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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 **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation

A Employer identification number

**THE BOSS FOUNDATION****41-6038452**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number

**651-653-0599****5858 CENTERVILLE ROAD**

City or town, state, and ZIP code

C If exemption application is pending, check here ☐**ST. PAUL, MN 55127-6804**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charityD 1 Foreign organizations, check here ☐☐ Final return☐ Amended return2. Foreign organizations meeting the 85% test, check here and attach computation ☐☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col. (c), line 16)

☐ Other (specify)► \$ **6,480,718.** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

**50,000.****N/A**2 Check ☐ If the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

**25.****25.****STATEMENT 1**

4 Dividends and interest from securities

**183,286.****183,286.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

**98,439.**b Gross sales price for all assets on line 6a **366,600.**

7 Capital gain net income (from Part IV, line 2)

**98,439.**

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

**331,750.****281,750.**

NOV 03 2013

13 Compensation of officers, directors, trustees, etc

**0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees **STMT 3****2,013.****0.**

b Accounting fees

c Other professional fees **STMT 4****41,534.****41,534.**

17 Interest

18 Taxes **STMT 5****6,055.****0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses **STMT 6****456.****0.**

24 Total operating and administrative expenses. Add lines 13 through 23

**50,058.****41,534.**

25 Contributions, gifts, grants paid

**283,500.**

26 Total expenses and disbursements. Add lines 24 and 25

**333,558.****41,534.**

27 Subtract line 26 from line 12:

**283,500.**

a Excess of revenue over expenses and disbursements

**<1,808.>**

b Net investment income (if negative, enter -0-)

**240,216.**

c Adjusted net income (if negative, enter -0-)

**N/A**

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Revenue

Operating and Administrative Expenses

8  
9/18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		150,392.	139,850.	139,850.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations		100,000.		
	b	Investments - corporate stock STMT 8		2,629,959.	2,561,799.	4,966,785.
	c	Investments - corporate bonds STMT 9		1,114,832.	1,294,063.	1,374,083.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>		3,995,183.	3,995,712.	6,480,718.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities (add lines 17 through 22)</b>		0.	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		1,733,377.	1,735,714.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		2,261,806.	2,259,998.	
30	<b>Total net assets or fund balances</b>		3,995,183.	3,995,712.		
31	<b>Total liabilities and net assets/fund balances</b>		3,995,183.	3,995,712.		

## 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	3,995,183.
2	Enter amount from Part I, line 27a	2	<1,808.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,629.
4	Add lines 1, 2, and 3	4	3,998,004.
5	Decreases not included in line 2 (itemize) ▶ ACCRUED BOND INTEREST ON PURCHASES	5	2,292.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,995,712.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
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 366,600.		268,161.	98,439.		
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			98,439.		
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	98,439.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	280,025.	5,457,550.	.051310
2010	245,025.	5,330,872.	.045963
2009	255,025.	4,830,885.	.052791
2008	260,884.	4,409,012.	.059171
2007	306,970.	5,688,527.	.053963
2 Total of line 1, column (d)			2 .263198
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 .052640
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 6,134,416.
5 Multiply line 4 by line 3			5 322,916.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,402.
7 Add lines 5 and 6			7 325,318.
8 Enter qualifying distributions from Part XII, line 4			8 283,525.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4,804.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,804.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,804.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,880.	
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	3,880.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	924.	
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**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		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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>DANIEL MCKEOWN</u> Telephone no. ► <u>651-653-0599</u> Located at ► <u>5858 CENTERVILLE ROAD, ST. PAUL, MN</u> ZIP+4 ► <u>55127-6804</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

**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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b
			X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W. ANDREW BOSS 5858 CENTERVILLE ROAD ST PAUL, MN 55127-6804	PRESIDENT 0.00	0.	0.	0.
HEIDI MCKEOWN 5858 CENTERVILLE ROAD ST PAUL, MN 55127-6804	DIRECTOR 0.00	0.	0.	0.
DAN MCKEOWN 5858 CENTERVILLE ROAD ST PAUL, MN 55127-6804	TREASURER 0.00	0.	0.	0.
DESMOND MCKEOWN 5858 CENTERVILLE ROAD ST PAUL, MN 55127-6804	SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0





**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	5,942,991.
b	Average of monthly cash balances	1b	284,843.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,227,834.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,227,834.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,134,416.
6	Minimum investment return. Enter 5% of line 5	6	306,721.

**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	306,721.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,804.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	301,917.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	301,917.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	301,917.

**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	283,525.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	283,525.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	283,525.

