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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 07-01-2012, and ending 06-30-2013

Name of foundation THE HEAD FAMILY FOUNDATION
A Employer identification number 20-2032551
B Telephone number (see instructions) (952) 681-2891
C If exemption application is pending, check here
G Check all that apply Initial return, Final return, Address change, etc.
H Check type of organization Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year \$ 5,423,882
J Accounting method Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	48,964	466	466	
	2 Savings and temporary cash investments	216,867	44,779	44,779	
	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 page 15 of the 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)				
	b Investments—corporate stock (attach schedule)	1,605,408 <input checked="" type="checkbox"/>	699,415	699,415	
	c Investments—corporate bonds (attach schedule)	171,930			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	2,000,000 <input checked="" type="checkbox"/>	4,679,222	4,679,222	
	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)	4,043,169	5,423,882	5,423,882		
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 ▶ _____)	<input checked="" type="checkbox"/> 1,526				
23 Total liabilities (add lines 17 through 22)	1,526	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	4,041,643	5,423,882			
30 Total net assets or fund balances (see page 17 of the instructions)	4,041,643	5,423,882			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,043,169	5,423,882			

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	4,041,643
2	Enter amount from Part I, line 27a	2	1,226,215
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	156,024
4	Add lines 1, 2, and 3	4	5,423,882
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	5,423,882

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	797,365
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	

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 page 18 of 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	117,903	3,738,591	0.031537
2010	38,691	1,756,751	0.022024
2009	96,865	1,169,316	0.082839
2008	77,261	751,551	0.102802
2007	96,196	1,026,489	0.093714
2	Total of line 1, column (d).		2 0.332916
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 0.066583
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 4,769,766
5	Multiply line 4 by line 3.		5 317,585
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 10,393
7	Add lines 5 and 6.		7 327,978
8	Enter qualifying distributions from Part XII, line 4.		8 191,406

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	20,786
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	20,786
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	20,786
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,699
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	1,699
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	26
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	19,113
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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MN _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW HEADFOUNDATION COM	13	Yes	
14	The books are in care of CEANN COMPANY LLC Telephone no (952) 681-2891 Located at 11100 WAYZATA BOULEVARD SUITE 230 MINNETONKA MN ZIP +4 55305			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16		No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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
MARTHA M HEAD 11100 WAYZATA BOULEVARD STE 230 11100 WAYZATA BOULEVARD STE 230 MINNETONKA, MN 55305	PRESIDENT 1 00	0	0	0
MARTHA E H KIRWIN 11100 WAYZATA BOULEVARD STE 230 11100 WAYZATA BOULEVARD STE 230 MINNETONKA, MN 55305	SECRETARY 1 00	0	0	0
VIRGINIA R HEAD 11100 WAYZATA BOULEVARD STE 230 11100 WAYZATA BOULEVARD STE 230 MINNETONKA, MN 55305	TREASURER 1 00	0	0	0
CHRISTOPHER KIRWAN 11100 WAYZATA BOULEVARD STE 230 11100 WAYZATA BOULEVARD STE 230 MINNETONKA, MN 55305	DIRECTOR 1 00	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	
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 N/A	
2	
All other program-related investments. See page 24 of the 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	4,649,376
b	Average of monthly cash balances.	1b	193,026
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,842,402
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	4,842,402
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,636
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,769,766
6	Minimum investment return. Enter 5% of line 5.	6	238,488

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	238,488
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	20,786
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,786
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	217,702
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	217,702
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	217,702

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	191,406
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	191,406
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	191,406

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				217,702
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.				13,149
c From 2009.				40,511
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	53,660			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>191,406</u>				
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.				191,406
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	26,296			26,296
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,364			
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				0
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	27,364			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				27,364
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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: Tax year, (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

Part XV Supplementary Information (Complete this part only if the organization 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))
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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] 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 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 188,350
b <i>Approved for future payment</i>				
Total				3b

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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 Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9289S UNITED HEALTH GROUP INC	D		2013-01-29
4539S ADP INC	D		2013-01-29
200S UNITED HEALTH GROUP	D		2013-02-11
160S STERICYCLE INC	D		2013-02-11
1385S MEDTRONIC	D		2013-02-11
100S ADP INC	D		2013-02-11
60S STERICYCLE INC	D		2013-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
522,495		56,157	466,338
271,335		26,212	245,123
11,434		1,403	10,031
15,182		3,090	12,092
64,734		11,806	52,928
6,065		664	5,401
5,814		362	5,452

