ENVELOPE POSTMARK DATE AUG 2 8 2013

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 5/1/2012 **, and ending** 4/30/2013

Name of foundation: SOUTH DAKOTA ELKS ASSOCIATION CHARITABLE & WELFARE TRUST FUND

A Employer identification number: 46-6016424

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - PO Box 53456 MAC S4101-22G

Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town, state, and ZIP code: Phoenix AZ 85072-3456

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)* ▶ $ 852,548

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
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	17,437	17,437		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	135,155			
b	Gross sales price for all assets on line 6a 913,431				
7	Capital gain net income (from Part IV, line 2)		135,155		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	13	13		
12	**Total.** Add lines 1 through 11	152,605	152,605	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	7,981	5,986		1,995
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	135	135		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	8,116	6,121	0	1,995
25	Contributions, gifts, grants paid	41,000			41,000
26	**Total expenses and disbursements.** Add lines 24 and 25	49,116	6,121	0	42,995
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	103,489			
b	**Net investment income** (if negative, enter -0-)		146,484		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	520		
	2	Savings and temporary cash investments	17,275	12,818	12,818
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	658,972	767,484	839,730
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	676,767	780,302	852,548
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	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	676,767	780,302	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	676,767	780,302	
	31	**Total liabilities and net assets/fund balances** (see instructions)	676,767	780,302	

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	676,767
2	Enter amount from Part I, line 27a	2	103,489
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	46
4	Add lines 1, 2, and 3	4	780,302
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	780,302

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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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				0
c				0
d				0
e				0

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	135,155
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	38,408	773,365	0.049663
2010	30,000	750,108	0 039994
2009	29,525	632,630	0 046670
2008	0	563,524	0 000000
2007	64,639	706,081	0.091546

2 Total of line 1, column (d)	2	0 227873
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045575
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	798,489
5 Multiply line 4 by line 3	5	36,391
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,465
7 Add lines 5 and 6	7	37,856
8 Enter qualifying distributions from Part XII, line 4	8	42,995

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)

1 a 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	1,465
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	1,465
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,465
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a: 665		
b Exempt foreign organizations—tax withheld at source	6b:		
c Tax paid with application for extension of time to file (Form 8868)	6c:		
d Backup withholding erroneously withheld	6d:		
7 Total credits and payments Add lines 6a through 6d		7	665
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	800
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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
4 a 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?	4b	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SD			
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 ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456

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)?		1b		X
	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 ▶ 20______ , 20______ , 20______ , 20______				
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)		2b	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 ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)*		3b	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

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)? (see instructions) ☐ 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)? **5b** N/A

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** No: 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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A PO Box 53456 MAC S4101-22G Phoenix, AZ 8!	Trustee 4 00	7,981		

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

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

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

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

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

(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 ▶		

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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	792,224
b	Average of monthly cash balances	1b	18,425
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	810,649
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	810,649
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	12,160
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	798,489
6	**Minimum investment return.** Enter 5% of line 5	6	39,924

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	39,924
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,465		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,465
3	Distributable amount before adjustments Subtract line 2c from line 1			3	38,459
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	38,459
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	38,459

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	42,995
b	Program-related investments—total from Part IX-B	1b	
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	42,995
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,465
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	41,530

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				38,459
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			4,828	
b	Total for prior years 20____, 20____, 20____				
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 ▶ $ 42,995				
a	Applied to 2011, but not more than line 2a			4,828	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				38,167
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				292
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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* See Attached Statement				
Total			► 3a	41,000
b *Approved for future payment* NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	17,437	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	135,155	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	13	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		152,605	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 152,605

(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) (See instructions)
	Not Applicable

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
		Not Applicable	

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

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

John N Schulte SVP Wells Fargo Bank N.A. | 8/26/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		8/26/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Name: SOUTH DAKOTA ELKS FUND TRUST MAP						
Account # 30389400						
FYE: 4-30-2013						
Cash	30389400	46-6016424			$0.00	$0.00
Invest - Other	30389400	46-6016424	31428Q101	FEDERATED TOTAL RET BD-IS #328	$79,716.20	$80,668.99
Invest - Other	30389400	46-6016424	411511306	HARBOR INTERNATION FD INST #2011	$51,330.54	$47,871.34
Invest - Other	30389400	46-6016424	779547108	T ROWE PRICE EQUITY INCOME #71	$40,723.29	$35,816.77
Invest - Other	30389400	46-6016424	665130100	NORTHERN MID CAP INDEX #629	$74,725.73	$65,496.65
Invest - Other	30389400	46-6016424	592905509	MET WEST TOTAL RETURN BOND CL I #512	$53,551.37	$53,539.45
Invest - Other	30389400	46-6016424	38142V209	GOLDMAN SACHS SMALL CAP VALUE I #651	$6,707.56	$4,039.41
Invest - Other	30389400	46-6016424	552983694	MFS VALUE FUND-CLASS I #893	$42,064.94	$28,843.82
Invest - Other	30389400	46-6016424	00141M622	INVESCO SMALL CAP GROWTH FD-R5 #4764	$6,629.31	$6,211.87
Invest - Other	30389400	46-6016424	00758M162	ACADIAN EMERGING MARKETS PTF-1 #1260	$30,252.49	$30,203.86
Invest - Other	30389400	46-6016424	94975J581	WFA CORE BD FD-I #944	$133,073.33	$136,424.83
Invest - Other	30389400	46-6016424	885215566	THORNBURG INTL VALUE FUND-CL I #209	$51,156.20	$47,961.10
Invest - Other	30389400	46-6016424	4812A1373	JP MORGAN SMALL CAP EQUITY-S #367	$13,567.25	$8,911.38
Invest - Other	30389400	46-6016424	949915714	WF ADV GROWTH FUND - I #3105	$27,222.22	$26,045.05
Invest - Other	30389400	46-6016424	45775L408	T. ROWE PRICE INSTL LG CAP GRWTH 139	$55,590.17	$50,556.56
Invest - Other	30389400	46-6016424	922908496	VANGUARD 500 INDEX FUND-SIGN FD 1340	$145,399.20	$130,883.25
Invest - Other	30389400	46-6016424	56062X641	MAINSTAY L/C GROWTH I #1483	$28,020.58	$14,010.02
Savings & Temp Inv	30389400	46-6016424	VP7000046	WF ADV CASH INVT MM FD-INSTL #451	$12,817.92	$12,817.92
				Total Cash and Equivalents	**$12,817.92**	**$12,817.92**
				Total Other Investments	**$839,730.38**	**$767,484.35**
				Total	**$852,548.30**	**$780,302.27**

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
SOUTH DAKOTA ELKS MAJOR PROJECTS INC

Street
1205 SKYLINE DR

City	State	Zip Code	Foreign Country
WATERTOWN	SD	57201	

Relationship	Foundation Status
NONE	501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	41,000

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	5,279
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	913,431	778,276	135,155
Other sales	0	0	0