**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				301,917.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	44,184.			
c From 2009	17,421.			
d From 2010				
e From 2011	11,019.			
f Total of lines 3a through e	72,624.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 283,525.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				283,525.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	18,392.			18,392.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	54,232.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	54,232.			
10 Analysis of line 9:				
a Excess from 2008	25,792.			
b Excess from 2009	17,421.			
c Excess from 2010				
d Excess from 2011	11,019.			
e Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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:

DAN MCKEOWN, 651-653-0599  
5858 CENTERVILLE ROAD, ST PAUL, MN 55127

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

SEE ATTACHED GUIDELINES FOR REQUESTS

c Any submission deadlines:

SEE ATTACHED GUIDELINES FOR REQUESTS

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

SEE ATTACHED GUIDELINES FOR REQUESTS

**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
<b>a Paid during the year</b>				
BACH SOCIETY OF MINNESOTA 1043 GRAND AVENUE #229 ST PAUL, MN 55105	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	4,000.
CANTUS 4915 W 35TH ST, STE 206 MINNEAPOLIS, MN 55416	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
CHILDREN'S THEATRE COMPANY AND SCHOOL 2400 3RD AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
COMO ZOO AND CONSERVATORY SOCIETY 1225 EASTBROOK DRIVE ST PAUL, MN 55103	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
COMPAS, INC. 304 LANDMARK CENTER ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
<b>Total SEE CONTINUATION SHEET(S)</b>				<b>3a 283,500.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b 0.</b>



## 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. |       |    |

[illegible]

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

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

**Sign  
Here**

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

Signature of officer or trustee

10/30/13  
Date

Treasurer  
 Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

BARRY NEWMAN

Preparer's signature

Benny Neuman, for

Date \_\_\_\_\_

10-29-13

Check ☐ if  
self-employed

PTIN	
------	--

P00292168

Firm's name ► DORSEY & WHITNEY LLP

Firm's EIN ► 41-0223337

Firm's address ▶ 50 S 6TH ST, STE 1500  
MINNEAPOLIS, MN 55402

Phone no. 612 340-2600

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

**THE BOSS FOUNDATION**

**41-6038452**

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 33 1/3% 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).

**LHA** For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

**THE BOSS FOUNDATION****41-6038452****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
<u>1</u>	<u>SPECIALTY MFG. CO</u> <u>5858 CENTERVILLE ROAD</u> <u>ST PAUL, MN 55127</u>	\$ <u>50,000.</u>	Person <input checked="" 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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

**THE BOSS FOUNDATION****41-6038452****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE BOSS FOUNDATION****41-6038452**

**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) ▶ \$

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

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMUNIDADES LATINAS UNIDAS EN SERVICIO INC (CLUES) 797 7TH STREET EAST ST PAUL, MN 55106	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
DODGE NATURE CENTER 365 MARIE AVENUE WEST WEST ST PAUL, MN 55118	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
EAST SIDE ARTS COUNCIL 977 PAYNE AVENUE ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
FAMILY MEANS 1875 NORTHWESTERN AVE S STILLWATER, MN 55082	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
FRIENDS OF THE ST. PAUL PUBLIC LIBRARY 325 CEDAR ST, STE 555 ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
GREATER TWIN CITIES YOUTH SYMPHONIES 528 HENNEPIN AVENUE #404 MINNEAPOLIS, MN 55403	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	3,000.
GUTHRIE THEATRE FOUNDATION 818 SOUTH 2ND STREET MINNEAPOLIS, MN 55415	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
HOT SUMMER JAZZ FESTIVAL 6545 119TH PLACE CHAMPLIN, MN 55316	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
LANDMARK CENTER 404 LANDMARK CENTER, 75 W 5TH ST ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	3,500.
LANDMARK CENTER 404 LANDMARK CENTER, 75 W 5TH ST ST PAUL, MN 55102	NONE	PUBLIC CHARITY	CAPITAL CONTRIBUTION - ROOF	5,000.
Total from continuation sheets				259,500.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIFETRACK RESOURCES, INC. 709 UNIVERSITY AVENUE WEST ST PAUL, MN 55104	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	8,000.
LOFT, INC. SUITE 200, 1011 WASHINGTON AVE S MINNEAPOLIS, MN 55415	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
MACPHAIL CENTER FOR MUSIC 501 SOUTH 2ND STREET MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
MIDWAY CONTEMPORARY ART 527 SECOND AVENUE SOUTHEAST MINNEAPOLIS, MN 55414	NONE	PUBLIC CHARITY	MIDWAY INITIATIVE GALLERY	3,000.
MINNEAPOLIS COLLEGE OF ART AND DESIGN 2501 STEVENS AVE S MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
MINNESOTA BOYCHOIR 75 5TH STREET WEST ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	2,000.
MINNESOTA CHILDREN'S MUSEUM 10 7TH STREET WEST ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
MINNESOTA HISTORICAL SOCIETY 345 KELLOGG BOULEVARD WEST ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
MINNESOTA HUMANITIES CENTER 987 IVY AVENUE EAST ST PAUL, MN 55106	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MINNESOTA LANDSCAPE ARBORETUM FOUNDATION 3675 ARBORETUM DRIVE CHASKA, MN 55318	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
MINNESOTA MUSEUM OF AMERICAN ART 75 WEST 5TH STREET, SUITE 505 ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
MINNESOTA OPERA COMPANY 620 NORTH FIRST STREET MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	7,000.
MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS, MN 55403	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
MINNESOTA PUBLIC RADIO 45 7TH STREET EAST ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
MINNESOTA STATE FAIR FOUNDATION 1265 SNELLING AVE N ST PAUL, MN 55108	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	4,000.
MINNESOTA STATE FAIR FOUNDATION 1265 SNELLING AVE N ST PAUL, MN 55108	NONE	PUBLIC CHARITY	FUNDING FOR HISTORY AND HERITAGE PROGRAM	5,000.
MINNESOTA STATE FAIR FOUNDATION 1265 SNELLING AVE N ST PAUL, MN 55108	NONE	PUBLIC CHARITY	FUNDING FOR PERFORMING ARTS PROGRAM	5,000.
NEIGHBORHOOD HOUSE 179 ROBIE STREET EAST ST PAUL, MN 55107	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
NORTHERN CLAY CENTER 2424 FRANKLIN AVENUE EAST MINNEAPOLIS, MN 55406	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORDWAY CENTER FOR THE PERFORMING ARTS 345 WASHINGTON STREET ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
PARK SQUARE THEATRE COMPANY 408 SAINT PETER STREET, SUITE 110 ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	10,000.
PEOPLE INCORPORATED 317 YORK AVENUE ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
PLAYWRIGHTS CENTER INC 2301 FRANKLIN AVENUE EAST MINNEAPOLIS, MN 55406	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
RAMSEY COUNTY HISTORICAL SOCIETY 75 5TH STREET WEST ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	8,000.
ROSE ENSEMBLE (THE) SUITE 314, 75 WEST 5TH ST ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	3,000.
SAINT PAUL CHAMBER ORCHESTRA SOCIETY 408 ST. PETER STREET, 3RD FLOOR HAMM ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
SCIENCE MUSEUM OF MINNESOTA 120 WEST KELLOGG BOULEVARD ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
ST. MATTHEW CHURCH 490 HALL AVENUE ST PAUL, MN 55107	NONE	PUBLIC CHARITY	ST. MATTHEW'S SCHOOL GENERAL OPERATING FUND	5,000.
ST. PAUL CONSERVATORY OF MUSIC 29 EXCHANGE STREET EAST ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	4,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STEPPING STONE THEATRE CO 55 VICTORIA STREET NORTH ST PAUL, MN 55104	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
TEXTILE CENTER OF MINNESOTA 3000 UNIVERSITY AVENUE SOUTHEAST MINNEAPOLIS, MN 55414	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	7,000.
THE COWLES CENTER FOR DANCE & PERFORMANCE 250 THIRD AVE N #500 MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
THE HISTORY THEATRE, INC. 30 EAST TENTH STREET ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	3,000.
THE SCHUBERT CLUB 75 W 5TH STREET ST PAUL, MN 55102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
TWIN CITIES GAY MENS CHORUS 528 HENNEPIN AVENUE MINNEAPOLIS, MN 55403	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	3,000.
TWIN CITIES HABITAT FOR HUMANITY 3001 4TH STREET SE MINNEAPOLIS, MN 55414-3301	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	10,000.
TWIN CITIES OPERA GUILD INC 1043 GRAND AVENUE #189 ST PAUL, MN 55105	NONE	PUBLIC CHARITY	METROPOLITAN OPERA AUDITIONS	2,000.
TWIN CITIES PUBLIC TELEVISION 172 EAST 4TH STREET ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	6,000.
WOMEN VENTURE 2324 UNIVERSITY AVENUE WEST, SUITE 200 ST PAUL, MN 55114	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	5,000.
Total from continuation sheets				

