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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 07/01 , 2012, and ending 06/30, 2013

Name of foundation		A Employer identification number
DOERR CHARITABLE TR 000000957009		39-6756635
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
111 WEST MONROE STREET TAX DIV 10C		312- 461-5154
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ [ ]
CHICAGO, IL 60603		

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: [X] 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)* ▶ $ 3,771,523.

J Accounting method: [X] 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	96,525.	96,103.		
	5a Gross rents			POSTMARK	RECEIVED
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	305,281.			
	b Gross sales price for all assets on line 6a 1,232,858.			10 14 2013	10 15 2013
	7 Capital gain net income (from Part IV, line 2)		305,281.		
	8 Net short-term capital gain				
	9 Income modifications			CINCINNATI	
	10a Gross sales less returns and allowances			SERVICE CENTER	
	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	401,806.	401,384.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	27,868.	13,934.		13,934.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	1,804.	684.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	29,672.	14,618.		13,934.
	25 Contributions, gifts, grants paid	147,000.			147,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	176,672.	14,618.		160,934.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	225,134.			
	b **Net investment income** (if negative, enter -0-)		386,766.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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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 (a) Book Value	End of year (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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	2,833,016.	3,057,699.	3,771,523.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE		
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,833,016.	3,057,699.	3,771,523.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
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	2,833,016.	3,057,699.	
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)	2,833,016.	3,057,699.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,833,016.	3,057,699.	

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	2,833,016.
2	Enter amount from Part I, line 27a	2	225,134.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,058,150.
5	Decreases not included in line 2 (itemize) ▶ ADJ TO BOOK VALUE	5	451.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,057,699.

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	PUBLICLY TRADED SECURITIES			
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	1,232,858.		927,577.	305,281.
b				
c				
d				
e				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				305,281.
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	305,281.
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 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	179,787.	3,434,613.	0.052346
2010	167,750.	3,439,123.	0.048777
2009	146,750.	3,156,294.	0.046494
2008	197,100.	2,959,440.	0.066600
2007	192,488.	4,004,743.	0.048065

2	**Total** of line 1, column (d)	2	0.262282
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	0.052456
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,587,783.
5	Multiply line 4 by line 3	5	188,201.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,868.
7	Add lines 5 and 6	7	192,069.
8	Enter qualifying distributions from Part XII, line 4	8	160,934.

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	7,735.
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	7,735.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,735.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,995.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,995.
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	5,740.
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** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 2 Telephone no ▶

Located at ▶ ZIP+4 ▶

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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
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 ▶			
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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
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		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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
BMO HARRIS BANK N.A. P.O. BOX 2980, MILWAUKEE, WI 53201	TRUSTEE 1	27,868.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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	3,642,419.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,642,419.
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	NONE
3	Subtract line 2 from line 1d	3	3,642,419.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,636.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,587,783.
6	**Minimum investment return.** Enter 5% of line 5	6	179,389.

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	179,389.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,735.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,735.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	171,654.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	171,654.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	171,654.

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	160,934.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	160,934.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	160,934.

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					171,654.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				146,554.	
b Total for prior years 20 10 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 160,934.					
a Applied to 2011, but not more than line 2a				146,554.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					14,380.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
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					157,274.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 (a) 2012	Prior 3 years (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.

NONE

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

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

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

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 9				147,000.
Total . . . . . . ▶ **3a**				147,000.
b *Approved for future payment*				
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		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	96,525.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	305,281.	
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)				401,806.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 401,806.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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 — Date: 10/02/2013 — 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
WESLEY HIRSCHBERG		10/02/2013		P00162244
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ▶ 75-1297386	
Firm's address ▶ ONE NORTH DEARBORN ST., 5TH FL. CHICAGO, IL 60602			Phone no 312-873-6900	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	39.	39.
FEDERAL ESTIMATES - PRINCIPAL	1,120.	
FOREIGN TAXES ON QUALIFIED FOR	367.	367.
FOREIGN TAXES ON NONQUALIFIED	278.	278.
TOTALS	1,804.	684.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BMO HARRIS BANK N.A.
HECTOR AHUMADA
ADDRESS: 111 W. MONROE ST. 10C
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
BMO HARRIS BANK, N.A.
ADDRESS:
P.O. BOX 2977
MILWAUKEE, WI 53201
RECIPIENT'S PHONE NUMBER: 414-815-3570
FORM, INFORMATION AND MATERIALS:
WRITTEN FORM. STATE EXACT AMOUNT REQUESTED.
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE, BUT TRUST FOCUSES ON
CATHOLIC EDUCATION

