Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to public Inspection

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

Name of foundation: FOOTHILLS FOUNDATION

A Employer identification number: 45-4595181

Number and street (or P O box number if mail is not delivered to street address): 662 SUNSET COURT

Room/suite:

B Telephone number: 651-490-9457

City or town, state, and ZIP code: SHOREVIEW, MN 55126

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)* ▶$ 1,065,721.

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,550.	32,550.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,348.			
	b Gross sales price for all assets on line 6a 217,116.				
	7 Capital gain net income (from Part IV, line 2)		4,348.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	36,898.	36,898.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	3,072.	0.		3,072.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	8,180.	8,155.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,252.	8,155.		3,097.
	25 Contributions, gifts, grants paid	21,950.			21,950.
	26 **Total expenses and disbursements.** Add lines 24 and 25	33,202.	8,155.		25,047.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,696.			
	b **Net investment income** (if negative, enter -0-)		28,743.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	1,000,000.	38,858.	38,858.
	2	Savings and temporary cash investments			
	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 4	0.	266,095.	291,552.
	c	Investments - corporate bonds STMT 5	0.	322,671.	335,381.
	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	0.	376,072.	399,930.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,000,000.	1,003,696.	1,065,721.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,000,000.	1,003,696.	
	30	**Total net assets or fund balances**	1,000,000.	1,003,696.	
	31	**Total liabilities and net assets/fund balances**	1,000,000.	1,003,696.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,000,000.
2	Enter amount from Part I, line 27a	2	3,696.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,003,696.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,003,696.

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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	EXHIBIT A	P	VARIOUS	VARIOUS
b	EXHIBIT B	P	VARIOUS	VARIOUS
c	EXHIBIT C	P	VARIOUS	VARIOUS
d	EXHIBIT D	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	100,387.		100,387.	0.
b	99,755.		98,110.	1,645.
c	11,108.		11,033.	75.
d	3,395.		3,238.	157.
e	2,471.			2,471.

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				0.
b				1,645.
c				75.
d				157.
e				2,471.

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 4,348.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	0.	985,000.	.000000
2010			
2009			
2008			
2007			

2	Total of line 1, column (d)	2	.000000
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.000000
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	937,376.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	287.
7	Add lines 5 and 6	7	287.
8	Enter qualifying distributions from Part XII, line 4	8	25,047.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	287.
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	287.
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	287.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 287.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	287.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶	Refunded ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KARA L. JOHNSON Telephone no ▶651-490-9457

Located at ▶662 SUNSET COURT, SHOREVIEW, MN ZIP+4 ▶55126

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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
KARA L. JOHNSON 662 SUNSET COURT SHOREVIEW, MN 55126	PRESIDENT, DIRECTOR 2.00	0.	0.	0.
MICHAEL A. JOHNSON 662 SUNSET COURT SHOREVIEW, MN 55126	VP, SECTY, TREAS, DIRECTOR 1.00	0.	0.	0.
TRESSA L. JOHNSON 662 SUNSET COURT SHOREVIEW, MN 55126	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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12-05-12

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	639,974.
b	Average of monthly cash balances	1b	311,677.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	951,651.
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	951,651.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,275.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	937,376.
6	**Minimum investment return.** Enter 5% of line 5	6	46,869.

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	46,869.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 287.		
b	Income tax for 2012 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	287.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	46,582.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	46,582.
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	46,582.

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	25,047.
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	25,047.
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	287.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	24,760.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				46,582.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,080.	
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. ▶ $ 25,047.				
a Applied to 2011, but not more than line 2a			1,080.	
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				23,967.
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				22,615.
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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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				
MEG ROBERTS FARGO, ND	NONE	INDIVIDUAL	PROJECT CONCERNING HEALTH CARE FOR YOUNG WOMEN	150.
ALS OF MINNESOTA 333 N. WASHINGTON AVE. MINNEAPOLIS, MN 55401		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	100.
URBAN VENTURE 2924 4TH AVE S MINNEAPOLIS, MN 55408		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	1,000.
5 STONE MEDIA 15730 FENWAY AVE N HUGO, MN 55038		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	20,000.
MOOSE LAKE SCHOOL 413 BIRCH AVE MOOSE LAKE, MN 55767		SCHOOL	GENERAL CHARITABLE PURPOSES	500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				21,950.
b Approved for future payment NONE				
Total ▶ 3b				0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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					32,550.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					4,348.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	36,898.

13 Total. Add line 12, columns (b), (d), and (e) 13 36,898.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Michael A. Johnson | 7/27/2013 | ▶ TREASURER

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
CINDY J. ACKERMAN	Cindy J Ackerman	7/24/13		P00771663

Firm's name ▶ MOSS & BARNETT, P.A.

Firm's EIN ▶ 41-0943845

Firm's address ▶ 90 S. 7TH STREET, SUITE 4800
MINNEAPOLIS, MN 55402-4129

Phone no. (612) 877-5000

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE SALVATION ARMY 2445 PRIOR AVE N ROSEVILLE, MN 55113		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	200.
Total from continuation sheets				200.

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
RBC 07705 - 2012	19,875.	2,465.	17,410.
RBC 07705 - 2013	2,847.	6.	2,841.
RBC 18035 - 2012	10,856.	0.	10,856.
RBC 18035 - 2013	1,443.	0.	1,443.
TOTAL TO FM 990-PF, PART I, LN 4	35,021.	2,471.	32,550.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MOSS & BARNETT	3,072.	0.		3,072.
TO FM 990-PF, PG 1, LN 16A	3,072.	0.		3,072.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OF MINNESOTA	25.	0.		25.
RBC FEES	8,155.	8,155.		0.
TO FORM 990-PF, PG 1, LN 23	8,180.	8,155.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EXHIBIT E U.S. STOCKS	249,338.	273,919.
EXHIBIT E INT'L STOCKS	16,757.	17,633.
TOTAL TO FORM 990-PF, PART II, LINE 10B	266,095.	291,552.

FORM 990-PF CORPORATE BONDS STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EXHIBIT E FIXED INCOME	77,877.	80,537.
EXHIBIT F FIXED INCOME	244,794.	254,844.
TOTAL TO FORM 990-PF, PART II, LINE 10C	322,671.	335,381.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXHIBIT E MIXED ASSETS	COST	350,867.	374,989.
EXHIBIT E OTHER ASSETS	COST	25,205.	24,941.
TOTAL TO FORM 990-PF, PART II, LINE 13		376,072.	399,930.

EIN: 45-4595181
EXHIBIT A

FOOTHILLS FOUNDATION
662 SUNSET COURT

SCHEDULE OF REALIZED GAINS AND LOSSES

	THIS YEAR
Total Realized Gain or Loss	0.00
Short-term	0.00
Long-term	0.00

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
50,000.000	GE CAP RETAIL BK DRAPER UTAH C	36157QFS1	06/22/12	50,000.00	08/29/12	50,000.00	0.00
50,000.000	TEXAS CAP BK N A DALLAS TEX CD	88224PJH3	06/22/12	50,000.00	07/30/12	50,000.00	0.00
832.000 •	UIT ADVISORS ASSET MANAGEMENT HIGH 50 DIVID SER 2012-2Q	00770T252	06/27/12	32.36	12/26/12	32.36	0.00