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
DRAKE BANK	25.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAIN RAUSCHER DIVIDENDS	71,339.	0.	71,339.
DAIN RAUSCHER INTEREST	111,947.	0.	111,947.
TOTAL TO FM 990-PF, PART I, LN 4	183,286.	0.	183,286.

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FORM 990-PF LEGAL FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DORSEY & WHITNEY LLP	2,013.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,013.	0.		0.

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE - MAIRS & POWER INC	26,344.	26,344.		0.
DAIN RAUSCHER	15,190.	15,190.		0.
TO FORM 990-PF, PG 1, LN 16C	41,534.	41,534.		0.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES - BALANCE DUE WITH PY RETURN	2,175.	0.		0.
EXCISE TAXES - 2012 ESTIMATED TAX PAYMENTS	3,880.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,055.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	56.	0.		0.
MN STATE FILING FEE	25.	0.		25.
SUPPLIES	375.	0.		0.
TO FORM 990-PF, PG 1, LN 23	456.	0.		25.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
MORGAN STANLEY OID BOND ADJUSTMENT	687.
RETURN OF CAPITAL	3,942.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,629.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RBC DAIN RAUSCHER - US EQUITIES - SEE STMT A	2,367,507.	4,509,225.
RBC DAIN RAUSCHER - INT'L EQUITIES - SEE STMT A	194,292.	457,560.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,561,799.	4,966,785.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RBC DAIN RAUSCHER - TAXABLE FIXED INCOME - SEE STMT A	1,294,063.	1,374,083.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,294,063.	1,374,083.