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			466,338
			245,123
			10,031
			12,092
			52,928
			5,401
			5,452

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AAA FOUNDATION 5400 AUTO CLUB WAY MINNEAPOLIS,MN 55416		CHARITY	GENERAL SUPPORT	500
ABBOTT NORTHWESTERN HOSPITAL FOUNDA 800 E 28TH ST MINNEAPOLIS,MN 55485		CHARITY	GENERAL SUPPORT	750
ADVENTURE UNLIMITED 201 SOUTH QUEBEC STREET GREENWOOD VILLAGE,CO 80110		CHARITY	ASSIST STUDENTS	300
AMERICAN CANCER SOCIETY 501 MINNESOTA AVE BRECKENRIDGE,MN 56520		CHARITY	ASSIST CANCER PEOPLE	3,000
AMERICAN RED CROSS 1201 WEST RIVER PKWY MINNEAPOLIS,MN 55454		CHARITY	GENERAL SUPPORT	1,000
ANGELMAN SYNDROM FOUNDATION 4255 WESTBROOK DRIVE SUITE 219 AURORA,IL 60504		CHARITY	GENERAL SUPPORT	250
ANIMAL HUMANE SOCIETY 845 MEADOW LANE N GOLDEN VALLEY,MN 55422		CHARITY	ASSIST DOGS IN NEED	500
ARC OF MINNESOTA 770 TRANSFER ROAD 26 ST PAUL,MN 55114		CHARITY	ASSIST LOW INCOME PEOPLE	300
ARTHRITIS FOUNDATION 1876 MINNEHAHA AVE W 1 ST PAUL,MN 55104		CHARITY	SUPPORT ARTHRITIS RESEARCH	500
ASCENTION PLACE INC 1803 BRYANT AVENUE N MINNEAPOLIS,MN 55411		CHARITY	ASSIST PEOPLE IN NEED	300
ASHER STUDENT FOUNDATION PO BOX 491296 LOS ANGELES,CA 90049		CHARITY	ASSIST STUDENTS	300
BOLDER OPTIONS 2100 STEVENS AVE S MINNEAPOLIS,MN 55404		CHARITY	GENERAL SUPPORT	500
BOY SCOUTS OF AMERICA PO BOX 152079 IRVING,TX 750152079		CHARITY	GENERAL SUPPORT	250
BRECK SCHOOL 123 OTTAWA AVENUE NORTH MINNEAPOLIS,MN 55422		CHARITY	ASSIST STUDENTS	1,500
CARINGBRIDGE PO BOX 6032 ALBERT LEA,MN 560076632		CHARITY	GENERAL SUPPORT	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHOLIC CHARITIES 1200 2ND AVE S MINNEAPOLIS,MN 55403		CHARITY	GENERAL SUPPORT	2,500
CEDAR CAMPS 1314 PARKVIEW VALLEY MANCHESTER,MO 63011		CHARITY	SUPPORT CAMP TUITIONS	750
CENTER OF THE AMERICAN EXPERIMENT 12 SOUTH 6TH STREET MINNEAPOLIS,MN 55402		CHARITY	GENERAL SUPPORT	1,800
CHARITIES REVIEW COUNCIL 2610 UNIVERSITY AVE WEST ST PAUL,MN 551142007		CHARTIY	GENERAL SUPPORT	250
CHILDRENS HOSPITALS & CLINICS OF MN 2910 CENTRE POINT DRIVE ROSEVILLE,MN 55113		CHARITY	ASSIST CHILDREN	500
CHILDRENS THEATRE COMPANY 2400 3RD AVE S MINNEAPOLIS,MN 55404		CHARITY	SUPPRT THEATRE	500
CITIZENS LEAGUE 213 E 4TH ST SUITE 425 ST PAUL,MN 55101		CHARITY	GENERAL SUPPORT	250
COMO ZOO AND CONSERVATORY SOCIETY 1225 ESTABROOK DR ST PAUL,MN 55103		CHARITY	SUPPORT ZOOLOGICAL SOCIETY	500
COURAGE CENTER 3915 GOLDEN VALLEY RD MINNEAPOLIS,MN 55422		CHARITY	ASSIST LOW INCOME PEOPLE	1,000