EIN: 45-4595181
EXHIBIT A

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC

INVESTMENT ACCESS ACCOUNT STATEMENT WITH PORTFOLIO FOCUS 2012 ANNUAL STATEMENT

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term	All Return of Principal Distributions:						
788.000 *	UIT ADVISORS ASSET MANAGEMENT HIGH 50 DIVID SER 2012-2Q	00770T252	08/06/12	30.65	12/26/12	30.65	0.00
6.012 *	UIT ADVISORS ASSET MANAGEMENT HIGH 50 DIVID SER 2012-2Q	00770T252	08/27/12	0.23	12/26/12	0.23	0.00
982.000 *	UIT ADVISORS ASSET MANAGEMENT HIGH 50 DIVID SER 2012-2Q	00770T252	09/04/12	~~N/A~~ 38.20	12/26/12	38.20	~~N/A-A~~ 0.00
11.679 *	UIT ADVISORS ASSET MANAGEMENT HIGH 50 DIVID SER 2012-2Q	00770T252	09/25/12	0.45	12/26/12	0.45	0.00
11.817 *	UIT ADVISORS ASSET MANAGEMENT HIGH 50 DIVID SER 2012-2Q	00770T252	10/25/12	0.46	12/26/12	0.46	0.00
12.121 *	UIT ADVISORS ASSET MANAGEMENT HIGH 50 DIVID SER 2012-2Q	00770T252	11/26/12	0.47	12/26/12	0.47	0.00
1,053.000 *	UIT ADVISORS ASSET MANAGEMENT SER 2012-3Q ENHANCED EQUITY	00770T815	09/04/12	99.72	12/25/12	99.72	0.00
838.000 *	UIT FIRST TRUST DEEP VALUE SUB 10 DIVID PORT SER 4 MONTHLY	30279U161	08/06/12	~~N/A~~ 28.64	12/25/12	28.64	~~N/A-A~~ 0.00
2.552 *	UIT FIRST TRUST DEEP VALUE SUB 10 DIVID PORT SER 4 MONTHLY	30279U161	08/27/12	0.09	12/25/12	0.09	0.00
2.410 *	UIT FIRST TRUST DEEP VALUE SUB 10 DIVID PORT SER 4 MONTHLY	30279U161	09/25/12	0.08	12/25/12	0.08	0.00
2.443 *	UIT FIRST TRUST DEEP VALUE SUB 10 DIVID PORT SER 4 MONTHLY	30279U161	10/25/12	0.08	12/25/12	0.08	0.00
2.476 *	UIT FIRST TRUST DEEP VALUE SUB 10 DIVID PORT SER 4 MONTHLY	30279U161	11/26/12	0.08	12/25/12	0.08	0.00
851.000 *	UIT FIRST TRUST HIGH DIVID EQUITY PORT SER 9 MONTHL	30279J851	04/12/12	8.68	12/25/12	8.68	0.00
832.000 *	UIT FIRST TRUST HIGH DIVID EQUITY PORT SER 9 MONTHL	30279J851	05/01/12	8.48	12/25/12	8.48	0.00
843.000 *	UIT FIRST TRUSTHOMEBUILDERS RECOVERY PRT SER 2 SEMI ANNUAL	30280D273	09/04/12	138.67	12/25/12	138.67	0.00
Short Term Subtotal				100,387.34		100,387.34	0.00
TOTAL REALIZED GAIN OR LOSS							0.00

* *Return of principal; quantity represents face value*

A – Certain cost basis information is not available for this tax lot, therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

FOOTHILLS FOUNDATION
EIN: 45-4595181
EXHIBIT B

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT
2012 ANNUAL STATEMENT

Short Term

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
75.000	AMERICAN INTERNATIONAL GROUP INC 7.7% DUE 12/18/47 JR SUB	AVF	04/16/12	1,894.50	09/24/12	1,910.20	15.70
25.000	AMERIPRISE FINANCIAL INC 7.75% SENIOR NOTES DUE	AMPPRA	04/16/12	706.00	04/25/12	703.63	-2.37
65.000	AMERIPRISE FINANCIAL INC 7.75% SENIOR NOTES DUE	AMPPRA	04/16/12	1,835.60	05/29/12	1,836.20	0.60
10.000	ARCH CAPITAL GROUP LTD 6.75% NON CUM PFD SHS SER C	ARHPRC	04/13/12	254.00	09/05/12	273.49	19.49
5.000	AXIS CAPITAL HOLDINGS LIMITED PFD SER C	AXSPRC	04/17/12	130.00	09/05/12	138.49	8.49
190.000	AXIS CAPITAL HOLDINGS LIMITED PFD SER C	AXSPRC	04/17/12	4,940.00	09/12/12	5,304.68	364.68
25.000	BB&T CORPORATION 5.85 % SERIES D NON CUMULATIVE	BBTPRD	04/27/12	623.04	08/17/12	651.03	27.99
25.000	BB&T CORPORATION 5.85 % SERIES D NON CUMULATIVE	BBTPRD	04/27/12	623.04	08/21/12	648.73	25.69
25.000	COMCAST CORPORATION NOTES 6.625% DUE 05/15/2056	20030N507	04/13/12	634.75	04/25/12	636.76	2.01
50.000	COMCAST CORPORATION NOTES 6.625% DUE 05/15/2056	20030N507	04/13/12	1,269.50	04/25/12	1,273.47	3.97
20.000	COMMONWEALTH REIT SR NT 7.5%	CWHN	04/16/12	450.00	05/08/12	431.03	-18.97
10.000	COMMONWEALTH REIT SR NT 7.5%	CWHN	04/16/12	225.00	07/25/12	222.49	-2.51
80.000	COMMONWEALTH REIT SR NT 7.5%	CWHN	04/16/12	1,799.99	08/03/12	1,747.98	-52.01
195.000	COMMONWEALTH REIT CUM RED 7.25% PFD SER E	CWHPRE	04/16/12	5,032.93	08/31/12	5,153.73	120.80
55.000	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36	CFCPRB	09/21/12	1,382.14	10/12/12	1,391.46	9.32
100.000	DEUTSCHE BK CONTINGENT CAP TR III 7.6% TR PFD SECS	DTK	04/17/12	2,533.85	10/17/12	2,695.32	161.47
45.000	DOMINION RES INC VA 2009 SER A 8.375% ENHANCED JR	DRU	04/13/12	1,272.14	05/23/12	1,304.08	31.94
28.000	DOMINION RES INC VA 2009 SER A 8.375% ENHANCED JR	DRU	04/13/12	791.56	05/25/12	809.39	17.83

