.		0.		234.
(A) DESCRIPTION OF PROPERTY				ANNER QUIRED		TE IRED	DATE SOLD
LOOMIS SAYLES BOND INST	ı <u>r</u>		PUR	CHASED	06/2	1/11	05/11/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F)
10,300.	10,357.		0.		0.	····	-57.
(A) DESCRIPTION OF PROPERTY	7			ANNER QUIRED		TE IRED	DATE SOLD
PIMCO EMERGING MARKETS	BOND FD		PUR	CHASED	06/3	0/11	05/11/12
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
5,795.	5,553.		0.		0.		242.
(A) DESCRIPTION OF PROPERTY	r.			ANNER QUIRED		TE JIRED	DATE SOLD
LOOMIS SAYLES BOND INST	LT 		PUR	CHASED	07/2	6/11	05/11/12
(B)	(C) COST OR	(D)	ΩP	(E)			(F)
GROSS SALES PRICE	OTHER BASIS	EXPENSE SALE		DEPRE	c.	GAIN	OR LOSS
10,422.	10,636.		0.		0.		-214.

DESCRIPTI	(A) ON OF PROPERTY				ANNER QUIRED	DAT ACQUI		DATE SOLD	
PIMCO EME	RGING MARKETS	BOND FD		PUR	CHASED	07/29	/11	05/11/12	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS	
	5,527.	5,363.		0.		0.		164.	
DESCRIPTI	(A) ION OF PROPERTY				ANNER QUIRED	DAT ACQUI		D DATE SOLD	
LOOMIS SA	AYLES BOND INST	L L		PUR	CHASED	08/23	3/11	05/11/12	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	_		(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR LOSS	
	11,334.	11,172.	· · · · · · · · · · · · · · · · · · ·	0.		0.		162.	
DESCRIPT	(A) ION OF PROPERTY	•			ANNER QUIRED	DAT ACQU		DATE SOLD	
PIMCO EMI	ERGING MARKETS	BOND FD		PUR	CHASED	08/31	1/11	05/11/12	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS	
	5,293.	5,131.		0.		0.		162.	
DESCRIPT	(A) ION OF PROPERTY				ANNER QUIRED	DA! ACQU		DATE SOLD	
				AC			IRED	DATE SOLD 05/11/12	
	ION OF PROPERTY AYLES BOND INST	C)	(D) EXPENSE	PUR	QUIRED	09/09	IRED	· · · · · · · · · · · · · · · · · · ·	
	ION OF PROPERTY AYLES BOND INST	 rl	(D) EXPENSE SALE	PUR	QUIRED CHASED	09/09	9/11	05/11/12	

DESCRI	(A) PTION OF PROPERTY	•			ANNER QUIRED		TE IRED	DATE SOLD	
?IMCO	EMERGING MARKETS	BOND FD		PUR	CHASED	09/0	9/11	05/11/12	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	a	G1 T1	(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR LOSS	
	239,543.	232,015.		0.		0.		7,528.	
DESCRI	(A) PTION OF PROPERTY	,			IANNER QUIRED		TE VIRED	DATE SOLD	
LOOMIS	SAYLES BOND INST	L L		PUR	CHASED	09/2	0/11	05/11/12	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS	
	12,571.	12,262.		0.		0.	<u>-</u>	309.	
DESCRI	(A) PTION OF PROPERTY	.			IANNER QUIRED		TE JIRED	DATE SOLD	
LOOMIS	SAYLES BOND INST	 L		PUF	CHASED	10/2	5/11	05/11/12	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS	
	13,244.	12,910.		0.		0.		334.	
DESCRI	(A) PTION OF PROPERTY	r			IANNER CQUIRED		TE JIRED	DATE SOLD	
PIMCO	EMERGING MARKETS	BOND FD		PUF	RCHASED	10/3	31/11	05/11/12	
	(B)	(C)	(D)	~ =	(E)			(F)	
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	ic.	GAIN	OR LOSS	
	5,817.	5,614.		0.		0.		203.	

DESCRIP	(A) TION OF PROPERTY				IANNER CQUIRED	DĀ ACQU	TE IRED	DATE SOLD
PIMCO E	MERGING MARKETS	BOND FD		PUF	RCHASED	12/3	0/11	05/11/12
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) OR LOSS
	6,218.	5,958.		0.		0.		260.
DESCRIP	(A) TION OF PROPERTY	7			IANNER CQUIRED		TE IRED	DATE SOLD
LOOMIS	SAYLES BOND INST	 L		PUF	RCHASED	01/2	3/12	05/11/12
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE			(F)
	10,750.	10,486.		0.		0.		264.
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED		TE VIRED	DATE SOLD
LOOMIS	SAYLES BOND INST	L L		PUI	RCHASED	02/2	2/12	05/11/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		CA TN	(F)
	SALES PRICE 13,230.	OTHER BASIS 13,158.	SALE	0.	DEPRE	0.	GAIN	OR LOSS
DESCRIE	(A) PTION OF PROPERTY	7			MANNER CQUIRED		TE JIRED	DATE SOLD
PIMCO E	EMERGING MARKETS	BOND FD		PUI	RCHASED	02/2	9/12	05/11/12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		03 T-1	(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR LOSS
	5,384.	5,347.		0.		0.		37

DESCRIPT	(A) ION OF	PROPERTY		٠		ANNER QUIRED	DĀ ACQU	TE IRED	DATE SOLD
LOOMIS S.	AYLES E	OND INST	rr —		PUR	CHASED	03/2	3/12	05/11/12
	(E GRC SALES	SS	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C		(F)
	PALIES		13,342.	SALLE	0.	DEPRE	0.	GAIN	18.
		13,360.	13,342.		0.				
DESCRIPT	(A) ION OF	PROPERTY	•			IANNER QUIRED		TE IRED	DATE SOLD
PIMCO EM	ERGING	MARKETS	BOND FD		PUF	CHASED	03/3	0/12	05/11/12
	(I GRO SALES	SS	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F) OR LOSS
		5,773.	5,739.		0.		0.		34.
		PROPERTY				IANNER CQUIRED	ACQU	TE VIRED	DATE SOLD
LOOMIS S		BOND INST			PUF	RCHASED		3/12	05/11/12
	GRO	3) DSS PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F) OR LOSS
		13,146.	13,101.		0.		0.		45.
DESCRIPT	(A) 'ION OF	PROPERTY	7			MANNER CQUIRED		TE JIRED	DATE SOLD
PIMCO EM	ERGING	MARKETS	BOND FD		PUI	RCHASED	04/3	30/12	05/11/12
	GRO	B) OSS	(C) COST OR	(D) EXPENSE	OF	(E)		~	(F)
_	SALES	PRICE	OTHER BASIS 5,549.	SALE		DEPRE		GAIN	OR LOSS
		5,535.			0.		0.		

· (A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DA ACQU		DATE SOLD	
PIMCO EMERGING MARKETS	BOND FD		PUI	RCHASED	11/1	0/10	05/11/12	
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS	
5,011.	4,969.		0.		0.		42.	
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD	
THIRD AVENUE REAL ESTAT	E		PUI	RCHASED	03/1	2/09	10/08/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C	CATN	(F)	
95,194.	41,498.		0.	DEPRE	0.	GAIN	53,696.	
(A) DESCRIPTION OF PROPERTY THIRD AVENUE REAL ESTAT	-		A	MANNER CQUIRED RCHASED	ACQU	TE VIRED		
(B)	(C)	(D)		(E)	,_	,	(F)	
GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS	
9,672.	8,356.		0.		0.		1,316.	
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED		TE JIRED	DATE SOLD	
THIRD AVENUE REAL ESTAT	E		PU.	RCHASED	09/0	9/11	10/08/12	
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS	
50,119.	39,015.		0.		0.		11,104.	

DESCRIP	(A) TION OF PROPERTY				IANNER CQUIRED	DA ACQU		DATE SOLD	
?ARAMET	RIC TAX MANAGED	 EMERGING MKTS I	NSTL	PUI	RCHASED	04/0	6/10	02/25/13	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c	GAIN	OR LOSS	
	59,355.	56,218.		0.	·-··	0.		3,137.	
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED	DA ACQU	TE	DATE SOLD	
√EYERHA	EUSER CO			PUI	RCHASED	09/0	1/10	02/25/13	
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E)	(E) DEPREC.		(F) GAIN OR LOSS	
	399,862.	206,011.		0.		0.		193,851.	
DESCRIP	(A) TION OF PROPERTY	•			MANNER CQUIRED		TE VIRED	DATE SOLD	
DODGE &	COX INTL STOCK	FUND		PU	RCHASED	12/2	0/05	02/25/13	
	(B)	(C)	(D)	OF	(E)			(F)	
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	Or	DEPRE	c.	GAIN	OR LOSS	
	29,693.	29,751.		0.		0.		-58.	
DESCRIF	(A) PTION OF PROPERTY				MANNER CQUIRED		ATE JIRED	DATE SOLD	
EII GLO	BAL PROPERTY FUN	ID		PU	RCHASED	02/2	26/07	02/25/13	
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS	

· (A)			M	IANNER	DA'	TE	
DESCRIPTION OF PROPERTY	_		AC	QUIRED	ACQU:	IRED	DATE SOLD
DAKMARK SELECT FD			PUF	CHASED	12/2	3/05	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE	<u></u>	DEPRE	c	GAIN	OR LOSS
110,000.	114,158.		0.	· · · · · · · · · · · · · · · · · · ·	0.		-4,158.
(A) DESCRIPTION OF PROPERTY				IANNER CQUIRED	DA' ACQU		DATE SOLD
MORGAN STANLEY INST INT	L EQUITY		PUF	RCHASED	12/2	0/07	02/25/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C		(F) OR LOSS
10,183.	12,975.	————	0.		0.	GAIN	-2,792.
(A) DESCRIPTION OF PROPERTY	_		A(MANNER CQUIRED	DA'	IRED	DATE SOLD
TEMPLETON INST FOREIGN			PUE	RCHASED	09/0		02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
2,375.	2,038.		0.		0.		337.
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD
VANGUARD PRIMECAP CORE	FD		PUI	RCHASED	12/2	3/05	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
639.	468.		0.		0.		171.

