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 June 1 **, 2012, and ending** May 31 **, 20** 13

Name of foundation: deStwolinski Family Foundation

A Employer identification number 47-0812539

Number and street (or P.O. box number if mail is not delivered to street address): 2911 Hamilton Blvd., PMB 270

Room/suite:

B Telephone number (see instructions) 712-255-5124

City or town, state, and ZIP code: Sioux City, IA 51104

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)* ▶ $ 1,931,617

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	48,184	48,184	48,148	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	48,184	48,184	48,184	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	20	20	20	20
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	539	539	539	539
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,246	10,246	10,246	10,246
	22	Printing and publications				
	23	Other expenses (attach schedule)	18,146	18,146	18,146	18,146
	24	**Total operating and administrative expenses.** Add lines 13 through 23	28,951 ✓	28,951	28,951	28,951
	25	Contributions, gifts, grants paid	174,566			174,566
	26	**Total expenses and disbursements.** Add lines 24 and 25	203,517 ✓	28,951	28,951	203.517
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(155,333) ✓			
	b	**Net investment income** (if negative, enter -0-)		19,233 ✓		
	c	**Adjusted net income** (if negative, enter -0-)			19,233	

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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			
	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 (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			
	10a	Investments—U.S. and state government obligations (attach schedule)	359,487		
	b	Investments—corporate stock (attach schedule)	1,158,070	1,415,133	1,415,133
	c	Investments—corporate bonds (attach schedule)	137,652	115,832	115,832
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	177,903	400,652	400,652
	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)	1,833,111	1,931,617	✓ 1,931,617
Liabilities	17	Accounts payable and accrued expenses	166,273	172,056	
	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)	166,273	172,056	
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	1,666,838	1,759,561 ✓	
	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)	1,666,838	1,759,561	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,833,111	1,931,617	

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	1,666,838
2	Enter amount from Part I, line 27a	2	(154,794)
3	Other increases not included in line 2 (itemize) ▶ market value	3	253,300
4	Add lines 1, 2, and 3	4	1,765,344 ✓
5	Decreases not included in line 2 (itemize) ▶ liabilities	5	(5,783)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,759,561 ✓

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 Whittier Trust Capital gain or loss statement	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	0
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	203,517	1,835,548	.1109
2010	134,617	1,870,312	.0720
2009	127,265	1,940,474	.0656
2008	108,890	1,884,945	.0656
2007	142,347	2,348,535	.0606

2	**Total** of line 1, column (d)	2	0.3747
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	0.0749
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,835,548
5	Multiply line 4 by line 3	5	137,483
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	192
7	Add lines 5 and 6	7	137,675
8	Enter qualifying distributions from Part XII, line 4	8	203,517

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	192
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	
3	Add lines 1 and 2			3	192
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	192
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			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	
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	192
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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ Lance deStwolinski Telephone no. ▶ 712-255-5124

Located at ▶ 2911 Hamilton Blvd., PMB 270, Sioux City, IA ZIP+4 ▶ 51104

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

			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		
	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		
	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		✓
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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**

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? . . . . ☐ 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**

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**

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
Lance deStwolinski 2911 Hamilton Blvd., PMB 270, Sioux City, IA, 51104	President	0	0	0
Elizabeth deStwolinski Same as above	VP/Sec/Tres	0	0	0
Pat & Kim Sealey Sioux City, IA	Dir	0	0	0
Matthew deStwolinski Seattle, WA	Dir	0	0	0

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 . . . . ▶

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 New Mexico Military Institute, Roswell, NM - Native American Indian scholarships	42,773
2 Bishop Healan Catholic School - Capital campain for new high school	40,000
3 U. of Nebraska Foundation - College scholarships	21,431
4 United Way of Siouxland, Sioux City, IA - General fund	10,000

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	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	1,863,500
b	Average of monthly cash balances			1b	0
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,863,500
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	
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	27,953
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,835,548
6	**Minimum investment return.** Enter 5% of line 5			6	91,777

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	91,577
2a	Tax on investment income for 2012 from Part VI, line 5	2a	192		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	192
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	91,769
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	91,769
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	91,769

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	202,978
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	202,978
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	198
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	202,780

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					
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only					
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					
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $					
a	Applied to 2011, but not more than line 2a					
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					
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					
b	Prior years' undistributed income. Subtract line 4b from line 2b					
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					
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					
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)

1a 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**
2a 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.