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
17.000	DOMINION RES INC VA 2009 SER A 8.375% ENHANCED JR	DRU	04/13/12	480.59	05/29/12	491.04	10.45
44.000	DOMINION RES INC VA 2009 SER A 8.375% ENHANCED JR	DRU	04/13/12	1,243.87	08/03/12	1,272.45	28.58
41.000	DOMINION RES INC VA 2009 SER A 8.375% ENHANCED JR	DRU	04/13/12	1,159.07	08/06/12	1,185.69	26.62
25.000	ENDURANCE SPECIALTY HLDGS LTD 7.75% PFD SER A	ENHPRA	04/16/12	656.00	07/18/12	686.23	30.23
90.000	ENTERGY MISS INC 1ST MTG BD 6% PFD	EMZ	04/20/12	2,596.50	09/20/12	2,526.24	-70.26
15.000	EVEREST RE CAP TRUST II 6.20% TR PFD SER D DUE 3/29/34	REPRB	04/20/12	377.40	07/05/12	379.64	2.24
10.000	EVEREST RE CAP TRUST II 6.20% TR PFD SER D DUE 3/29/34	REPRB	04/20/12	251.60	07/09/12	252.59	0.99
20.000	EVEREST RE CAP TRUST II 6.20% TR PFD SER D DUE 3/29/34	REPRB	04/20/12	503.20	07/24/12	507.58	4.38
55.000	EVEREST RE CAP TRUST II 6.20% TR PFD SER D DUE 3/29/34	REPRB	04/20/12	1,383.80	07/30/12	1,392.56	8.76
50.000	FIFTH THIRD CAP TRUST VI 7.2500% GTD TR PFD SECS	31678V206	04/16/12	1,273.95	04/19/12	1,267.47	-6.48
50.000	FIFTH THIRD CAP TRUST VI 7.2500% GTD TR PFD SECS	31678V206	04/16/12	1,273.95	08/08/12	1,250.00	-23.95
50.000	FIFTH THIRD CAPITAL TRUST V GTD TR PFD SECS 7.25% 8/15/67	31678W204	04/17/12	1,274.50	04/19/12	1,267.47	-7.03
50.000	FIFTH THIRD CAPITAL TRUST V GTD TR PFD SECS 7.25% 8/15/67	31678W204	04/17/12	1,274.50	08/15/12	1,250.00	-24.50
50.000	FIRST REPUBLIC BANK SHS REPSTG 1/40TH PERP 6.70%	FRCPRA	04/13/12	1,280.50	06/25/12	1,317.47	36.97
100.000	HSBC FINANCE CORPORATION 6.36% DEP SHS REPTSG 1/40 PFD	HSBCPR	04/13/12	2,477.00	10/09/12	2,499.94	22.94
100 000	HSBC HOLDINGS PLC ADS 6.20% NON CUM PFD SHS SER A	HBCPRA	04/16/12	2,503.90	08/31/12	2,514.94	11.04
5.000	HSBC USA INC NEW FLT RT NON-CUM PERP PFD FLTG	HBAPRF	04/17/12	103.10	09/07/12	111.49	8.39
5.000	ING GROEP NV 6.2% PERP DEBT SECS	ISP	04/13/12	106.30	09/05/12	116.15	9.85

RBC Wealth Management®

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MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT
2012 ANNUAL STATEMENT

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
25.000	KIMCO REALTY CORP 6.65% SER F DEPOSITARY SHS REPRES 1/10TH	49446R869	04/13/12	627.00	04/25/12	629.23	2.23
57.000	KIMCO REALTY CORP 6.65% SER F DEPOSITARY SHS REPRES 1/10TH	49446R869	04/13/12	1,429.56	07/09/12	1,435.22	5.66
18.000	KIMCO REALTY CORP 6.65% SER F DEPOSITARY SHS REPRES 1/10TH	49446R869	04/13/12	451.44	07/10/12	453.22	1.78
100.000	KIMCO REALTY CORPORATION DEPOSITARY SH REPSTG 1/1000TH	KIMPRI	04/13/12	2,491.99	07/30/12	2,594.94	102.95
5.000	LLOYDS BANKING GROUP PLC PUBLIC INCOME NT PINES	LYGPRA	04/16/12	131.95	09/05/12	139.14	7.19
100.000	MERRILL LYNCH CAPITAL TRUST I 6.45% TRUST PFD SECURITIES	MERPRK	06/29/12	2,461.30	09/05/12	2,497.94	36.64
50.000	MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE	MSZ	04/16/12	1,229.95	09/05/12	1,252.97	23.02
50 000	MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE	MSZ	04/16/12	1,229.95	09/06/12	1,252.47	22.52
15.000	NEXTERA ENERGY CAPITAL HOLDINGS INC 5.70% SER G JNR	NEEPRG	04/16/12	381.00	08/17/12	411.48	30.48
50.000	PARTNERRE LTD 7.25% SER E CUMM REDEEMABLE	PREPRE	04/17/12	1,331.50	04/20/12	1,318.70	-12.80
1.000	PLC CAPITAL TRUST V 6.125% TRUST ORIG PFD SECS DUE	PLPRB	04/13/12	24.57	07/09/12	25.20	0.63
24.000	PLC CAPITAL TRUST V 6.125% TRUST ORIG PFD SECS DUE	PLPRB	05/08/12	602.64	07/09/12	604.78	2.14
26.000	PLC CAPITAL TRUST V 6.125% TRUST ORIG PFD SECS DUE	PLPRB	05/08/12	652.86	07/30/12	656.74	3.88
20.000	PNC FINL SVCS GROUP INC DEPOSITARY SHS REPSTG 1/4000TH	PNCPRP	04/20/12	503.00	08/20/12	550.98	47.98
90 000	PNC FINL SVCS GROUP INC DEPOSITARY SHS REPSTG 1/4000TH	PNCPRP	04/20/12	2,263.50	09/19/12	2,473.14	209.64
20.000	PRUDENTIAL FINL INC JR SUB NTS 9.00% PFD	PHR	04/13/12	543.20	05/23/12	544.20	1.00
25.000	PRUDENTIAL FINL INC JR SUB NTS 9.00% PFD	PHR	04/13/12	679.00	05/24/12	679.73	0.73
20.000	PRUDENTIAL FINL INC JR SUB NTS 9.00% PFD	PHR	04/13/12	543.20	06/08/12	533.18	-10.02

EIN: 45-4595181
EXHIBIT B

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
10.000	PRUDENTIAL FINL INC JR SUB NTS 9.00% PFD	PHR	04/13/12	271.60	06/13/12	264.99	-6.61
15.000	PRUDENTIAL FINL INC JR SUB NTS 9.00% PFD	PHR	04/13/12	407.40	06/13/12	397.49	-9.91
30.000	PS BUSINESS PKS INC DEP SHS REPSTG 1/1000TH 6.45%	PSBPRS	04/16/12	764.68	06/15/12	783.15	18.47
165.000	PS BUSINESS PKS INC DEP SHS REPSTG 1/1000TH 6.45%	PSBPRS	04/16/12	4,205.77	06/21/12	4,306.40	100.63
10.000	RAYMOND JAMES FINANCIAL 6.9% SR NT	RJD	04/16/12	258.00	09/05/12	275.59	17.59
30.000	REALTY INCOME CORPORATION 6.625% MONTHLY INCOME CLASS F	OPRF	04/13/12	765.60	05/23/12	797.98	32.38
5.000	REALTY INCOME CORPORATION 6.625% MONTHLY INCOME CLASS F	OPRF	04/13/12	127.58	06/27/12	133.00	5.42
62.000	REALTY INCOME CORPORATION 6.625% MONTHLY INCOME CLASS F	OPRF	04/13/12	1,582.24	06/27/12	1,649.16	66.92
3.000	REALTY INCOME CORPORATION 6.625% MONTHLY INCOME CLASS F	OPRF	04/13/12	76.56	06/27/12	79.80	3.24
25.000	REALTY INCOME CORPORATION 6.625% MONTHLY INCOME CLASS F	OPRF	04/13/12	638.00	06/27/12	664.98	26.98
25.000	RENAISSANCERE HLDGS LTD 6.08% SER C PREFERENCE SHS	RNRPRC	04/17/12	632.25	05/30/12	626.90	-5.35
25.000	RENAISSANCERE HLDGS LTD 6.08% SER C PREFERENCE SHS	RNRPRC	04/17/12	632.25	07/19/12	633.98	1.73
20.000	RENAISSANCERE HLDGS LTD 6.08% SER C PREFERENCE SHS	RNRPRC	04/17/12	505.80	08/03/12	506.18	0.38
60.000	RENAISSANCERE HLDGS LTD 6.08% SER C PREFERENCE SHS	RNRPRC	04/17/12	1,517.40	10/08/12	1,506.12	-11.28
70.000	RENAISSANCERE HLDGS LTD 6.08% SER C PREFERENCE SHS	RNRPRC	04/18/12	1,771.00	10/08/12	1,757.13	-13.87
50.000	SANTANDER FINANCE PFD SA UNIPERSONAL 10.50% PFD SECS 09	SANPRE	04/18/12	1,307.50	12/06/12	1,372.97	65.47
85 000	SCANA CORP NEW JR SUB NT	SCU	04/16/12	2,426.75	09/21/12	2,424.40	-2.35
5.000	SCE TRUST I 5.625% TRUST CUM PREF SECS	SCEPRF	05/14/12	124.95	09/05/12	134.55	9.60