DESCRIP	(A) TION OF	PROPERTY				ANNER QUIRED	DA'		DATE SOLD
DODGE &	COX INT	TL STOCK	- FUND		PUR	CHASED	12/2	3/05	02/25/13
		OSS	(C) COST OR	(D) EXPENSE	OF	(E)	a		(F)
	SALES	PRICE		SALE		DEPRE		GAIN	OR LOSS
		42,292.	43,133.		0.		0.		-841.
DESCRIP	(A) TION OF	PROPERTY				IANNER QUIRED	DA ACQU		DATE SOLD
AMERICA	N EUROPA	ACIFIC GR	OWTH FUND CLASS	F2	PUF	CHASED	12/2	3/05	02/25/13
	GRO	B) DSS PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) OR LOSS
		52,985.	54,824.		0.		0.		-1,839.
DESCRIP	(A) TION OF	PROPERTY				MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD
MORGAN	STANLEY	INST INT	 L EQUITY		PUF	RCHASED	12/2	0/07	02/25/13
	·	B) OSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
		PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
		4,974.	6,338.		0.		0.		-1,364.
DESCRIE	(A) PTION OF	PROPERTY				MANNER CQUIRED		TE IRED	DATE SOLD
MORGAN	STANLEY	INST INT	L EQUITY		PUI	RCHASED	12/2	0/07	02/25/13
	GR	B) OSS	(C) COST OR	(D) EXPENSE	OF	(E)		('A TY	(F)
	SALES	PRICE	OTHER BASIS	SALE	0.	DEPRE	0.	GAIN	OR LOSS -534.
		1,948.	2,402.		.		٠.		-334.

		PROPERTY INST INTI	- FOIITTY		AC	ANNER QUIRED CHASED		TE IRED 	DATE SOLD 02/25/13
MORGAN	(I	3)	(C)	(D)		(E)	12/2		(F)
		OSS PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	· .	GAIN	OR LOSS
		3,076.	3,919.		0.		0.		-843.
DESCRIP	(A) TION OF	PROPERTY	_			IANNER CQUIRED	DA' ACQU		DATE SOLD
MORGAN	STANLEY	INST INTI	EQUITY		PUF	RCHASED	12/2	3/05	02/25/13
	GR	B) OSS PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	.		(F) OR LOSS
		12,377.	17,329.		0.		0.		-4,952.
DESCRIF	(A) PTION OF	PROPERTY	_			MANNER CQUIRED	DA ACQU	TE	DATE SOLD
MORGAN	STANLEY	INST INT	L EQUITY		PUI	RCHASED	12/2	3/05	02/25/13
	GR	B) OSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES	PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR LOSS
		965.	1,351.		0.	 ,	0.		-386.
DESCRIE	(A) PTION OF	PROPERTY				MANNER CQUIRED		TE JIRED	DATE SOLD
MORGAN	STANLEY	INST INT	L EQUITY	,	PU	RCHASED	12/2	3/05	02/25/13
		B) .oss	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES	PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS

DESCRIE	(A) PTION OF	PROPERTY				ANNER QUIRED		D DATE SOLD
4ORGAN	STANLEY	INST INT	- L EQUITY		PUR	CHASED	12/23/0	5 02/25/13
	(B GRO	SS	(C) COST OR	(D) EXPENSE	OF	(E)		(F)
	SALES	PRICE	OTHER BASIS	SALE		DEPRE		IN OR LOSS
		438.	613.		0.		0.	-175 .
DESCRIE	(A) PTION OF	PROPERTY				ANNER QUIRED	DATE ACQUIRE	D DATE SOLD
MORGAN	STANLEY	INST INT	L EQUITY		PUF	CHASED	12/26/0	3 02/25/13
	(B GRO SALES	SS	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C. GA	(F) IN OR LOSS
		883.	1,131.		0.		0.	-248.
DESCRI	(A) PTION OF	PROPERTY				MANNER CQUIRED		D DATE SOLD
TEMPLE'	TON INST	FOREIGN	SM COS		PUF	RCHASED	09/04/0	08 02/25/13
	(E	•	(C) COST OR	(D) EXPENSE	OF	(E)		(F)
	SALES		OTHER BASIS	SALE		DEPRE	C. GA	AIN OR LOSS
		369.	317.		0.		0.	52.
	(A)	220222				MANNER CQUIRED	DATE ACQUIRE	D DATE SOLD
DESCRI	PTION OF	PROPERTY				~		
	TON INST		_			RCHASED	12/20/0	
		FOREIGN	_	(D) EXPENSE	PUI			
	TON INST (I	FOREIGN	SM COS		PUI	RCHASED (E)		05 02/25/13

(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DA' ACQU		DATE SOLD
TEMPLETON INST FOREIGN	SM COS		PUR	CHASED	12/2	3/05	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	c. 	GAIN	OR LOSS
20,612.	19,524.	_ 	0.		0.		1,088.
(A) DESCRIPTION OF PROPERTY	_			ANNER QUIRED	DA'		DATE SOLD
TEMPLETON INST FOREIGN	SM COS		PUR	CHASED	12/2	9/10	02/25/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C	CATN	(F)
9,152.	8,326.		0.	DEFRE	0.	GAIN	826.
(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DA' ACQU		DATE SOLD
TEMPLETON INST FOREIGN	SM COS		PUR	CHASED	09/0	7/11	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	ΩE	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS
97.	86.		0.		0.		11.
(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DA'		DATE SOLD
PIMCO EMERGING MARKETS	BOND FD		PUR	CHASED	06/2	9/12	02/25/13
(B)	(C)	(D)	OF	(E)			(F)
GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF.	DEPRE	c.	GAIN	OR LOSS
286.	273.		0.		0.		13.

(A) DESCRIPTION OF PROPERTY	.			ANNER QUIRED	DA ^c	TE IRED	DATE SOLD
PIMCO EMERGING MARKETS	BOND FD		PUR	CHASED	07/3	1/12	02/25/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)
3,839.	3,775.		0.		0.		64.
(A) DESCRIPTION OF PROPERTY	7			ANNER QUIRED	DA ACQU		DATE SOLD
PIMCO EMERGING MARKETS	BOND FD		PUR	CHASED	08/3	1/12	02/25/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F) OR LOSS
4,436.	4,391.	- · · · · · · · ·	0.		0.		45.
(A) DESCRIPTION OF PROPERTY	7			IANNER QUIRED	DA ACQU		DATE SOLD
TEMPLETON INST FOREIGN	SM COS		PUR	CHASED	09/1	1/12	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	iC.	GAIN	OR LOSS
185.	170.		0.		0.		15.
(A) DESCRIPTION OF PROPERTY	ř.			IANNER CQUIRED	DA ACQU		DATE SOLD
TEMPLETON INST FOREIGN	SM COS		PUF	CHASED	09/1	1/12	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		~ -	(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	·	GAIN	OR LOSS
2,346.	2,154.		0.		0.		192.

DESCRIPT	(A) TION OF PROPERTY				ANNER QUIRED		IRED	DATE SOLD
SIWCO EW	MERGING MARKETS	BOND FD		PUR	CHASED	09/2	8/12	02/25/13
	(B)	(C)	(D)	0.11	(E)			(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
	3,711.	3,707.		0.		0.		4.
DESCRIPT	(A) TION OF PROPERTY	•			ANNER QUIRED		TE IRED	DATE SOLD
SELECTE	AMERICAN SHARE	S CL D		PUR	CHASED	10/0	8/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	α	GA TN	(F)
_	SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR LOSS
	19,759.	20,015.		0.		0.		-256 .
DESCRIPT	(A) FION OF PROPERTY	<u>'</u>			IANNER		TE VIRED	DATE SOLD
TEMPLETO	ON GLOBAL TOTAL	RETURN FD ADVIS	OR CL	PUR	CHASED	10/1	7/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF.	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS
	7,754.	7,677.		0.		0.		77.
DESCRIP:	(A) FION OF PROPERTY	r.			IANNER QUIRED		TE JIRED	DATE SOLD
PIMCO EN	MERGING MARKETS	BOND FD		PUF	CHASED	10/3	31/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
_	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	4,199.	4,218.		0.		0.		-19.