Nonw

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 - Distributions and Commitments				
Total ▶ 3a				
b *Approved for future payment* See attached - Distributions and Commitments				
Total ▶ 3b				

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) 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	48,184	
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					
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)				48,184	

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

(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.)
	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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

▶ Signature of officer or trustee | 7/3/15 Date | ▶ President 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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

PREPARED FOR ACCOUNT # 52 00 9481 0 0Q - THE DESTWOLINSKI FAMILY FOUNDATION

ACCOUNT SITUS = NE
TAX ID# = 470812539
STATE TAX ID# =

PROCESS DATE 07/02/2013

FOR THE PERIOD 06/01/2012 TO 05/31/2013

Attachment — Part I / line 23

SECTION J - EXPENSES PAID FROM PRINCIPAL CASH

DATE	CUSIP #	DESCRIPTION	CODE	PRINCIPAL CASH	
		FEES & COMMISSIONS			
06/20/12		TRUST DEPARTMENT FEE FOR MONTH ENDED 05/31/12	038	-1502.14	
07/20/12		TRUST DEPARTMENT FEE FOR MONTH ENDED 06/30/12	038	-1533.67	
08/20/12		TRUST DEPARTMENT FEE FOR MONTH ENDED 07/31/12	038	-1513.34	
09/20/12		TRUST DEPARTMENT FEE FOR MONTH ENDED 08/31/12	038	-1503.29	
10/22/12		TRUST DEPARTMENT FEE FOR MONTH ENDED 09/30/12	038	-1495.28	
11/20/12		TRUST DEPARTMENT FEE FOR MONTH ENDED 10/31/12	038	-1483.06	
12/20/12		TRUST DEPARTMENT FEE FOR MONTH ENDED 11/30/12	038	-1492.83	
01/22/13		TRUST DEPARTMENT FEE FOR MONTH ENDED 12/31/12	038	-1499.77	
02/20/13		TRUST DEPARTMENT FEE FOR MONTH ENDED 01/31/13	038	-1510.04	
03/20/13		TRUST DEPARTMENT FEE FOR MONTH ENDED 02/28/13	038	-1517.39	
04/19/13		TRUST DEPARTMENT FEE FOR MONTH ENDED 03/31/13	038	-1536.18	
05/20/13		TRUST DEPARTMENT FEE FOR MONTH ENDED 04/30/13	038	-1559.27	
	** TOTAL **			-18146.26	
	TOTAL FEES & COMMISSIONS				-18146.26
		MISCELLANEOUS DISBURSEMENTS - PRIN CASH	(TSTC 999)		
12/10/12		MATTHEW DESTWOLINSKI	600	-4891.00	

Attachment - Part II [redacted]
investments ·

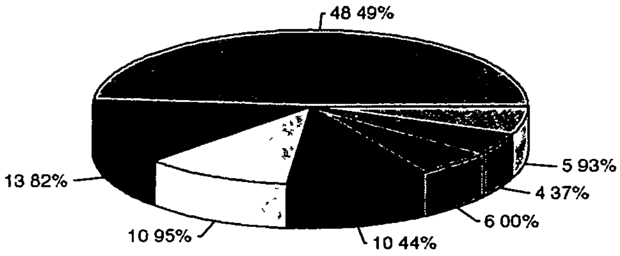
For the Account of:
THE DESTWOLINSKI FAMILY FOUNDATION