COWLES CENTER FOR DANCE 528 HENNEPIN AVE MINNEAPOLIS,MN 55403		CHARITY	ART APPRECIATION	1,000
DOCTORS WITHOUT BOARDERS 333 SEVENTH AVE NEW YORK,NY 10001		CHARITY	ASSIST CHILDREN	500
FAMILY AND CHILDRENS SERVICE 414 SOUTH EIGHTH STREET MINNEAPOLIS,MN 55404		CHARITY	ASSIST CHILDREN	500
FRIENDS OF THE BASILICA OF ST MARY PO BOX 50010 MINNEAPOLIS,MN 55405		CHARITY	GENERAL SUPPORT	250
FRIENDS OF THE HENNEPIN CO LIBRARY 300 NICOLLET MALL N-290 MINNEAPOLIS,MN 55401		CHARITY	GENERAL SUPPORT	2,500
GIRLSCOUT COUNCIL OF GREATER MPLS 5601 BROOKLYN BLVD BROOKLYN CENTER,MN 55429		CHARITY	GENERAL SUPPORT	300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLOBAL DEAF CONNECTION 38TH AVE S MINNEAPOLIS,MN 55406		CHARITY	ASSIST DEAF PEOPLE	500
GRAYWOLF PRESS 2402 UNIVERSITY AVE ST PAUL,MN 55114		CHARITY	LITERARY APPRECIATION	29,750
GREATER MPLS COUNCIL OF CHURCHES 1001 EAST LAKE STREET MINNEAPOLIS,MN 55407		CHARITY	GENERAL SUPPORT	100
GREATER TWIN CITIES UNITED WAY 404 SOUTH EIGHTH STREET MINNEAPOLIS,MN 55405		CHARITY	GENERAL SUPPORT	18,000
GREATER TWIN CITIES YOUTH SYMPHONIE 408 ST PETER STREET ST PAUL,MN 55102		CHARITY	MUSIC APPRECIATION	300
GUILD INC 118 NORTH FOURTH AVE ANN ARBOR,MI 48104		CHARITY	ART APPRECIATION	1,000
GUTHRIE THEATER FOUNDATION PO BOX 86 MINNEAPOLIS,MN 55486		CHARITY	ART APPRECIATION	1,000
HENNEPIN HISTORY MUSEUM 2303 3RD AVE S MINNEAPOLIS,MN 55404		CHARITY	GENERAL SUPPORT	200
HOMEWARD BOUND PO BOX 1056 MONTICELLO,MN 55362		CHARITY	SUPPORT DOGS IN NEED	1,000
JUNGLE THEATRE 2951 LYNDALE AVE S MINNEAPOLIS,MN 55408		CHARITY	ART APPRECIATION	500
KENYA CHILDRENS FUND PO BOX 4159 HOPKINS,MN 55343		CHARITY	ASSIST CHILDREN	500
KENYON COLLEGE 1 KENYON COLLEGE GAMBIER,OH 43022		CHARITY	ASSIST STUDENTS	10,000
KENYON REVIEW 1 KENYON COLLEGE GAMBIER,OH 43022		CHARITY	ASSIST STUDENTS	500
LAKE MINNETONKA ASOCIATION PO BOX 248 EXCELSIOR,MN 55331		CHARITY	SUPPORT THE LAKE COMMUNITY	350
LEAGUE OF WOMEN VOTERS OF MPLS 81 S NINTH ST SUITE 335 MINNEAPOLIS,MN 55402		CHARITY	GENERAL SUPPORT	300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
IFP MN CENTER FOR MEDIA ARTS 2446 UNIVERSITY AVE W ST PAUL, MN 55114		CHARITY	ART APPRECIATION	500
LONGYEAR MUSEUM 1125 BOYLSTON ST CHESTNUT HILL, MA 02467		CHARITY	GENERAL SUPPORT	400
MARY BAKER EDDY LIBRARY 200 MASSACHUSETTS AVE BOSTON, MA 02115		CHARITY	ART APPRECIATION	500
MAYO FOUNDATION 200 1ST ST SW ROCHESTER, MN 55905		CHARITY	MEDICAL EDUCATION AND RESEARCH	500
MEADOWBROOK COLLABORATIVE 4072 MEADOWBROOK LN ST LOUIS PARK, MN 55426		CHARITY	GENERAL SUPPORT	500
