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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

MAR 1, 2012

, and ending

FEB 28, 2013

Name of foundation

DRISCOLL FOUNDATION

A Employer identification number

41-6012065

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

30 E. 7TH STREET, SUITE 2000

Room/suite

B Telephone number

6512280935

City or town, state, and ZIP code

ST PAUL, MN 55101-4930

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 27,761,718.

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	737,030.	714,535.		STATEMENT 2
	5a Gross rents				
	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	3,576,537.			
	7 Capital gain net income (from Part IV, line 2)		864,685.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	533,500.	123,826.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	1,852,794.	1,703,046.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	86,784.	15,910.	0.	69,374.
	c Other professional fees				
	17 Interest		811.		
	18 Taxes STMT 5	18,160.	15,238.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	25.	54,156.	0.	25.
	24 Total operating and administrative expenses. Add lines 13 through 23	104,969.	86,115.	0.	69,399.
	25 Contributions, gifts, grants paid	1,199,000.			1,167,335.
26 Total expenses and disbursements. Add lines 24 and 25	1,303,969.	86,115.	0.	1,236,734.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	548,825.				
b Net investment income (if negative, enter -0-)		1,616,931.			
c Adjusted net income (if negative, enter -0-)			0.		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			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					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 8		12,471,888.	13,124,397.	18,509,224.
	c Investments - corporate bonds	STMT 9		5,723,571.	6,015,863.	6,608,915.
Liabilities	11 Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 10		2,354,966.	2,359,408.	2,632,598.
	14 Land, buildings, and equipment basis					
	Less: accumulated depreciation					
	15 Other assets (describe)	STATEMENT 11)		10,982.	10,981.	10,981.
	16 Total assets (to be completed by all filers)			21,044,456.	21,510,649.	27,761,718.
Net Assets or Fund Balances	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			21,044,456.	21,510,649.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			21,044,456.	21,510,649.	
	31 Total liabilities and net assets/fund balances			21,044,456.	21,510,649.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,044,456.
2 Enter amount from Part I, line 27a	2	548,825.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	21,593,281.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	82,632.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,510,649.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,576,537.		2,711,852.	864,685.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			864,685.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	864,685.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	23,936.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,134,480.	24,605,931.	.046106
2010	968,717.	22,057,055.	.043919
2009	857,819.	19,745,941.	.043443
2008	1,250,957.	20,709,822.	.060404
2007	1,155,933.	26,321,291.	.043916

2 Total of line 1, column (d)	2	.237788
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047558
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,176,723.
5 Multiply line 4 by line 3	5	1,244,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,169.
7 Add lines 5 and 6	7	1,261,082.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,236,734.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	32,339.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	32,339.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	32,339.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	28,841.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	13,159.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	42,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,661.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FIDUCIARY COUNSELLING, INC</u> Telephone no. ► <u>651-228-0935</u> Located at ► <u>30 E. 7TH STREET, SUITE 2000, ST PAUL, MN</u> ZIP+4 ► <u>55101-4930</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		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, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

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

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY COUNSELLING INC - 30 E 7TH STREET, SUITE 2000, ST PAUL, MN 55101-4930	ACCOUNTING & TAX	86,609.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	24,344,823.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	2,230,530.
d	Total (add lines 1a, b, and c)	1d	26,575,353.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	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 foundations and certain 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	2a	32,339.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	101,414.
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.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,175,083.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,236,734.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,236,734.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,236,734.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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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				1,175,083.
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:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,236,734.				
a Applied to 2011, but not more than line 2a			1,199,007.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				37,727.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED				1,199,000.
Total			3a	1,199,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	737,030.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			01	533,500.		
8 Gain or (loss) from sales of assets other than inventory			18	582,264.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,852,794.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,852,794.