Account Number: ***52 00 9481 0 0Q***
Date: ***MAY 01, 2013 - MAY 31, 2013***

WhittierTrust
INVESTMENT & WEALTH MANAGEMENT

THE DESTWOLINSKI FAMILY FOUNDATION
PMB #173
2251 N. RAMPART BLVD.
LAS VEGAS NV 89128

Asset Allocation



Investment Summary

Asset Class	Market Value	%
US LARGE CAP EQUITIES	936,696 34 ✓	48 49
FOREIGN EQUITIES	266,947.09 ✓	13.82
US SMALL AND MID-CAP EQUITIES	211,489 55 ✓	10.95
FIXED INCOME TAXABLE	201,659 85 ✓	10 44
CORPORATE BONDS & NOTES	115,831.87 ✓	6.00
MISC CASH EQUIV-TAXABLE	84,359.94 ✓	4.37
OTHER	114,632.35	5 93
Total Investments	**1,931,616.99**	**100.00**
Accrued Income	2,245.23	
Total Account	**1,933,862.22**	

Activity Summary

	Current Period	Year-To-Date
Beginning Value at Market	**1,926,707.41**	**0.00**
Income and Other Receipts	2,802.59	1,133,858 49
Expenses and Other Disbursements	-1,559.27	-216,970 54
Investment Purchases / Deposits / Withdrawals	0.00	215,138 08
Account Appreciation / Depreciation	3,666.26	799,590 96
Ending Value at Market	**1,931,616.99**	**1,931,616.99**

INVESTMENTS

Quantity	Description	Unit Price	Cost	Market	Est. Annual Income	Yld%
US LARGE CAP EQUITIES						
1	CORPORATE AMERICA	699317.250	584,993 45	699,317.25	15,019 96	2 15
235	AT&T INC COM	34.990	8,326.05	8,222.65	423.00	5.14
120	ABBOTT LABS COM	36.670	3,766.24	4,400.40	67.20	1.53
120	ABBVIE INC COM	42 690	4,084.16	5,122.80	192 00	3.75
130	AUTOMATIC DATA PROCESSING INCOME	68 720	7,235.41	8,933 60	226 20	2.53
35	BLACKROCK INC CL A	279 200	6,089.31	9,772 00	235.20	2.41
70	CHEVRON CORP COM	122.750	7,372 18	8,592.50	280.00	3.26
125	CONSOLIDATED EDISON INC COM	57.070	7,846.08	7,133.75	307.50	4.31
140	DU PONT E I DE NEMOURS & CO COM	55.790	6,559.00	7,810.60	252.00	3.23
115	DUKE ENERGY CORP NEW COM NEW	66.930	7,627.95	7,696.95	351 90	4.57
145	EMERSON ELEC CO COM	57.460	6,435.48	8,331.70	237 80	2.85
85	EXXON MOBIL CORP COM	90.470	7,139.72	7,689 95	214 20	2.79
145	HOME DEPOT INC COM	78.660	7,526.95	11,405.70	226.20	1.98
130	ILLINOIS TOOL WKS INC COM	70.130	6,572.31	9,116.90	197.60	2.17
265	INTEL CORP COM	24.280	6,784 00	6,434.20	238.50	3.71
185	J P MORGAN CHASE & CO COM	54 590	6,436 59	10,099 15	281.20	2.78
110	JOHNSON & JOHNSON COM	84.180	7,493.94	9,259 80	290.40	3.14
100	KIMBERLY CLARK CORP COM	96.830	8,447.97	9,683.00	324.00	3.35
63	KRAFT FOODS GROUP INC COM	55.130	2,614.94	3,473.19	126 00	3.63
75	MCDONALDS CORP COM	96 570	6,721.41	7,242.75	231.00	3.19
190	MONDELEZ INTL INC CL A	29.475	4,862 71	5,600.25	98.80	1.76
110	PEPSICO INC COM	80.770	7,716 06	8,884 70	249.70	2 81
330	PFIZER INC COM	27.230	7,385.40	8,985.90	316 80	3.53
80	PHILIP MORRIS INTL INC COM	90.910	7,265.60	7,272 80	272 00	3.74
110	PROCTER & GAMBLE CO COM	76.760	6,772 25	8,443 60	264.66	3.13
205	PROLOGIS INC COM	40.300	6,644.05	8,261.50	229.60	2 78
120	RAYTHEON CO COM NEW	66.640	6,702.06	7,996.80	264 00	3 30
85	3M CO	110.270	7,467.20	9,372 95	215 90	2.30
200	TIME WARNER INC COM NEW	58.370	7,614.00	11,674 00	230.00	1.97
125	TRAVELERS COMPANIES, INC COM	83.720	7,851 64	10,465.00	250.00	2.39
			780,354.11	**936,696.34**	**22,113.32**	**2.36**
FOREIGN EQUITIES						
150	EATON CORP PLC SHS	66.060	7,791 75	9,909 00	252.00	2.54
210	VALIDUS HOLDINGS LTD COM SHS	36.110	6,874 22	7,583.10	252.00	3.32
310	AUSTRALIA&NEW ZEALAND BKG GR SPONSORED ADR	26.190	7,154 80	8,118.90	483 91	5.96
90	BASF SE SPONSORED ADR	97 400	6,078 60	8,766.00	221 94	2 53
105	BHP BILLITON LTD SPONSORED ADR	65.320	6,680.10	6,858.60	239 40	3.49
240	CPFL ENERGIA S A SPONSORED ADR	21.290	5,519 45	5,109.60	265 44	5.19