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
RED CLOUD INDIAN SCHOOL
ADDRESS:
100 MISSION DRIVE
PINE RIDGE, SD 57770
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
STIPIEND FOR VOLUNTEER TEACHER FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WHEATON FRANCISCAN-ST JOSEPH FDN
ADDRESS:
5000 W. CHAMBERS
MILWAUKEE, WI 53210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ANDEAN HEALTH AND DEVELOPMENT
UW DEPARTMENT OF FAMILY MEDICINE
ADDRESS:
1100 DELAPLAINE COURT
MADISON, WI 53715
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HELP FUND HOSPITAL CONSTRUCTION
FOUNDATION STATUS OF RECIPIENT:
PUBLICL CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NATIONAL CATHOLIC COMMITTEE
ON SCOUTING ENDOWMENT FUND
ADDRESS:
PO BOX 152079
IRVING, TX 75015-2079
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR ENDOWMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
NATIVITY JESUIT MIDDLE SCHOOL
ADDRESS:
1515 S. 29TH STREET
MILWAUKEE, WI 53215-1912
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDING GRADUATE SUPPORT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
NOTRE DAME MIDDLE SCHOOL, INC.
ADDRESS:
1420 W. SCOTT STREET
MILWAUKEE, WI 53204-2269
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT AFTER SCHOOL ENRICHMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SECOND HARVEST FOOD BANK OF
MIDDLE TENNESSEE
ADDRESS:
331 GREAT CIRCLE ROAD
NASVILLE, TN 37228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,600.

RECIPIENT NAME:
PEACE CORPS PARTNERSHIP PROGRAM
ADDRESS:
1111 20TH STREET NW
WASHINGTON, DC 20526
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT MATTHEW WOOD'S PEACE CORPS PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BLESSED SACRAMENT SCHOOL
ADDRESS:
3126 S. 41ST STREET
MILWAUKEE, WI 53215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,100.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
DELPHI HOUSE, INC
ADDRESS:
1119 N 21ST STREET
MILWAUKEE, WI 53233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
DOCTORS WITHOUT BORDERS
ADDRESS:
333 SEVENTH AVENUE, 2ND FLOOR
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JOYFUL JOURNEYS, INC
ADDRESS:
236 S 5TH AVENUE
WEST BEND, WI 53095
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,300.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
REPAIRERS OF THE BREACH
ADDRESS:
1335 W VILLET STREET
MILWAUKEE, WI 53213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ST ANTHONY OF PADUA CATHOLIC SCHOOL
ADDRESS:
200 5TH AVENUE SOUTH
PARK FALLS, WI 54552
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ST. MONICA CATHOLIC SCHOOL
ADDRESS:
4140 WALNUT HILL LANE
DALLAS, TX 75229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
UNIVERSITY OF WISCONSIN
CARBONE CANCER CENTER
ADDRESS:
600 HIGHLAND AVENUE, K4/646
MADISON, WI 53792-6164
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DOMINICAN CAMPUS
FOR ST CECILIA ACADEMY
ADDRESS:
4210 HARDING PIKE
NASHVILLE, TN 37205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ENGINEERS WITHOUT BORDERS
MARQUETTE UNIV CHAPTER
ADDRESS:
4665 NAUTILUS COURT, STE 300
BOULDER, CO 80301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 147,000.
==============