MICRO GRANTS 1035 EAST FRANKLIN AVE MINNEAPOLIS, MN 55404		CHARITY	ASSIST LOW INCOME PEOPLE	1,200
MILL CITY SUMMER OPERA 3208 WEST LAKE ST MINNEAPOLIS, MN 55416		CHARITY	GENERAL SUPPORT	500
MINNEAPOLIS COMMUNITY AND TECHNICAL 1501 HENNEPIN AVE MINNEAPOLIS, MN 55403		CHARITY	SUPPORT STUDENTS	1,000
MINNEAPOLIS FOOD SHARE 1001 EAST LAKE ST MINNEAPOLIS, MN 554070509		CHARITY	GENERAL SUPPORT	1,000
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, MN 55405		CHARITY	ART APPRECIATION	15,350
MINNEAPOLIS OPERA 620 NORTH FIRST STREET MINNEAPOLIS, MN 55401		CHARITY	SUPPORT ARTS	3,000
MINNEAPOLIS PUBLIC SCHOOLS 1250 W BROADWAY AVE MINNEAPOLIS, MN 554112533		SCHOOL	SUPPORT CHESS	200
MINNEAPOLIS URBAN LEAGUE 220 16TH AVE N MINNEAPOLIS, MN 55411		CHARITY	GENERAL SUPPORT	550
MINNESOTA HISTORICAL SOCIETY 345 W KELLOGG BLVD ST PAUL, MN 551021906		CHARITY	GENERAL SUPPORT	1,000
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DRIVE CHASKA, MN 55318		CHARITY	GENERAL SUPPORT	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS,MN 55403		CHARITY	MUSIC APPRECIATION	3,000
MINNESOTA PUBLIC RADIO 480 CEDAR ST ST PAUL,MN 55101		CHARITY	GENERAL SUPPORT	3,500
MINNESOTA STATE HORTICULTURAL SOCIE 2705 LINCOLN DRIVE ROSEVILLE,MN 55113		CHARITY	GENERAL SUPPORT	250
MINNESOTA STREETCAR MUSEUM PO BOX 14467 MINNEAPOLIS,MN 554140467		CHARITY	GENERAL SUPPORT	250
MINNESOTA VISITING NURSE AGENCY 3433 BROADWAY ST NE 300 MINNEAPOLIS,MN 55413		CHARITY	GENERAL SUPPORT	300
MINNETONKA CENTER FOR THE ARTS 2240 NORTH SHORE DRIVE WAYZATA,MN 55391		CHARITY	SUPPORT THE ARTS	350
MN ZOO FOUNDATION 13000 ZOO BOULEVARD APPLE VALLEY,MN 55124		CHARITY	WILDLIFE CONSERVATION AND SUPPORT	300
NATIONAL FEDERATION OF THE BLIND MN 100 EAST 22ND ST MINNEAPOLIS,MN 55404		CHARITY	ASSISTANCE TO THE BLIND	300
OBERHOLTZER FOUNDATION 818 3RD AVE 305 EXCELSIOR,MN 55331		CHARITY	PROTECTION OF WOODLANDS	600
PAGE EDUCATION FOUNDATION PO BOX 581254 MINNEAPOLIS,MN 554581254		CHARITY	ASSIST STUDENTS	5,400
PEOPLE FOR PARKS PO BOX 24901 MINNEAPOLIS,MN 55424		CHARITY	PARKLAND CONSERVATION	250
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK,NY 100012601		CHARITY	SPPORT REPRODUCTIVE HEALTH	1,000
PRINCIPIA 13201 CLAYTON ROAD ST LOUIS,MO 63131		CHARITY	ASSIST STUDENTS	7,500
PROJECT FOR PRIDE IN LIVING 1035 EAST FRANKLIN AVE MINNEAPOLIS,MN 55404		CHARITY	SUPPORT PEOPLE IN NEED	500
SALVATION ARMY PO BOX 131240 ROSEVILLE,MN 55113		CHARITY	ASSIST PEOPLE IN NEED	4,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SCIENCE MUSEUM OF MINNESOTA 120 WEST KELLOGG BLVD ST PAUL, MN 55102		CHARITY	SUPPORT SCIENCE EDUCATION	1,000