INVESTMENTS

Quantity	Description	Unit Price	Cost	Market	Est. Annual Income	Yld%
180	COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	38.070	6,741 40	6,852.60	111.96	1 63
75	DIAGEO P L C SPNSRD ADR NEW	118.260	7,771 55	8,869.50	212.10	2 39
1,545	ISHARES NON-US STOCKS	43.000	59,961 45	66,435.00	1,691 78	2 55
120	NESTLE S A SPONSORED ADR	66.320	7,197 60	7,958.40	217 92	2 74
135	NOVARTIS A G SPONSORED ADR	71.760	7,519.12	9,687 60	277.70	2 87
105	ROYAL DUTCH SHELL PLC SPONS ADR A	66.370	7,197 76	6,968.85	321.30	4.61
350	SSE PLC SPONSORED ADR	23.610	7,542.78	8,263.50	439.25	5.32
75	SIEMENS A G SPONSORED ADR	105.100	6,177.85	7,882 50	220 65	2 80
490	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	18 660	6,467.95	9,143.40	195.02	2.13
85	TORONTO DOMINION BK ONT COM NEW	80.850	6,687.78	6,872.25	265.63	3.87
225	UNILEVER PLC SPON ADR NEW	42.010	7,469.12	9,452.25	288.68	3.05
70	UNILEVER N V N Y SHS NEW	40.780	2,262.26	2,854.60	76.30	2 67
960	VANGUARD EMERGING MARKET EQUITY ETF	41.539	40,125.12	39,877.44	991.68	2.49
265	VODAFONE GROUP PLC NEW SPONS ADR NEW	28.960	7,616.10	7,674.40	407 31	5.31
430	WISDOMTREE TRUST EMG MKTS SMCAP	50.720	19,883.67	21,809.60	626.51	2.87
			240,720.43	**266,947.09**	**8,058.48**	**3.02**
US SMALL AND MID-CAP EQUITIES						
230	ATMOS ENERGY CORP COM	42 220	8,300.91	9,710 60	322.00	3.32
230	BEMIS INC COM	39.150	7,003.50	9,004.50	239.20	2 66
110	DIGITAL RLTY TR INC COM	60.910	8,445.46	6,700.10	343 20	5.12
115	GENUINE PARTS CO COM	77.740	6,815.90	8,940.10	247 25	2.77
510	ISHARES RUSSELL 2000 INDEX	97.800	39,967.68	49,878 00	866.49	1 74
320	LEGGETT & PLATT INC COM	32.000	6,681.76	10,240 00	371.20	3 62
375	QUESTAR CORP COM	24.310	7,863.71	9,116.25	270.00	2 96
500	MIDCAP SPDR TR UNIT SER 1	215.800	87,768.16	107,900.00	1,117.00	1.04
			172,847.08	**211,489.55**	**3,776.34**	**1.79**
FIXED INCOME TAXABLE						
725	ISHARES 1-3 YR GLOBAL CREDIT	105.490	76,391.63	76,480.25	1,115.05	1.46
2,470	ISHARES TR FLTG RATE NT	50.680	125,056.10	125,179 60	1,054 69	0.84
			201,447.73	**201,659.85**	**2,169.74**	**1.08**
CORPORATE BONDS & NOTES						
11,000	AMERICAN EXPRESS CR CORP MTN MTNF 2.375% 3/24/17	103 537	10,975.84	11,389.07	261.80	2.30
10,000	BANK AMER CORP MTNF 3.625% 3/17/16	105.666	9,975.10	10,566 60	363 00	3.44
10,000	BERKSHIRE HATHAWAY INC DEL NOTE 3.200% 2/11/15	104.468	10,006 25	10,446.80	320.00	3 06