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## ASSET DETAIL

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

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

Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (tax lots) listed individually, reinvested dividends and capital gains distributions consolidated, and the cost of reinvested dividends and capital gains distributions excluded from totals

## CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				\$2,260.00		
PRIME MONEY MARKET FUND	TKSXX	129,120.290	\$1.000	\$129,120.29	\$352,488.69	\$15.46
RBC SELECT CLASS						
TOTAL CASH AND MONEY MARKET				\$131,380.29		\$15.46

## US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BAXTER INTERNATIONAL INC	BAX	2,000.000	\$69.270	\$138,540.00	08/15/02	\$57,710.00	\$80,830.00	\$3,920.00
		500.000			11/29/02	\$17,725.00	\$16,910.00	
		500.000			01/29/03	\$15,885.00	\$18,750.00	
		500.000			03/26/03	\$14,240.00	\$20,395.00	
		500.000				\$9,860.00	\$24,775.00	
BEMIS CO INC	BMS	2,000.000	\$39.140	\$78,280.00	10/24/97	\$36,438.26	\$41,841.74	\$2,080.00
		1,000.000			03/08/99	\$19,727.01	\$19,412.99	
		400.000			10/09/00	\$6,867.50	\$8,788.50	
		600.000				\$9,843.75	\$13,640.25	
BRISTOL MYERS SQUIBB CO	BMJ	2,000.000	\$44.690	\$89,380.00	01/25/02	\$65,030.00	\$24,350.00	\$2,800.00
		500.000			04/19/02	\$23,045.00	-\$700.00	
		500.000			06/19/02	\$16,420.00	\$5,925.00	
		500.000			03/23/04	\$13,350.00	\$8,995.00	
		500.000				\$12,215.00	\$10,130.00	
CONOCOPHILLIPS	COP	2,000.000	\$60.500	\$121,000.00	06/26/01	\$59,409.89	\$61,590.11	\$5,280.00
		721.000			07/25/01	\$15,610.73	\$28,009.77	
		721.000			08/17/06	\$15,240.69	\$28,379.81	
		558.000				\$28,558.47	\$5,200.53	
CORNING INC	GLW	8,000.000	\$14.230	\$113,840.00	03/08/01	\$87,695.00	\$26,145.00	\$3,200.00
		500.000			03/13/01	\$14,675.00	-\$7,560.00	
		500.000			05/01/01	\$11,980.00	-\$4,865.00	
		500.000				\$10,975.00	-\$3,860.00	



RBC Wealth Management

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# MANAGED ACCOUNT PROGRAM ACCOUNT STATEMENT

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## US EQUITIES (continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
DAKTRONICS INC	DAKT	500.000			05/15/01	\$10,625.00	-\$3,510.00	
		1,000.000			07/06/01	\$15,150.00	-\$920.00	
		1,000.000			01/22/02	\$8,830.00	\$5,400.00	
		1,000.000			03/18/02	\$8,000.00	\$6,230.00	
		1,000.000			06/19/02	\$4,060.00	\$10,170.00	
		2,000.000			09/25/02	\$3,400.00	\$25,060.00	
DONALDSON CO INC	DCI	3,000.000	\$10.260	\$30,780.00		\$46,400.19	-\$15,620.19	\$720.00
		1,000.000			07/27/07	\$21,849.60	-\$11,589.60	
		1,000.000			05/02/08	\$15,659.59	-\$5,399.59	
		1,000.000			12/01/08	\$8,891.00	\$1,369.00	
EMERSON ELECTRIC CO	EMR	4,000.000	\$35.660	\$142,640.00		\$33,063.97	\$109,576.03	\$2,080.00
		400.000			05/26/98	\$2,191.97	\$12,072.03	
		1,200.000			08/05/98	\$5,492.50	\$37,299.50	
		1,200.000			10/09/98	\$4,592.50	\$38,199.50	
		1,200.000			06/12/07	\$20,787.00	\$22,005.00	
G & K SERVICES INC CL A	GK	3,000.000	\$54.540	\$163,620.00		\$101,845.25	\$61,774.75	\$4,920.00
		600.000			10/24/97	\$16,627.25	\$16,096.75	
		1,400.000			07/13/01	\$38,675.00	\$37,681.00	
		500.000			12/22/11	\$22,838.75	\$4,431.25	
		500.000			05/16/12	\$23,704.25	\$3,565.75	
		3,000.000	\$47.600	\$142,800.00		\$72,354.95	\$70,445.05	\$2,340.00
GENERAL ELECTRIC CO	GE	500.000			08/20/99	\$20,117.50	\$3,682.50	
		500.000			02/03/00	\$11,367.50	\$12,432.50	
		1,000.000			01/26/01	\$19,750.00	\$27,850.00	
		500.000			05/01/01	\$9,725.00	\$14,075.00	
		500.000			08/24/09	\$11,394.95	\$12,405.05	
		5,000.000	\$23.190	\$115,950.00		\$115,424.25	\$525.75	\$3,800.00
		500.000			04/19/02	\$16,830.00	-\$5,235.00	
		500.000			05/22/02	\$15,775.00	-\$4,180.00	
		500.000			07/10/02	\$14,125.00	-\$2,530.00	
		500.000			09/25/02	\$13,290.00	-\$1,695.00	
		500.000			10/16/02	\$12,745.00	-\$1,150.00	
GRACO INC	GGG	500.000			01/29/03	\$11,510.00	\$85.00	
		500.000			03/23/04	\$14,640.00	-\$3,045.00	
		500.000			12/01/08	\$7,989.80	\$3,605.20	
		400.000			03/11/09	\$3,412.00	\$5,864.00	
		500.000			03/11/09	\$4,255.45	\$7,339.55	
		100.000			03/11/09	\$852.00	\$1,467.00	
			\$63.210	\$189,630.00		\$23,249.72	\$166,380.28	\$3,000.00
					03/08/99	\$4,432.50	\$38,234.25	
					03/08/99	\$14,532.22	\$124,529.78	