• *Details of assets in your account*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM								
CASH								
TOTAL CASH & SHORT-TERM				**$4,135 06**	**$4,135 06**	**$0.00**	**$0 00**	**.00%**
CASH & SHORT-TERM								
BMO PRIME MONEY MARKET CL I # 090 Account 000000957017		23,529 400	1 0000	23,529 40	23,529 40	0 00	9 74	0.04%
BMO PRIME MONEY MARKET CL I # 090 (INCOME INVESTMENT) Account· 000000957017		8,367 390	1 0000	8,367 39	8,367 39	0 00	3 46	0.04%
TOTAL CASH & SHORT-TERM				**$31,896.79**	**$31,896.79**	**$0.00**	**$13.20**	**.04%**
FIXED INCOME/LOW VOLATILITY								
Corporate and other taxable								
TCW EMERGING MARKETS INCOME FUND Account· 000000957017	TGEIX	9,562 191	8.5800	82,043 60	84,870 38	-2,826 78	5,163 58	6 29%
TEMPLETON GLOBAL BOND FUND Account: 000000957017	TGBAX	6,320 712	12 9100	81,600 39	85,101 00	-3,500 61	4,727 89	5 79%
Taxable funds								
FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND Account· 000000957017	FFRIX	6,015 045	9.8900	59,488.80	60,000 00	-511 20	1,870 68	3.14%
FIDELITY ADVISOR STRATEGIC REAL RETURN FUND Account: 000000957017	FSIRX	3,631 261	9 3300	33,879 67	35,731 61	-1,851 94	744 41	2 20%
PIMCO INVESTMENT GRADE CORPORATE								

CI

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
BOND FUND Account: 000000957017	PIGIX	11,660 413	10 5600	123,133 96	118,639 38	4,494 58	5,410 43	4 39%
PIMCO LOW DURATION FUND INST CL Account. 000000957017	PTLDX	6,268.081	10.2500	64,247.83	65,000 00	-752.17	1,516 88	2.36%
PIMCO TOTAL RETURN INSTITUTIONAL FUND Account. 000000957017	PTTRX	28,337 105	10.7600	304,907.25	307,760 51	-2,853.26	9,209 56	3.02%
VANGUARD SHORT-TERM BOND INDEX Account: 000000957017	VBSSX	15,826.296	10.5000	166,176.11	157,953.89	8,222.22	2,342.29	1.41%
VANGUARD TOTAL BOND MARKET INDEX TOTAL BD MKT PORTFOLIO INSTL SHS Account· 000000957017	VBTIX	0 000	10 6700	0.00	0 00	0 00	0 00	0.00%
Total Corporate and other taxable				**$916,477.61**	**$916,056 77**	**$420.84**	**$30,886.72**	**3 38%**
Alternatives-Low Volatility								
Opportunistic low volatility								
FEDERATED INSTITUTIONAL HIGH YIELD BOND FUND Account. 000000957017	FIHBX	8,040.290	10.0000	80,402.90	80,200.00	202.90	5,821.17	7.24%
Total Alternatives-Low Volatility				**$80,402.90**	**$80,200 00**	**$202.90**	**$5,821.17**	**7.24%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$995,880 51**	**$995,256.77**	**$623 74**	**$36,806.89**	**3 70%**
EQUITY/HIGH VOLATILITY								
U S. equity								
ACCENTURE PLC CL A								

CI

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AMERICAN DEPOSITORY RECEIPT Information technology Account. 000000957017	ACN	36.000	71.9600	2,590.56	2,102.79	487 77	58 32	2.25%
ALTRIA GROUP INC Consumer staples Account: 000000957017	MO	283 000	34.9900	9,902.17	4,434.65	5,467.52	498 08	5.03%
AMERICAN ELEC PWR INC Utilities Account: 000000957017	AEP	137 000	44.7800	6,134 86	5,387.55	747.31	268 52	4.38%
AMERIPRISE FINANCIAL INC. Financials Account: 000000957017	AMP	30 000	80 8800	2,426 40	2,453 40	-27 00	62 40	2.57%
AMGEN INC Health care Account· 000000957017	AMGN	25 000	98 6600	2,466 50	2,121 81	344 69	47 00	1.91%
APPLE INC Information technology Account: 000000957017	AAPL	13.000	396.5300	5,154 89	7,185.32	-2,030.43	158 60	3.08%
AT & T INC Telecommunication services Account. 000000957017	T	382.000	35.4000	13,522.80	10,065.64	3,457.16	687.60	5.08%
BAXTER INTL INC Health care Account 000000957017	BAX	41 000	69 2700	2,840 07	2,468 62	371 45	80 36	2 83%
BLACKROCK INC Financials Account· 000000957017	BLK	19.000	256 8500	4,880 15	3,615 61	1,264 54	127 68	2 62%
BRISTOL MYERS SQUIBB CO								