ST LOUIS PARK ROTARY FOUNDATION PO BOX 26728 ST LOUIS PARK, MN 55426		CHARITY	GENERAL SUPPORT	500
ST MARK'S CHURCH 519 OAK GROVE STREET MINNEAPOLIS, MN 55403		CHARITY	GENERAL SUPPORT	500
ST PAUL'S SCHOOL FOR BOYS 11152 FALLS ROAD LUTHERVILLE, MD 21022		CHARITY	ASSIST STUDENTS	550
TEACH FOR AMERICA TWIN CITIES 401 2ND AVE N STE 200 MINNEAPOLIS, MN 55401		CHARITY	GENERAL SUPPORT	1,000
THE BRIDGE 2200 EMERSON AVE S MINNEAPOLIS, MN 55405		CHARITY	GENERAL SUPPORT	500
TREE TRUST 2350 WYCLIFF STREET 200 ST PAUL, MN 55414		CHARITY	ASSIST NATURE	500
TUBMAN FAMILY ALLIANCE 3111 FIRST AVE S MINNEAPOLIS, MN 55408		CHARITY	ASSIST FAMILIES IN DISTRESS	1,000
TWIN CITIES HABITAT FOR HUMANITY 3001 4TH ST SE MINNEAPOLIS, MN 55414		CHARITY	GENERAL SUPPORT	1,000
TWIN CITIES PUBLIC TELEVISION 172 EAST 4TH STREET ST PAUL, MN 55101		CHARITY	GENERAL SUPPORT	1,000
TWINWEST CHAMBER FOUNDATION 10700 OLD CO RD 15 SUITE 170 PLYMOUTH, MN 55441		CHARITY	GENERAL SUPPORT	5,000
UNITED NEGRO COLLEGE FUND PO BOX 1021 MERRIFIELD, VA 22116		CHARITY	ASSIST STUDENTS	500
UNIVERSITY OF MINNESOTA FOUNDATION PO BOX 7080 MINNEAPOLIS, MN 55170		CHARITY	ASSIST STUDENTS	3,000
UNIVERSITY OF MN ALUMNI ASSOCIAION 200 OAK ST SE STE 200 MINNEAPOLIS, MN 554552040		CHARITY	GENERAL SUPPORT	1,000
USO PO BOX 96322 WASHINGTON, DC 200906322		CHARITY	SUPPORT THE TROOPS	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WALKER ART CENTER 1750 HENNEPIN AVE MINNEAPOLIS, MN 55403		CHARITY	ART APPRECIATION	5,000
WASHBURN CHILD GUIDE CENTER 2430 NICOLLET AVE MINNEAPOLIS, MN 55404		CHARITY	GENERAL SUPPORT	250
WAYZATA HISTORICAL SOCIETY 402 EAST LAKE STREET WAYZATA, MN 55391		CHARITY	GENERAL SUPPORT	250
WEISMAN ART MUSEUM 333 EAST RIVER ROAD MINNEAPOLIS, MN 55455		CHARITY	ART APPRECIATION	500
WOMANS CLUB OF MINNEAPOLIS 410 OAK GROVE STREET MINNEAPOLIS, MN 554033294		CHARITY	GENERAL SUPPORT	10,000
WOMANVENTURE 2324 UNIVERSITY AVE WEST ST PAUL, MN 55114		CHARITY	GENERAL SUPPORT	500
YWCA OF MINNEAPOLIS 1130 NICOLLET MALL MINNEAPOLIS, MN 55403		CHARITY	GENERAL SUPPORT	300
ZENON DANCE 528 HENNEPIN AVE MINNEAPOLIS, MN 55403		CHARITY	GENERAL SUPPORT	1,000
ACUITY MEDICAL 117 GIBRALTER ROAD ANNAPOLIS, MD 21401			MEDICAL SUPPORT	500
VIRGINA HARRIS CHRISTIAN MUESEUM 40 GROVE ST SUITE 150 WELLESLEY, MA 02482			GENERAL SUPPORT	10,000
PEOPLE RESPSOC PRISM 730 FLORIDA AVE S GOLDEN VALLEY, MN 55426			GENERAL SUPPORT	250
Total				188,350