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

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

[illegible]

DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PIMCO EMERGING MARKETS BOND FD	P	08/31/10	05/11/12
b	LOOMIS SAYLES BOND INSTL	P	09/14/10	05/11/12
c	PIMCO EMERGING MARKETS BOND FD	P	09/14/10	05/11/12
d	LOOMIS SAYLES BOND INSTL	P	09/21/10	05/11/12
e	PIMCO EMERGING MARKETS BOND FD	P	09/30/10	05/11/12
f	PIMCO EMERGING MARKETS BOND FD	P	12/20/05	05/11/12
g	LOOMIS SAYLES BOND INSTL	P	10/26/10	05/11/12
h	LOOMIS SAYLES BOND INSTL	P	11/23/10	05/11/12
i	LOOMIS SAYLES BOND INSTL	P	12/09/10	05/11/12
j	LOOMIS SAYLES BOND INSTL	P	01/21/11	05/11/12
k	LOOMIS SAYLES BOND INSTL	P	01/25/11	05/11/12
l	LOOMIS SAYLES BOND INSTL	P	02/22/11	05/11/12
m	LOOMIS SAYLES BOND INSTL	P	03/22/11	05/11/12
n	LOOMIS SAYLES BOND INSTL	P	04/26/11	05/11/12
o	LOOMIS SAYLES BOND INSTL	P	05/24/11	05/11/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	722.	689.	33.
b	74,574.	71,676.	2,898.
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.
i	15,994.	15,394.	600.
j	8,156.	8,015.	141.
k	10,875.	10,690.	185.
l	10,571.	10,441.	130.
m	11,047.	10,934.	113.
n	10,175.	10,335.	-160.
o	10,826.	10,996.	-170.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			33.
b			2,898.
c			9,060.
d			412.
e			129.
f			1,622.
g			201.
h			343.
i			600.
j			141.
k			185.
l			130.
m			113.
n			-160.
o			-170.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

**

2

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DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PIMCO EMERGING MARKETS BOND FD	P	05/31/11	05/11/12
b	LOOMIS SAYLES BOND INSTL	P	06/21/11	05/11/12
c	PIMCO EMERGING MARKETS BOND FD	P	06/30/11	05/11/12
d	LOOMIS SAYLES BOND INSTL	P	07/26/11	05/11/12
e	PIMCO EMERGING MARKETS BOND FD	P	07/29/11	05/11/12
f	LOOMIS SAYLES BOND INSTL	P	08/23/11	05/11/12
g	PIMCO EMERGING MARKETS BOND FD	P	08/31/11	05/11/12
h	LOOMIS SAYLES BOND INSTL	P	09/09/11	05/11/12
i	PIMCO EMERGING MARKETS BOND FD	P	09/09/11	05/11/12
j	LOOMIS SAYLES BOND INSTL	P	09/20/11	05/11/12
k	LOOMIS SAYLES BOND INSTL	P	10/25/11	05/11/12
l	PIMCO EMERGING MARKETS BOND FD	P	10/31/11	05/11/12
m	PIMCO EMERGING MARKETS BOND FD	P	12/30/11	05/11/12
n	LOOMIS SAYLES BOND INSTL	P	01/23/12	05/11/12
o	LOOMIS SAYLES BOND INSTL	P	02/22/12	05/11/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,722.	5,488.	234.
b	10,300.	10,357.	-57.
c	5,795.	5,553.	242.
d	10,422.	10,636.	-214.
e	5,527.	5,363.	164.
f	11,334.	11,172.	162.
g	5,293.	5,131.	162.
h	507,966.	500,015.	7,951.
i	239,543.	232,015.	7,528.
j	12,571.	12,262.	309.
k	13,244.	12,910.	334.
l	5,817.	5,614.	203.
m	6,218.	5,958.	260.
n	10,750.	10,486.	264.
o	13,230.	13,158.	72.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 234.
b			** -57.
c			** 242.
d			** -214.
e			** 164.
f			** 162.
g			** 162.
h			** 7,951.
i			** 7,528.
j			** 309.
k			** 334.
l			** 203.
m			** 260.
n			** 264.
o			** 72.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PIMCO EMERGING MARKETS BOND FD	P	02/29/12	05/11/12
b	LOOMIS SAYLES BOND INSTL	P	03/23/12	05/11/12
c	PIMCO EMERGING MARKETS BOND FD	P	03/30/12	05/11/12
d	LOOMIS SAYLES BOND INSTL	P	04/23/12	05/11/12
e	PIMCO EMERGING MARKETS BOND FD	P	04/30/12	05/11/12
f	PIMCO EMERGING MARKETS BOND FD	P	11/10/10	05/11/12
g	THIRD AVENUE REAL ESTATE	P	03/12/09	10/08/12
h	THIRD AVENUE REAL ESTATE	P	12/21/10	10/08/12
i	THIRD AVENUE REAL ESTATE	P	09/09/11	10/08/12
j	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	04/06/10	02/25/13
k	WEYERHAEUSER CO	P	09/01/10	02/25/13
l	DODGE & COX INTL STOCK FUND	P	12/20/05	02/25/13
m	EII GLOBAL PROPERTY FUND	P	02/26/07	02/25/13
n	OAKMARK SELECT FD	P	12/23/05	02/25/13
o	MORGAN STANLEY INST INTL EQUITY	P	12/20/07	02/25/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,384.		5,347.	37.
b 13,360.		13,342.	18.
c 5,773.		5,739.	34.
d 13,146.		13,101.	45.
e 5,535.		5,549.	-14.
f 5,011.		4,969.	42.
g 95,194.		41,498.	53,696.
h 9,672.		8,356.	1,316.
i 50,119.		39,015.	11,104.
j 59,355.		56,218.	3,137.
k 399,862.		206,011.	193,851.
l 29,693.		29,751.	-58.
m 74,985.		95,237.	-20,252.
n 110,000.		114,158.	-4,158.
o 10,183.		12,975.	-2,792.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 37.
b			** 18.
c			** 34.
d			** 45.
e			** -14.
f			** 42.
g			53,696.
h			1,316.
i			11,104.
j			3,137.
k			193,851.
l			-58.
m			-20,252.
n			-4,158.
o			-2,792.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