ci

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Health care Account: 000000957017	BMY	178 000	44 6900	7,954 82	3,667 64	4,287 18	249 20	3.13%
CA INC Information technology Account. 000000957017	CA	142.000	28.6200	4,064.04	3,507.35	556.69	142 00	3.49%
CAPITAL ONE FINANCIAL CORP Financials Account 000000957017	COF	63.000	62 8100	3,957.03	3,400.74	556.29	75.60	1 91%
CARDINAL HEALTH INC Health care Account 000000957017	CAH	107 000	47 2000	5,050 40	4,012 39	1,038 01	129 47	2.56%
CENTERPOINT ENERGY INC Utilities Account: 000000957017	CNP	98 000	23 4900	2,302.02	1,393 50	908 52	81 34	3 53%
CENTURYLINK INC Telecommunication services Account: 000000957017	CTL	318 000	35 3500	11,241 30	10,245 81	995 49	686 88	6 11%
CHEVRON CORPORATION Energy Account: 000000957017	CVX	100.000	118.3400	11,834.00	3,775.79	8,058.21	400 00	3.38%
CHUBB CORP Financials Account: 000000957017	CB	26 000	84.6500	2,200 90	1,795 16	405 74	45 76	2.08%
CISCO SYSTEMS INC Information technology Account. 000000957017	CSCO	285 000	24 3350	6,935 48	5,968 62	966 86	193 80	2.79%
CMS ENERGY CORP								

ci

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Utilities Account: 000000957017	CMS	150 000	27 1700	4,075 50	2,846 82	1,228 68	153 00	3 75%
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary Account: 000000957017	CMCSA	175 000	41.7500	7,306.25	3,445 26	3,860.99	136 50	1.87%
CONAGRA FOODS INC Consumer staples Account: 000000957017	CAG	194 000	34.9300	6,776 42	4,730 99	2,045.43	194 00	2.86%
CONOCOPHILLIPS Energy Account: 000000957017	COP	125 000	60 5000	7,562 50	5,482.54	2,079 96	330 00	4 36%
DISCOVER FINL SVCS Financials Account· 000000957017	DFS	119 000	47 6400	5,669 16	3,191 73	2,477 43	95 20	1.68%
DTE ENERGY CO Utilities Account: 000000957017	DTE	34.000	67.0100	2,278.34	1,355 34	923 00	89.08	3.91%
DUKE ENERGY CORP Utilities Account: 000000957017	DUK	55.000	67.5000	3,712 50	3,581.24	131.26	171.60	4.62%
EASTMAN CHEMICAL CO Materials Account: 000000957017	EMN	81 000	70 0100	5,670 81	2,685 77	2,985 04	97 20	1.71%
FIRSTENERGY CORP Utilities Account· 000000957017	FE	109 000	37 3400	4,070 06	4,583 39	-513 33	239 80	5 89%
GANNETT INC								