INVESTMENTS

Quantity	Description	Unit Price	Cost	Market	Est. Annual Income	Yld%
10,000	CISCO SYS INC NOTE 1.625% 3/14/14	100.962	9,994 00	10,096.20	163.00	1 61
10,000	GENERAL ELEC CAP CORP MTN BE MTNF 2.900% 1/09/17	104.644	10,261.06	10,464 40	290.00	2.77
10,000	JPMORGAN CHASE & CO NOTE 3.700% 1/20/15	104.539	10,071.64	10,453.90	370.00	3.54
10,000	MCKESSON CORP NOTE 3.250% 3/01/16	106 211	9,974 15	10,621.10	325.00	3.06
10,000	PROCTER & GAMBLE CO NOTE 3 500% 2/15/15	104.881	9,971.50	10,488.10	350 00	3.34
10,000	SHELL INTERNATIONAL FIN BV NOTE 4 000% 3/21/14	102.876	9,998.63	10,287 60	400.00	3.89
10,000	STATE STR CORP NOTE 2 875% 3/07/16	105 624	9,968.42	10,562.40	287 50	2.72
10,000	TEXAS INSTRS INC NOTE 2.375% 5/16/16	104.557	9,961.50	10,455.70	238.00	2.28
			111,158.09	**115,831.87**	**3,368.30**	**2.91**
MISC CASH EQUIV-TAXABLE						
84,359.94	BLACKROCK TREAS	0.000	84,359.94	84,359.94	0.03	0.00
			84,359.94	**84,359.94**	**0.03**	**0.00**
OTHER						
	CASH		79 90	79 90		
10,000	KREDITANSTALT FUR WIEDERAUFB MTNF 1.250% 2/15/17	101.499	9,962 90	10,149.90	125.00	1.23
10,000	NEW JERSEY ECON DEV AUTH 3 17% DUE 09/01/2014	102.139	10,000.00	10,213.90	317.00	3.10
10,000	NOVARTIS CAPITAL CORP NOTE 4.125% 2/10/14	102.470	9,989 70	10,247.00	412.50	4.03
4,882.813	ROWE T PRICE INSTL INCOME FD FLTG RATE FD	10.290	50,000.00	50,244.15	2,304 69	4.59
10,000	TEVA PHARMACEUTICAL FIN III NOTE 1 700% 3/21/14	100 988	9,994 20	10,098.80	170.00	1.68
470	WISDOMTREE TR EM LCL DEBT FD	50 210	25,060 40	23,598.70	998.28	4 23
			115,087.10	**114,632.35**	**4,327.47**	**3.78**
	Total Investments		**1,705,974.48**	**1,931,616.99**	**43,813.68**	**2.27**

ACTIVITY REVIEW

Date	Description	Quantity	Cash Change	Investments Change

Income and Other Receipts

PREPARED FOR ACCOUNT # 52 00 9481 0 0Q - THE DESTWOLINSKI FAMILY FOUNDATION

ACCOUNT SITUS = NE
TAX ID# = 470812539
STATE TAX ID# =

PROCESS DATE 07/02/2013

FOR THE PERIOD 06/01/2012 TO 05/31/2013

Attachment — IV
Capital Gains & Losses.