DESCRIP	(A) TION OF PROPERTY	C			ANNER QUIRED	DĀ ACQU		DATE SOLD
remplet(ON GLOBAL TOTAL	 RETURN FD ADVIS	OR CL	PUR	CHASED	11/1	9/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	7,989.	7,880.		0.		0.		109.
DESCRIP	(A) TION OF PROPERTY	Y			ANNER QUIRED			DATE SOLD
PIMCO E	MERGING MARKETS	BOND FD		PUR	CHASED	11/3	0/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE		SALE		DEPRE	C.	GAIN	OR LOSS
•	4,550.	4,607.		0.		0.		-57.
DESCRIP	(A) TION OF PROPERT	Y			ANNER QUIRED		TE IRED	DATE SOLD
PIMCO E	MERGING MARKETS	BOND FD		PUR	CHASED	12/1	2/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF ·	(E)			(F)
		OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	772.	787.		0.		0.		-15.
DESCRIP	(A) TION OF PROPERT	Y			ANNER QUIRED		TE JIRED	DATE SOLD
VANGUAR	D PRIMECAP CORE	FD		PUF	CHASED	12/1	7/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	21,879.	20,671.		0.		0.		1,208.

)ESCRIPT	(A) ION OF PROPERTY				MANNER CQUIRED		TE IRED	DATE SOLD
/ANGUARD	PRIMECAP CORE	 FD		PUI	RCHASED	12/1	7/12	02/25/13
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C.		(F)
	22,468.	21,227.		0.		0.		1,241.
DESCRIPT	(A) TION OF PROPERTY				MANNER CQUIRED		TE	DATE SOLD
SELECTED	AMERICAN SHARE	S CL D		PU	RCHASED	12/1	8/12	02/25/13
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)
_	20,226.	19,370.		0.		0.		856.
DESCRIPT	(A) TION OF PROPERTY				MANNER CQUIRED		TE JIRED	DATE SOLD
TEMPLETO	N GLOBAL TOTAL	RETURN FD ADVIS	SOR CL	PU	RCHASED	12/1	.9/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
_	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
	1,532.	1,507.		0.		0.		25.
DESCRIPT	(A) TION OF PROPERTY				MANNER CQUIRED		ATE JIRED	DATE SOLD
TEMPLETO	ON GLOBAL TOTAL	 RETURN FD ADVIS	SOR CL	PU	RCHASED	12/1	9/12	02/25/13
	(B) GROSS	(C) COST OR	(D) EXPENSE	ΨO	(E)			(F)
	SALES PRICE	OTHER BASIS	SALE		DEPRE	IC.	GAIN	OR LOSS
_	2,446.	2,406.		0.		0.		40.

)ESCRIPT	(A)	PROPERTY				ANNER QUIRED	DA'		DATE SOLD
CEMPLETO	N GLOBA	L TOTAL	RETURN FD ADVIS	OR CL	PUR	CHASED	12/1	9/12	02/25/13
	(I GRO		(C) COST OR	(D) EXPENSE	OF	(E)			(F)
	SALES	PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR LOSS
		30,198.	29,699.		0.		0.		499.
DESCRIPT	(A) CION OF	PROPERTY	Ţ.			IANNER QUIRED	DA ACQU	TE IRED	DATE SOLD
rempleto	N INST	FOREIGN	SM COS		PUF	CHASED	12/2	7/12	02/25/13
	GRO	B) DSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
_	SALES	PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
		20,643.	19,655.		0.		0.		988.
DESCRIPT	(A) TION OF	PROPERT	Y			MANNER CQUIRED		TE IRED	DATE SOLD
PARAMETI	RIC TAX	MANAGED	EMERGING MKTS	INSTL	PUE	RCHASED	12/2	8/12	02/25/13
		В)	(C)	(D)		(E)			(F)
		OSS PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
		34,997.	34,861.		0.		0.		136.
DESCRIP	(A) rion of	PROPERT	Y			MANNER CQUIRED		TE JIRED	DATE SOLI
PIMCO E	MERGING	MARKETS	BOND FD		PUI	RCHASED	12/2	27/12	02/25/13
		B)	(C)	(D)		(E)	•		(F)
		OSS PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	EC.	GAII	N OR LOSS
-		4,684.	4,751.		0.		0.		-67.

(A) DESCRIPTION OF PROPERTY	•			ANNER QUIRED	DA ACQU	TE IRED	DATE SOLD
PIMCO EMERGING MARKETS	BOND FD		PUR	CHASED	12/3	1/12	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
4,217.	4,284.		0.		0.		-67.
(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DA ACQU	TE IRED	DATE SOLD
FEMPLETON GLOBAL TOTAL	RETURN FD ADVIS	SOR CL	PUR	CHASED	01/1	7/13	02/25/13
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOSS
7,739.	7,741.		0.		0.		-2.
(A) DESCRIPTION OF PROPERTY	7			ANNER QUIRED	DA ACQU	TE IRED	DATE SOLD
PIMCO EMERGING MARKETS	BOND FD		PUR	CHASED	01/3	1/13	02/25/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) I OR LOSS
4,290.	4,309.		0.		0.		-19.
(A) DESCRIPTION OF PROPERTY	Ž			ANNER QUIRED		TE IRED	DATE SOLD
TEMPLETON GLOBAL TOTAL	RETURN FD ADVIS	SOR CL	PUR	CHASED	02/2	0/13	02/25/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F)
7,327.			0.		0.		-39.

DESCRIE	(A) PTION OF PROPERTY				ANNER QUIRED	DA ACQU	TE IRED	DATE SOLD
LOOMIS	SAYLES BOND INST	— L		PUR	CHASED	12/1	7/12	02/26/13
	(B)	(C)	(D)	OFF	(E)			(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	С.	GAIN	OR LOSS
	11,294.	11,247.		0.		0.		47.
DESCRII	(A) PTION OF PROPERTY				ANNER QUIRED	DA ACQU		DATE SOLD
LOOMIS	SAYLES BOND INST	 L		PUR	CHASED	01/2	8/13	02/26/13
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) OR LOSS
	8,845.	8,955.		0.		0.		-110.
	(A) PTION OF PROPERTY SAYLES BOND INST	_ _		AC	IANNER QUIRED		TRED	DATE SOLD 02/26/13
поонть	(B)	(C)	(D)	101	(E)	02,2	3, 13	(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
	9,847.	9,851.		0.		0.		-4.
DESCRI	(A) PTION OF PROPERTY	ŗ			IANNER QUIRED		TE IRED	DATE SOLD
DESCRII	PTION OF PROPERTY	<u>. </u>		AC				DATE SOLD
	PTION OF PROPERTY	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	PUF	QUIRED	ACQU	URED	DATE SOLD (F) OR LOSS

	(A)			Ī	IANNER	DA:	re		
DESCRIP'	TION OF PROPERTY					ACQU:		DATE	SOLD
VASH SA	LES			PUF	RCHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPREC	:. 	GAIN	OR LO	SS
	86.	0.		0.		0.			86.
DESCRIP	(A) TION OF PROPERTY	_			MANNER CQUIRED	DA'		DATE	SOLD
LONG TE	RM DISTRIBUTION			PUF	RCHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	z .		(F) OR LO	SS
	355,745.	37,516.		0.		0.		318,	229.
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED	DA ACQU		DATE	SOLD
ROUNDIN	G ADJUSTMENT	_		PUI	RCHASED		_		•
	(B)	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	GROSS SALES PRICE	OTHER BASIS	SALE	Or	DEPRE	c	GAIN	OR LO	oss
	4.	0.		0.		0.			4.
DESCRIE	(A) PTION OF PROPERTY				MANNER CQUIRED	DA ACQU		DATE	SOLD
CPOF -	STCG			PU	RCHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	~	03	(F)	200
	SALES PRICE	OTHER BASIS	SALE		DEPRE		GAIN	OR L	
	193.	193.		0.		0.			0.

. (A) DESCRIPTION OF PROPERTY				IANNER CQUIRED	DA'		DATE	SOLD
CPOF - LTCG	_		PUR	CHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	С.	GAIN	(F) I OR L	oss
41,966.	41,966.		0.		0.			0.
(A) DESCRIPTION OF PROPERTY				IANNER CQUIRED	DA'		DATE	SOLD
CPOF - SEC 1231 GAIN			PUF	RCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) IORL	oss
294.	294.		0.		0.			0.
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DA ACQU		DATE	SOLD
CPOF - SEC 1256 LOSS			PUF	RCHASED				
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
SALES PRICE 0.	OTHER BASIS	SALE	0.	DEPRE	0. 0.	GAIN	OR L	oss
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DA ACQU		DATE	SOLD
CPOF II - STCG	_		PUI	RCHASED	-			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		GAII	(F) NORL	oss
570.	570.		0.		0.			0.