3

DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a TEMPLETON INST FOREIGN SM COS	P	09/04/08	02/25/13
b VANGUARD PRIMECAP CORE FD	P	12/23/05	02/25/13
c DODGE & COX INTL STOCK FUND	P	12/23/05	02/25/13
d AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	P	12/23/05	02/25/13
e MORGAN STANLEY INST INTL EQUITY	P	12/20/07	02/25/13
f MORGAN STANLEY INST INTL EQUITY	P	12/20/07	02/25/13
g MORGAN STANLEY INST INTL EQUITY	P	12/20/07	02/25/13
h MORGAN STANLEY INST INTL EQUITY	P	12/23/05	02/25/13
i MORGAN STANLEY INST INTL EQUITY	P	12/23/05	02/25/13
j MORGAN STANLEY INST INTL EQUITY	P	12/23/05	02/25/13
k MORGAN STANLEY INST INTL EQUITY	P	12/23/05	02/25/13
l MORGAN STANLEY INST INTL EQUITY	P	12/26/03	02/25/13
m TEMPLETON INST FOREIGN SM COS	P	09/04/08	02/25/13
n TEMPLETON INST FOREIGN SM COS	P	12/20/05	02/25/13
o TEMPLETON INST FOREIGN SM COS	P	12/23/05	02/25/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,375.		2,038.	337.
b 639.		468.	171.
c 42,292.		43,133.	-841.
d 52,985.		54,824.	-1,839.
e 4,974.		6,338.	-1,364.
f 1,948.		2,482.	-534.
g 3,076.		3,919.	-843.
h 12,377.		17,329.	-4,952.
i 965.		1,351.	-386.
j 4,141.		5,796.	-1,655.
k 438.		613.	-175.
l 883.		1,131.	-248.
m 369.		317.	52.
n 206.		195.	11.
o 20,612.		19,524.	1,088.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			337.
b			171.
c			-841.
d			-1,839.
e			-1,364.
f			-534.
g			-843.
h			-4,952.
i			-386.
j			-1,655.
k			-175.
l			-248.
m			52.
n			11.
o			1,088.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TEMPLETON INST FOREIGN SM COS	P	12/29/10	02/25/13
b	TEMPLETON INST FOREIGN SM COS	P	09/07/11	02/25/13
c	PIMCO EMERGING MARKETS BOND FD	P	06/29/12	02/25/13
d	PIMCO EMERGING MARKETS BOND FD	P	07/31/12	02/25/13
e	PIMCO EMERGING MARKETS BOND FD	P	08/31/12	02/25/13
f	TEMPLETON INST FOREIGN SM COS	P	09/11/12	02/25/13
g	TEMPLETON INST FOREIGN SM COS	P	09/11/12	02/25/13
h	PIMCO EMERGING MARKETS BOND FD	P	09/28/12	02/25/13
i	SELECTED AMERICAN SHARES CL D	P	10/08/12	02/25/13
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	10/17/12	02/25/13
k	PIMCO EMERGING MARKETS BOND FD	P	10/31/12	02/25/13
l	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
n	PIMCO EMERGING MARKETS BOND FD	P	12/12/12	02/25/13
o	VANGUARD PRIMECAP CORE FD	P	12/17/12	02/25/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	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.
j	7,754.	7,677.	77.
k	4,199.	4,218.	-19.
l	7,989.	7,880.	109.
m	4,550.	4,607.	-57.
n	772.	787.	-15.
o	21,879.	20,671.	1,208.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			826.