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	SOLD	CAPITAL INCOME CASH	PROCEEDS TO PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
980.0000	BANK OF AMERICA CORPORATION PFD 1/1200SER8 (060505559)	1	09/26/12 COVERED=Y	05/28/13		24500.00	-25425.12	-925.12
15.0000	CONOCOPHILLIPS (20825C104)	1	11/21/11 COVERED=Y	07/11/12		817.03	-790.63	26.40
15.0000	CONOCOPHILLIPS (20825C104)	1	02/14/12 COVERED=Y	07/11/12		817.03	-848.01	-30.98
25.0000	CONOCOPHILLIPS (20825C104)	1	02/03/12 COVERED=Y	07/11/12		1361.72	-1359.54	2.18
150.0000	EATON CORP COM (278058102)	1	07/11/12 COVERED=Y	12/06/12		7791.75	-5581.50	2210.25
10000.0000	FEDERAL NATL MTG ASSN NOTE 5.000% 4/15/15 (31359MA45)	1	02/24/12 COVERED=Y	02/07/13		11000.00	-10998.36	1.64
2450.0000	ISHARES TR DJ INTL SEL DIVD (464288448)	1	04/10/12 COVERED=Y	07/11/12		72495.34	-75115.53	-2620.19
800.0000	ISHARES TR DJ INTL SEL DIVD (464288448)	1	04/27/12 COVERED=Y	07/11/12		23671.95	-25630.40	-1958.45
0.3327	KRAFT FOODS GROUP INC COM (50076Q106)	1	07/11/12 COVERED=Y	10/30/12		15.28	-13.81	1.47
12.5000	PHILLIPS 66 COM (718546104)	1	02/03/12 COVERED=Y	07/11/12		413.49	-404.03	9.46
7.5000	PHILLIPS 66 COM (718546104)	1	11/21/11 COVERED=Y	07/11/12		248.09	-234.96	13.13
7.0000	PHILLIPS 66 COM (718546104)	1	02/14/12 COVERED=Y	07/11/12		231.55	-235.22	-3.67
3195.0000	SPDR SERIES TRUST S&P DIVID ETF (78464A763)	1	04/10/12 COVERED=Y	07/11/12		175804.77	-175117.95	686.82
1305.0000	SPDR SERIES TRUST S&P DIVID ETF (78464A763)	1	04/27/12 COVERED=Y	07/11/12		71807.58	-74228.40	-2420.82
50.0000	TOTAL FINA S A SPONSORED ADR (89151E109)	1	11/21/11 COVERED=Y	07/11/12		2213.45	-2446.60	-233.15
50.0000	TOTAL FINA S A SPONSORED ADR (89151E109)	1	02/03/12 COVERED=Y	07/11/12		2213.45	-2710.67	-497.22

PREPARED FOR ACCOUNT # 52 00 9481 0 0Q - THE DESTWOLINSKI FAMILY FOUNDATION

ACCOUNT SITUS = NE
TAX ID# = 470812539
STATE TAX ID# =

PROCESS DATE 07/02/2013

FOR THE PERIOD 06/01/2012 TO 05/31/2013

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	DATE SOLD	CAPITAL INCOME CASH	PROCEEDS TO PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
	TOTAL SHORT TERM SALES & MATURITIES					395402.48	401140.73	-5738.25
	TOTAL SHORT TERM GAIN & LOSSES							-5738.25