DESCRIPT	(A) TION OF PROPERTY	_			MANNER CQUIRED		TE IRED	DATE	SOLD
CPOF II	- LTCG			PU	RCHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
_	SALES PRICE	OTHER BASIS	SALE		DEPRE	· .	GAIN	OR L	oss
_	44,079.	44,079.		0.		0.			0.
DESCRIPT	(A) FION OF PROPERTY	-			MANNER CQUIRED		TE IRED	DATE	SOLD
CPOF II	- SEC 1231 GAIN	_		PU	RCHASED				<u> </u>
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	~	CA TA	(F)	000
	SALES PRICE		SALE		DEPREC		GAIN	OR L	
	1,547.	1,547.		0.		0.			0.
	(A) TION OF PROPERTY			_A	MANNER CQUIRED		TE UIRED	DATE	SOLD
CPOF 11	- SEC 1256 LOSS			PU	RCHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
_	SALES PRICE	OTHER BASIS	SALE		DEPRE	c	GAIN	OR I	oss
	0.	0.		0.		0.			0.
DESCRIP'	(A) TION OF PROPERTY				MANNER CQUIRED		TE JIRED	DATE	SOLD
CPOF II	I - STCG			PU	RCHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	_		(F)	
-	SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAII	N OR I	LOSS
	346.	346.	,	0.		0.			0.

	(A) TION OF	PROPERTY	_			MANNER CQUIRED			DATE	SOLD
CPOF III	L - LTC	3	_		PUI	RCHASED				
	GRO	3) DSS PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	c.	GAIN	(F) I OR I	oss
_		5,744.	5,744.		0.		0.			0.
DESCRIPT	(A) TION OF	PROPERTY				MANNER CQUIRED		TE VIRED	DATE	E SOLD
CPOF III	I - SEC	1231 GAI	<u></u>		PU	RCHASED				
	GRO	B) OSS PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	.	GAIN	(F) 1 OR I	oss
_		48.	48.		0.		0.			0.
	-	PROPERTY			A	MANNER CQUIRED 		ATE JIRED	DATE	SOLD
	I - SEC	1256 LOS	- S (C) COST OR		PU	CQUIRED	ACQU	JIRED	(F)	
	I - SEC	1256 LOS	 s (C)		PU	CQUIRED RCHASED (E) DEPRE	ACQU		(F)	
CPOF III	rion of I - SEC GRO SALES	1256 LOS B) OSS PRICE	(C) COST OR OTHER BASIS	EXPENSE	PU. OF	CQUIRED RCHASED (E) DEPRE	ACQU C.	JIRED	(F) 1 OR I	oss
CPOF III	I - SEC GROSALES (A) TION OF	1256 LOS: B) OSS PRICE 0.	(C) COST OR OTHER BASIS	EXPENSE	OF A	CQUIRED RCHASED (E) DEPREC	ACQU C.	GAIN TE	(F) 1 OR I	oss 0.
DESCRIP	CON OF I - SEC GRES SALES (A) TION OF - STCG GRES	1256 LOS: B) OSS PRICE 0.	(C) COST OR OTHER BASIS	EXPENSE	OF A PU	CQUIRED RCHASED (E) DEPRE	DA ACQU	GAIN ————————————————————————————————————	(F) 1 OR I	OSS O. SOLD

DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
CPOF IV	- LTCG			PUI	RCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C. GAI	(F) N OR LOSS
	502.	502.		0.		0.	0.
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
CPOF IV	- SEC 1231 LOSS	_		PUI	RCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E)	C. GAT	(F) N OR LOSS
	0.	0.		0.		0.	0.
DESCRIP	(A)			Ŋ	IANNER	DATE	
DESCRIB					~^	3 00	
	LL EQUITY & ESOP	_	ERS II -		CQUIRED RCHASED	ACQUIRED	DATE SOLD
CHURCHI	LL EQUITY & ESOP	— CAPITAL PARTNE (C)	(D)	PUE		ACQUIRED	DATE SOLD (F)
CHURCHI	LL EQUITY & ESOP	— CAPITAL PARTNE		PUE	RCHASED		
CHURCHI	LL EQUITY & ESOP (B) GROSS	CAPITAL PARTNE	(D) EXPENSE	PUE	RCHASED		(F)
CHURCHI LTCG	LL EQUITY & ESOP (B) GROSS SALES PRICE	(C) COST OR OTHER BASIS 62,616.	(D) EXPENSE	PUF OF	RCHASED	C. GAI	(F) N OR LOSS
DESCRIP	(B) GROSS SALES PRICE 62,616.	(C) COST OR OTHER BASIS 62,616.	(D) EXPENSE SALE	OF O.	CHASED (E) DEPRE	C. GAI O. DATE	(F) N OR LOSS
DESCRIP	(B) GROSS SALES PRICE 62,616. (A) TION OF PROPERTY	(C) COST OR OTHER BASIS 62,616.	(D) EXPENSE SALE	OF O. PUE	CQUIRED	O. DATE ACQUIRED	(F) N OR LOSS

· (A) DESCRIPTION OF PROPERTY					MANNER CQUIRED		TE IRED	DATE	SOLD
LONE STAR GROWTH CAPITA	- L LP - LTCG			PU	RCHASED			-	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS		(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F) I OR L	oss
348,962.	34,8,96	52.		0.		0.			0.
(A) DESCRIPTION OF PROPERTY	_				MANNER ACQUIRED		TE IRED	DATE	SOLD
LESS: UBTI				PU	TRCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	3	(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F) IORL	oss
0.		0.		0.	•	0.			0.
CAPITAL GAINS DIVIDENDS	FROM PART	IV							0.
rotal to form 990-pf, p	ART I, LINE	6A						582	,264.
FORM 990-PF DI	VIDENDS AND	INT	EREST FRO	MC	SECURITIE	S	STZ	ATEMEN	т 2
SOURCE		GRO	SS AMOUN'	r	CAPITAL DIVIDE		c C	OLUMN AMOUN	
DIVIDENDS PER BOOK - NA FINANCIAL SERVICES LLC		A	726,08	4.	,,,,,,	0.		726	,084.
SHORT TERM CAPITAL GAIN DISTRIBUTIONS PER BOOK			10,94	6.		0.		10	,946.
TOTAL TO FM 990-PF, PAR	TI, LN 4		737,03	 0.		0.		737	,030.

FORM 990-PF OTHER	R INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHURCHILL EQUITY & ESOP II	65,146.	0.	. 0.
PORTFOLIO INTEREST	0.	240.	. 0.
CLEARWATER PRIVATE OPPORTUNITY FUND			
#45-0463589	0.	0 .	
ORDINARY INCOME	0.	228	. 0.
NET RENTAL INCOME	0.	-3	
PORTFOLIO INTEREST	0.	1,455	. 0
PORTFOLIO DIVIDENDS	0.	6,449	. 0
ROYALTIES	0.	1.	
OTHER PORTFOLIO INCOME	0.	141	. 0
CANCELLATION OF DEBT INCOME	0.	21.	. 0
OTHER INCOME	0.	544	. 0
LESS: UBTI	0.	-573	. 0
CLEARWATER PRIVATE OPP FUND II			
#20-2825162	0.	0	. 0
ORDINARY INCOME	0.	210	. 0
RENTAL INCOME	0.	-127	. 0
OTHER RENTAL INCOME	0.	87	. 0
INTEREST	0.	3,460	. 0
DIVIDENDS	0.	14,553	. 0
ROYALTIES	0.	24	. 0
OTHER PORTFOLIO INCOME	0.	-233	. 0
CANCELLATION OF DEBT INCOME	0.	22	. 0
OTHER INCOME	0.	879	. 0
LESS: UBTI	0.	-675	. 0
CLEARWATER PRIVATE OPP FUND III			
#26-2251284	0.		
ORDINARY INCOME	0.	926	. 0
RENTAL INCOME	0.	-1	
OTHER RENTAL INCOME	0.	30	
PORTFOLIO INTEREST	0.	•	
DIVIDENDS	0.	•	
ROYALTIES	0.		
OTHER PORTFOLIO INCOME	0.		
OTHER INCOME	0.		
LESS: UBTI	0.	-1,146	. 0
CLEARWATER PRIVATE OPP FUND IV	_		
#45-2978316	0.		
ORDINARY INCOME	0.		
PORTFOLIO INTEREST	0.		
DIVIDENDS	0.		
OTHER PORTFOLIO INCOME	0.		
OTHER INCOME	0.		
LESS: UBTI	0.	53	. 0
CORAL'S 2007 MOMENTUM FUND			
PORTFOLIO INTEREST	0.	0	. 0