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
THE HEAD FAMILY FOUNDATION

Employer identification number

20-2032551

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE HEAD FAMILY FOUNDATION

Employer identification number
20-2032551

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARTHA M HEAD 1616 W 22ND STREET MINNEAPOLIS, MN 55405	\$ 1,000,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
THE HEAD FAMILY FOUNDATION

Employer identification number
20-2032551

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5,239 SHARES ADP INC STOCK	\$ 305,198	2012-12-24
1	1,089 SHARES UNITED HEALTH GROUP	\$ 59,645	2012-12-24
1	560 SHARES STERICYCLE INC STOCKS	\$ 52,533	2012-12-24
1	2,185 SHARES MEDTRONIC STOCK	\$ 93,114	2012-12-24
1	9,000 SHARES UNITED HEALTH GROUP	\$ 489,510	2012-12-31
_____	_____	\$ _____	_____

Name of organization THE HEAD FAMILY FOUNDATION	Employer identification number 20-2032551
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ▶ \$
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2012 Compensation Explanation

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Person Name	Explanation
MARTHA M HEAD	
MARTHA E H KIRWIN	
VIRGINIA R HEAD	
CHRISTOPHER KIRWAN	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
63S CH ROBINSON WORLDWIDE	2011-06	PURCHASE	2012-07		3,606	4,873			-1,267	
71S CH ROBINSON WORLDWIDE	2011-06	PURCHASE	2012-07		3,974	5,491			-1,517	
91S PRECISION CASTPARTS CORP		PURCHASE	2012-08		13,963	12,145			1,818	
126S CH ROBINSON WORLDWIDE	2011-06	PURCHASE	2012-08		6,617	9,689			-3,072	
117S CH ROBINSON WORLDWIDE	2011-12	PURCHASE	2012-08		6,145	7,775			-1,630	
85S NESTLE SA		PURCHASE	2012-08		5,244	4,281			963	
185S AMPHENOL COPR	2011-04	PURCHASE	2012-08		11,400	9,950			1,450	
1000S SPDR BARCLAYS		PURCHASE	2012-11		39,229	41,550			-2,321	
885S CSX CORP		PURCHASE	2012-12		17,364	14,431			2,933	
85S CNOOC LTD		PURCHASE	2012-12		17,878	14,961			2,917	
82S APACHE CORP	2012-08	PURCHASE	2012-12		6,288	6,774			-486	
772S ABB LTD		PURCHASE	2012-12		14,976	14,455			521	
625S WISDOM TREE JAPAN TOTAL DIV FD		PURCHASE	2012-12		20,862	21,825			-963	
500S AMEX SPECTOR SPDR TRUST		PURCHASE	2012-12		35,389	34,520			869	
495S AFLAC INC		PURCHASE	2012-12		26,121	26,100			21	
465S AMPHENOL CORP		PURCHASE	2012-12		28,428	22,912			5,516	
415S ABBOTT LABS		PURCHASE	2012-12		26,663	20,544			6,119	
325S BHP LTD		PURCHASE	2012-12		23,289	25,499			-2,210	
170S APACHE CORP		PURCHASE	2012-12		13,035	12,376			659	
115S BLACKROCK INC		PURCHASE	2012-12		22,498	17,571			4,927	
1,000S AMEX UTILITIES SELECT SECTOR		PURCHASE	2012-12		35,019	31,490			3,529	
1,000S AMEX MATERIALS SELECT		PURCHASE	2012-12		36,179	38,659			-2,480	
25,000 FACE FED FARM CREDIT		PURCHASE	2013-01		25,675	25,000			675	
25,000 FACE BURNSVILLE MN		PURCHASE	2013-01		26,058	25,000			1,058	
970S FPL GROUP CAP		PURCHASE	2013-01		24,603	23,998			605	
945S TELEFONICA SA		PURCHASE	2013-01		13,834	26,758			-12,924	
809S PAYCHEX INC		PURCHASE	2013-01		25,798	26,135			-337	
605S WASTE MANAGEMENT INC		PURCHASE	2013-01		21,114	20,287			827	
478S HSBC HOLDINGS PLC		PURCHASE	2013-01		26,007	25,103			904	