b			11.
c			** 13.
d			** 64.
e			** 45.
f			** 15.
g			** 192.
h			** 4.
i			** -256.
j			** 77.
k			** -19.
l			** 109.
m			** -57.
n			** -15.
o			** 1,208.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	VANGUARD PRIMECAP CORE FD	P	12/17/12	02/25/13
b	SELECTED AMERICAN SHARES CL D	P	12/18/12	02/25/13
c	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	02/25/13
d	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	02/25/13
e	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	12/19/12	02/25/13
f	TEMPLETON INST FOREIGN SM COS	P	12/27/12	02/25/13
g	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	P	12/28/12	02/25/13
h	PIMCO EMERGING MARKETS BOND FD	P	12/27/12	02/25/13
i	PIMCO EMERGING MARKETS BOND FD	P	12/31/12	02/25/13
j	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	01/17/13	02/25/13
k	PIMCO EMERGING MARKETS BOND FD	P	01/31/13	02/25/13
l	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	P	02/20/13	02/25/13
m	LOOMIS SAYLES BOND INSTL	P	12/17/12	02/26/13
n	LOOMIS SAYLES BOND INSTL	P	01/28/13	02/26/13
o	LOOMIS SAYLES BOND INSTL	P	02/25/13	02/26/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 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.	-67.
i 4,217.		4,284.	-67.
j 7,739.		7,741.	-2.
k 4,290.		4,309.	-19.
l 7,327.		7,366.	-39.
m 11,294.		11,247.	47.
n 8,845.		8,955.	-110.
o 9,847.		9,851.	-4.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 1,241.
b			** 856.
c			** 25.
d			** 40.
e			** 499.
f			** 988.
g			** 136.
h			** -67.
i			** -67.
j			** -2.
k			** -19.
l			** -39.
m			** 47.
n			** -110.
o			** -4.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a WASH SALES	P		
b WASH SALES	P		
c LONG TERM DISTRIBUTION	P		
d ROUNDING ADJUSTMENT	P		
e CPOF - STCG	P		
f CPOF - LTCG	P		
g CPOF - SEC 1231 GAIN	P		
h CPOF - SEC 1256 LOSS	P		
i CPOF II - STCG	P		
j CPOF II - LTCG	P		
k CPOF II - SEC 1231 GAIN	P		
l CPOF II - SEC 1256 LOSS	P		
m CPOF III - STCG	P		
n CPOF III - LTCG	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	(h) Gain or (loss) (e) plus (f) minus (g)
a 225.			225.
b 86.			86.
c 355,745.			355,745.
d 4.			4.
e 193.			193.
f 41,966.			41,966.
g 294.			294.
h		16.	-16.
i 570.			570.
j 44,079.			44,079.
k 1,547.			1,547.
l		558.	-558.
m 346.			346.
n 5,744.			5,744.
o 48.			48.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 225.
b			86.
c			355,745.
d			** 4.
e			** 193.
f			41,966.
g			294.
h			-16.
i			** 570.
j			44,079.
k			1,547.
l			-558.
m			** 346.
n			5,744.
o			48.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