	Check "X" to exclude in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	WELLS FARGO AD EQUITY VL	949917348			9/28/2012		2/19/2013	12,588	11,981				0	607
2	X	WELLS FARGO AD EQUITY VL	949917348			9/28/2012		2/19/2013	565	538				0	27
3	X	WELLS FARGO AD EQUITY VL	949917348			12/10/2012		2/19/2013	307	284				0	23
4	X	WELLS FARGO AD EQUITY VL	949917348			12/17/2012		2/19/2013	226	207				0	19
5	X	WELLS FARGO AD EQUITY VL	949917348			1/17/2013		2/19/2013	6,397	6,132				0	265
6	X	FEDERATED TOTAL RETURN	31428Q507			3/31/2011		9/28/2012	220	210				0	10
7	X	FEDERATED TOTAL RETURN	31428Q507			9/30/2011		9/28/2012	177	173				0	4
8	X	INVESCO SMALL CAP GROWT	00141M622			9/28/2012		10/1/2012	216	217				0	-1
9	X	INVESCO SMALL CAP GRWTH	00141M770			12/23/2008		9/28/2012	15,152	7,569				0	7,583
10	X	INVESCO SMALL CAP GRWTH	00141M770			12/9/2011		9/28/2012	282	250				0	32
11	X	FEDERATED TOTAL RET BD-I	31428Q101			10/31/2012		11/16/2012	205	205				0	0
12	X	FEDERATED TOTAL RET BD-I	31428Q101			9/28/2012		11/16/2012	5,693	5,683				0	10
13	X	FEDERATED TOTAL RETURN	31428Q507			12/23/2008		9/28/2012	45,259	39,383				0	5,876
14	X	FEDERATED TOTAL RETURN	31428Q507			2/27/2009		9/28/2012	198	172				0	26
15	X	FEDERATED TOTAL RETURN	31428Q507			3/31/2009		9/28/2012	204	179				0	25
16	X	FEDERATED TOTAL RETURN	31428Q507			4/16/2009		9/28/2012	3,495	3,089				0	406
17	X	FEDERATED TOTAL RETURN	31428Q507			7/8/2009		9/28/2012	1,737	1,576				0	161
18	X	FEDERATED TOTAL RETURN	31428Q507			7/31/2009		9/28/2012	197	180				0	17
19	X	FEDERATED TOTAL RETURN	31428Q507			8/31/2009		9/28/2012	195	180				0	15
20	X	FEDERATED TOTAL RETURN	31428Q507			9/17/2009		9/28/2012	3,301	3,077				0	224
21	X	FEDERATED TOTAL RETURN	31428Q507			12/13/2010		9/28/2012	4,373	4,184				0	189
22	X	FEDERATED TOTAL RETURN	31428Q507			12/30/2010		9/28/2012	41	39				0	2
23	X	FEDERATED TOTAL RETURN	31428Q507			10/31/2011		9/28/2012	167	163				0	4
24	X	FEDERATED TOTAL RETURN	31428Q507			11/30/2011		9/28/2012	158	153				0	5
25	X	JANUS OVERSEAS FUND CL A	47103C480			7/21/2010		9/28/2012	1,184	1,570				0	-386
26	X	JANUS OVERSEAS FUND CL A	47103C480			10/28/2010		9/28/2012	934	1,429				0	-495
27	X	JANUS OVERSEAS FUND CL A	47103C480			12/16/2010		9/28/2012	1,046	1,604				0	-558
28	X	JANUS OVERSEAS FUND CL A	47103C480			12/22/2010		9/28/2012	17	27				0	-10
29	X	JANUS OVERSEAS FUND CL A	47103C480			7/19/2011		9/28/2012	2,977	4,170				0	-1,193
30	X	JANUS OVERSEAS FUND CL A	47103C480			8/16/2011		9/28/2012	635	779				0	-144
31	X	JANUS OVERSEAS FUND CL A	47103C480			9/19/2011		9/28/2012	125	143				0	-18
32	X	JANUS OVERSEAS FUND CL A	47103C480			12/20/2011		9/28/2012	1,780	1,758				0	22
33	X	JANUS OVERSEAS FUND CL A	47103C480			5/16/2012		9/28/2012	5,249	5,000				0	249
34	X	JP MORGAN SMALL CAP EQU	4812A1373			12/15/2011		7/18/2012	271	239				0	32
35	X	JP MORGAN SMALL CAP EQU	4812A1373			7/6/2009		7/18/2012	304	190				0	114
36	X	JP MORGAN SMALL CAP EQU	4812A1373			7/6/2009		9/28/2012	20,531	12,397				0	8,134
37	X	JP MORGAN SMALL CAP EQU	4812A1373			7/6/2009		10/1/2012	432	262				0	170
38	X	MFS VALUE FUND-CLASS I 89	552983694			9/28/2010		9/28/2012	212	175				0	37
39	X	MFS VALUE FUND-CLASS I 89	552983694			9/19/2011		9/28/2012	22,630	18,896				0	3,734
40	X	MFS VALUE FUND-CLASS I 89	552983694			9/27/2011		9/28/2012	435	354				0	81
41	X	MAINSTAY L/C GROWTH I #14	56062X641			11/16/2012		1/17/2013	1,419	1,299				0	120
42	X	MAINSTAY L/C GROWTH I #14	56062X641			12/13/2012		1/17/2013	92	87				0	5
43	X	MAINSTAY L/C GROWTH I #14	56062X641			12/28/2012		1/17/2013	23	21				0	2
44	X	MAINSTAY L/C GROWTH I #14	56062X641			6/16/2010		1/17/2013	9,964	7,303				0	2,661
45	X	MET WEST TOTAL RETURN C	592905103			1/31/2012		7/18/2012	143	139				0	4
46	X	MET WEST TOTAL RETURN C	592905103			2/29/2012		7/18/2012	130	127				0	3
47	X	MET WEST TOTAL RETURN C	592905103			3/30/2012		7/18/2012	157	153				0	4
48	X	MET WEST TOTAL RETURN C	592905103			4/30/2012		7/18/2012	159	156				0	3
49	X	MET WEST TOTAL RETURN C	592905103			5/31/2012		7/18/2012	145	143				0	2
50	X	MET WEST TOTAL RETURN C	592905103			6/29/2012		7/18/2012	159	157				0	2
51	X	MET WEST TOTAL RETURN C	592905103			3/16/2012		7/18/2012	2,656	2,580				0	76
52	X	MET WEST TOTAL RETURN C	592905103			12/23/2008		9/28/2012	35,066	28,402				0	6,664
53	X	MET WEST TOTAL RETURN C	592905103			2/27/2009		9/28/2012	205	163				0	42
54	X	MET WEST TOTAL RETURN C	592905103			3/31/2009		9/28/2012	234	188				0	46
55	X	MET WEST TOTAL RETURN C	592905103			7/8/2009		9/28/2012	1,247	1,045				0	202
56	X	MET WEST TOTAL RETURN C	592905103			7/31/2009		9/28/2012	90	77				0	13
57	X	MET WEST TOTAL RETURN C	592905103			12/13/2010		9/28/2012	3,052	2,861				0	191
58	X	MET WEST TOTAL RETURN C	592905103			12/13/2010		9/28/2012	665	624				0	41
59	X	MET WEST TOTAL RETURN C	592905103			12/31/2010		9/28/2012	154	145				0	9
60	X	MET WEST TOTAL RETURN C	592905103			3/31/2011		9/28/2012	97	91				0	6
61	X	MET WEST TOTAL RETURN C	592905103			9/30/2011		9/28/2012	165	157				0	8
62	X	MET WEST TOTAL RETURN C	592905103			10/31/2011		9/28/2012	153	145				0	8
63	X	MET WEST TOTAL RETURN C	592905103			11/30/2011		9/28/2012	145	137				0	8
64	X	MET WEST TOTAL RETURN C	592905103			12/12/2011		9/28/2012	332	311				0	21
65	X	MET WEST TOTAL RETURN C	592905103			12/30/2011		9/28/2012	145	136				0	9
66	X	MET WEST TOTAL RETURN C	592905103			3/16/2012		9/28/2012	1,982	1,883				0	99
67	X	MFS VALUE FUND-CLASS I 89	552983694			3/22/2012		9/28/2012	312	302				0	10
68	X	HARBOR INTERNATIONAL FU	411511652			6/16/2010		9/28/2012	14,758	12,843				0	1,915