FOOTHILLS FOUNDATION
EIN: 45-4595181
EXHIBIT B

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT
2012 ANNUAL STATEMENT

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
9.000	SELECTIVE INS GROUP INC 7.50% JR SUB NOTES	SGZ	04/13/12	227.25	06/11/12	229.85	2.60
40 000	SELECTIVE INS GROUP INC 7.50% JR SUB NOTES	SGZ	04/13/12	1,010.00	06/15/12	1,006.37	-3.63
51.000	SELECTIVE INS GROUP INC 7.50% JR SUB NOTES	SGZ	04/13/12	1,287.75	06/29/12	1,287.72	-0.03
95.000	STIFEL FINL CORP 6.70% SENIOR NOTES DUE 2022	SFB	04/16/12	2,536.50	08/29/12	2,582.99	46.49
20.000	TELEPHONE & DATA SYSTEMS INC PFD 7.00%	TDJ	04/19/12	535.40	04/25/12	539.98	4.58
50.000	TELEPHONE & DATA SYSTEMS INC PFD 7.00%	TDJ	04/19/12	1,338.50	06/20/12	1,336.47	-2.03
45.000	TELEPHONE & DATA SYSTEMS INC PFD 7.00%	TDJ	04/19/12	1,204.65	07/19/12	1,236.57	31.92
10.000	US BANCORP DEL DEPOSITARY SHARES REPSTG 6.5%	USBPRM	04/16/12	273.10	09/05/12	295.39	22.29
25.000	VORNADO REALTY TRUST 6.75% PFD SER F	VNOPRF	04/16/12	629.50	04/18/12	633.98	4.48
20.000	VORNADO RLTY TR PFD CUMULATIVE RED SER 6.875%	VNOPRJ	04/25/12	543.20	05/08/12	541.98	-1.22
16.000	VORNADO RLTY TR PFD CUMULATIVE RED SER 6.875%	VNOPRJ	04/25/12	434.56	06/15/12	431.19	-3.37
9.000	VORNADO RLTY TR PFD CUMULATIVE RED SER 6.875%	VNOPRJ	04/25/12	244.44	06/20/12	243.80	-0.64
150.000	WACHOVIA CAP TR IX 6.375% GUARANTEED TRUST	92978X201	04/13/12	3,783.00	06/15/12	3,750.00	-33.00
45.000	WACHOVIA PREFERRED FUNDING CORP 7.25% NON CUM EXCHANGABLE	WNAPR	05/08/12	1,222.97	12/06/12	1,219.02	-3.95
25.000	WEINGARTEN REALTY INVESTORS DEP SHS REPSTG 1/100 PFD SER E	948741608	04/13/12	628.75	06/14/12	630.48	1.73
Short Term Subtotal							1,644.65
TOTAL REALIZED GAIN OR LOSS				98,110.28		99,754.84	1,644.65

FOOTHILLS FOUNDATION
EIN: 45-4595181
EXHIBIT C

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT

JANUARY 1, 2013 - JANUARY 31, 2013

SALES

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
01/08/13	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BA2 S&P RATG BB+ CALLABLE 02/08/13 AT 25.00	-30.000	$25.390	$761.68	$753.90	$7.78	
01/08/13	MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE 10/15/2066 SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BA1 S&P RATG BB+	-30.000	$25.120	$753.58	$737.97	$15.61	
01/08/13	WACHOVIA PREFERRED FUNDING CORP 7.25% NON CUM EXCHANGABLE PERP SERIES A PFD SECURITIES SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BAA3 S&P RATG BBB+	-95.000	$26.600	$2,526.94	$2,581.82	-$54.88	

EIN: 45-4595181
EXHIBIT C

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
01/14/13 as of 01/11/13	MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE 10/15/2066 SOLICITED WILL DELIVER BY SETTLEMENT MOODY RATG BA1 S&P RATG BB+	-20.000	$25.120	$502.38	$491.98	$10.40	
01/16/13 as of 01/15/13	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BA2 S&P RATG BB+ CALLABLE 02/16/13 AT 25.00	-20.000	$25.420	$508.38	$502.60	$5.78	
01/16/13 as of 01/15/13	MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE 10/15/2066 SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BA1 S&P RATG BB+	-30.000	$25.140	$754.18	$743.25	$10.93	
01/23/13	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SOLICITED MOODY RATG BA2 S&P RATG BB+ CALLABLE 02/23/13 AT 25.00	-30.000	$25.520	$765.58	$753.90	$11.68	
01/24/13	MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE 10/15/2066 SOLICITED MOODY RATG BA1 S&P RATG BB+ CALLABLE 02/24/13 AT 25.00	-20.000	$25.270	$505.38	$496.20	$9.18	
01/25/13	AEGON NV 6.875% PERPETUAL CAPITAL SECURITIES SOLICITED WILL DELIVER BY SETTLEMENT MOODY RATG S&P RATG BBB	-30.000	$25.280	$758.38	$722.40	$35.98	
01/30/13	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BA2 S&P RATG BB+ CALLABLE 03/02/13 AT 25.00	-75.000	$25.070	$1,880.20	$1,884.74	-$4.54	

FOOTHILLS FOUNDATION
EIN: 45-4595181
EXHIBIT C

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT

JANUARY 1, 2013 - JANUARY 31, 2013

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
01/30/13	MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE 10/15/2066 SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BA1 S&P RATG BB+	-55.000	$25.300	$1,391.46	$1,364.05	$27.41	
TOTAL SALES				$11,108.14	11,032.81	$75.33	

EIN: 45-4595181
EXHIBIT D

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

SALES

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
02/08/13 as of 02/07/13	LLOYDS BANKING GROUP PLC PUBLIC INCOME NT PINES 7.75% 07/15/2050 CUM PFD SOLICITED WILL DELIVER BY SETTLEMENT EXPECTED S&P RATING A	-25.000	$27.650	$691.23	$659.75	$31.48	
02/19/13	NEXTERA ENERGY CAPITAL HOLDINGS INC 5.70% SER G JNR SUBORDINATED DEB DUE 3/1/72 SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BAA2 S&P RATG BBB	-50.000	$26.810	$1,340.46	$1,270.00	$70.46	
02/26/13	ENDURANCE SPECIALTY HLDGS LTD 7.75% PFD SER A SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BAA3 S&P RATG BBB- CALLABLE 12/15/15 AT 25.00	-25.000	$27.701	$692.50	$656.00	$36.50	

EIN: 45-4595181
EXHIBIT D

RBC Wealth Management®

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MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT

FEBRUARY 1, 2013 - FEBRUARY 28, 2013

SALES
(continued)

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
02/27/13	ENDURANCE SPECIALTY HOLDINGS LTD 7.50% NON CUMULATIVE PFD SER B US LISTED SOLICITED LONG-STOCK IN DELIVERABLE FORM MOODY RATG BAA3 S&P RATG BBB-	-25.000	$26.850	$671.23	$652.50	$18 73	
TOTAL SALES				$3,395.42	3,238.25	$157.17	

EIN: 45-4595181
EXHIBIT E

FOOTHILLS FOUNDATION
662 SUNSET COURT

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized.