DRISCOLL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CPOF III - SEC 1256 LOSS		P		
b CPOF IV - STCG		P		
c CPOF IV - LTCG		P		
d CPOF IV - SEC 1231 LOSS		P		
e CHURCHILL EQUITY & ESOP CAPITAL PARTNERS II - LTCG		P		
f SPELL CAPITAL PARTNERS QUALIFIED FUND III - LTCG		P		
g LONE STAR GROWTH CAPITAL LP - LTCG		P		
h LESS: UBTI		P		
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		2.	-2.
b 130.			130.
c 502.			502.
d		11.	-11.
e 62,616.			62,616.
f 87,457.			87,457.
g 348,962.			348,962.
h		348,962.	-348,962.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2.
b			** 130.
c			502.
d			-11.
e			62,616.
f			87,457.
g			348,962.
h			-348,962.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	864,685.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	23,936.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	PURCHASED	08/31/10	05/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
722.	689.	0.	0.	33.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LOOMIS SAYLES BOND INSTL	PURCHASED	09/14/10	05/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,574.	71,676.	0.	0.	2,898.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	PURCHASED	09/14/10	05/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
198,270.	189,210.	0.	0.	9,060.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,978.	10,566.	0.	0.	412.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	4,130.	4,001.	0.	0.	129.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	57,246.	55,624.	0.	0.	1,622.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,543.	10,342.	0.	0.	201.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,925.	10,582.	0.	0.	343.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	15,994.	15,394.	0.	0.	600.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,156.	8,015.	0.	0.	141.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,875.	10,690.	0.	0.	185.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,571.	10,441.	0.	0.	130.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	11,047.	10,934.	0.	0.	113.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,175.	10,335.	0.	0.	-160.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,826.	10,996.	0.	0.	-170.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	5,722.	5,488.	0.	PURCHASED	05/31/11	05/11/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
LOOMIS SAYLES BOND INSTL	10,300.	10,357.	0.	PURCHASED	06/21/11	05/11/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	5,795.	5,553.	0.	PURCHASED	06/30/11	05/11/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
LOOMIS SAYLES BOND INSTL	10,422.	10,636.	0.	PURCHASED	07/26/11	05/11/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	5,527.	5,363.	0.	0.	164.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	11,334.	11,172.	0.	0.	162.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	5,293.	5,131.	0.	0.	162.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	507,966.	500,015.	0.	0.	7,951.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	239,543.	232,015.	0.	0.	7,528.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	12,571.	12,262.	0.	0.	309.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	13,244.	12,910.	0.	0.	334.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	5,817.	5,614.	0.	0.	203.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	6,218.	5,958.	0.	0.	260.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	10,750.	10,486.	0.	0.	264.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	13,230.	13,158.	0.	0.	72.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	5,384.	5,347.	0.	0.	37.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	13,360.	13,342.	0.	0.	18.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	5,773.	5,739.	0.	0.	34.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	13,146.	13,101.	0.	0.	45.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	5,535.	5,549.	0.	0.	-14.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS BOND FD	PURCHASED	11/10/10	05/11/12		
	5,011.	4,969.	0.	0.	42.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
THIRD AVENUE REAL ESTATE	PURCHASED	03/12/09	10/08/12		
	95,194.	41,498.	0.	0.	53,696.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
THIRD AVENUE REAL ESTATE	PURCHASED	12/21/10	10/08/12		
	9,672.	8,356.	0.	0.	1,316.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
THIRD AVENUE REAL ESTATE	PURCHASED	09/09/11	10/08/12		
	50,119.	39,015.	0.	0.	11,104.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	59,355.	56,218.	0.	0.	3,137.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WEYERHAEUSER CO	399,862.	206,011.	0.	0.	193,851.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DODGE & COX INTL STOCK FUND	29,693.	29,751.	0.	0.	-58.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EII GLOBAL PROPERTY FUND	74,985.	95,237.	0.	0.	-20,252.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
DAKMARK SELECT FD	PURCHASED	12/23/05	02/25/13		
	110,000.	114,158.	0.	0.	-4,158.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
MORGAN STANLEY INST INTL EQUITY	PURCHASED	12/20/07	02/25/13		
	10,183.	12,975.	0.	0.	-2,792.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
TEMPLETON INST FOREIGN SM COS	PURCHASED	09/04/08	02/25/13		
	2,375.	2,038.	0.	0.	337.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
VANGUARD PRIMECAP CORE FD	PURCHASED	12/23/05	02/25/13		
	639.	468.	0.	0.	171.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DODGE & COX INTL STOCK FUND	42,292.	43,133.	0.	0.	-841.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	52,985.	54,824.	0.	0.	-1,839.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	4,974.	6,338.	0.	0.	-1,364.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	1,948.	2,482.	0.	0.	-534.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
MORGAN STANLEY INST INTL EQUITY	PURCHASED	12/20/07	02/25/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,076.	3,919.	0.	0.	-843.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