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	5,279
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	913,431	778,276	135,155
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	HARBOR INTERNATIONAL FU	411511652			7/21/2010		9/28/2012	1,809	1,568				0	241
70	X	MFS VALUE FUND-CLASS I 8	552983694			6/26/2012		9/28/2012	494	448				0	46
71	X	MFS VALUE FUND-CLASS I 8	552983694			9/25/2012		9/28/2012	374	374				0	0
72	X	MFS VALUE FUND-CLASS I 8	552983694			12/23/2008		9/28/2012	39,791	25,900				0	13,891
73	X	MFS VALUE FUND-CLASS I 8	552983694			12/23/2008		10/1/2012	1,079	698				0	381
74	X	MAINSTAY L/C GROWTH I 14	56062X641			3/4/2010		9/28/2012	3,487	2,672				0	815
75	X	MAINSTAY L/C GROWTH I 14	56062X641			10/28/2010		9/28/2012	2,943	2,440				0	503
76	X	MAINSTAY L/C GROWTH I 14	56062X641			9/19/2011		9/28/2012	8,529	7,617				0	912
77	X	MAINSTAY L/C GROWTH I 14	56062X641			12/7/2011		9/28/2012	1,500	1,335				0	165
78	X	MAINSTAY L/C GROWTH I 14	56062X641			6/16/2010		9/28/2012	13,127	9,882				0	3,245
79	X	MAINSTAY L/C GROWTH I 14	56062X641			6/16/2010		10/1/2012	1,618	1,215				0	403
80	X	MET WEST TOTAL RETURN C	592905103			7/31/2012		9/28/2012	151	148				0	3
81	X	MET WEST TOTAL RETURN C	592905103			8/31/2012		9/28/2012	141	140				0	1
82	X	MET WEST TOTAL RETURN C	592905103			9/28/2012		10/16/2012	126	126				0	0
83	X	MET WEST TOTAL RETURN B	592905509			10/31/2012		11/16/2012	143	143				0	0
84	X	MET WEST TOTAL RETURN B	592905509			9/28/2012		11/16/2012	3,922	3,901				0	21
85	X	NORTHERN MID CAP INDEX	665130100			9/28/2012		12/18/2012	4,783	4,598				0	185
86	X	NORTHERN MID CAP INDEX #	665130100			12/19/2012		2/19/2013	690	627				0	63
87	X	NORTHERN MID CAP INDEX #	665130100			12/19/2012		2/25/2013	1,821	1,720				0	101
88	X	NORTHERN MID CAP INDEX #	665130100			9/28/2012		2/25/2013	12	11				0	1
89	X	T ROWE PRICE EQUITY INCO	779547108			3/16/2011		9/28/2012	31,508	28,780				0	2,728
90	X	T ROWE PRICE EQUITY INCO	779547108			12/13/2011		9/28/2012	280	239				0	41
91	X	T ROWE PRICE EQUITY INCO	779547108			3/28/2012		9/28/2012	226	220				0	6
92	X	T ROWE PRICE EQUITY INCO	779547108			6/27/2012		9/28/2012	258	238				0	20
93	X	T ROWE PRICE EQUITY INCO	779547108			9/19/2011		9/28/2012	54	45				0	9
94	X	T ROWE PRICE EQUITY INCO	779547108			9/26/2012		10/1/2012	224	222				0	2
95	X	T ROWE PRICE EQUITY INCO	779547108			9/19/2011		10/1/2012	316	265				0	51
96	X	THORNBURG INTL VALUE FU	885215566			9/28/2012		10/1/2012	1,102	1,093				0	9
97	X	THORNBURG INTERNATIONA	885215657			7/21/2010		9/28/2012	23,722	21,539				0	2,183
98	X	THORNBURG INTERNATIONA	885215657			9/24/2010		9/28/2012	55	55				0	0
99	X	THORNBURG INTERNATIONA	885215657			10/28/2010		9/28/2012	1,548	1,605				0	-57
100	X	THORNBURG INTERNATIONA	885215657			12/27/2010		9/28/2012	2	2				0	0
101	X	THORNBURG INTERNATIONA	885215657			3/25/2011		9/28/2012	22	24				0	-2
102	X	THORNBURG INTERNATIONA	885215657			6/24/2011		9/28/2012	143	156				0	-13
103	X	THORNBURG INTERNATIONA	885215657			8/16/2011		9/28/2012	2,250	2,242				0	8
104	X	THORNBURG INTERNATIONA	885215657			9/26/2011		9/28/2012	96	85				0	11
105	X	THORNBURG INTERNATIONA	885215657			12/23/2011		9/28/2012	20	18				0	2
106	X	THORNBURG INTERNATIONA	885215657			3/26/2012		9/28/2012	49	51				0	-2
107	X	THORNBURG INTERNATIONA	885215657			6/25/2012		9/28/2012	175	160				0	15
108	X	THORNBURG INTERNATIONA	885215657			9/24/2012		9/28/2012	80	81				0	-1
109	X	VANGUARD 500 INDEX FUND-	922908496			9/28/2012		10/1/2012	9,441	9,416				0	25
110	X	VANGUARD 500 INDEX FUND-	922908496			9/28/2012		1/17/2013	83,166	80,917				0	2,249
111	X	VANGUARD 500 INDEX FUND-	922908496			9/28/2012		2/25/2013	3,334	3,220				0	114
112	X	WELLS FARGO ADV TOT RT E	94975J581			9/28/2012		10/1/2012	4,860	4,856				0	4
113	X	WELLS FARGO ADV TOT RT E	94975J581			10/31/2012		11/16/2012	164	164				0	0
114	X	FEDERATED TOTAL RETURN	31428Q507			12/29/2011		9/28/2012	37	36				0	1
115	X	FEDERATED TOTAL RETURN	31428Q507			12/29/2011		9/28/2012	280	272				0	8
116	X	FEDERATED TOTAL RETURN	31428Q507			12/29/2011		9/28/2012	203	197				0	6
117	X	FEDERATED TOTAL RETURN	31428Q507			12/30/2011		9/28/2012	170	165				0	5
118	X	FEDERATED TOTAL RETURN	31428Q507			1/19/2012		9/28/2012	4,300	4,178				0	122
119	X	FEDERATED TOTAL RETURN	31428Q507			1/31/2012		9/28/2012	175	172				0	3
120	X	FEDERATED TOTAL RETURN	31428Q507			2/29/2012		9/28/2012	179	176				0	3
121	X	FEDERATED TOTAL RETURN	31428Q507			3/30/2012		9/28/2012	179	175				0	4
122	X	FEDERATED TOTAL RETURN	31428Q507			4/30/2012		9/28/2012	172	170				0	2
123	X	FEDERATED TOTAL RETURN	31428Q507			5/31/2012		9/28/2012	185	182				0	3
124	X	FEDERATED TOTAL RETURN	31428Q507			6/29/2012		9/28/2012	196	193				0	3
125	X	FEDERATED TOTAL RETURN	31428Q507			7/31/2012		9/28/2012	175	174				0	1
126	X	FEDERATED TOTAL RETURN	31428Q507			8/31/2012		9/28/2012	165	165				0	0
127	X	GOLDMAN SACHS SMALL CA	38142V209			12/7/2011		9/28/2012	350	305				0	45
128	X	GOLDMAN SACHS SMALL CA	38142V209			7/6/2009		9/28/2012	10,700	5,932				0	4,768
129	X	GOLDMAN SACHS SMALL CA	38142V209			7/6/2009		10/1/2012	216	120				0	96
130	X	HARBOR INTERNATION FD IN	411511306			9/28/2012		10/1/2012	1,069	1,059				0	10
131	X	HARBOR INTERNATIONAL FU	411511652			12/23/2008		9/28/2012	7,532	4,913				0	2,619
132	X	HARBOR INTERNATIONAL FU	411511652			10/28/2010		9/28/2012	1,164	1,173				0	-9
133	X	HARBOR INTERNATIONAL FU	411511652			12/16/2010		9/28/2012	12	12				0	0
134	X	HARBOR INTERNATIONAL FU	411511652			12/17/2010		9/28/2012	337	339				0	-2
135	X	HARBOR INTERNATIONAL FU	411511652			9/19/2011		9/28/2012	2,729	2,419				0	310
136	X	HARBOR INTERNATIONAL FU	411511652			12/16/2011		9/28/2012	687	593				0	94