BOSS FOUNDATION  
ATTN DAN MCKEOWN

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US EQUITIES  
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
H B FULLER & CO	FUL	1,25,000	\$37.810	\$189,050.00	06/09/05	\$4,285.00	\$3,616.25	
		5,000,000				\$46,562.50	\$142,487.50	\$2,000.00
		1,000,000			05/26/00	\$9,875.00	\$27,935.00	
		4,000,000			01/26/01	\$36,687.50	\$114,552.50	
HONEYWELL INTL INC	HON	2,500,000	\$79.340	\$198,350.00	06/26/01	\$75,210.00	\$123,140.00	\$4,100.00
		500,000			07/25/01	\$18,160.00	\$21,510.00	
		500,000			01/22/02	\$18,045.00	\$21,625.00	
		500,000			01/22/02	\$14,875.00	\$24,795.00	
		1,000,000			09/16/02	\$24,130.00	\$55,210.00	
HORMEL FOODS CORP	HRL	4,000,000	\$38.580	\$154,320.00	03/18/02	\$45,605.00	\$108,715.00	\$2,720.00
		1,000,000			08/15/02	\$13,440.00	\$25,140.00	
		1,000,000			01/29/03	\$10,750.00	\$27,830.00	
		1,000,000			03/26/03	\$10,800.00	\$27,780.00	
		1,000,000			06/19/02	\$10,615.00	\$27,965.00	
INTERNATIONAL BUSINESS MACHINES CORP	IBM	500,000	\$191.110	\$95,555.00		\$37,505.00	\$58,050.00	\$1,900.00
JOHNSON & JOHNSON	JNJ	1,000,000	\$85.860	\$85,860.00	01/25/99	\$45,363.00	\$40,497.00	\$2,640.00
		400,000			03/23/04	\$15,705.00	\$18,639.00	
		600,000				\$29,658.00	\$21,858.00	
JPMORGAN CHASE & CO	JPM	2,000,000	\$52.790	\$105,580.00	01/22/02	\$50,830.00	\$54,750.00	\$3,040.00
		500,000			02/27/02	\$17,995.00	\$8,400.00	
		500,000			09/25/02	\$14,320.00	\$12,075.00	
		500,000			10/16/02	\$9,425.00	\$16,970.00	
		500,000				\$9,090.00	\$17,305.00	
KIMBERLY CLARK CORP	KMB	1,000,000	\$97.140	\$97,140.00	05/15/01	\$56,175.19	\$40,964.81	\$3,240.00
		500,000			10/17/01	\$29,160.13	\$19,409.87	
		500,000				\$27,015.06	\$21,554.94	
MEDTRONIC INC	MDT	4,000,000	\$51.470	\$205,880.00	03/11/99	\$163,215.50	\$42,664.50	\$4,480.00
		400,000			04/26/01	\$13,680.00	\$6,908.00	
		600,000			09/06/01	\$25,848.00	\$5,034.00	
		500,000			10/30/01	\$21,460.00	\$4,275.00	
		500,000			03/07/06	\$20,160.00	\$5,575.00	
		500,000			08/10/06	\$26,619.00	-\$884.00	
		500,000			07/29/10	\$21,730.00	\$4,005.00	
		500,000				\$18,034.25	\$7,700.75	
		500,000			08/24/10	\$15,684.25	\$10,050.75	
MTS SYSTEMS CORP	MTSC	3,000,000	\$56.600	\$169,800.00	05/15/98	\$37,167.30	\$132,632.70	\$3,600.00
		1,000,000			03/22/99	\$17,292.50	\$39,307.50	
		500,000			08/06/99	\$5,617.50	\$22,682.50	
		500,000				\$5,117.50	\$23,182.50	