ci

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Consumer discretionary Account· 000000957017	GCI	110 000	24 4600	2,690 60	2,397 99	292 61	88 00	3 27%
GENERAL ELECTRIC CORP Industrials Account: 000000957017	GE	652.000	23.1900	15,119.88	10,426.12	4,693.76	495 52	3.28%
GENUINE PARTS CO Consumer discretionary Account. 000000957017	GPC	61.000	78 0700	4,762.27	2,477 02	2,285 25	131.15	2.75%
HOME DEPOT INC Consumer discretionary Account· 000000957017	HD	86 000	77 4700	6,662 42	2,370 41	4,292 01	134 16	2.01%
HONEYWELL INTERNATIONAL INC Industrials Account: 000000957017	HON	51 000	79 3400	4,046 34	1,666 46	2,379 88	83 64	2.07%
INTEL CORP Information technology Account: 000000957017	INTC	322 000	24 2300	7,802 06	6,695 85	1,106 21	289 80	3 71%
IRON MOUNTAIN INC Information technology Account: 000000957017	IRM	0.000	26.6100	0.00	0.00	0.00	0 00	0.00%
JOHNSON & JOHNSON Health care Account: 000000957017	JNJ	109 000	85.8600	9,358.74	6,835 50	2,523.24	287 76	3 07%
JP MORGAN CHASE & CO Financials Account 000000957017	JPM	124 000	52 7900	6,545 96	5,462 42	1,083 54	188 48	2 88%
KIMBERLY CLARK CORP								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Consumer staples Account· 000000957017	KMB	79 000	97 1400	7,674 06	5,230 96	2,443 10	255 96	3 33%
KLA-TENCOR CORP Information technology Account: 000000957017	KLAC	107 000	55.7300	5,963.11	5,001.19	961 92	171 20	2.87%
KRAFT FOODS GROUP INC Consumer staples Account. 000000957017	KRFT	143 000	55.8700	7,989 41	6,483.64	1,505.77	286 00	3 58%
LEGGETT & PLATT INC Consumer discretionary Account· 000000957017	LEG	239 000	31 0900	7,430 51	5,061 60	2,368 91	277 24	3 73%
LILLY ELI & CO Health care Account: 000000957017	LLY	143 000	49 1200	7,024 16	5,343 36	1,680 80	280 28	3.99%
LOCKHEED MARTIN CORP Industrials Account· 000000957017	LMT	75 000	108 4600	8,134 50	6,198 69	1,935 81	345 00	4.24%
LORILLARD, INC Consumer staples Account. 000000957017	LO	161.000	43 6800	7,032.48	5,191.31	1,841.17	354.20	5.04%
MACY'S INC Consumer discretionary Account: 000000957017	M	90 000	48 0000	4,320.00	3,112.77	1,207.23	90 00	2.08%
MARATHON OIL CORP Energy Account 000000957017	MRO	222 000	34 5800	7,676 76	5,307 33	2,369 43	150 96	1 97%
MARATHON PETROLEUM CORPROATION								

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• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Energy Account: 000000957017	MPC	75 000	71 0600	5,329 50	2,322 91	3,006 59	105 00	1 97%
MARSH & MCLENNAN COS INC Financials Account. 000000957017	MMC	61.000	39.9200	2,435.12	1,799.94	635.18	61.00	2.50%
MATTEL INC Consumer discretionary Account: 000000957017	MAT	162 000	45 3100	7,340.22	3,779 44	3,560 78	233.28	3.18%
MEDTRONIC INC Health care Account 000000957017	MDT	85 000	51 4700	4,374 95	3,031 66	1,343 29	95 20	2 18%
MERCK & CO INC NEW Health care Account· 000000957017	MRK	270 000	46 4500	12,541.50	9,354 86	3,186 64	464 40	3 70%
MICROSOFT CORP Information technology Account: 000000957017	MSFT	132 000	34 5450	4,559 94	3,330 91	1,229 03	121 44	2 66%
NETAPP INC Information technology Account. 000000957017	NTAP	60.000	37.7800	2,266.80	2,271.60	-4.80	36.00	1.59%
NORFOLK SOUTHERN CORP Industrials Account. 000000957017	NSC	60.000	72 6500	4,359.00	4,628 52	-269 52	120.00	2.75%
NUCOR CORP Materials Account· 000000957017	NUE	95 000	43 3200	4,115 40	4,368 14	-252 74	139 65	3 39%
OCCIDENTAL PETE CORP								