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	5,279
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	913,431	778,276	135,155
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	T ROWE PRICE INSTL LG CAI	45775L408			3/16/2012		9/19/2012	4,808	4,675				0	133
138	X	T ROWE PRICE INSTL LG CAI	45775L408			3/16/2012		9/28/2012	55,765	55,501				0	264
139	X	T ROWE PRICE INSTL LG CAI	45775L408			3/16/2012		10/1/2012	3,237	3,221				0	16
140	X	T ROWE PRICE INSTL LG CAI	45775L408			12/19/2012		1/17/2013	282	273				0	9
141	X	T ROWE PRICE INSTL LG CAI	45775L408			3/16/2012		1/17/2013	23,680	22,884				0	796
142	X	JANUS OVERSEAS FUND-I 11	47103C464			9/28/2012		10/1/2012	1,069	1,064				0	5
143	X	JANUS OVERSEAS FUND-I #1	47103C464			9/28/2012		2/19/2013	25,677	23,724				0	1,953
144	X	JANUS OVERSEAS FUND-I #1	47103C464			12/18/2012		2/19/2013	889	850				0	39
145	X	JANUS OVERSEAS FUND-I #1	47103C464			1/17/2013		2/19/2013	13,748	13,947				0	-199
146	X	JANUS OVERSEAS FUND CL /	47103C480			1/5/2009		9/28/2012	5,054	4,215				0	839
147	X	JANUS OVERSEAS FUND CL /	47103C480			6/16/2010		9/28/2012	9,322	12,478				0	-3,156
148	X	WELLS FARGO ADV TOT RT B	94975J581			9/28/2012		11/16/2012	4,760	4,746				0	14
149	X	WELLS FARGO ADV TO RT BD	94975J599			9/30/2011		5/16/2012	228	228				0	0
150	X	WELLS FARGO ADV TO RT BD	94975J599			10/31/2011		5/16/2012	154	154				0	0
151	X	WELLS FARGO ADV TO RT BD	94975J599			11/30/2011		5/16/2012	178	178				0	0
152	X	WELLS FARGO ADV TO RT BD	94975J599			1/31/2012		5/16/2012	166	165				0	1
153	X	WELLS FARGO ADV TO RT BD	94975J599			2/29/2012		5/16/2012	167	165				0	2
154	X	WELLS FARGO ADV TO RT BD	94975J599			3/30/2012		5/16/2012	159	157				0	2
155	X	WELLS FARGO ADV TO RT BD	94975J599			4/30/2012		5/16/2012	162	161				0	1
156	X	WELLS FARGO ADV TO RT BD	94975J599			3/16/2012		5/16/2012	5,928	5,833				0	95
157	X	WELLS FARGO ADV TO RT BD	94975J599			12/23/2008		9/28/2012	73,530	65,482				0	8,048
158	X	WELLS FARGO ADV TO RT BD	94975J599			3/31/2009		9/28/2012	298	269				0	29
159	X	WELLS FARGO ADV TO RT BD	94975J599			4/16/2009		9/28/2012	6,059	5,504				0	555
160	X	WELLS FARGO ADV TO RT BD	94975J599			7/8/2009		9/28/2012	138	128				0	10
161	X	WELLS FARGO ADV TO RT BD	94975J599			7/16/2009		9/28/2012	3,416	3,172				0	244
162	X	WELLS FARGO ADV TO RT BD	94975J599			12/13/2010		9/28/2012	12,324	11,424				0	900
163	X	WELLS FARGO ADV TO RT BD	94975J599			12/10/2010		9/28/2012	2,871	2,657				0	214
164	X	WELLS FARGO ADV TO RT BD	94975J599			12/31/2010		9/28/2012	246	229				0	17
165	X	WELLS FARGO ADV TO RT BD	94975J599			1/31/2011		9/28/2012	275	256				0	19
166	X	WELLS FARGO ADV TO RT BD	94975J599			2/28/2011		9/28/2012	236	220				0	16
167	X	WELLS FARGO ADV TO RT BD	94975J599			3/31/2011		9/28/2012	230	214				0	16
168	X	WELLS FARGO ADV TO RT BD	94975J599			12/9/2011		9/28/2012	2,426	2,312				0	114
169	X	WELLS FARGO ADV TO RT BD	94975J599			12/30/2011		9/28/2012	157	151				0	6
170	X	WELLS FARGO ADV TO RT BD	94975J599			1/19/2012		9/28/2012	6,418	6,155				0	263
171	X	WELLS FARGO ADV TO RT BD	94975J599			3/16/2012		9/28/2012	39	38				0	1
172	X	WELLS FARGO ADV TO RT BD	94975J599			5/31/2012		9/28/2012	151	148				0	3
173	X	WELLS FARGO ADV TO RT BD	94975J599			6/29/2012		9/28/2012	148	145				0	3
174	X	WELLS FARGO ADV TO RT BD	94975J599			7/31/2012		9/28/2012	162	161				0	1
175	X	WELLS FARGO ADV TO RT BD	94975J599			8/31/2012		9/28/2012	133	132				0	1
176	X	WELLS FARGO ADV TO RT BD	94975J599			9/19/2012		9/28/2012	4,772	4,751				0	21
177	X	WELLS FARGO ADV TO RT BD	94975J599			9/28/2012		10/16/2012	121	120				0	1
178	X	WF ADV EQUITY VALUE FUND	94975J797			12/23/2008		9/28/2012	32,089	19,615				0	12,474
179	X	WF ADV EQUITY VALUE FUND	94975J797			8/16/2011		9/28/2012	1,362	1,149				0	213
180	X	WF ADV EQUITY VALUE FUND	94975J797			9/19/2011		9/28/2012	11,276	9,474				0	1,802
181	X	WF ADV EQUITY VALUE FUND	94975J797			12/19/2011		9/28/2012	251	204				0	47
182	X	WF ADV GROWTH FUND ADM	949915698			12/23/2008		9/28/2012	31,665	12,617				0	19,048
183	X	WF ADV GROWTH FUND ADM	949915698			3/4/2010		9/28/2012	7,067	4,454				0	2,613
184	X	WF ADV GROWTH FUND ADM	949915698			6/16/2010		9/28/2012	21,576	14,131				0	7,445
185	X	WF ADV GROWTH FUND ADM	949915698			9/19/2011		9/28/2012	5,294	4,446				0	848
186	X	WF ADV GROWTH FUND - I 3	949915714			9/28/2012		10/1/2012	1,618	1,618				0	0
187	X	WF ADV GROWTH FUND - I #3	949915714			9/28/2012		1/17/2013	11,560	11,413				0	147