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options. asset purchases (tax lots) consolidated.

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets They are not covered by SIPC Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks Deposit information is included on this statement solely as a service to our clients All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account. Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$33,682.16	$32,725.44	$0.56
DEPOSITS ARE HELD AT·					
Wells Fargo RBC	SanFrancisco, CA	$33,682.16			
TOTAL RBC BANK DEPOSIT PROGRAM			**$33,682.16**		**$0.56**

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALGER SMIDCAP GROWTH FUND CL A	ALMAX	1,605.830	$17.660	$28,358.96		$26,563.89	$1,795.07	
					Purchase	*$25,450.00*	*$1,723.93*	
					Reinvest	*$1,113.89*	*$71.13*	
BLACKROCK EQUITY DIVIDEND FUND INSTL CL	MADVX	2,625.116	$21.010	$55,153.69		$50,547.75	$4,605.94	$1,215.43
					Purchase	*$49,650 00*	*$4,561.03*	
					Reinvest	*$897.75*	*$44.90*	
FIDELITY ADVISOR NEW INSIGHTS FD CL I	FINSX	1,136.911	$24.230	$27,547.35		$25,373.90	$2,173.45	$23.88
					Purchase	*$25,200.00*	*$2,162.21*	
					Reinvest	*$173.90*	*$11.24*	
UIT ADVISORS ASSET MANAGEMENT SER 2012-1Q UNT 814 STRTGIC HI 80 DIVID PRT FEE BASED CASH	00770L580	1,633.000	$10.040	$16,395.32		$16,002.77	$392.55	$774.04
UIT ADVISORS ASSET MANAGEMENT STRATEGIC HIGH 80 DIVID PORT SER 2012-2Q FEE BASED REINVEST	00770P714	922.022	$10.520	$9,699.67		$8,377.76	$1,321.91	$470.23
					Purchase	*$8,007.30*	*$1,302.90*	
					Reinvest	*$370.46*	*$19.01*	

EIN: 45-4595181
EXHIBIT E

RBC Wealth Management®

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INVESTMENT ACCESS ACCOUNT STATEMENT WITH PORTFOLIO FOCUS

FEBRUARY 1, 2013 - FEBRUARY 28, 2013

US EQUITIES

(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
UIT ADVISORS ASSET MANAGEMENT	00770T252	2,713.290	$10.490	$28,462.41		$27,023.81	$1,438.60	$1,432.62
HIGH 50 DIVID SER 2012-2Q					*Purchase*	*$25,893.77*	*$1,401.21*	
STRATEGY PORT FEE BASED REINVE					*Reinvest*	*$1,130.04*	*$37.38*	
UIT ADVISORS ASSET MANAGEMENT SER 2012-3Q ENHANCED EQUITY INCOME PORT FEE BASED CASH	00770T815	1,053.000	$9.430	$9,929.79		$9,895.04	$34.75	$566.51
UIT FIRST TRUST DEEP VALUE SUB	30279U161	857.403	$11.570	$9,920.15		$8,168.77	$1,751.38	$294.95
10 DIVID PORT SER 4 MONTHLY					*Purchase*	*$7,963.02*	*$1,732.64*	
FEE ACCT REINVESTMENT					*Reinvest*	*$205.75*	*$18.74*	
UIT FIRST TRUST DEEP VALUE SUB	30280H282	1,051.763	$11.250	$11,832.33		$10,184.72	$1,647.61	$336.56
10 DIVID PORT SER 5 MONTHLY					*Purchase*	*$9,999.19*	*$1,633.31*	
FEE ACCT REINVESTMENT					*Reinvest*	*$185.53*	*$14.30*	
UIT FIRST TRUST DIVID STRENGTH	30280F674	842.741	$10.280	$8,663.38		$8,153.43	$509.95	$230.07
PORT SER 15 MONTHLY FEE ACCT					*Purchase*	*$7,996.84*	*$504 72*	
REINVESTMENT					*Reinvest*	*$156.59*	*$5.23*	
UIT FIRST TRUST HIGH DIVID EQUITY PORT SER 9 MONTHL FEE ACCT CASH	30279J851	1,683.000	$10.760	$18,109.08		$15,982.07	$2,127.01	$748.94
UIT FIRST TRUST HIGH DIVID	30279V342	1,705.555	$11.080	$18,897.55		$16,626.76	$2,270.79	$752.15
EQUITY PORT SER 10 MONTHLY FEE					*Purchase*	*$16,010.37*	*$2,238.39*	
ACCT REINVESTMENT					*Reinvest*	*$616.39*	*$32.39*	
UIT FIRST TRUST TARGET DIVERSI	30267S186	1,644.533	$11.340	$18,649.00		$16,386.32	$2,262.68	$560.79
GLOBAL ALLOCATION PORT SER 4					*Purchase*	*$16,013.98*	*$2,243.42*	
MONTHLY FEE ACCT REINVESTMENT					*Reinvest*	*$372.34*	*$19.26*	
UIT FIRST TRUSTHOMEBUILDERS	30280D273	857.730	$14.340	$12,299.85		$10,050.57	$2,249.28	$61.76
RECOVERY PRT SER 2 SEMI ANNUAL					*Purchase*	*$9,854.17*	*$2,234.45*	
FEE ACCT REINVESTMENT					*Reinvest*	*$196.40*	*$14.83*	
TOTAL US EQUITIES				**$273,918.53**		**$249,337.56**	**$24,580.97**	**$7,467.93**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
UIT FIRST TRUST TARGET GLOBAL	30279M730	1,739.001	$10.140	$17,633.47		$16,757 05	$876 42	$866.02
DVD LEADERS 2Q 12 TERM 7/9/13					*Purchase*	*$15,996.52*	*$815.60*	
MONTHLY FEE ACCT REINV					*Reinvest*	*$760.53*	*$60 82*	
TOTAL INTERNATIONAL EQUITIES				**$17,633.47**		**$16,757.05**	**$876.42**	**$866.02**

EIN: 45-4595181
EXHIBIT E

FOOTHILLS FOUNDATION
662 SUNSET COURT

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
OPPENHEIMER INTL BD FD CLASS Y	OIBYX	6,045.316	$6.540	$39,536.37		$38,461.36	$1,075.01	$1,589.92
					Purchase	*$37,300.00*	*$1,071.86*	
					Reinvest	*$1,161.36*	*$3.13*	
TEMPLETON GLOBAL BOND FUND ADVISOR CL	TGBAX	3,057.450	$13.410	$41,000.40		$39,415.72	$1,584.68	$1,751.92
					Purchase	*$37,150.00*	*$1,548.37*	
					Reinvest	*$2,265.72*	*$36.30*	
TOTAL TAXABLE FIXED INCOME		9,102.766		$80,536.77		$77,877.08	$2,659.69	$3,341.84