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• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Energy Account· 000000957017	OXY	47 000	89.2300	4,193 81	3,951 60	242 21	120 32	2.87%
PEPCO HOLDINGS INC Utilities Account: 000000957017	POM	147.000	20.1600	2,963.52	2,789.54	173 98	158 76	5.36%
PEPSICO INC Consumer staples Account: 000000957017	PEP	30.000	81 7900	2,453.70	2,012 92	440.78	68 10	2 77%
PFIZER INC Health care Account· 000000957017	PFE	502 000	28 0100	14,061 02	10,530 25	3,530 77	481 92	3.43%
PHILIP MORRIS INTERNATIONAL Consumer staples Account: 000000957017	PM	92 000	86 6200	7,969 04	1,953 98	6,015 06	312 80	3.92%
PPG INDUSTRIES INC Materials Account· 000000957017	PPG	40 000	146 4100	5,856 40	2,324 45	3,531 95	97 60	1 67%
PPL CORPORATION Utilities Account. 000000957017	PPL	171 000	30 2600	5,174.46	4,447.19	727.27	251 37	4.86%
PRUDENTIAL FINL INC Financials Account. 000000957017	PRU	67.000	73 0300	4,893 01	3,700 12	1,192.89	107 20	2.19%
SLM CORP Financials Account: 000000957017	SLM	504 000	22 8600	11,521 44	8,741 52	2,779 92	302 40	2 63%
SPECTRA ENERGY CORP WI								

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Utilities Account· 000000957017	SE	227 000	34.4600	7,822 42	5,716 92	2,105 50	276 94	3 54%
STAPLES INC Consumer discretionary Account. 000000957017	SPLS	348.000	15.8700	5,522.76	5,311.95	210 81	167 04	3.02%
SYMANTEC CORPORATION Information technology Account: 000000957017	SYMC	160 000	22 4800	3,596 80	3,535.87	60 93	96 00	2 67%
TIME WARNER CABLE INC Consumer discretionary Account 000000957017	TWC	84.000	112 4800	9,448 32	5,635 44	3,812 88	218 40	2 31%
UNITED PARCEL SERVICE-CLASS B COMMON STOCK CL B Industrials Account· 000000957017	UPS	64 000	86 4800	5,534 72	3,307 06	2,227 66	158 72	2 87%
US BANCORP NEW Financials Account. 000000957017	USB	123.000	36.1500	4,446.45	3,191 71	1,254.74	113 16	2.54%
VENTAS INC Financials Account. 000000957017	VTR	60.000	69.4600	4,167.60	3,910 20	257.40	160.80	3.86%
VERIZON COMMUNICATIONS Telecommunication services Account. 000000957017	VZ	185 000	50 3400	9,312 90	6,544 47	2,768 43	381 10	4 09%
WAL MART STORES INC Consumer staples Account: 000000957017	WMT	44 000	74 4900	3,277 56	2,370 25	907 31	82 72	2 52%
WASTE MANAGEMENT INTERNATIONAL								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Industrials Account: 000000957017	WM	62 000	40.3300	2,500 46	1,788 66	711 80	90 52	3.62%
WELLS FARGO & CO Financials Account: 000000957017	WFC	246.000	41.2700	10,152.42	9,138 51	1,013.91	295 20	2.91%
WESTERN UNION-WI Information technology Account· 000000957017	WU	161 000	17 1100	2,754.71	2,702 01	52 70	80 50	2.92%
WILLIAMS COS INC Energy Account 000000957017	WMB	194 000	32 4700	6,299 18	3,916 17	2,383 01	273 54	4.34%
Total U.S equity				**$454,058 32**	**$327,176.86**	**$126,881.46**	**$15,079.42**	**3.32%**
U S equity funds								
BMO SMALL-CAP GROWTH FUND CLASS I Small cap growth Account: 000000957017	MSGIX	4,013 186	21 5700	86,564.42	55,779 05	30,785 37	0 00	0 00%
DODGE & COX STOCK FUND Large cap value Account· 000000957017	DODGX	1,776 089	142 0600	252,311 20	240,000 01	12,311 19	3,596 58	1 42%
FMI LARGE CAP FUND Large cap diversified equity Account: 000000957017	FMIHX	8,229.365	19.6400	161,624.73	145,751.15	15,873 58	1,612 96	1.00%
GOLDMAN SACHS SMALL CAP VALUE FUND Small cap value Account. 000000957017	GSSIX	1,919 496	51.5800	99,007.60	52,781 29	46,226.31	1,274 55	1.29%
HARBOR CAPITAL APPRECIATION FUND #12								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Large cap growth Account· 000000957017	HACAX	2,478 224	46 5300	115,311 76	48,895 36	66,416 40	418.82	0 36%
ISHARES TR-RUSSELL 3000 INDEX FUND Large cap diversified equity Account. 000000957017	IWV	1,195.000	96.4000	115,198.00	112,580.93	2,617 07	2,066.16	1.79%
JOHN HANCOCK III DISCIPLINED VALUE MID CAP FUND Mid cap value Account: 000000957017	JVMIX	7,634 561	15 5100	118,412 04	97,612 20	20,799 84	646 95	0.55%
T ROWE PRICE GROWTH STOCK FUND Large cap growth Account: 000000957017	PRGFX	3,271 699	41 9900	137,378 64	108,834 71	28,543 93	229 02	0 17%
VANGUARD EQUITY INCOME FUND Large cap value Account· 000000957017	VEIRX	3,869 129	57 5300	222,590 99	177,346 54	45,244 45	6,004 89	2.70%
VANGUARD INSTITUTIONAL INDEX FUND Large cap diversified equity Account: 000000957017	VINIX	3,109.822	147.0800	457,392 62	252,517.57	204,875.05	9,575.14	2.09%
VANGUARD MID CAP INDEX FUND Mid cap diversified equity Account. 000000957017	VMCIX	4,181.044	26.0200	108,790.76	61,924.73	46,866 03	1,358.84	1.25%
WELLS FARGO ADV DISCOVERY FUND Mid cap growth Account 000000957017	WFDSX	2,537 661	31 0300	78,743 62	69,405 05	9,338 57	0 00	0 00%
Total U.S equity funds				**$1,963,326 38**	**$1,423,428.59**	**$529,897 79**	**$26,783.91**	**1 37%**