Part I, Line 11 (990-PF) - Other Income

		13	13	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	13	13	

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		135	135	0	0
1	FOREIGN TAXES PAID	135	135		

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	5,279
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						908,152	0	0	778,276	129,876	0	0	0	129,876
1	WELLS FARGO AD EQUITY VL INS-I #31	949917348		9/28/2012	2/19/2013	12,588		0	11,981	607	0	0	0	607
2	WELLS FARGO AD EQUITY VL INS-I #31	949917348		9/28/2012	2/19/2013	565		0	538	27	0	0	0	27
3	WELLS FARGO AD EQUITY VL INS-I #31	949917348		12/10/2012	2/19/2013	307		0	284	23	0	0	0	23
4	WELLS FARGO AD EQUITY VL INS-I #31	949917348		12/17/2012	2/19/2013	226		0	207	19	0	0	0	19
5	WELLS FARGO AD EQUITY VL INS-I #31	949917348		1/17/2013	2/19/2013	6 397		0	6 132	265	0	0	0	265
6	FEDERATED TOTAL RETURN BOND-SS	31428Q507		3/31/2011	9/28/2012	220		0	210	10	0	0	0	10
7	FEDERATED TOTAL RETURN BOND-SS	31428Q507		9/30/2011	9/28/2012	177		0	173	4	0	0	0	4
8	INVESCO SMALL CAP GROWTH FD-R5	00141M622		9/28/2012	10/1/2012	216		0	217	-1	0	0	0	-1
9	INVESCO SMALL CAP GRWTH FD-A 15	00141M770		12/23/2008	9/28/2012	15 152		0	7,569	7 583	0	0	0	7,583
10	INVESCO SMALL CAP GRWTH FD-A 15	00141M770		12/9/2011	9/28/2012	282		0	250	32	0	0	0	32
11	FEDERATED TOTAL RET BD-IS 328	31428Q101		10/31/2012	11/16/2012	205		0	205	0	0	0	0	0
12	FEDERATED TOTAL RET BD-IS 328	31428Q101		9/28/2012	11/16/2012	5,693		0	5,683	10	0	0	0	10
13	FEDERATED TOTAL RETURN BOND-SS	31428Q507		12/23/2008	9/28/2012	45,259		0	39 383	5 876	0	0	0	5,876
14	FEDERATED TOTAL RETURN BOND-SS	31428Q507		2/27/2009	9/28/2012	198		0	172	26	0	0	0	26
15	FEDERATED TOTAL RETURN BOND-SS	31428Q507		3/31/2009	9/28/2012	204		0	179	25	0	0	0	25
16	FEDERATED TOTAL RETURN BOND-SS	31428Q507		4/16/2009	9/28/2012	3,495		0	3,089	406	0	0	0	406
17	FEDERATED TOTAL RETURN BOND-SS	31428Q507		7/8/2009	9/28/2012	1,737		0	1 576	161	0	0	0	161
18	FEDERATED TOTAL RETURN BOND-SS	31428Q507		7/31/2009	9/28/2012	197		0	180	17	0	0	0	17
19	FEDERATED TOTAL RETURN BOND-SS	31428Q507		8/31/2009	9/28/2012	195		0	180	15	0	0	0	15
20	FEDERATED TOTAL RETURN BOND-SS	31428Q507		9/17/2009	9/28/2012	3,301		0	3 077	224	0	0	0	224
21	FEDERATED TOTAL RETURN BOND-SS	31428Q507		12/13/2010	9/28/2012	4,373		0	4,184	189	0	0	0	189
22	FEDERATED TOTAL RETURN BOND-SS	31428Q507		12/30/2010	9/28/2012	41		0	39	2	0	0	0	2
23	FEDERATED TOTAL RETURN BOND-SS	31428Q507		10/31/2011	9/28/2012	167		0	163	4	0	0	0	4
24	FEDERATED TOTAL RETURN BOND-SS	31428Q507		11/30/2011	9/28/2012	158		0	153	5	0	0	0	5
25	JANUS OVERSEAS FUND CL A 1254	47103C480		7/21/2010	9/28/2012	1,184		0	1,570	-386	0	0	0	-386
26	JANUS OVERSEAS FUND CL A 1254	47103C480		10/28/2010	9/28/2012	934		0	1,429	-495	0	0	0	-495
27	JANUS OVERSEAS FUND CL A 1254	47103C480		12/16/2010	9/28/2012	1,046		0	1,604	-558	0	0	0	-558
28	JANUS OVERSEAS FUND CL A 1254	47103C480		12/22/2010	9/28/2012	17		0	27	-10	0	0	0	-10
29	JANUS OVERSEAS FUND CL A 1254	47103C480		7/19/2011	9/28/2012	2,977		0	4,170	-1,193	0	0	0	-1 193
30	JANUS OVERSEAS FUND CL A 1254	47103C480		8/16/2011	9/28/2012	635		0	779	-144	0	0	0	-144
31	JANUS OVERSEAS FUND CL A 1254	47103C480		9/19/2011	9/28/2012	125		0	143	-18	0	0	0	-18
32	JANUS OVERSEAS FUND CL A 1254	47103C480		12/20/2011	9/28/2012	1,780		0	1 758	22	0	0	0	22
33	JANUS OVERSEAS FUND CL A 1254	47103C480		5/16/2012	9/28/2012	5,249		0	5,000	249	0	0	0	249
34	JP MORGAN SMALL CAP EQUITY-S 367	4812A1373		12/15/2011	7/18/2012	271		0	239	32	0	0	0	32
35	JP MORGAN SMALL CAP EQUITY-S 367	4812A1373		7/6/2009	7/18/2012	304		0	190	114	0	0	0	114
36	JP MORGAN SMALL CAP EQUITY-S 367	4812A1373		7/6/2009	9/28/2012	20,531		0	12,397	8 134	0	0	0	8,134
37	JP MORGAN SMALL CAP EQUITY-S 367	4812A1373		7/6/2009	10/1/2012	432		0	262	170	0	0	0	170
38	MFS VALUE FUND-CLASS I 893	552983694		9/28/2010	9/28/2012	212		0	175	37	0	0	0	37
39	MFS VALUE FUND-CLASS I 893	552983694		9/19/2011	9/28/2012	22,630		0	18 896	3 734	0	0	0	3,734