SPELL CAPITAL PARTNERS III	0. 0. 0. 0. 0. 0. 7. TEMENT 4
PORTFOLIO INTEREST	0. 0. 0. 0. TEMENT 4
PORTFOLIO INTEREST PORTFOLIO DIVIDENDS O. 47,925. LONE STAR GROWTH CAPITAL LP 441-2192242 PORTFOLIO INTEREST O. 39,955. FOTAL TO FORM 990-PF, PART I, LINE 11 533,500. 123,826. FORM 990-PF ACCOUNTING FEES (A) EXPENSES NET INVEST- PER BOOKS MENT INCOME ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	0. 0. 0. 0. TEMENT 4
PORTFOLIO DIVIDENDS LONE STAR GROWTH CAPITAL LP #41-2192242	0. 0. 0. TEMENT 4
LONE STAR GROWTH CAPITAL LP #41-2192242 322,000. 0. PORTFOLIO INTEREST 0. 39,955. FOTAL TO FORM 990-PF, PART I, LINE 11 533,500. 123,826. FORM 990-PF ACCOUNTING FEES STAY (A) (B) (C) EXPENSES NET INVEST- ADJUSTED (C) PER BOOKS MENT INCOME NET INCOME *ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	0. 0. TEMENT 4
PORTFOLIO INTEREST O. 39,955. FOTAL TO FORM 990-PF, PART I, LINE 11 533,500. 123,826. FORM 990-PF ACCOUNTING FEES STATE (A) (B) (C) EXPENSES NET INVEST- ADJUSTED OF ACCOUNTING PER BOOKS MENT INCOME NET INCOME *ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	0. 0. TEMENT 4
FORM 990-PF, PART I, LINE 11 533,500. 123,826. FORM 990-PF ACCOUNTING FEES STATE (A) (B) (C) EXPENSES NET INVEST- ADJUSTED OF ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	TEMENT 4
FORM 990-PF ACCOUNTING FEES (A) (B) (C) EXPENSES NET INVEST- ADJUSTED PER BOOKS MENT INCOME *ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	TEMENT 4
(A) (B) (C) EXPENSES NET INVEST- ADJUSTED PER BOOKS MENT INCOME NET INCOME *ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	(D)
(A) (B) (C) EXPENSES NET INVEST- ADJUSTED PER BOOKS MENT INCOME NET INCOME *ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	(D)
DESCRIPTION PER BOOKS MENT INCOME NET INCOME *ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	
*ACCOUNTING AND TAX SERVICE 86,609. 15,822. 0.	CHARITABLE PURPOSES
**AUDIT FEES 175. 88. 0.	69,287.
	87.
*80% ALLOCATED TO	0
CHARITABLE 0. 0. 0. *20% ALLOCATED TO	0.
INVESTMENTS 0. 0. 0.	0.
**50% ALLOCATED TO	
CHARITABLE 0. 0. 0.	0.
**50% ALLOCATED TO	
INVESTMENTS 0. 0.	0.
TO FORM 990-PF, PG 1, LN 16B 86,784. 15,910. 0.	69,374.
FORM 990-PF TAXES STA	TEMENT 5
(A) (B) (C)	(D)
	CHARITABLE
DESCRIPTION PER BOOKS MENT INCOME NET INCOME	PURPOSES
2010 AMENDED DEBUTDA	
2010 AMENDED RETURN BALANCE DUE 570. 0. 0.	0.
FEDERAL Q3 ESTIMATE 12,000. 0. 0.	0.
FEDERAL Q4 ESTIMATE 5,000. 0. 0.	0.
2011 FEDERAL BALANCE DUE	•
(990T) 21. 0. 0.	0.
FEDERAL UBTI - Q4 PAYMENT 200. 0. 0.	0.
NEW YORK 2011 EXTENSION	_
PAYMENT 250. 0. 0.	0.
2011 NY AMENDED RETURN BALANCE DUE 119. 0. 0.	0.
	0.
AND AND THE CONTRACTOR OF THE	0.
FOREIGN TAXES WITHHELD 0. 15,022. 0. FOREIGN TAXES THRU CPOF 0. 108. 0.	U •

,				
DRISCOLL FOUNDATION				41-6012065
FOREIGN TAXES THRU CPOF				
III ' FOREIGN TAXES THRU CPOF IV	0. 0.	66. 1.	0. 0.	0. 0.
TO FORM 990-PF, PG 1, LN 18	18,160.	15,238.	0.	0.
=	 			
FORM 990-PF	OTHER E	XPENSES	ST	PATEMENT 6
	(3)	(P)	(0)	(D)
	(A) EXPENSES	(B) NET INVEST-	(C) ADJUSTED	(D) CHARITABLE
DESCRIPTION	PER BOOKS	MENT INCOME	NET INCOME	PURPOSES
*STATE FILING FEE	25.	0.	0.	25.
CHURCHILL EQUITY & ESOP #41-1963960	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	383.	0.	0.
CLEARWATER PRIVATE OPP FUND	•	505.	•	•
#45-0463589	0.	0.	0.	0.
SEC. 179	0.	1.	0.	0.
SEC. 59(E)(2)	0.	149.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	8,076.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	58.	0.	0.
OTHER DEDUCTIONS	0.	75.	0.	0.
CLEARWATER PRIVATE OPP FUND				
II #20-2825162	0.	0.	0.	0.
SEC. 179	0.	3.	0.	0.
ROYALTY DEDUCTIONS	0.	14.	0.	0.
SEC. 59(E)(2)	0.	502.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	10,699.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	69.	0.	0.
OTHER DEDUCTIONS	0.	88.	0.	0.
CLEARWATER PRIVATE OPP FD	•		_	_
III #26-2251284	0.		0.	0.
ROYALTY DEDUCTIONS	0.		0.	0.
SEC. 59(E)(2)	. 0.		0.	0.
2% PORTFOLIO DEDUCTIONS	0.	•	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0. 0.		0.	0.
OTHER DEDUCTIONS CLEARWATER PRIVATE OPP FD IV	0.	211.	0.	0.
#45-2978316	0.	0.	0.	0.
SEC. 59(E)(2)	0.		0.	0.
2% PORTFOLIO DEDUCTIONS	0.		0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	•	0.	0.
OTHER DEDUCTIONS	0.		0.	0.
SPELL CAPITAL FD III	3.	J.	J.	•
#20-5376879	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.		0.	0.
SPELL MEZZANINE PARTNERS		•		
#37-1661465	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	468.	0.	0.
CODAL'S 2007 MOMENTUM ED				

0.

0.

CORAL'S 2007 MOMENTUM FD

#20-5260256

0.

DRISCOLL FOUNDATION				41-6012065
2% PORTFOLIO DEDUCTIONS *100% ALLOCATED TO	0.	13,106.	0.	0.
DISBURSEMENTS FOR CHARITABLE PURPOSES	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	25.	54,156.	0.	25.
FORM 990-PF OTHER DECREASES	IN NET ASSETS	OR FUND BALAI	NCES S'	TATEMENT 7
DESCRIPTION				AMOUNT
CHURCHILL ENVIRONMENTAL & INDUCTION CORRECTING ENTRY FOR VOIDED CH				80,632.
TOTAL TO FORM 990-PF, PART III	, LINE 5			82,632.
FORM 990-PF	CORPORATE ST	COCK	S'	FATEMENT 8
DESCRIPTION		BOOK V		AIR MARKET VALUE
FIDELITY CASH RESERVES WEYERHAEUSER CO OAKMARK SELECT FD SELECTED AMERICAN SHARES VANGUARD PRIMECAP CORE FD CLEARWATER SMALL COMPANIES FUN LIFE TIME FITNESS INC DODGE & COX INTL STOCK FUND AMERICAN EUROPACIFIC GR CL F2 MSDW INSTITUTIONAL INTL EQUITY TEMPLETON INST FOREIGN SM COS EATON VANCE T-M EMERGING MKTS TOUCHSTONE EMERGING MARKETS		34: 1,06: 1,13(91) 1,01: 2' 59: 84: 63: 89: 1,45: 24:	3,012. 1,381. 1,467. 0,169. 6,592. 9,853. 7,609. 8,131. 5,216. 9,138. 7,619. 4,221. 0,079.	553,012. 1,384,446. 1,235,161. 1,274,084. 1,284,120. 1,585,547. 1,113,339. 674,483. 1,352,211. 685,550. 1,396,182. 1,760,182. 258,152.
HUSSMAN STRATEGIC GROWTH PIMCO ALL ASSET INST CLASS EUROPEAN INVESTORS GLBL PROP THIRD AVENUE REAL ESTATE TOTAL TO FORM 990-PF, PART II,	LINE 10B	74 1,51 71 41	8,964. 5,141. 7,402. 8,403.	620,204. 1,565,880. 903,428. 863,243.

FORM 990-PF C	ORPORATE BONDS		STATEMENT 9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
OUBLELINE TOTAL RETURN BOND FD C	т. т	1,025,468.	1,036,079.
LOOMIS SAYLES BOND INSTL	1	2,234,717.	2,504,249.
PIMCO EMERGING MARKETS BOND FD		904,032.	1,063,395.
TEMPLETON GLOBAL TOTAL RETURN FD	ADVISOR CL	1,851,646.	2,005,192.
FOTAL TO FORM 990-PF, PART II, LI	NE 10C	6,015,863.	6,608,915.
FORM 990-PF OT	HER INVESTMENTS		STATEMENT 10
	VALUATION	· · · · · · · · · · · · · · · · · · ·	FAIR MARKET
DESCRIPTION	METHOD	BOOK VALUE	VALUE
CHURCHILL ENVIRONMENTAL CAP	COST	0.	0.
CHURCHILL EQUITY & ESOP CAP II	COST	155,743.	115,553.
CLEARWATER PRIVATE OPPORT FUND	COST	275,860.	299,270.
CLEARWATER PRIVATE OPP FD II	COST	379,477.	484,840.
CLEARWATER PRIVATE OPP FD III	COST	248,477.	252,767.
CLEARWATER PRIVATE OPP FD IV	COST	47,500.	47,937.
CORAL'S 2007 MOMENTUM FD	COST	384,304.	506,056.
LONE STAR GROWTH CAPITAL LP	COST	423,385.	533,215.
SPELL MEZZANINE PARTNERS SBIC LP	COST	156,000.	156,000.
SPELL CAPITAL PARTNERS III	COST	288,662.	236,960.
ROUNDING ADJUSTMENT	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LI	NE 13	2,359,408.	2,632,598.
FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FURNISHINGS ROUNDING ADJUSTMENT	10,982.	10,982.	10,982.
TO FORM 990-PF, PART II, LINE 15	10,982.	10,981.	10,981.