MORGAN STANLEY INST INTL EQUITY	PURCHASED	12/23/05	02/25/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,377.	17,329.	0.	0.	-4,952.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY INST INTL EQUITY			PURCHASED	12/23/05	02/25/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
965.	1,351.	0.	0.	-386.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
MORGAN STANLEY INST INTL EQUITY	PURCHASED	12/23/05	02/25/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,141.	5,796.	0.	0.	-1,655.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	438.	613.	0.	0.	-175.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY INST INTL EQUITY	883.	1,131.	0.	0.	-248.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	369.	317.	0.	0.	52.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	206.	195.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	20,612.	19,524.	0.	0.	1,088.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	9,152.	8,326.	0.	0.	826.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON INST FOREIGN SM COS	97.	86.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	286.	273.	0.	0.	13.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	3,839.	3,775.	0.	PURCHASED	07/31/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	4,436.	4,391.	0.	PURCHASED	08/31/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON INST FOREIGN SM COS	185.	170.	0.	PURCHASED	09/11/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON INST FOREIGN SM COS	2,346.	2,154.	0.	PURCHASED	09/11/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	3,711.	3,707.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SELECTED AMERICAN SHARES CL D	19,759.	20,015.	0.	0.	-256.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	7,754.	7,677.	0.	0.	77.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	4,199.	4,218.	0.	0.	-19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	PURCHASED	11/19/12	02/25/13		
	7,989.	7,880.	0.	0.	109.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS BOND FD	PURCHASED	11/30/12	02/25/13		
	4,550.	4,607.	0.	0.	-57.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PIMCO EMERGING MARKETS BOND FD	PURCHASED	12/12/12	02/25/13		
	772.	787.	0.	0.	-15.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
VANGUARD PRIMECAP CORE FD	PURCHASED	12/17/12	02/25/13		
	21,879.	20,671.	0.	0.	1,208.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
WANGUARD PRIMECAP CORE FD	22,468.	21,227.	0.	PURCHASED	12/17/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SELECTED AMERICAN SHARES CL D	20,226.	19,370.	0.	PURCHASED	12/18/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,532.	1,507.	0.	PURCHASED	12/19/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	2,446.	2,406.	0.	PURCHASED	12/19/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	30,198.	29,699.	0.	PURCHASED	12/19/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TEMPLETON INST FOREIGN SM COS	20,643.	19,655.	0.	PURCHASED	12/27/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	34,997.	34,861.	0.	PURCHASED	12/28/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PIMCO EMERGING MARKETS BOND FD	4,684.	4,751.	0.	PURCHASED	12/27/12	02/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	4,217.	4,284.	0.	0.	-67.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	7,739.	7,741.	0.	0.	-2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PIMCO EMERGING MARKETS BOND FD	4,290.	4,309.	0.	0.	-19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	7,327.	7,366.	0.	0.	-39.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	11,294.	11,247.	0.	0.	47.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	8,845.	8,955.	0.	0.	-110.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS SAYLES BOND INSTL	9,847.	9,851.	0.	0.	-4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WASH SALES	225.	0.	0.	0.	225.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
WASH SALES	86.	0.	0.		0.	86.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
LONG TERM DISTRIBUTION	355,745.	37,516.	0.		0.	318,229.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
ROUNDING ADJUSTMENT	4.	0.	0.		0.	4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF - STCG	193.	193.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF - LTCG	41,966.	41,966.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF - SEC 1231 GAIN	294.	294.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF - SEC 1256 LOSS	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF II - STCG	570.	570.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
CPOF II - LTCG	44,079.	44,079.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
CPOF II - SEC 1231 GAIN	1,547.	1,547.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
CPOF II - SEC 1256 LOSS	0.	0.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
CPOF III - STCG	346.	346.	0.		0.		0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF III - LTCG	5,744.	5,744.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF III - SEC 1231 GAIN	48.	48.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF III - SEC 1256 LOSS	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF IV - STCG	130.	130.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
CPOF IV - LTCG	502.	502.	0.		0.			0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
CPOF IV - SEC 1231 LOSS	0.	0.	0.		0.			0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
CHURCHILL EQUITY & ESOP CAPITAL PARTNERS II - LTCG	62,616.	62,616.	0.		0.			0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
SPELL CAPITAL PARTNERS QUALIFIED FUND III - LTCG	87,457.	87,457.	0.		0.			0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
ONE STAR GROWTH CAPITAL LP - LTCG	348,962.	348,962.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
LESS: UBTI	0.	0.	0.		0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						582,264.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS PER BOOK - NATIONAL FINANCIAL SERVICES LLC	726,084.	0.	726,084.
SHORT TERM CAPITAL GAIN DISTRIBUTIONS PER BOOK	10,946.	0.	10,946.
TOTAL TO FM 990-PF, PART I, LN 4	737,030.	0.	737,030.