RBC Wealth Management

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## US EQUITIES (continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
PATTERSON COMPANIES INC	PDCO	1,000.000	\$37.600	\$112,800.00	01/25/02	\$9,139.80	\$47,460.20	\$1,920.00
		3,000.000				\$44,871.54	\$67,928.46	\$1,920.00
		1,400.000			06/11/99	\$12,551.00	\$40,089.00	\$1,920.00
		1,000.000			11/29/02	\$21,323.50	\$16,276.50	\$1,920.00
		600.000			12/01/08	\$10,997.04	\$11,562.96	\$1,920.00
PFIZER INC	PFE	2,000.000	\$28.010	\$56,020.00		\$70,225.00	-\$14,205.00	\$1,920.00
		500.000			03/13/07	\$19,630.00	-\$5,625.00	\$1,920.00
		500.000			09/06/07	\$19,320.00	-\$5,315.00	\$1,920.00
		500.000			04/17/02	\$19,005.00	-\$5,000.00	\$1,920.00
		500.000			09/24/07	\$12,270.00	\$1,735.00	\$1,920.00
PRINCIPAL FINANCIAL GROUP INC	PFG	2,000.000	\$37.450	\$74,900.00		\$42,809.00	\$32,091.00	\$1,840.00
		1,000.000			05/14/09	\$19,750.00	\$17,700.00	\$1,840.00
		1,000.000			02/24/10	\$23,059.00	\$14,391.00	\$1,840.00
ST JUDE MEDICAL INC	STJ	1,000.000	\$45.630	\$45,630.00	10/13/09	\$33,539.50	\$12,090.50	\$1,000.00
SURMODICS INC	SRDX	2,000.000	\$20.010	\$40,020.00		\$32,478.50	\$7,541.50	\$1,000.00
		1,000.000			02/06/04	\$20,849.00	-\$839.00	\$1,000.00
		100.000			01/21/11	\$1,155.00	\$846.00	\$1,000.00
		100.000			01/21/11	\$1,164.00	\$837.00	\$1,000.00
		100.000			01/21/11	\$1,164.00	\$837.00	\$1,000.00
		100.000			01/21/11	\$1,164.00	\$837.00	\$1,000.00
		600.000			01/21/11	\$6,982.50	\$5,023.50	\$1,000.00
TARGET CORP	TGT	2,000.000	\$68.860	\$137,720.00		\$56,428.00	\$81,292.00	\$3,440.00
		500.000			10/27/00	\$12,250.00	\$22,180.00	\$3,440.00
		500.000			10/30/01	\$14,500.00	\$19,930.00	\$3,440.00
		500.000			01/29/03	\$13,615.00	\$20,815.00	\$3,440.00
		500.000			12/01/08	\$16,063.00	\$18,367.00	\$3,440.00
TCF FINANCIAL CORP	TCB	3,000.000	\$14.180	\$42,540.00		\$47,988.75	-\$5,448.75	\$600.00
		1,000.000			06/15/98	\$15,180.00	-\$1,000.00	\$600.00
		400.000			12/30/98	\$4,792.50	\$879.50	\$600.00
		600.000			06/04/99	\$8,367.25	\$146.75	\$600.00
		1,000.000			05/09/03	\$19,655.00	-\$5,475.00	\$600.00
THE TRAVELERS COMPANIES INC	TRV	2,000.000	\$79.920	\$159,840.00		\$70,206.25	\$89,633.75	\$4,000.00
		500.000			10/09/98	\$16,398.75	\$23,561.25	\$4,000.00
		200.000			01/25/99	\$6,105.00	\$9,879.00	\$4,000.00
		300.000			04/28/99	\$8,942.50	\$15,033.50	\$4,000.00
		500.000			05/22/02	\$21,275.00	\$18,685.00	\$4,000.00
		500.000			07/10/02	\$17,485.00	\$22,475.00	\$4,000.00
TORO CO	TTC	2,000.000	\$45.410	\$90,820.00		\$37,496.00	\$53,324.00	\$1,120.00
		1,000.000			05/02/08	\$20,676.00	\$24,734.00	\$1,120.00
		1,000.000			07/30/08	\$16,820.00	\$28,590.00	\$1,120.00

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US EQUITIES (continued)								
DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
UNITED PARCEL SVC INC CL B	UPS	2,000,000	\$86.480	\$172,960.00	12/22/06	\$138,261.25	\$34,698.75	\$4,960.00
		500,000				\$36,865.00	\$6,375.00	
		500,000			01/11/07	\$36,871.50	\$6,368.50	
		500,000			05/11/07	\$35,650.00	\$7,590.00	
		500,000			11/24/09	\$28,874.75	\$14,365.25	
US BANCORP DEL COM NEW	USB	5,000,000	\$36.150	\$180,750.00		\$93,951.54	\$86,798.46	\$4,600.00
		632,000			01/25/99	\$15,302.21	\$7,544.59	
		633,000			10/09/00	\$11,212.67	\$11,670.28	
		735,000			03/08/01	\$16,559.71	\$10,010.54	
		500,000			05/01/01	\$10,350.15	\$7,724.85	
		500,000			05/15/01	\$10,539.41	\$7,535.59	
		1,000,000			03/11/09	\$12,148.00	\$24,002.00	
		100,000			05/14/09	\$1,783.99	\$1,831.01	
		600,000			05/14/09	\$10,704.00	\$10,986.00	
		300,000			05/14/09	\$5,351.40	\$5,493.60	
VALSPAR CORP	VAL	2,000,000	\$64.670	\$129,340.00		\$48,412.00	\$80,928.00	\$1,840.00
		200,000			02/06/04	\$4,990.00	\$7,944.00	
WELLS FARGO & CO	WFC	800,000			02/06/04	\$19,972.00	\$31,764.00	
		1,000,000			10/01/04	\$23,450.00	\$41,220.00	
		4,000,000	\$41.270	\$165,080.00		\$77,669.40	\$87,410.60	\$4,800.00
		1,000,000			05/15/98	\$18,930.00	\$22,340.00	
		1,000,000			10/17/01	\$19,600.00	\$21,670.00	
XCEL ENERGY INC	XEL	1,000,000			03/11/09	\$11,639.50	\$29,630.50	
		1,000,000			07/29/10	\$27,499.90	\$13,770.10	
		5,000,000	\$28.340	\$141,700.00		\$103,890.00	\$37,810.00	\$5,600.00
		2,000,000			02/27/02	\$46,445.00	\$10,235.00	
ZIMMER HOLDINGS INC	ZMH	500,000			03/18/02	\$12,740.00	\$1,430.00	
		1,000,000			05/16/02	\$20,660.00	\$7,680.00	
		500,000			06/19/02	\$9,745.00	\$4,425.00	
		1,000,000			07/10/02	\$14,300.00	\$14,040.00	
		1,500,000	\$74.940	\$112,410.00		\$95,464.25	\$16,945.75	\$1,200.00
3M COMPANY	MMM	1,000,000			11/01/07	\$69,300.00	\$5,640.00	
		500,000			07/29/10	\$26,164.25	\$11,305.75	
		2,000,000	\$109.350	\$218,700.00		\$117,561.00	\$101,139.00	\$5,080.00
		400,000			01/08/98	\$16,748.50	\$26,991.50	
		200,000			12/10/98	\$7,555.00	\$14,315.00	
		200,000			03/22/99	\$7,292.50	\$14,577.50	