	T OF OFFICERS, D FOUNDATION MANA		STATI	EMENT	12
JAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB		
CLIZABETH S. DRISCOLL 30 E. 7TH STREET, SUITE 2000 3T PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.		0.
JEFF R.TOLZIN 30 E. 7TH STREET, SUITE 2000 3T PAUL, MN 55101-4930	SECRETARY/TREA	ASURER 0.	0.		0.
JOHN B. DRISCOLL 30 E. 7TH STREET, SUITE 2000 3T PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.		0.
MARGARET L. DRISCOLL 30 E. 7TH STREET, SUITE 2000 3T PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.		0.
VILLIAM L. DRISCOLL 30 E. 7TH STREET, SUITE 2000 3T PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.		0.
ELIZABETH D. HLAVKA 30 E. 7TH STREET, SUITE 2000 3T PAUL, MN 55101-4930	PRESIDENT/DIRE 1.00	ECTOR 0.	0.		0.
4. JOHN DRISCOLL (DECEASED) 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	0.00	0.	0.		0.
rotals included on 990-pf, page (6, PART VIII	0.	0.		0.
	T XV - LINE 1A FOUNDATION MANAGE	≅RS	STAT	EMENT	13

NAME OF MANAGER

ELIZABETH S. DRISCOLL W. JOHN DRISCOLL (DECEASED)

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14 PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELIZABETH, D. HLAVKA, PRESIDENT DRISCOLL FDN, 30 E 7TH ST, STE 2000 ST PAUL, MN 55101-4930

TELEPHONE NUMBER

651 228-0935

FORM AND CONTENT OF APPLICATIONS

THERE IS NO SET FORM OF APPLICATION FOR GRANTS. HOWEVER, THE APPLICATIONS SHOULD BE CONCISE AND TYPEWRITTEN. THE APPLICATION MUST INCLUDE A CLEAR STATEMENT OF THE PURPOSE OF THE PROJECT OR PROGRAM AND A COMPLETE BUDGET. STATEMENTS OF QUALIFICATIONS OF PERSONS WHO WILL HAVE MAJOR RESPONSIBILITIES FOR PROJECT SHOULD BE INCLUDED. APPLICATION MUST CARRY A COPY OF THE ORGANIZATION'S LETTER OF TAX EXEMPTION ISSUED BY THE INTERNAL REVENUE SERVICE AND DETERMINATION LETTER REGARDING PRIVATE FOUNDATION STATUS.

ANY SUBMISSION DEADLINES

PROPOSALS ARE CONSIDERED THROUGHOUT THE YEAR AND DETERMINATION LETTERS ARE SENT PROMPTLY.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION CONFINES ITS GRANTS LARGELY, BUT NOT EXCLUSIVELY, TO THE METROPOLITAN AREAS OF ST PAUL AND MINNEAPOLIS, MINNESOTA AND SAN FRANCISCO, CALIFORNIA.

Granton Organization	Address	Public Charity	Purpose	Date	Amount
Africaid	466 Foothill Blvd., #358 La Canada, CA 91011	Yes	General operating support	2/28/2013	\$10,000.00
Agros International	2225 4th Avenue, 2nd Floor Seattle, WA 98121	Yes	General operating support	2/28/2013	\$20,000.00
American University in Cairo	420 Fifth Avenue, 3rd Floor New York, NY 10018-2729	Yes	General operating support	2/28/2013	\$5,000.00
Bates College	2 Andrews Road Lewiston, ME 04240	Yes	General operating support	2/28/2013	\$5,000.00
Bridge for Youth	1111 West 22nd Street Minneapolis, MN 55405	Yes	General operating support	2/28/2013	\$20,000.00
Broadwy Center for Performing Arts	901 Broadway Tacoma, WA 98402	Yes	General operating support	2/28/2013	\$40,000.00
Burke Museum of Natural History & Culture at University of Washington	Box 359505 Seattle, WA 98195-9505	Yes	General operating support	2/28/2013	\$5,000.00
Cameron and Hayden Lord Foundation	110 Riverside Drive, #12C New York, NY 10024	Yes	General operating support	2/28/2013	\$2,500.00
Chatham Hall	800 Chatham Hall Circle Chatham, VA 24531	Yes	General operating support	2/28/2013	\$1,000.00
Children's Home Society & Family Services	1605 Eustis Street St. Paul, MN 55108	Yes	General operating support	2/28/2013	\$1,000.00

EIN - 41-6012065

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
College Possible	450 North Syndicate Street, #200 St. Paul, MN 55104	Yes	General operating support	2/28/2013	\$25,000.00
Common Sense Media	650 Townsend Street, Suite 435 San Francisco, CA 94103	Yes	General operating support	2/28/2013	\$5,000.00
Community Resource Center	444 Sherman Street, Suite 102 Denver, CO 80203-4430	Yes	General operating support	2/28/2013	\$2,000.00
Curtis Park Neighbors	2800 Curtis Street Denver, CO 80303	Yes	General operating support	2/28/2013	\$1,500.00
Davis Phinney Foundation	1722 14th Street, Suite 150 Boulder, CO 80302	Yes	General operating support	2/28/2013	\$ 5,000.00
Denver Art Museum	100 W 14th Ave Parkway Denver, CO 80204-2788	Yes	General operating support	2/28/2013	\$ 5,000.00
Denver Health Foundation	655 Broadway MC 0111 Denver, CO 80203	Yes	restricted to the research project of Dr. Robert D. Keeley, MD, MSPH, entitled Motivation Interviews adapted for Depression Treatment in Primary Care (NIMH #1K23MH082997)	2/28/2013	\$10,000.00
Denver Health Foundation	655 Broadway MC 0111 Denver, CO 80203	Yes	restricted to the research project of Dr. Robert D. Keeley, MD, MSPH, entitled Motivation Interviews adapted for Depression Treatment in Primary Care (NIMH #1K23MH082997)	2/28/2013	\$15,000.00
Dodge Nature Center	365 West Marie Avenue West St. Paul, MN 55118	Yes	General operating support	2/28/2013	\$5,000.00

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Dreamyard Project Inc.	1085 Washington Ave, Ground Floor Bronx, NY 10456	Yes	General operating support	2/28/2013	\$2,500.00
Ducks Unlimited, Inc.	One Waterfowl Way Memphis, TN 38120-2351	Yes	General operating support	2/28/2013	\$25,000.00
Ducks Unlimited, Inc.	One Waterfowl Way Memphis, TN 38120-2351	Yes	General operating support	2/28/2013	\$1,000.00
Emergency Food Network	3318 92nd Street South Lakewood, WA 98499	Yes	General operating support	2/28/2013	\$10,000.00
Empowerment International	PO Box 1215 Lyons, CO 80540-4390	Yes	General operating support	2/28/2013	\$7,500.00
Family Star Montessori	2246 Federal Boulevard Denver, CO 80211	Yes	General operating support	2/28/2013	\$ 2,000.00
Franconia Sculpture Park	29836 St. Croix Trail Franconia, MN 55074	Yes	General operating support	2/28/2013	\$2,000.00
Franconia Scuipture Park	29836 St. Croix Trail Franconia, MN 55074	Yes	Land purchase	2/28/2013	\$10,000.00
Franconia Sculpture Park	29836 St. Croix Trail Franconia, MN 55074	Yes	Maintenance Capital Project	2/28/2013 \$	\$ 25,000.00
Friendship Bridge	405 Urban Street, Suite 140 Lakewood, CO 80228	Yes	General operating support	2/28/2013	\$10,000.00

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Grace Christlan School	855 Chevy Way Medford, OR 97504	Yes	General operating support	2/28/2013	\$10,000.00
Great River Greening	35 West Water Street, Suite 201 St. Paul, MN 55107	Yes	General operating support	2/28/2013	\$8,000.00
Greater Twin Cities United Way	404 South Eighth Street Minneapolis, MN 55404-1084	Yes	General operating support	2/28/2013	\$50,000.00
Groundwork Denver	2740 West 28th Avenue Denver, CO 80211	Yes	In honor of Emilie Baratta	2/28/2013	\$2,500.00
Guide Dogs for the Blind, Inc.	PO Box 151200 San Rafael, CA 94915-1200	Yes	General operating support	2/28/2013	\$1,000.00
Hotchkiss School	11 Interlaken Road Lakeville, CT 06039-2141	Yes	Walter Crain Scholarship Fund	2/28/2013	\$5,000.00
Hotchkiss School	11 Interlaken Road Lakeville, CT 06039-2141	Yes	General operating support	2/28/2013	\$5,000.00
. House of Hope Presbyterian Church	797 Summit Avenue St. Paul, MN 55105	Yes	General operating support	2/28/2013 \$	5,000.00
Jacksonville Woodlands Association	PO Box 1210 Jacksonville, OR 97530	Yes	General operating support	2/28/2013	\$1,000.00
James J. Hill Reference Library	80 West Fourth Street St. Paul, MN 55102	Yes	General operating support	2/28/2013	\$1,000.00