455S HJ HEINZ CO		PURCHASE	2013-01		26,703	22,344			4,359	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
440S FMC TECHNOLOGIES		PURCHASE	2013-01		19,434	8,046			11,388	
415S ILLINOIS TOOL WORKS		PURCHASE	2013-01		26,045	19,788			6,257	
35S VODAFONE GROUP PLC		PURCHASE	2013-01		916	1,114			-198	
33S PEPSICO	2012-07	PURCHASE	2013-01		2,350	2,287			63	
325S PEPSICO		PURCHASE	2013-01		23,139	16,071			7,068	
312S TRANSOCEAN LTD		PURCHASE	2013-01		17,179	26,463			-9,284	
310S JP MORGAN CHASE & CO		PURCHASE	2013-01		14,213	10,397			3,816	
300S WALMART STORES INC		PURCHASE	2013-01		20,490	15,897			4,593	
260S NORTHROP GRUMMAN CORP		PURCHASE	2013-01		17,430	13,001			4,429	
235S PERRIGO CO		PURCHASE	2013-01		24,511	19,820			4,691	
225S PNC FINANCIAL SERVICES GROUP		PURCHASE	2013-01		13,344	14,045			-701	
220S INTERCONTINENTAL EXCHANGE		PURCHASE	2013-01		28,521	27,948			573	
1390S STAPLES INC		PURCHASE	2013-01		16,610	18,865			-2,255	
110S TRANSOCEAN LTD		PURCHASE	2013-01		6,057	5,400			657	
104S PRECISION CASTPARTS CORP		PURCHASE	2013-01		19,433	12,901			6,532	
1000S VODAFONE GROUP PLC		PURCHASE	2013-01		26,200	28,293			-2,093	
1000 FACE JP MORGAN CHASE & CO		PURCHASE	2013-01		26,340	25,000			1,340	
85S EDISON INTL		PURCHASE	2013-02		4,073	3,243			830	
69S THERMO FISHER SCIENTIFIC		PURCHASE	2013-02		5,094	3,889			1,205	
65S DIAGEO PLC		PURCHASE	2013-02		7,653	4,948			2,705	
520S STARWOOD HOTELS		PURCHASE	2013-02		32,208	23,569			8,639	
51S SCHLUMBERGER LTD	2012-08	PURCHASE	2013-02		4,000	3,615			385	
48S 3M CO		PURCHASE	2013-02		4,927	4,215			712	
47S MCKESSON CORP		PURCHASE	2013-02		4,808	4,259			549	
46S GOLDMAN SACHS GROUP		PURCHASE	2013-02		6,926	8,022			-1,096	
411S SCHLUMBERGER LTD		PURCHASE	2013-02		28,234	30,795			-2,561	
400S JOHNSON & JOHNSON		PURCHASE	2013-02		30,076	25,672			4,404	
33S JOHNSON & JOHNSON		PURCHASE	2013-02		2,481	1,465			1,016	
25S NORDSTROM INC		PURCHASE	2013-02		1,378	1,044			334	
200S SAP AKTIENGESELLSCHAFT		PURCHASE	2013-02		15,961	14,332			1,629	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
19S COLGATE PAMOLIVE		PURCHASE	2013-02		2,077	1,484			593	
1835S TAIWAN SEMICONDUCTER		PURCHASE	2013-02		32,993	20,717			12,276	
145S NESTLE SA		PURCHASE	2013-02		10,206	6,909			3,297	
140S QUALCOMM		PURCHASE	2013-02		9,378	8,768			610	
130S REPUBLIC SERVICES INC		PURCHASE	2013-02		4,088	4,205			-117	
940S KOMATSU		PURCHASE	2013-02		24,034	20,465			3,569	
492S RECKITT BENCKISER GROUP		PURCHASE	2013-02		34,487	26,902			7,585	
300S MCKESSON CORP		PURCHASE	2013-02		30,956	26,277			4,679	
300S 3M CO		PURCHASE	2013-02		31,244	22,895			8,349	
2985S TESCO PLC		PURCHASE	2013-02		16,987	22,259			-5,272	
20S APPLE INC		PURCHASE	2013-02		9,020	4,729			4,291	
200S GOLDMAN SACHS GROUP		PURCHASE	2013-02		31,415	26,298			5,117	
315S MCDONALDS		PURCHASE	2013-02		29,978	18,063			11,915	
200S SAP AKTIENGESLLSCHAFT		PURCHASE	2013-02		15,960	5,969			9,991	
287S CHEVRON		PURCHASE	2013-02		33,171	22,428			10,743	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25,000 FED FARM CREDIT BANK		
1,000 SPDR BARCLAYS CAPITAL		
970 FPL GROUP CAP		
1,000 JPMORGAN CHASE & CO		
25,000 BURNSVILLE MINN		
1035 VODAFONE GROUP PLC		