RBC Wealth Management

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# MANAGED ACCOUNT PROGRAM ACCOUNT STATEMENT

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## US EQUITIES (continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		200.000			07/06/01	\$11,450.00	\$10,420.00	
		500.000			03/07/06	\$35,980.00	\$18,695.00	
		500.000			05/01/08	\$38,535.00	\$16,140.00	
<b>TOTAL US EQUITIES</b>				<b>\$4,509,225.00</b>		<b>\$2,367,506.95</b>	<b>\$2,141,718.05</b>	<b>\$105,780.00</b>

## INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BP P L C SPONSORED ADR (FRM BP AMOCO PLC)	BP	2,000.000	\$41.740	\$83,480.00	07/25/01	\$79,554.00	\$3,926.00	\$4,320.00
		500.000				\$23,785.00	-\$2,915.00	
		500.000			02/06/03	\$18,915.00	\$1,955.00	
		400.000			03/11/09	\$14,744.00	\$1,952.00	
		100.000			03/11/09	\$3,685.00	\$489.00	
		100.000			03/11/09	\$3,685.00	\$489.00	
		100.000			03/11/09	\$3,685.00	\$489.00	
		100.000			03/11/09	\$3,685.00	\$489.00	
		200.000			03/11/09	\$7,370.00	\$978.00	
PENTAIR LTD SHS	PNR	4,000.000	\$57.690	\$230,760.00	02/03/00	\$59,882.50	\$170,877.50	\$3,680.00
		1,000.000				\$17,180.00	\$40,510.00	
		400.000			10/09/00	\$5,162.50	\$17,913.50	
		1,600.000			01/26/01	\$21,100.00	\$71,204.00	
		1,000.000			10/16/02	\$16,440.00	\$41,250.00	
SCHLUMBERGER LTD	SLB	2,000.000	\$71.660	\$143,320.00		\$54,855.00	\$88,465.00	\$2,500.00
		1,000.000			04/06/01	\$29,005.00	\$42,655.00	
		1,000.000			08/08/01	\$25,850.00	\$45,810.00	
<b>TOTAL INTERNATIONAL EQUITIES</b>				<b>\$457,560.00</b>		<b>\$194,291.50</b>	<b>\$263,268.50</b>	<b>\$10,500.00</b>

## TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
GENERAL MOTORS ACCP CORP SMARTNOTES MOODY B1 S&P B+	37042F3P1	50,000.000	\$100.761	\$50,380.50 \$406.25	11/11/98	\$50,000.00	\$380.50	\$3,250.00
	CPN. 6.500% DUE 11/15/2013 DTD 11/17/1998 BOOK ENTRY ONLY							
CITIGROUP INC GLOBAL SUB NOTE MOODY BAA3 S&P B88+	1729678W0	100,000.000	\$105.492	\$105,492.00 \$71.71	11/24/09	\$96,970.00	\$8,522.00	\$4,875.00
	CPN 4.875% DUE 05/07/2015 DTD. 05/07/2003 BOOK ENTRY ONLY							