MIXED ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BLACKROCK GLOBAL ALLOCATION FD INC INSTL CL	MALOX	2,688.056	$20.340	$54,675.06		$51,117.68	$3,557.38	$768.78
					Purchase	*$50,500.00*	*$3,528.40*	
					Reinvest	*$617.68*	*$28.96*	
CAPITAL INCOME BUILDER FD CL F-2	CAIFX	742.706	$54.270	$40,306.65		$38,081.19	$2,225.46	$1,515.12
					Purchase	*$36,950.00*	*$2,190.82*	
					Reinvest	*$1,131.19*	*$34.63*	
FRANKLIN CUSTODIAN FUNDS INC INCOME SERIES ADVISOR CL	FRIAX	18,132.039	$2.270	$41,159.73		$38,700.47	$2,459.26	$2,538.49
					Purchase	*$37,100.00*	*$2,403.49*	
					Reinvest	*$1,600.47*	*$55.76*	
GOLDMAN SACHS SATELLITE STRATEGIES PORT CLASS A	GXSAX	6,553.454	$8.300	$54,393.67		$51,491.88	$2,901.79	$2,215.07
					Purchase	*$49,700.00*	*$2,857.05*	
					Reinvest	*$1,791.88*	*$44.73*	
GOLDMAN SACHS TR DYNAMIC ALLOCATION FD CL A	GDAFX	2,432.952	$10.910	$26,543.51		$25,898.40	$645.11	
					Purchase	*$25,000.00*	*$631.73*	
					Reinvest	*$898.40*	*$13.37*	
IVA FIDUCIARY TR IVA WORLDWIDE FD CL I	IVWIX	1,677.440	$16.640	$27,912.60		$26,188.74	$1,723.86	$577.04
					Purchase	*$25,350.00*	*$1,682.06*	
					Reinvest	*$838.74*	*$41.79*	
IVY ASSET STRATEGY I	IVAEX	1,606.039	$27.070	$43,475.48		$39,396.19	$4,079.29	$1,231.83
					Purchase	*$38,200.00*	*$4,012.09*	
					Reinvest	*$1,196.19*	*$67.19*	
TEMPLETON GLOBAL INVT TR BALANCED FUND ADVISOR CL	TZINX	14,456.731	$2.960	$42,791.92		$38,732.43	$4,059.49	$2,067.31
					Purchase	*$37,250.00*	*$3,939.23*	
					Reinvest	*$1,482 43*	*$120.26*	
UIT ADVISOR ASSET MANAGEMENT BALANCED PORT SER 2012-1 FEE BASED CASH	00770N644	1,644.000	$10.100	$16,604.40		$15,998.44	$605.96	$1,024.21

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EXHIBIT E

RBC Wealth Management®

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INVESTMENT ACCESS ACCOUNT STATEMENT WITH PORTFOLIO FOCUS
FEBRUARY 1, 2013 - FEBRUARY 28, 2013

MIXED ASSETS
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
UIT ADVISORS ASSET MANAGEMENT BALANCED PORT 15 MONTH SER 2012-2Q FEE ACCT REINV	00770N693	1,795.044	$10.350	$18,578.70		$16,934.86	$1,643.84	$1,150.62
					Purchase	*$16,015.67*	*$1,610.38*	
					Reinvest	*$919.19*	*$33.46*	
UIT ADVISORS ASSET MGMT TRUST BALANCED PORT 15 MONTH SER2012 - 3Q FEE BASED REINV	00770V471	839.618	$10.180	$8,547.31		$8,326.60	$220.71	$537.36
					Purchase	*$7,992.78*	*$212.30*	
					Reinvest	*$333.82*	*$8.40*	
TOTAL MIXED ASSETS				$374,989.03		$350,866.88	$24,122.15	$13,625.83

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
LOCORR INVT TR MANAGED FUTURES STRATEGY FD I	LFMIX	2,780.462	$8.970	$24,940.74		$25,205.53	-$264.79	
					Purchase	*$25,200.00*	*-$264.88*	
					Reinvest	*$5.53*	*$0.10*	
TOTAL OTHER ASSETS				$24,940.74		$25,205.53	-$264.79	

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions It does not include accrued interest

Purchases, sales and other activity all represent an exchange of cash and/or money market funds for securities and, as such, do not represent deposits to or withdrawals from your account. Account value changes due to commissions, mark ups, mark downs and accrued interest are shown in the "Change in value of priced securities" line of the Account Value Summary

** Information that appears in these columns may be based on information provided by you or at your direction; RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
02/01/13	OPPENHEIMER INTL BD FD CLASS Y REINVEST	20.321	$6.600	-$134.12	REINVEST
02/05/13	FRANKLIN CUSTODIAN FUNDS INC INCOME SERIES ADVISOR CL REINVEST	90.211	$2.280	-$205.68	REINVEST

EIN: 45-4595181
EXHIBIT F

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options.asset purchases (tax lots) consolidated

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets. They are not covered by SIPC Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks Deposit information is included on this statement solely as a service to our clients. All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www.rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program. For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$3,111.68	$5,128.22	$0.11
DEPOSITS ARE HELD AT:					
Wells Fargo RBC	SanFrancisco, CA	$3,111.68			
TOTAL RBC BANK DEPOSIT PROGRAM			$3,111.68		$0.11

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				$2,064.05		
TOTAL CASH AND MONEY MARKET				$2,064.05		

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AEGON N V PERP CAP SECS FLTG RATE	AEB	115.000	$24.650	$2,834.75	$2,521 95	$312.80	$117.53
AEGON NV NON CUM 6.50% PERP CAPITAL SECURITIES	AED	80.000	$25.050	$2,004.00	$1,870.40	$133.60	$130 00
AEGON NV 6.875% PERPETUAL CAPITAL SECURITIES	AEV	50.000	$25.190	$1,259.50	$1,204.00	$55 50	$85.95

EIN: 45-4595181
EXHIBIT F

MANAGED ACCOUNT PROGRAM ACCOUNT STATEMENT

FEBRUARY 1, 2013 - FEBRUARY 28, 2013

TAXABLE FIXED INCOME

(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALLIED CAPITAL CORP 6.875% NOTES DUE APR 15 2047	AFC	50.000	$25.250	$1,262.50	$1,210.50	$52.00	$85.95
AMERICAN INTL GROUP INC 6.45% JR SUB DEB SER A-4	AFF	80.000	$25.430	$2,034.40	$1,904.00	$130.40	$128.96
AMERICAN FINL GROUP INC 7% SR NT	AFQ	25.000	$26.940	$673.50	$662.25	$11.25	$43.75
AFLAC INCORPORATED 5.50% SUBORDINATED DEBENTURES DUE 2052	AFSD	155.000	$25.810	$4,000.55	$3,848.77	$151.78	$213.13
AMERICAN FINANCIAL GROUP INC SR NT 6.375 DUE 2042	AFW	50.000	$26.360	$1,318.00	$1,242.22	$75.78	$79.70
ASSURED GUARANTY MUNICIPAL HOLDINGS INC 6.25% NOTES DUE NOVEMBER 1 2102	AGOPRE	105.000	$25.160	$2,641.80	$2,483.25	$158.55	$164.12
ASPEN INSURANCE HOLDINGS LTD PERP PREF SHS	AHLPRA	100.000	$27.220	$2,721.99	$2,534.65	$187.34	$185.00
ASPEN INSURANCE HOLDINGS LTD PERP NON CUMULATIVE PREF SHS VARIABLE RATE	AHLPRB	50.000	$26.820	$1,341.00	$1,242.50	$98.50	$90.65
APOLLO INVESTMENT CORPORATION 6.625% SENIOR NOTES DUE 2042	AIB	30.000	$24.820	$744.60	$739.80	$4.80	$49.68
ARCH CAPITAL GROUP LTD 6.75% NON CUM PFD SHS SER C	ARHPRC	190.000	$27.320	$5,190.80	$4,826.00	$364.80	$320.72
ARES CAP CORP 7.75% SENIOR NOTES DUE 2040	ARY	145.000	$27.050	$3,922.25	$3,709.07	$213.18	$281.01
AVIVA PLC 8.25% CAPITAL SECURITIES DUE 2041	AVV	140.000	$28.260	$3,956.40	$3,729.60	$226.80	$288.82
BB&T CORPORATION PERPETUAL PREFERRED SERIES E 5.625% DEP SHS REPSTG 1/1000TH	BBTPRE	205.000	$25.590	$5,245.95	$5,184.75	$61.20	$288.23
BARCLAYS BK PLC 6.625% NON CUM PFD ADR SER 2 CALLABLE 9/15/11 @ 25	BCSPR	105.000	$25.190	$2,644.95	$2,534.74	$110.21	$173.88
BANK OF NEW YORK MELLON CORPORATION ON THE DEP SHS REPSTG 1/4000TH PERP PFD SER C	BKPRC	105.000	$25.500	$2,677.50	$2,618.70	$58.80	$136 50