TY 2012 Investments Corporate Stock Schedule

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Name of Stock	End of Year Book Value	End of Year Fair Market Value
470S ACCENTURE LTD	33,821	33,821
570S AMERICAN EXPRESS CO	42,613	42,613
650S AMPHENOL CORP		
170S APACHE CORP		
80S APPLE INC	31,723	31,723
600S ADP INC	41,316	41,316
505S BAXTER INTL INC	34,981	34,981
320S BERKSHIRE HATHAWAY INC	35,814	35,814
115S BLACKROCK INC		
377S CH ROBINSON WORLDWIDE INC		
440S FMC TECHNOLOGIES INC		
246S GOLDMAN SACHS GROUP INC		
415S ILLINOIS TOOL WORKS INC.		
220S INTERCONTINENTALEXCHANGE INC.		
380S MCDONALDS CORP		
325S MCKESSON CORP		
660S NIKE INC	42,029	42,029
600S NORDSTROM INC.	35,964	35,964
325S PEPSICO INC		
235S PERRIGO CO		
195S PRECISION CASTPARTS CORP		
500S QUALCOMM INC.	30,545	30,545
1100S REPUBLIC SERVICES INC	37,334	37,334
360S SCHLUMBERGER LTD		
520S STARWOOD HOTELS & RESORTS WW IN		
500S THERMO FISCHER SCIENTIFIC INC	42,315	42,315
405S UNITED TECHNOLOGIES CORP	37,641	37,641
772S ABB LTD		
495S AFLAC INC		
325S BHP BILLITON LIMITED		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
85S CNOOC-CHINA NATIONAL OFFSHOR		
300S DIAGED PLC	34,485	34,485
478S HSBC		
940S KOMATSU JPY		
500S NESTLE S.A	32,738	32,738
492S RECKITT BENCKISTER PLC		
400S SAP AG		
1835S TAIWAN SEMICONDUCTOR		
945S TELEFONICA SA		
2985S TESCO PLC		
312S TRANSOCEAN		
415S ABBOTT LABS		
287S CHEVRON CORP		
600S COLGATE PALMOLIVE CO	34,374	34,374
885S CSX CORP		
700S EDISON INTL COM	33,712	33,712
455S HEINZ HJ CO		
433S JOHNSON & JOHNSON		
310S JP MORGAN CHASE & CO		
260S NORTHROP GRUMMAN CORP		
809S PAYCHEX INC		
225S PNC FINANCIAL SERVICES GRPU		
1390S STAPLES INC		
300S WAL MART STORES		
605S WASTE MANAGEMENT		
348S 3M CO		
26S SPDR S&P 500 ETF TRUST		
420S I SHARES MSCI ALL COUNTRY ASIA		
172S I SHARES MSCI EAFE		
978S VANGUARD EMERGING MARKETS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
625S WISDOMTREE JAPAN HEDGED EQUITY		
500S AMEX ENERGY SELECT		
1000S AMEX MATERIALS		
1000S AMEX UTILITIES		
194S I SHARES DOW JONES SELECT		
800S MEDTRONIC INC	41,176	41,176
340S STERICYCLE INC	37,546	37,546
600S UNITED HEALTH GROUP	39,288	39,288

TY 2012 Investments - Other Schedule**Name:** THE HEAD FAMILY FOUNDATION**EIN:** 20-2032551

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINNWEST BANK SUBORDINATED NOTE	FMV	2,000,000	2,000,000
ISHARES DJ SELECT DIVIDEND INDEX	FMV	210,465	210,465
JPM LARGE CAP GROWTH FD - SEL	FMV	342,754	342,754
SPDR S&P 500 EFT TRUST	FMV	476,608	476,608
ISHARES CORE S&P MID-CAP ETF	FMV	358,397	358,397
ISHARES MSCI EAFE INDEX FUND	FMV	297,559	297,559
MFS INTL VALUE-I	FMV	448,871	448,871
ISHARES MSCI ALL COUNTRY ASIA	FMV	274,781	274,781
ISHARES MSCI CHINA INDEX FD	FMV	21,860	21,860
VANGUARD FTSE EMERGING MARKETS EFT	FMV	167,710	167,710
ISHARES MSCI ACWI INDEX FUND	FMV	69,250	69,250
INCOME TAX RECEIVABLE	FMV	10,967	10,967

TY 2012 Other Increases Schedule

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Description	Amount
BOOK UNREALIZED GAINS	156,024

TY 2012 Other Liabilities Schedule

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Description	Beginning of Year - Book Value	End of Year - Book Value
INCOME TAX PAYABLE	1,526	

TY 2012 Other Professional Fees Schedule

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LOWRY HILL FEES	2,469	1,234		1,235
JP MORGAN FEES	3,643	1,822		1,821
WELLS FARGO BANK CHARGES	133			

TY 2012 Taxes Schedule

Name: THE HEAD FAMILY FOUNDATION

EIN: 20-2032551

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	590	590		