40	MFS VALUE FUND-CLASS I 893	552983694		9/27/2011	9/28/2012	435		0	354	81	0	0	0	81
41	MAINSTAY L/C GROWTH I #1483	56062X641		11/16/2012	1/17/2013	1,419		0	1,299	120	0	0	0	120
42	MAINSTAY L/C GROWTH I #1483	56062X641		12/13/2012	1/17/2013	92		0	87	5	0	0	0	5
43	MAINSTAY L/C GROWTH I #1483	56062X641		12/28/2012	1/17/2013	23		0	21	2	0	0	0	2
44	MAINSTAY L/C GROWTH I #1483	56062X641		6/16/2010	1/17/2013	9,964		0	7,303	2,661	0	0	0	2 661
45	MET WEST TOTAL RETURN CL M 312	592905103		1/31/2012	7/18/2012	143		0	139	4	0	0	0	4
46	MET WEST TOTAL RETURN CL M 312	592905103		2/29/2012	7/18/2012	130		0	127	3	0	0	0	3
47	MET WEST TOTAL RETURN CL M 312	592905103		3/30/2012	7/18/2012	157		0	153	4	0	0	0	4
48	MET WEST TOTAL RETURN CL M 312	592905103		4/30/2012	7/18/2012	159		0	156	3	0	0	0	3
49	MET WEST TOTAL RETURN CL M 312	592905103		5/31/2012	7/18/2012	145		0	143	2	0	0	0	2
50	MET WEST TOTAL RETURN CL M 312	592905103		6/29/2012	7/18/2012	159		0	157	2	0	0	0	2
51	MET WEST TOTAL RETURN CL M 312	592905103		3/16/2012	7/18/2012	2,656		0	2,580	76	0	0	0	76
52	MET WEST TOTAL RETURN CL M 312	592905103		12/23/2008	9/28/2012	35,066		0	28,402	6,664	0	0	0	6,664
53	MET WEST TOTAL RETURN CL M 312	592905103		2/27/2009	9/28/2012	205		0	163	42	0	0	0	42
54	MET WEST TOTAL RETURN CL M 312	592905103		3/31/2009	9/28/2012	234		0	188	46	0	0	0	46
55	MET WEST TOTAL RETURN CL M 312	592905103		7/8/2009	9/28/2012	1,247		0	1 045	202	0	0	0	202
56	MET WEST TOTAL RETURN CL M 312	592905103		7/31/2009	9/28/2012	90		0	77	13	0	0	0	13
57	MET WEST TOTAL RETURN CL M 312	592905103		12/13/2010	9/28/2012	3,052		0	2,861	191	0	0	0	191
58	MET WEST TOTAL RETURN CL M 312	592905103		12/13/2010	9/28/2012	665		0	624	41	0	0	0	41
59	MET WEST TOTAL RETURN CL M 312	592905103		12/31/2010	9/28/2012	154		0	145	9	0	0	0	9
60	MET WEST TOTAL RETURN CL M 312	592905103		3/31/2011	9/28/2012	97		0	91	6	0	0	0	6
61	MET WEST TOTAL RETURN CL M 312	592905103		9/30/2011	9/28/2012	165		0	157	8	0	0	0	8
62	MET WEST TOTAL RETURN CL M 312	592905103		10/31/2011	9/28/2012	153		0	145	8	0	0	0	8
63	MET WEST TOTAL RETURN CL M 312	592905103		11/30/2011	9/28/2012	145		0	137	8	0	0	0	8
64	MET WEST TOTAL RETURN CL M 312	592905103		12/12/2011	9/28/2012	332		0	311	21	0	0	0	21
65	MET WEST TOTAL RETURN CL M 312	592905103		12/30/2011	9/28/2012	145		0	136	9	0	0	0	9
66	MET WEST TOTAL RETURN CL M 312	592905103		3/16/2012	9/28/2012	1,982		0	1,883	99	0	0	0	99
67	MFS VALUE FUND-CLASS I 893	552983694		3/22/2012	9/28/2012	312		0	302	10	0	0	0	10
68	HARBOR INTERNATIONAL FUND-ADMI	411511652		6/16/2010	9/28/2012	14,758		0	12 843	1 915	0	0	0	1 915
69	HARBOR INTERNATIONAL FUND-ADMI	411511652		7/21/2010	9/28/2012	1,809		0	1,568	241	0	0	0	241
70	MFS VALUE FUND-CLASS I 893	552983694		6/26/2012	9/28/2012	494		0	448	46	0	0	0	46
71	MFS VALUE FUND-CLASS I 893	552983694		9/25/2012	9/28/2012	374		0	374	0	0	0	0	0
72	MFS VALUE FUND-CLASS I 893	552983694		12/23/2008	9/28/2012	39,791		0	25,900	13,891	0	0	0	13,891
73	MFS VALUE FUND-CLASS I 893	552983694		12/23/2008	10/1/2012	1,079		0	698	381	0	0	0	381
74	MAINSTAY L/C GROWTH I 1483	56062X641		3/4/2010	9/28/2012	3 487		0	2,672	815	0	0	0	815
75	MAINSTAY L/C GROWTH I 1483	56062X641		10/28/2010	9/28/2012	2,943		0	2,440	503	0	0	0	503
76	MAINSTAY L/C GROWTH I 1483	56062X641		9/19/2011	9/28/2012	8 529		0	7,617	912	0	0	0	912
77	MAINSTAY L/C GROWTH I 1483	56062X641		12/7/2011	9/28/2012	1,500		0	1,335	165	0	0	0	165
78	MAINSTAY L/C GROWTH I 1483	56062X641		6/16/2010	9/28/2012	13,127		0	9,882	3,245	0	0	0	3 245
79	MAINSTAY L/C GROWTH I 1483	56062X641		6/16/2010	10/1/2012	1,618		0	1,215	403	0	0	0	403
80	MET WEST TOTAL RETURN CL M 312	592905103		7/31/2012	9/28/2012	151		0	148	3	0	0	0	3
81	MET WEST TOTAL RETURN CL M 312	592905103		8/31/2012	9/28/2012	141		0	140	1	0	0	0	1
82	MET WEST TOTAL RETURN CL M 312	592905103		9/28/2012	10/16/2012	126		0	126	0	0	0	0	0
83	MET WEST TOTAL RETURN BOND CL I	592905509		10/31/2012	11/16/2012	143		0	143	0	0	0	0	0
84	MET WEST TOTAL RETURN BOND CL I	592905509		9/28/2012	11/16/2012	3 922		0	3 901	21	0	0	0	21