EIN: 45-4595181
EXHIBIT F

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CAPITAL ONE FINANCIAL CORPORATION DEPOSITARY SHARES EACH REPRESNTNG 1/40TH INTRST	COFPRP	130.000	$25.140	$3,268.20	$3,243.34	$24.86	$195.00
CITIGROUP CAPITAL IX 6.00% TRUST PFD SECS (TRUPS) DUE 2/14/2033 B/E	CPRS	160.000	$25.080	$4,012.80	$3,844.80	$168.00	$240.00
CITIGROUP CAP XV 6.50% ENHANCED TR PFD SECS DUE 09/15/2066	CPRU	155.000	$25.358	$3,930.44	$3,839.33	$91.11	$251.88
QWEST CORP 7.375% NOTES DUE 2051	CTQ	195.000	$26.480	$5,163.60	$5,077.63	$85.97	$359.58
QWEST CORPORATION 7.00% SR NOTES DUE 2052	CTU	70.000	$26.600	$1,862.00	$1,873.41	-$11.41	$122.50
QWEST CORP PFD SER A 7.500% NTS DUE 2051	CTW	95.000	$27.040	$2,568.80	$2,479.49	$89.31	$178.13
COMMONWEALTH REIT 5.75% SENIOR NOTES DUE 2042	CWHO	110.000	$24.240	$2,666.40	$2,709.70	-$43.30	$158.18
DISCOVER FINANCIAL SERVICES 6.5% DEP SHS NON CUM PERPETUAL PFD STOCK SERIES B	DFSPRB	150.000	$25.460	$3,819.00	$3,820.50	-$1.50	$243 75
DIGITAL REALTY TRUST INC 7 % SERIES E CUMULATIVE REDEEMABLE PFD	DLRPRE	95.000	$27.020	$2,566.90	$2,497.54	$69.36	$166 25
DTE ENERGY CO 6.50% JR SUB-ORD DEB DUE 2061	DTZ	180.000	$27.420	$4,935.60	$4,950.00	-$14.40	$292.50
DEUTSCHE BK CAP FDG TR VIII 6.375% TR PFD SECS	DUA	105.000	$25.391	$2,666.06	$2,418.05	$248.01	$167.37
DUKE ENERGY CORPORATION 5 125% JUNIOR SUBORDINATED DEBENTURES	DUKH	50.000	$25.050	$1,252.50	$1,261.25	-$8.75	$64.05
ENTERGY LA LLC 1ST MTG BD 5 25% PFD	ELJ	100.000	$25.919	$2,591.90	$2,518.00	$73.90	$131.30
ENTERGY MISS INC 1ST MTG BD 6% PFD	EMZ	25.000	$27.210	$680.25	$662.74	$17.51	$37.50
ENDURANCE SPECIALTY HLDGS LTD 7.75% PFD SER A	ENHPRA	140.000	$27.173	$3,804.22	$3,673.60	$130.62	$271.32

EIN: 45-4595181
EXHIBIT F

MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT

FEBRUARY 1, 2013 - FEBRUARY 28, 2013

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ENDURANCE SPECIALTY HOLDINGS LTD 7 50% NON CUMULATIVE PFD SER B US LISTED	ENHPRB	170.000	$26.857	$4,565.64	$4,458.05	$107.59	$318.75
EPR PROPERTIES 6 625% SERIES F CUMULATIVE REDEEMABLE PREFERRED SHARES	EPRPRF	30.000	$25.360	$760.80	$745.50	$15.30	$49.68
FIRST REPUBLIC BANK SHS REPSTG 1/40TH PERP 6.70% SER A PFD NON CUM PERPETUAL	FRCPRA	95.000	$27.420	$2,604.90	$2,432.95	$171.95	$159.13
FIRST REPUBLIC BANK NON CUM PERP PFD STOCK 6.200% SERIES B	FRCPRB	50.000	$26.840	$1,342.00	$1,262.50	$79.50	$77.50
GOLDMAN SACHS GROUP INC 6.5% NOTES DUE 11/01/61	GSJ	240.000	$27.290	$6,549.60	$6,237.60	$312.00	$390.00
GOLDMAN SACHS GROUP INC DEP SHS REPSTG 1/1000 PFD SER D FLTG	GSPRD	185.000	$22.080	$4,084.80	$3,785.08	$299.72	$185.00
HSBC USA INC NEW FLT RT NON-CUM PERP PFD FLTG CPN RT 3 MNTH LIBOR +75 SER F	HBAPRF	60.000	$22.470	$1,348.20	$1,237.20	$111.00	$51.90
HEALTH CARE REIT INC 6.50% SER J CUMULATIVE REDEEMABLE PFD STK	HCNPRJ	100.000	$27.050	$2,705.00	$2,534.00	$171.00	$162.50
HSBC HLDGS PLC PERP SUB CAP SECS EXCH PREF SHS SER 2 8.00%	HCSPRB	50.000	$27.680	$1,384.00	$1,396.50	-$12.50	$100.00
HOSPITALITY PROPERTIES TRUST 7.125% SERIES D CUMULATIVE REDEEMABLE PREFERRED SHS	HPTPRD	50.000	$27.140	$1,357.00	$1,279.50	$77.50	$89.05
ING GROEP N V 7.05% PERP DEBT SECS	IND	80.000	$25.280	$2,022.40	$1,850.40	$172.00	$140.96
ING GROEP NV 6.2% PERP DEBT SECS	ISP	85.000	$24.910	$2,117.35	$1,806.20	$311.15	$131.75
JPMORGAN CHASE BANK 5.50% PERP NON CUM SER O PFD SHS REPSTG 1/400TH	JPMPRD	30.000	$25.030	$750.90	$766.20	-$15.30	$41.25
KKR FINANCIAL HOLDINGS LLC 8.375% SENIOR NOTES DUE 2041	KFH	140.000	$28.390	$3,974.60	$3,729.60	$245 00	$293.16