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Jean Weingarten Peninsula Oral School for The Deaf	3518 Jefferson Avenue Redwood City, CA 94062	Yes	General operating support	2/28/2013	\$5,000.00
La Compagnie	PO Box 50864 Mendota, MN 55150-1417	Yes	General operating support	2/28/2013 \$	\$10,000.00
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	Yes	General operating support	2/28/2013	\$2,000.00
Macalester College	1600 Grand Avenue St. Paul, MN 55105-1899	Yes	General operating support	2/28/2013	\$1,000.00
Menio School	50 Valparaiso Avenue Atherton, CA 94027-4400	Yes	General operating support	2/28/2013 \$	\$10,000.00
Milkweed Editions, Inc.	1011 Washington Ave S., Suite 300 Minneapolis, MN 55415-1246	Yes	General operating support	2/28/2013 \$	\$25,000.00
Minneapolis College of Art & Design	2501 Stevens Avenue South Minneapolis, MN 55404	Yes	General operating support	2/28/2013	\$1,000.00
Minneapolis Institute of Arts	2400 Third Avenue South Minneapolis, MN 55404	Yes	General operating support	2/28/2013 \$	\$10,000.00
Minnesota Children's Museum	10 West 7th Street St. Paul, MN 55102	Yes	General operating support	2/28/2013	\$2,000.00
Minnesota Historical Society	345 Kellogg Boulevard West St. Paul, MN 55102-1906	Yes	North Star Heritage Fund	2/28/2013	\$5,000.00

Driscoll Foundation
30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2013

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Minnesota Historlcal Society	345 Kellogg Boulevard West St. Paul, MN 55102-1906	Yes	General operating support	2/28/2013	\$10,000.00
Minnesota Lakes Maritime Museum	205 3rd Avenue W Alexandria, MN 56308	Yes	General operating support	2/28/2013	\$3,000.00
Minnesota Landscape Arboretum Foundation	3675 Arboretum Drive Chaska, MN 55318-9613	Yes	Slade Perennial Garden	2/28/2013	\$5,000.00
Minnesotans' Military Appreciation Fund	PO Box 2070 Minneapolis, MN 55402	Yes	General operating support	2/28/2013	\$11,000.00
Mount Vernon Ladies' Association of the Union	PO Box 110 Mount Vernon, VA 22121	Yes	General operating support	2/28/2013	\$2,000.00
My New Red Shoes	111 Anza Blvd., Suite 110 Burlingame, CA 94010	Yes	General operating support	2/28/2013	\$2,500.00
National Foundation for Ectodermal Dysplasias	6 Executive Drive, Suite 2 Fairview Heights, IL 62208-1360	Yes	General operating support	2/28/2013	\$2,000.00
Nature Conservancy - Minnesota Chapter	1101 West River Parkway, Suite 200 Minneapolis, MN 55415	Yes	General operating support	2/28/2013	\$25,000.00
Neighborhood House	179 Robie Street E St. Paul, MN 55107	Yes	General operating support	2/28/2013	\$5,000.00
Oakland Cemetery Association	927 Jackson Street St. Paul, MN 55117-5076	Yes	General operating support	2/28/2013	\$1,000.00

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Palo Alto Players	1305 Middlefield Road Palo Alto, CA 94301	Yes	General operating support	2/28/2013 \$	\$10,000.00
Pasado's Safe Haven	PO Box 171 Sultan, WA 98294	Yes	General operating support	2/28/2013 \$	\$10,000.00
Peninsula Humane Society	12 Airport Boulevard San Mateo, CA 94401	Yes	General operating support	2/28/2013 \$	\$10,000.00
Redline	2350 Arapahoe Street Denver, CO 80205	Yes	General operating support	2/28/2013	\$2,000.00
Riekes Center for Human Enhancement	3455 Edison Way Menlo Park, CA 94025	Yes	General operating support	2/28/2013	\$11,500.00
Runestone Museum Foundation	206 Broadway Street Alexandria, MN 56308	Yes	General operating support	2/28/2013	\$10,000.00
Science Museum of Minnesota	120 West Kellogg Boulevard St. Paul, MN 55102	Yes	General operating support	2/28/2013	\$5,000.00
Shepherd Valley Waldorf School	6500 W Dry Creek Parkway Niwot, CO 80503	Yes	General operating support	2/28/2013	\$2,500.00
Smithsonian Institution	1000 Jefferson Drive SW Washington, DC 20560-0016	Yes	General operating support	2/28/2013	\$4,000.00
St. Paul Academy and Summit School	1712 Randolph Avenue St. Paul, MN 55105-2194	Yes	Driscoll Maintenance Fund	2/28/2013	\$5,000.00

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
St. Paul Academy and Summit School	1712 Randolph Avenue St. Paul, MN 55105-2194	Yes	Driscoll Capital Campaign	2/28/2013	\$300,000.00
Stanford University	Office of Development - Gift Processing 326 Galvez St Stanford, CA 94305-6105	Yes	Campaign for Undergrad Education and Stanford School of Medicine	2/28/2013	\$3,000.00
Stanford University	Office of Development - Gift Processing 326 Galvez St Stanford, CA 94305-6105	Yes	Dr. Kenneth Hunt's research for Human Perform- ance Lab	2/28/2013	\$10,000.00
Starfish One-by-One	33424 Deep Forest Road Evergreen, CO 80439	Yes	General operating support	2/28/2013	\$10,000.00
Supporters of Summit, Inc.	4655 Hanover Avenue Boulder, CO 80305	Yes	General operating support	2/28/2013	\$5,000.00
Tabor Academy	66 Spring Street Marion, MA 02738-1581	Yes	General operating support	2/28/2013	\$10,000.00
Tacoma Art Museum	1701 Pacific Avenue Tacoma, WA 98402-9949	Yes	General operating support	2/28/2013	\$ 2,000.00
Tacoma Art Museum	1701 Pacific Avenue Tacoma, WA 98402-9949	Yes	General operating support	2/28/2013	\$10,000.00
Tacoma Art Museum	1701 Pacific Avenue Tacoma, WA 98402-9949	Yes	Building Fund	2/28/2013	\$40,000.00

Grantee Oreanization	Address	Public Charity	Purpose	Date	Amount
U.N. Foundaiton Inc., Global Alliance for Clean Cookstoves	1800 Massachusetts Ave NW, Suite 400 Washington, DC 20036	Yes	General operating support	2/28/2013	\$5,000.00
United Negro College Fund, Inc.	Minneapolis Area Office 1201 Marquette Avenue, Suite 300 Minneapolis, MN 55403	Yes	General operating support	2/28/2013	\$3,000.00
University of Southern California	1150 South Olive St., Suite 320 Los Angeles, CA 90015-2483	Yes	General operating support	2/28/2013	\$50,000.00
University of Washington Foundaiton	1900 Commerce Street Tacoma, WA 98402	Yes	UWT Japanese Language School Memorial	2/28/2013	\$3,000.00
Vassar College	124 Raymond Avenue Poughkeepsie, NY 12601	Yes	General operating support	2/28/2013	\$2,000.00
Volunteers of America	2660 Larimer Denver, CO 80205	Yes	General operating support	2/28/2013	\$5,000.00
Volunteers of America	2660 Larimer Denver, CO 80205	Yes	General operating support	2/28/2013	\$10,000.00
Walker Art Center	1750 Hennepin Avenue Minneapolis, MN 55403	Yes	General operating support	2/28/2013	\$1,000.00
Wilderness Inquiry, Inc.	808 14th Avenue SE Minneapolis, MN 55414	Yes	General operating support	2/28/2013	\$100,000.00
Women Make Movies	115 W 29th Street, Suite 1200 New York, NY 10001	Yes	General operating support	2/28/2013	\$2,000.00

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Woodside Fire Protection District	3111 Woodside Road Woodside, CA 94062	Yes	General operating support	2/28/2013	\$1,500.00
Woodside High School	199 Church Avenue Woodside, CA 94062	Yes	Restricted for track team: uniforms, entry fees and equipment	2/28/2013	\$ 6,000.00
Woodside School Foundation	3195 Woodside Road Woodside, CA 94062	Yes	General operating support	2/28/2013	\$28,500.00
World Bicycle Relief	1333 North Kingsbury, 4th Floor Chicago, IL 60642	Yes	General operating support	2/28/2013	\$10,000.00
Yale University	Office of Development PO Box 2038 New Haven, CT 06521	Yes	Annual Fund	2/28/2013	\$3,000.00
YMCA of the Greater Twin Citles	30 South Ninth Street Minneapolis, MN 55402	Yes	Campaign Widjiwagan Capital Campaign	2/28/2013	\$5,000.00
Grand Totals (94)tems)				\$	\$1,199,000.00