FORM 990-PF

OTHER 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.	0.
ORDINARY INCOME	0.	228.	0.
NET RENTAL INCOME	0.	-3.	0.
PORTFOLIO INTEREST	0.	1,455.	0.
PORTFOLIO DIVIDENDS	0.	6,449.	0.
ROYALTIES	0.	1.	0.
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.	0.	0.
ORDINARY INCOME	0.	926.	0.
RENTAL INCOME	0.	-1.	0.
OTHER RENTAL INCOME	0.	30.	0.
PORTFOLIO INTEREST	0.	2,892.	0.
DIVIDENDS	0.	3,313.	0.
ROYALTIES	0.	173.	0.
OTHER PORTFOLIO INCOME	0.	407.	0.
OTHER INCOME	0.	959.	0.
LESS: UBTI	0.	-1,146.	0.
CLEARWATER PRIVATE OPP FUND IV #45-2978316	0.	0.	0.
ORDINARY INCOME	0.	-119.	0.
PORTFOLIO INTEREST	0.	191.	0.
DIVIDENDS	0.	586.	0.
OTHER PORTFOLIO INCOME	0.	3.	0.
OTHER INCOME	0.	853.	0.
LESS: UBTI	0.	53.	0.
CORAL'S 2007 MOMENTUM FUND	0.	0.	0.
PORTFOLIO INTEREST	0.	56.	0.

SPELL CAPITAL PARTNERS III	146,354.	0.	0.
PORTFOLIO INTEREST	0.	67.	0.
PORTFOLIO DIVIDENDS	0.	47,925.	0.
LONE STAR GROWTH CAPITAL LP			
#41-2192242	322,000.	0.	0.
PORTFOLIO INTEREST	0.	39,955.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	533,500.	123,826.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*ACCOUNTING AND TAX SERVICE	86,609.	15,822.	0.	69,287.
**AUDIT FEES	175.	88.	0.	87.
*80% ALLOCATED TO CHARITABLE	0.	0.	0.	0.
*20% ALLOCATED TO INVESTMENTS	0.	0.	0.	0.
**50% ALLOCATED TO CHARITABLE	0.	0.	0.	0.
**50% ALLOCATED TO INVESTMENTS	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	86,784.	15,910.	0.	69,374.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
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.
FOREIGN TAXES WITHHELD	0.	15,022.	0.	0.
FOREIGN TAXES THRU CPOF	0.	108.	0.	0.
FOREIGN TAXES THRU CPOF II	0.	41.	0.	0.

FOREIGN TAXES THRU CPOF III	0.	66.	0.	0.
FOREIGN TAXES THRU CPOF IV	0.	1.	0.	0.
FO FORM 990-PF, PG 1, LN 18	18,160.	15,238.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE 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 #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.	0.
ROYALTY DEDUCTIONS	0.	161.	0.	0.
SEC. 59(E)(2)	0.	117.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	10,694.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	132.	0.	0.
OTHER DEDUCTIONS	0.	277.	0.	0.
CLEARWATER PRIVATE OPP FD IV #45-2978316	0.	0.	0.	0.
SEC. 59(E)(2)	0.	4.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	5,243.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	57.	0.	0.
OTHER DEDUCTIONS	0.	3.	0.	0.
SPELL CAPITAL FD III #20-5376879	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	3,777.	0.	0.
SPELL MEZZANINE PARTNERS #37-1661465	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	468.	0.	0.
CORAL'S 2007 MOMENTUM FD #20-5260256	0.	0.	0.	0.