EIN: 45-4595181
EXHIBIT F

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
KKR FINANCIAL HOLDINGS LLC 7.375% PFD SER A	KFNPR	50.000	$25.430	$1,271.50	$1,250.00	$21.50	$92.20
KIMCO REALTY CORPORATION 5 5% DEPOSITARY SH REPSTG 1/1000TH CL J CUM RDMB PFD	KIMPRJ	155.000	$25.430	$3,941.63	$3,827.62	$114.01	$213.13
LLOYDS BANKING GROUP PLC PUBLIC INCOME NT PINES 7.75% 07/15/2050 CUM PFD	LYGPRA	210.000	$27.800	$5,838.00	$5,541.90	$296.10	$406.98
AFFILIATED MANAGERS GROUP INC 6.3750% SENIOR NOTES DUE 2042	MGR	100.000	$26.118	$2,611.80	$2,556.00	$55.80	$159.40
MORGAN STANLEY DEP SHS REPSTG 1/1000 PERP PFD SER A	MSPRA	135.000	$21.920	$2,959.20	$2,555.55	$403.65	$137.97
MORGAN STANLEY CAP TR III 6.25% CAP SECS DUE 03/01/2033	MWR	155.000	$25.020	$3,878.10	$3,778.13	$99.97	$242.11
NEXTERA ENERGY CAPITAL HOLDINGS INC 5.70% SER G JNR SUBORDINATED DEB DUE 3/1/72	NEEPRG	240.000	$26.500	$6,360.00	$6,112.20	$247.80	$342.00
NEXTERA ENERGY CAPITAL HOLDINGS INC 5.625% $25 JR SUB DEB SER H	NEEPRH	100.000	$26.470	$2,647.00	$2,485.00	$162.00	$140.60
NATIONAL RETAIL PROPERTIES 6.625% CUM PERPET PFD SERIES D	NNNPRD	150.000	$26.450	$3,967.50	$3,775.50	$192.00	$248.40
PRUDENTIAL FINANCIAL INC 5.75% JUNIOR SUBORDINATED NOTE DUE 2052	PJH	100.000	$25.180	$2,518.00	$2,560.50	-$42.50	$143.80
PNC FINL SVCS GROUP INC DEPOSITARY SHS REPSTG 1/4000TH PERP PFD SER P 6.125%	PNCPRP	190.000	$27.700	$5,263.00	$4,778.50	$484.50	$290.89
PNC FINANCIAL SERVICES GROUP INC 5.3750% DEP SHS REPSTG 1/4000TH PERP PFD SER Q	PNCPRQ	105.000	$25.130	$2,638.65	$2,600.85	$37.80	$141.12
PARTNERRE LTD 7.25% SER E CUMM REDEEMABLE PFD SHS	PREPRE	140.000	$27.830	$3,896.20	$3,728.20	$168.00	$253.82
PUBLIC STORAGE DEPOSITARY SH REPSTG 1/1000TH PFD 5.90% SER S	PSAPRS	100.000	$26.540	$2,654.00	$2,551.00	$103.00	$147.50

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
PUBLIC STORAGE DEPOSITARY SH REPSTG 1/1000 OF 5.750% CUM PFD SH BEN INT SR T	PSAPRT	150.000	$26.140	$3,921.00	$3,762.00	$159.00	$215.70
PS BUSINESS PKS INC DEP SHS REPSTG 1/1000TH 6% CUM PFD SERIES T	PSBPRT	225.000	$25.610	$5,762.25	$5,619.07	$143.18	$337.50
REGENCY CENTERS CORPORATION SERIES 6 6.625% CUMULATIVE PERPETUAL PFD	REGPRF	100.000	$26.430	$2,643.00	$2,536.00	$107.00	$165.60
REGIONS FINL CORP 6.3750% DEP SHS REPSTG 1/40TH PERP PFD SER A	RFPRA	50.000	$24.980	$1,249.00	$1,240.00	$9.00	$79.70
RAYMOND JAMES FINANCIAL 6.9% SR NT	RJD	235.000	$27.690	$6,507.15	$6,055.00	$452.15	$405.38
REINSURANCE GROUP OF AMERICA INCORPORATED 6.20% FXD TO FLTG RATE SUB DEB DUE 2042	RZA	105.000	$27.130	$2,848.65	$2,727.90	$120.75	$162.75
SANTANDER FINANCE PREFERRED S A UNIPERSONAL FLOATING RATE NON CUMULATIVE SERIES 6	SANPRB	75.000	$20.378	$1,528.35	$1,230.00	$298.35	$75.83
SANTANDER FINANCE PFD SA UNIPERSONAL 10.50% PFD SECS 09 WITHOUT FXD MAT GTD FLTG RT	SANPRE	140.000	$28.090	$3,932.60	$3,661.00	$271.60	$367.50
SCE TRUST I 5.625% TRUST CUM PREF SECS	SCEPRF	340.000	$26.360	$8,962.40	$8,544.13	$418.27	$478.04
CHARLES SCHWAB CORPORATION 6% DEP SHS REP 1/40TH OF NON CUM PERP PFD SER B	SCHWPRB	100.000	$26.180	$2,618.00	$2,474.40	$143.60	$150.00
SELECTIVE INSURANCE GROUP INC 5.875% SENIOR NOTES DUE 2043	SGZA	55.000	$24.650	$1,355.75	$1,354.26	$1.49	$80.78
SOLAR CAPITAL LTD 6.75% SENIOR NOTES DUE 2042	SLRA	25.000	$24.810	$620.25	$610.00	$10 25	$42.18
SENIOR HOUSING PROPERTIES TRUST 5.625% SENIOR NOTES DUE 2042	SNHN	160.000	$24.860	$3,977.60	$3,969.73	$7.87	$224 96
SUNTRUST BANKS INC DEPOSITARY SHARES REPRESENTING PERPETUAL PREFERRED SERIES E	STIPRE	50.000	$25.000	$1,250.00	$1,252.50	-$2.50	$73.45

EIN: 45-4595181
EXHIBIT F

FOOTHILLS FOUNDATION
STONEBRIDGE MANAGED

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
STATE STREET CORPORATION 5.25% NON CUM PERPETUAL PFD SER C	STTPRC	205.000	$25.200	$5,166.00	$5,128.75	$37.25	$269.17
STANLEY BLACK & DECKER INC 5.75% JR SUB DEB DUE 2052	SWJ	105.000	$26.000	$2,730.00	$2,629.45	$100.55	$150.99
TELEPHONE AND DATA SYSTEMS INC 5.875% SENIOR NOTES DUE 2061	TDA	30.000	$24.970	$749.10	$750.00	-$0.90	$44.06
TELEPHONE & DATA SYSTEMS INC 6.875% SENIOR NOTES 11/15/59	TDE	140.000	$26.310	$3,683.40	$3,725.40	-$42.00	$240.66
US BANCORP DEL DEPOSITARY SHARES REPSTG 6.5% 1/1000TH NON CUM PERP PFD SER	USBPRM	175.000	$28.950	$5,066.25	$4,779.25	$287.00	$284.38
UNITED STATES CELLULAR CORP 6.95% SENIOR NOTES DUE 2060	UZA	70.000	$26.720	$1,870.40	$1,863.39	$7.01	$121.59
VORNADO REALTY TRUST 5.70% SERIES K CUMULATIVE REDEEMABLE PREFERRED SHARES	VNOPRK	50.000	$25.460	$1,273.00	$1,254.54	$18.46	$71.25
WEBSTER FINANCIAL CORPORATION DEP SHS REPSTG 1/1000TH PERP PFD SER E	WBSPRE	25.000	$24.980	$624.50	$635.00	-$10.50	$40.00
ZIONS BANCORPORATION DEPOSITARY SHS 9.50% CPN RATE REPSTG 1/40TH PERP PFD SER C	ZBPRC	25.000	$25.840	$646.00	$653.00	-$7.00	$60.70
ALLIANZ SE 8.375% UNDATED SUBORDINATED CALLABLE BONDS PFD	018805200	300.000	$25.281	$7,584.30	$7,780.20	-$195.90	$628.20
TOTAL TAXABLE FIXED INCOME		9,770.000		$254,843.83	$244,793.73	$10,050.10	$15,663.81

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. FOOTHILLS FOUNDATION	Employer identification number (EIN) or 45-4595181
	Number, street, and room or suite no. If a P.O. box, see instructions. 662 SUNSET COURT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SHOREVIEW, MN 55126	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ KARA L. JOHNSON 662 SUNSET COURT - SHOREVIEW, MN 55126

Telephone No. ▶ 651-490-9457 FAX No. ▶

- 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	$ 287.
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	$ 0.
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	$ 287.

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)

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