International

ABERDEEN EMERGING MARKETS

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
INSTITUTIONAL FUND Emerging Account. 000000957017	ABEMX	3,327.426	14.3600	47,781.84	51,999.99	-4,218 15	1,194.55	2.50%
ACE LIMITED Financials Account: 000000957017	ACE	57 000	89 4800	5,100.36	3,790 52	1,309.84	116.28	2.28%
ARTISAN INTERNATIONAL FUND Developed large cap Account. 000000957017	ARTIX	2,989.044	26 0600	77,894.49	70,870 23	7,024 26	821 99	1.05%
EATON CORP PLC Industrials Account· 000000957017	ETN	66.000	65 8100	4,343 46	3,530 98	812 48	110 88	2.55%
HARBOR INTERNATIONAL FUND #11 Developed large cap Account· 000000957017	HAINX	1,157.180	62 3500	72,150.17	45,697 04	26,453 13	1,453 42	2 01%
LYONDELLBASELL INDUSTRIES NV Materials Account: 000000957017	LYB	76.000	66.2600	5,035.76	4,118.86	916.90	152 00	3.02%
SCOUT INTERNATIONAL FUND Developed large cap Account. 000000957017	UMBWX	1,810.609	33.5200	60,691.61	32,301.26	28,390.35	1,169.65	1.93%
WELLS FARGO ADVANTAGE EMERGING MARKETS EQUITY FUND Emerging Account: 000000957017	EMGNX	2,577 707	20.8900	53,848.30	59,219 74	-5,371 44	399 54	0 74%
Total International				**$326,845.99**	**$271,528.62**	**$55,317.37**	**$5,418.31**	**1.66%**

REITS

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AMERICAN TOWER CORP REAL ESTATE INVESTMENT TRUST Account: 000000957017	39 000	73 1700	2,853 63	2,902 85	-49 22	42 12	1.48%
SIMON PROPERTY GROUP INC Account: 000000957017	16 000	157 9200	2,526 72	1,372.97	1,153 75	73 60	2 91%
Total REITS			**$5,380.35**	**$4,275.82**	**$1,104.53**	**$115.72**	**2.15%**
TOTAL EQUITY/HIGH VOLATILITY			**$2,739,611.04**	**$2,026,409.89**	**$713,201.15**	**$47,397.36**	**1.73%**
TOTAL ASSETS IN YOUR ACCOUNT			**$3,771,523.40**	**$3,057,698.51**	**$713,824.89**	**$84,217.45**	**2.23%**

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