Form **8868**

(Rev. January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No. 1545-1709

						
	re filing for an Automatic 3-Month Extension, complet					X
If you ar	re filing for an Additional (Not Automatic) 3-Month Ex					
			tic 3-month extension on a previous	-		
	filing (e-file). You can electronically file Form 8868 if y					
equired to	o file Form 990-T), or an additional (not automatic) 3-moi	nth extens	sion of time. You can electronically f	ile Form 8	868 to request an	extension
	file any of the forms listed in Part I or Part II with the exc	-	-			
	Benefit Contracts, which must be sent to the IRS in pap		(see instructions). For more details o	on the elec	ctronic filing of thi	s form,
∕isit www.i	irs.gov/efile and click on e-file for Charities & Nonprofits					
Part I	Automatic 3-Month Extension of Time	Only s	ubmit original (no copies nee	eded).		
A corporat	tion required to file Form 990-T and requesting an autor	natic 6-mo	onth extension - check this box and	complete		()
Part I only						▶ □
	orporations (including 1120-C filers), partnerships, REM	ICs, and t	rusts must use Form 7004 to reques	t an exten	sion of time	
o file incor	me tax returns.					
Type or	Name of exempt organization or other filer, see instru-	ctions.		Employe	r identification nu	mber (EIN) or
print						
l	DRISCOLL FOUNDATION				41-60120)65
File by the due date for	Number, street, and room or suite no. If a P.O. box, s	ee instruc	tions.	Social se	curity number (SS	SN)
filing your return See	30 E. 7TH STREET, SUITE 200	0.0				
nstructions.	City, town or post office, state, and ZIP code. For a fo	oreign add	ress, see instructions.			
i	ST PAUL, MN 55101-4930					
Enter the F	Return code for the return that this application is for (file	a separa	te application for each retum) 🗼 👝			0 4
					 	
Applicatio	on	Return	Application			Return
ls For		Code	Is For			Code
Form 990 (or Form 990-EZ	01	Form 990-T (corporation)			07
Form 990-E	BL	02	Form 1041-A			08
Form 4720) (individual)	03	Form 4720			09
Form 990-F	PF	04	Form 5227			10
Form 990-	T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
Form 990-	T (trust other than above)	06	Form 8870			12
	FIDUCIARY COUNS				-	
 The bor 	oks are in the care of > 30 E. 7TH STREI	IT, SU	JITE 2000 - ST PAU	L, MN	55101-49	30
Telepho	one No.▶ 651-228-0935		FAX No. ► 651-228-07	76		
If the or	rganization does not have an office or place of business	s in the Ur	nited States, check this box			
If this is	s for a Group Return, enter the organization's four digit	Group Exe	emption Number (GEN) . 1	If this is fo	r the whole group	, check this
box ▶ [.	If it is for part of the group, check this box	ľ	· · · · · · · · · · · · · · · · · · ·			
1 I req	uest an automatic 3-month (6 months for a corporation	required	to file Form 990-T) extension of time	until		
•	OCTOBER 15, 2013 , to file the exemp	t organiza	tion return for the organization name	ed above.	The extension	
is fo	r the organization's return for:	Ū	G			
▶[calendar year or					
	X tax year beginning MAR 1, 2012	. an	dending FEB 28, 2013			
•						
	e tax year entered in line 1 is for less than 12 months, c	heck reas	on: Initial return	Final retur	m	
2 If the						
2 If the	¬ · ·					
2 If the	Change in accounting period					
	Change in accounting period	or 6069 e	nter the tentative tax less any		Γ	
3a If thi	Change in accounting period is application is for Form 990-BL, 990-PF, 990-T, 4720, 6	or 6069, e	nter the tentative tax, less any	3a	\$	12,000-
3a If thi	Change in accounting period is application is for Form 990-BL, 990-PF, 990-T, 4720, or refundable credits. See instructions.	_		3a	\$ 4	12,000.
3a If this nonr	Change in accounting period is application is for Form 990-BL, 990-PF, 990-T, 4720, or refundable credits. See instructions. is application is for Form 990-PF, 990-T, 4720, or 6069,	enter any	refundable credits and			
3a If this nonr b If this estin	Change in accounting period is application is for Form 990-BL, 990-PF, 990-T, 4720, or refundable credits. See instructions. is application is for Form 990-PF, 990-T, 4720, or 6069, mated tax payments made. Include any prior year overp	enter any payment a	refundable credits and llowed as a credit.	3a 3b		12,000. 28,841.
3a If this nonr b If this estimate c Bala	Change in accounting period is application is for Form 990-BL, 990-PF, 990-T, 4720, or refundable credits. See instructions. is application is for Form 990-PF, 990-T, 4720, or 6069, mated tax payments made. Include any prior year overgance due. Subtract line 3b from line 3a. Include your particle.	enter any payment a syment wit	refundable credits and llowed as a credit. h this form, if required,	3b	\$ 2	28,841.
3a If this nonr b If this estimate Bala by u	Change in accounting period is application is for Form 990-BL, 990-PF, 990-T, 4720, or refundable credits. See instructions. is application is for Form 990-PF, 990-T, 4720, or 6069, mated tax payments made. Include any prior year overp	enter any payment a syment wit See instru	refundable credits and llowed as a credit. h this form, if required, ctions.	3b 3c	\$ 2 \$	28,841.

Form 886	8 (Rev. 1-2013)					Page 2	
• If you a	are filing for an Additional (Not Automatic) 3-Month Ex	tension, d	complete only Part II and check this	s box		<u></u> X	
	ly complete Part II if you have already been granted an a						
	are filing for an Automatic 3-Month Extension, comple						
Part II	Additional (Not Automatic) 3-Month E	xtensio	n of Time. Only file the origin	al (no co	pies need	led).	
			Enter filer's	identifyir	ig number, :	see instructions	
Type or print	Name of exempt organization or other filer, see instru	ctions		Employer	dentificatio	n number (EIN) or	
File by the	DRISCOLL FOUNDATION				41-60	12065	
due date for filing your return. See	Number, street, and room or suite no. If a P.O. box, s 30 E. 7TH STREET, SUITE 2000		tions.	Social se	curity numb	er (SSN)	
instructions.	City, town or post office, state, and ZIP code. For a for ST PAUL, MN 55101-4930	oreign add	fress, see instructions.				
-							
Enter the	Return code for the return that this application is for (file	a separa	te application for each return)			0 4	
Applicati	on	Return	Application			Return	
ls For		Code	Is For			Code	
Form 990	or Form 990-EZ	01	·				
Form 990	PBL	02	Form 1041-A			08	
Form 472	0 (individual)	03	Form 4720			09	
Form 990-PF 04 Form 5227 16 Form 990-T (sec. 401(a) or 408(a) trust) 05 Form 6069 1							
Form 990-T (sec. 401(a) or 408(a) trust) 05 Form 6069 1 Form 990-T (trust other than above) 06 Form 8870 1							
Form 990-T (trust other than above) 06 Form 8870 12 STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.							
STOP! D				riously file	d Form 886	8	
FIDUCIARY COUNSELLING, INC							
• The books are in the care of ▶ 30 E. 7TH STREET, SUITE 2000 - ST PAUL, MN 55101-4930							
The books are in the care of ► 30 E. 7TH STREET, SUITE 2000 - ST PAUL, MN 55101-4930 Telephone No. ► 651-228-0935 FAX No. ► 651-228-0776 If the organization does not have an office or place of business in the United States, check this box							
	is for a Group Return, enter the organization's four digit						
	. If it is for part of the group, check this box	1					
box ► I re	quest an additional 3-month extension of time until		ARY 15, 2014.	i ali memo	ers the exte	ISIOTI IS TOT.	
	calendar year, or other tax year beginning			a PEB	28, 2	013	
	ne tax year entered in line 5 is for less than 12 months, c			Final r		<u> </u>	
<u>"</u>	Change in accounting period	noon roas			Clair		
7 Sta	te in detail why you need the extension						
	HE TAXPAYER IS A PARTNER IN S	EVER	AL PARTNERSHIPS AN	D DUE	TO TH	E	
CC	MPLEXITIES INVOLVED REQUESTS	S AN	ADDITIONAL EXTENSI	ON OF	TIME	TO FILE	
Ā	COMPLETE AND ACCURATE RETURN	۷.					
8a Ift	nis application is for Form 990-BL, 990-PF, 990-T, 4720,	or 6069, e	nter the tentative tax, less any				
nor	nrefundable credits. See instructions.		-	8a	\$	42,000.	
b if ti	nis application is for Form 990-PF, 990-T, 4720, or 6069,	enter any	refundable credits and estimated				
tax	payments made. Include any prior year overpayment all	owed as a	a credit and any amount paid				
pn	eviously with Form 8868.			8b	\$	42,000.	
c Ba	lance due. Subtract line 8b from line 8a. Include your pa	yment wit	th this form, if required, by using			_	
EF	TPS (Electronic Federal Tax Payment System). See instru			8c	\$	0.	
	-		st be completed for Part II o	_			
Under pen it is true. o	alties of perjury, I declare that I have examined this form, includ correct, and complete, and that I am authorized to prepare this fo	ing accomp orm.	panying schedules and statements, and to	o the best o	f my knowled	ge and belief,	
Signature		Off	+	Date	NO-1	2-42	
<u>-</u>		_ 			Form 8	868 (Rev. 1-2013)	