DRISCOLL FOUNDATION				41-6012065
2% PORTFOLIO DEDUCTIONS	0.	13,106.	0.	0.
*100% ALLOCATED TO 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 BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
CHURCHILL ENVIRONMENTAL & INDUSTRIAL EQUITY	80,632.
CORRECTING ENTRY FOR VOIDED CHECK	2,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	82,632.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY CASH RESERVES	553,012.	553,012.
WEYERHAEUSER CO	341,381.	1,384,446.
OAKMARK SELECT FD	1,061,467.	1,235,161.
SELECTED AMERICAN SHARES	1,130,169.	1,274,084.
VANGUARD PRIMECAP CORE FD	916,592.	1,284,120.
CLEARWATER SMALL COMPANIES FUND	1,019,853.	1,585,547.
LIFE TIME FITNESS INC	27,609.	1,113,339.
DODGE & COX INTL STOCK FUND	598,131.	674,483.
AMERICAN EUROPACIFIC GR CL F2	845,216.	1,352,211.
MSDW INSTITUTIONAL INTL EQUITY	639,138.	685,550.
TEMPLETON INST FOREIGN SM COS	897,619.	1,396,182.
EATON VANCE T-M EMERGING MKTS	1,454,221.	1,760,182.
TOUCHSTONE EMERGING MARKETS	240,079.	258,152.
HUSSMAN STRATEGIC GROWTH	748,964.	620,204.
PIMCO ALL ASSET INST CLASS	1,515,141.	1,565,880.
EUROPEAN INVESTORS GLBL PROP	717,402.	903,428.
THIRD AVENUE REAL ESTATE	418,403.	863,243.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,124,397.	18,509,224.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DOUBLELINE TOTAL RETURN BOND FD CL I	1,025,468.	1,036,079.	
LOOMIS SAYLES BOND INSTL	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.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,015,863.	6,608,915.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET 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, LINE 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	10,982.	10,982.	10,982.
ROUNDING ADJUSTMENT	0.	-1.	-1.
TO FORM 990-PF, PART II, LINE 15	10,982.	10,981.	10,981.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH S. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
JEFF R. TOLZIN 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	SECRETARY/TREASURER 1.00	0.	0.	0.
JOHN B. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
MARGARET L. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
WILLIAM L. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
ELIZABETH D. HLAVKA 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
W. JOHN DRISCOLL (DECEASED) 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

ELIZABETH S. DRISCOLL
W. JOHN DRISCOLL (DECEASED)

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

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.

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
AfricaAid	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
Broadway 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

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
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

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
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 Sculpture 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

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
Grace Christian 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

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
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
Menlo 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 Historical 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

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
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

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
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 Performance 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

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
U.N. Foundation 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 Foundation	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

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
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 Cities	30 South Ninth Street Minneapolis, MN 55402	Yes	Campaign Widjwagan Capital Campaign	2/28/2013	\$5,000.00
Grand Totals (94 items)					\$1,199,000.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. DRISCOLL FOUNDATION	Employer identification number (EIN) or 41-6012065
	Number, street, and room or suite no. If a P.O. box, see instructions. 30 E. 7TH STREET, SUITE 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST PAUL, MN 55101-4930	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-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 COUNSELLING, INC

- 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 ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request 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 exempt organization return for the organization named above. The extension

is for the organization's return for:

- ☐ calendar year or
► ☒ tax year beginning **MAR 1, 2012**, and ending **FEB 28, 2013**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	42,000.
b If this 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 allowed as a credit.	3b	\$	28,841.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	13,159.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions DRISCOLL FOUNDATION
	Employer identification number (EIN) or 41-6012065
	Number, street, and room or suite no. If a P.O. box, see instructions. 30 E. 7TH STREET, SUITE 2000
	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST PAUL, MN 55101-4930

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

FIDUCIARY COUNSELLING, INC

• 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 ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **JANUARY 15, 2014**

5 For calendar year ☐, or other tax year beginning **MAR 1, 2012**, and ending **FEB 28, 2013**

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER IS A PARTNER IN SEVERAL PARTNERSHIPS AND DUE TO THE COMPLEXITIES INVOLVED REQUESTS AN ADDITIONAL EXTENSION OF TIME TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	42,000.
b If this 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 allowed as a credit and any amount paid previously with Form 8868.	8b	\$	42,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Heather Wells**

Title **CRA**

Date **10-14-13**

Form 8868 (Rev. 1-2013)