LONG TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	DATE SOLD	CAPITAL INCOME CASH	PROCEEDS TO PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
10000.0000	FEDERAL HOME LN BKS DEB 5.000% 9/14/12 (3133XLX73)	1	12/21/07	09/14/12		10000.00	-10000.00	0.00
90000.0000	FEDERAL HOME LN BKS DEB 5.000% 9/14/12 (3133XLX73)	1	12/21/07	09/14/12		90000.00	-90000.00	0.00
50000.0000	FEDERAL HOME LOAN BANKS DEB 3.750% 6/14/13 (3133XR5U0)	1	05/13/08	02/07/13		50600.00	-49869.47	730.53
25000.0000	FEDERAL HOME LOAN BANKS DEB 3.750% 6/14/13 (3133XR5U0)	1	05/13/08	02/07/13		25300.00	-24934.74	365.26
10000.0000	FEDERAL NATL MTG ASSN NOTE 2.375% 4/11/16 (3135G0BA0)	1	03/17/11 COVERED=Y	02/07/13		10550.00	-10075.44	474.56
29000.0000	UNITED STATES TREAS NTS NOTE 2.750%12/31/17 (912828PN4)	1	09/29/11 COVERED=Y	02/07/13		31700.64	-31455.94	244.70
28000.0000	UNITED STATES TREAS NTS NOTE 2.750%12/31/17 (912828PN4)	1	09/29/11 COVERED=Y	02/07/13		30607.50	-30371.25	236.25
19000.0000	UNITED STATES TREAS NTS NOTE 2.750%12/31/17 (912828PN4)	1	09/29/11 COVERED=Y	02/07/13		20769.38	-20609.06	160.32
29000.0000	UNITED STATES TREAS NTS NOTE 2.750%12/31/17 (912828PN4)	1	09/28/11 COVERED=Y	02/07/13		31700.62	-31455.94	244.68
29000.0000	UNITED STATES TREAS NTS NOTE 2.750%12/31/17 (912828PN4)	1	09/29/11 COVERED=Y	02/07/13		31700.62	-31455.94	244.68
29000.0000	UNITED STATES TREAS NTS NOTE 2.750%12/31/17 (912828PN4)	1	09/29/11 COVERED=Y	02/07/13		31700.62	-31455.94	244.68
	TOTAL LONG TERM SALES & MATURITIES					364629.38	361683.72	2945.66

PREPARED FOR ACCOUNT # 52 00 9481 0 0Q - THE DESTWOLINSKI FAMILY FOUNDATION

PROCESS DATE 07/02/2013

ACCOUNT SITUS = NE
TAX ID# = 470812539
STATE TAX ID# =

FOR THE PERIOD 06/01/2012 TO 05/31/2013

SECTION A - CAPITAL GAINS & LOSSES

	LONG TERM GAIN OR LOSS
TOTAL LONG TERM GAIN & LOSSES	2945.66
TOTAL CAPITAL GAINS & LOSSES	-2792.59

Attachment for Part XV a & b

The deStwolinski Family Foundation - Distributions & Commitments

Report Date: 5/31/2013

	Relationship	Status	Purpose	Distribution	Commitment
Accounting Period ending May 31				2013	2014
Scholarships					
New Mexico Military Institute Foundation	N/A	Pvt Op Fdn	Scholarships	$ 42,773.00	$ 44,056.00
Roswell, NM 88201			to 2025		
Chandler Education Foundation	N/A	Pvt Op Fdn	Scholarships	$ 35,918.00	$ 36,000.00
Chandler, AZ 85224					
University of Nebrasaka Foundation	N/A	Public	Scholarships	$ 10,000.00	$ 10,000.00
Lincoln, NE 68508			to 2022		
University of Nebraska Foundation	N/A	Public	Scholarships	$9,444.00	$ 10,000.00
Omaha, NE 68114			to 3/2018		
University of Nebraska Foundation	N/A	Public	Scholarships	$21,431.00	$ 22,000.00
Lincoln, NE 68508			to 3/2018		
				$ 119,566.00	$ 122,056.00
Community Activities and Organizations					
United Way of Siouxland	N/A	Pvt Op Fdn	General Fund	$ 10,000.00	
Sioux City, IA 51102					
United Way of King County	N/A	Pvt Op Fdn	General Fund	$ 5,000.00	
Seattle, WA					
Bishop Healan Catholic Schools	N/A	Pvt Op Fdn	Capital Campaign	$ 40,000.00	$ 40,000.00
Sioux City, IA			to 2016		
				$ 55,000.00	$ 40,000.00

Individual					
				$ -	$ -
Admin. Expenences				$ 10,246.00	$ 10,000.00
totals				$ 184,812.00	$ 172,056.00
Total for the year					