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	5,279
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						908,152	0	0	778,276	129,876	0	0	0	129,876
85	NORTHERN MID CAP INDEX 629	665130100		9/28/2012	12/18/2012	4,783		0	4,598	185	0	0	0	185
86	NORTHERN MID CAP INDEX #629	665130100		12/19/2012	2/19/2013	690		0	627	63	0	0	0	63
87	NORTHERN MID CAP INDEX #629	665130100		12/19/2012	2/25/2013	1,821		0	1,720	101	0	0	0	101
88	NORTHERN MID CAP INDEX #629	665130100		9/28/2012	2/25/2013	12		0	11	1	0	0	0	1
89	T ROWE PRICE EQUITY INCOME 71	779547108		3/16/2011	9/28/2012	31,508		0	28,780	2,728	0	0	0	2 728
90	T ROWE PRICE EQUITY INCOME 71	779547108		12/13/2011	9/28/2012	280		0	239	41	0	0	0	41
91	T ROWE PRICE EQUITY INCOME 71	779547108		3/28/2012	9/28/2012	226		0	220	6	0	0	0	6
92	T ROWE PRICE EQUITY INCOME 71	779547108		6/27/2012	9/28/2012	258		0	238	20	0	0	0	20
93	T ROWE PRICE EQUITY INCOME 71	779547108		9/19/2011	9/28/2012	54		0	45	9	0	0	0	9
94	T ROWE PRICE EQUITY INCOME 71	779547108		9/26/2012	10/1/2012	224		0	222	2	0	0	0	2
95	T ROWE PRICE EQUITY INCOME 71	779547108		9/19/2011	10/1/2012	316		0	265	51	0	0	0	51
96	THORNBURG INTL VALUE FUND-CL I 2	885215566		9/28/2012	10/1/2012	1,102		0	1,093	9	0	0	0	9
97	THORNBURG INTERNATIONAL VALUE-/	885215657		7/21/2010	9/28/2012	23,722		0	21,539	2,183	0	0	0	2,183
98	THORNBURG INTERNATIONAL VALUE-/	885215657		9/24/2010	9/28/2012	55		0	55	0	0	0	0	0
99	THORNBURG INTERNATIONAL VALUE-/	885215657		10/28/2010	9/28/2012	1,548		0	1,605	-57	0	0	0	-57
100	THORNBURG INTERNATIONAL VALUE-/	885215657		12/27/2010	9/28/2012	2		0	2	0	0	0	0	0
101	THORNBURG INTERNATIONAL VALUE-/	885215657		3/25/2011	9/28/2012	22		0	24	-2	0	0	0	-2
102	THORNBURG INTERNATIONAL VALUE-/	885215657		6/24/2011	9/28/2012	143		0	156	-13	0	0	0	-13
103	THORNBURG INTERNATIONAL VALUE-/	885215657		8/16/2011	9/28/2012	2 250		0	2 242	8	0	0	0	8
104	THORNBURG INTERNATIONAL VALUE-/	885215657		9/26/2011	9/28/2012	96		0	85	11	0	0	0	11
105	THORNBURG INTERNATIONAL VALUE-/	885215657		12/23/2011	9/28/2012	20		0	18	2	0	0	0	2
106	THORNBURG INTERNATIONAL VALUE-/	885215657		3/26/2012	9/28/2012	49		0	51	-2	0	0	0	-2
107	THORNBURG INTERNATIONAL VALUE-/	885215657		6/25/2012	9/28/2012	175		0	160	15	0	0	0	15
108	THORNBURG INTERNATIONAL VALUE-/	885215657		9/24/2012	9/28/2012	80		0	81	-1	0	0	0	-1
109	VANGUARD 500 INDEX FUND-SIGN FD	922908496		9/28/2012	10/1/2012	9,441		0	9 416	25	0	0	0	25
110	VANGUARD 500 INDEX FUND-SIGN FD	922908496		9/28/2012	1/17/2013	83 166		0	80 917	2 249	0	0	0	2 249
111	VANGUARD 500 INDEX FUND-SIGN FD	922908496		9/28/2012	2/25/2013	3,334		0	3 220	114	0	0	0	114
112	WELLS FARGO ADV TOT RT BD FD-IN	94975J581		9/28/2012	10/1/2012	4,860		0	4,856	4	0	0	0	4
113	WELLS FARGO ADV TOT RT BD FD-IN	94975J581		10/31/2012	11/16/2012	164		0	164	0	0	0	0	0
114	FEDERATED TOTAL RETURN BOND-SS	31428Q507		12/29/2011	9/28/2012	37		0	36	1	0	0	0	1
115	FEDERATED TOTAL RETURN BOND-SS	31428Q507		12/29/2011	9/28/2012	280		0	272	8	0	0	0	8
116	FEDERATED TOTAL RETURN BOND-SS	31428Q507		12/29/2011	9/28/2012	203		0	197	6	0	0	0	6
117	FEDERATED TOTAL RETURN BOND-SS	31428Q507		12/30/2011	9/28/2012	170		0	165	5	0	0	0	5
118	FEDERATED TOTAL RETURN BOND-SS	31428Q507		1/19/2012	9/28/2012	4,300		0	4,178	122	0	0	0	122
119	FEDERATED TOTAL RETURN BOND-SS	31428Q507		1/31/2012	9/28/2012	175		0	172	3	0	0	0	3
120	FEDERATED TOTAL RETURN BOND-SS	31428Q507		2/29/2012	9/28/2012	179		0	176	3	0	0	0	3
121	FEDERATED TOTAL RETURN BOND-SS	31428Q507		3/30/2012	9/28/2012	179		0	175	4	0	0	0	4
122	FEDERATED TOTAL RETURN BOND-SS	31428Q507		4/30/2012	9/28/2012	172		0	170	2	0	0	0	2
123	FEDERATED TOTAL RETURN BOND-SS	31428Q507		5/31/2012	9/28/2012	185		0	182	3	0	0	0	3
124	FEDERATED TOTAL RETURN BOND-SS	31428Q507		6/29/2012	9/28/2012	196		0	193	3	0	0	0	3
125	FEDERATED TOTAL RETURN BOND-SS	31428Q507		7/31/2012	9/28/2012	175		0	174	1	0	0	0	1
126	FEDERATED TOTAL RETURN BOND-SS	31428Q507		8/31/2012	9/28/2012	165		0	165	0	0	0	0	0
127	GOLDMAN SACHS SMALL CAP VALUE I	38142V209		12/7/2011	9/28/2012	350		0	305	45	0	0	0	45
128	GOLDMAN SACHS SMALL CAP VALUE I	38142V209		7/6/2009	9/28/2012	10,700		0	5,932	4,768	0	0	0	4,768
129	GOLDMAN SACHS SMALL CAP VALUE I	38142V209		7/6/2009	10/1/2012	216		0	120	96	0	0	0	96
130	HARBOR INTERNATION FD INST 2011	411511306		9/28/2012	10/1/2012	1,069		0	1,059	10	0	0	0	10
131	HARBOR INTERNATIONAL FUND-ADMI	411511652		12/23/2008	9/28/2012	7 532		0	4,913	2 619	0	0	0	2 619
132	HARBOR INTERNATIONAL FUND-ADMI	411511652		10/28/2010	9/28/2012	1,164		0	1 173	-9	0	0	0	-9
133	HARBOR INTERNATIONAL FUND-ADMI	411511652		12/16/2010	9/28/2012	12		0	12	0	0	0	0	0
134	HARBOR INTERNATIONAL FUND-ADMI	411511652		12/17/2010	9/28/2012	337		0	339	-2	0	0	0	-2
135	HARBOR INTERNATIONAL FUND-ADMI	411511652		9/19/2011	9/28/2012	2,729		0	2 419	310	0	0	0	310
136	HARBOR INTERNATIONAL FUND-ADMI	411511652		12/16/2011	9/28/2012	687		0	593	94	0	0	0	94
137	T ROWE PRICE INSTL LG CAP GRWTH	45775L408		3/16/2012	9/19/2012	4,808		0	4,675	133	0	0	0	133
138	T ROWE PRICE INSTL LG CAP GRWTH	45775L408		3/16/2012	9/28/2012	55,765		0	55,501	264	0	0	0	264
139	T ROWE PRICE INSTL LG CAP GRWTH	45775L408		3/16/2012	10/1/2012	3,237		0	3,221	16	0	0	0	16
140	T ROWE PRICE INSTL LG CAP GRWTH	45775L408		12/19/2012	1/17/2013	282		0	273	9	0	0	0	9
141	T ROWE PRICE INSTL LG CAP GRWTH	45775L408		3/16/2012	1/17/2013	23,680		0	22,884	796	0	0	0	796
142	JANUS OVERSEAS FUND-I 1154	47103C464		9/28/2012	10/1/2012	1,069		0	1,064	5	0	0	0	5
143	JANUS OVERSEAS FUND-I #1154	47103C464		9/28/2012	2/19/2013	25,677		0	23 724	1,953	0	0	0	1 953
144	JANUS OVERSEAS FUND-I #1154	47103C464		12/18/2012	2/19/2013	889		0	850	39	0	0	0	39
145	JANUS OVERSEAS FUND-I #1154	47103C464		1/17/2013	2/19/2013	13,748		0	13,947	-199	0	0	0	-199
146	JANUS OVERSEAS FUND CL A 1254	47103C480		1/5/2009	9/28/2012	5,054		0	4 215	839	0	0	0	839
147	JANUS OVERSEAS FUND CL A 1254	47103C480		6/16/2010	9/28/2012	9,322		0	12 478	-3 156	0	0	0	-3,156
148	WELLS FARGO ADV TOT RT BD FD-IN	94975J581		9/28/2012	11/16/2012	4,760		0	4,746	14	0	0	0	14
149	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		9/30/2011	5/16/2012	228		0	228	0	0	0	0	0
150	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		10/31/2011	5/16/2012	154		0	154	0	0	0	0	0
151	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		11/30/2011	5/16/2012	178		0	178	0	0	0	0	0
152	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		1/31/2012	5/16/2012	166		0	165	1	0	0	0	1
153	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		2/29/2012	5/16/2012	167		0	165	2	0	0	0	2
154	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		3/30/2012	5/16/2012	159		0	157	2	0	0	0	2
155	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		4/30/2012	5/16/2012	162		0	161	1	0	0	0	1
156	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		3/16/2012	5/16/2012	5,928		0	5,833	95	0	0	0	95
157	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		12/23/2008	9/28/2012	73 530		0	65 482	8 048	0	0	0	8 048
158	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		3/31/2009	9/28/2012	298		0	269	29	0	0	0	29
159	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		4/16/2009	9/28/2012	6,059		0	5 504	555	0	0	0	555
160	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		7/8/2009	9/28/2012	138		0	128	10	0	0	0	10
161	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		7/16/2009	9/28/2012	3 416		0	3,172	244	0	0	0	244
162	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		12/13/2010	9/28/2012	12,324		0	11,424	900	0	0	0	900
163	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		12/10/2010	9/28/2012	2 871		0	2,657	214	0	0	0	214
164	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		12/31/2010	9/28/2012	246		0	229	17	0	0	0	17
165	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		1/31/2011	9/28/2012	275		0	256	19	0	0	0	19
166	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		2/28/2011	9/28/2012	236		0	220	16	0	0	0	16
167	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		3/31/2011	9/28/2012	230		0	214	16	0	0	0	16
168	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		12/9/2011	9/28/2012	2 426		0	2,312	114	0	0	0	114

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	5,279
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						908,152	0	0	778,276	129,876	0	0	0	129,876
169	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		12/30/2011	9/28/2012	157		0	151	6	0	0	0	6
170	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		1/19/2012	9/28/2012	6 418		0	6,155	263	0	0	0	263
171	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		3/16/2012	9/28/2012	39		0	38	1	0	0	0	1
172	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		5/31/2012	9/28/2012	151		0	148	3	0	0	0	3
173	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		6/29/2012	9/28/2012	148		0	145	3	0	0	0	3
174	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		7/31/2012	9/28/2012	162		0	161	1	0	0	0	1
175	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		8/31/2012	9/28/2012	133		0	132	1	0	0	0	1
176	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		9/19/2012	9/28/2012	4,772		0	4,751	21	0	0	0	21
177	WELLS FARGO ADV TO RT BD FD-ADM	94975J599		9/28/2012	10/16/2012	121		0	120	1	0	0	0	1
178	WF ADV EQUITY VALUE FUND-ADM 10	94975J797		12/23/2008	9/28/2012	32,089		0	19,615	12 474	0	0	0	12 474
179	WF ADV EQUITY VALUE FUND-ADM 10	94975J797		8/16/2011	9/28/2012	1,362		0	1,149	213	0	0	0	213
180	WF ADV EQUITY VALUE FUND-ADM 10	94975J797		9/19/2011	9/28/2012	11,276		0	9,474	1,802	0	0	0	1,802
181	WF ADV EQUITY VALUE FUND-ADM 10	94975J797		12/19/2011	9/28/2012	251		0	204	47	0	0	0	47
182	WF ADV GROWTH FUND ADM 3608	949915698		12/23/2008	9/28/2012	31,665		0	12 617	19 048	0	0	0	19 048
183	WF ADV GROWTH FUND ADM 3608	949915698		3/4/2010	9/28/2012	7,067		0	4,454	2 613	0	0	0	2 613
184	WF ADV GROWTH FUND ADM 3608	949915698		6/16/2010	9/28/2012	21,576		0	14,131	7,445	0	0	0	7,445
185	WF ADV GROWTH FUND ADM 3608	949915698		9/19/2011	9/28/2012	5,294		0	4,446	848	0	0	0	848
186	WF ADV GROWTH FUND - I 3105	949915714		9/28/2012	10/1/2012	1,618		0	1,618	0	0	0	0	0
187	WF ADV GROWTH FUND - I #3105	949915714		9/28/2012	1/17/2013	11,560		0	11,413	147	0	0	0	147

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										7,981	0	0
1	Wells Fargo Bank N A Trust Tax D	X	PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		TRUSTEE	4 00	7,981	0	0
2												

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	665
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	665

Párt XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	4,828
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	4,828