TAXABLE FIXED INCOME  
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERICAN EXPRESS CR CORP INTERNOTES MOODY A2 S&P A- CPN 6.900% DUE 09/15/2015 DTD 09/05/2008 BOOK ENTRY ONLY	02586JAB2	100,000.000	\$111.001	\$111,001.00 \$2,012.50	08/26/08	\$100,000.00	\$11,001.00	\$6,900.00
MORGAN STANLEY ORIGINAL ISSUE DISCOUNT MOODY BAA1 S&P A- CPN 5.550% DUE 04/27/2017 DTD 04/27/2007 BOOK ENTRY ONLY	617446H51	100,000.000	\$108.178	\$108,178.00 \$971.25	10/07/11	\$96,919.82	\$11,258.18	\$5,550.00
WEYERHAEUSER COMPANY DEBS MOODY BAA3 S&P B88- CPN 6.950% DUE 08/01/2017 DTD 08/04/1997 BOOK ENTRY ONLY	962166AV6	100,000.000	\$117.433	\$117,433.00 \$2,876.53	05/11/01	\$94,428.00	\$23,005.00	\$6,950.00
SERVICEMASTER CO NOTE MOODY CAA1 S&P B- CPN 7.100% DUE 03/01/2018 DTD 03/02/1998	81760NAA7	100,000.000	\$96.500	\$96,500.00 \$2,346.94	11/19/01	\$85,805.00	\$10,695.00	\$7,100.00
MERRILL LYNCH & CO INC MEDIUM TERM NTS MOODY BAA2 S&P A- CPN 6.875% DUE 04/25/2018 DTD 04/25/2008 BOOK ENTRY ONLY	59018YN64	100,000.000	\$115.092	\$115,092.00 \$1,241.32	12/20/11	\$97,485.00	\$17,607.00	\$6,875.00
CLIFFS NAT RES INC SR NT MOODY BAA3 S&P B88- CPN 4.800% DUE 10/01/2020 DTD 09/20/2010 BOOK ENTRY ONLY	18683KAB7	80,000.000	\$90.140	\$72,112.00 \$949.33	11/30/12	\$78,994.40	-\$6,882.40	\$3,840.00
CONSTELLATION ENERGY GROUP INC MARYLAND NT PAR CALL 09/01/2020 MOODY BAA2 S&P B88- CPN 5.150% DUE 12/01/2020 DTD 12/14/2010 BOOK ENTRY ONLY	210371AL4	100,000.000	\$109.672	\$109,672.00 \$414.86	01/21/11	\$99,121.00	\$10,551.00	\$5,150.00
GOLDMAN SACHS GROUP INC MOODY A3 S&P A- CPN 5.250% DUE 07/27/2021 DTD 07/27/2011 BOOK ENTRY ONLY	38141GGQ1	100,000.000	\$106.990	\$106,990.00 \$2,231.25	12/23/11	\$97,000.00	\$9,990.00	\$5,250.00



RBC Wealth Management

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# MANAGED ACCOUNT PROGRAM ACCOUNT STATEMENT

JUNE 1, 2013 - JUNE 30, 2013

STATEMENT A



Account num:  
306-27  
Page 11 of

## TAXABLE FIXED INCOME (continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET ACCRUED INTEREST	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MURPHY OIL CORP SR UNSECURED PAR CALL 03/01/2022 MOODY BAA3 S&P B8B	626717AD4 CPN: 4.000% DUE 06/01/2022 DTD: 05/18/2012 BOOK ENTRY ONLY	100,000.000	\$95.522	\$95,522.00 \$322.22	05/16/12	\$99,875.00	-\$4,353.00	\$4,000.00
WILLIAMS COS INC PAR CALL 10/15/2022 MOODY BAA3 S&P B8B-	969457BU3 CPN: 3.700% DUE 01/15/2023 DTD: 12/18/2012 FC: 07/15/2013 BOOK ENTRY ONLY	100,000.000	\$92.908	\$92,908.00 \$1,973.33	05/14/13	\$99,730.00	-\$6,822.00	\$3,700.00
ASSURANT INC SR UNSECURED MOODY BAA2 S&P B8B+	04621XAF5 CPN: 4.000% DUE 03/15/2023 DTD: 03/28/2013 FC: 09/15/2013 BOOK ENTRY ONLY	100,000.000	\$96.802	\$96,802.00 \$1,022.22	04/02/13	\$99,820.00	-\$3,018.00	\$4,000.00
U S WEST CAP FDG INC DEB ORIGINAL ISSUE DISCOUNT MOODY BAA1 S&P BB	912912AQ5 CPN: 6.875% DUE 07/15/2028 DTD: 06/29/1998	100,000.000	\$96.000	\$96,000.00 \$3,151.04	05/08/12	\$97,915.00	-\$1,915.00	\$6,875.00
TOTAL TAXABLE FIXED INCOME ESTIMATED ACCRUED BOND INTEREST		1,330,000.000		\$1,374,082.50 \$20,636.75		\$1,294,063.22	\$80,019.28	\$74,315.00

Attachment to Form 990PF  
FYE 6/30/2013 The Boss Foundation  
EIN 41-6038452

Part XV, Line 2b, c and d

#### GUIDELINES FOR REQUESTS

The Boss Foundation is a private foundation which distributes the income from its investments each fiscal year. The grants are distributed to qualified 501(c)(3) organizations furthering or engaged in the performing and fine arts. The fiscal year of the foundation ends on June 30.

Proposals may be submitted at any time; however, the Board of Directors customarily meets in the fall to decide on distributions for the year. Proposals received by June 1 will receive priority consideration. Proposals must be in the form set forth below.

#### PHYSICAL COMPOSITION OF PROPOSAL:

The proposal shall consist of five pages.

Page 1: A one-page letter addressed to the President from your President or other person authorized by your organization to solicit contributions. In this letter, state:

- a) The dollar amount of your request
- b) The purpose for which the funds will be used; and
- c) Any special time constraints on the receipt of the contribution; such as, fiscal year end, capital or operating support campaign ending on a specific date, etc.

Page 2: Evidence from the Internal Revenue Service of your current 501(c)(3) status

Page 3-5 Any supporting documentation you wish to include.

If you have any questions regarding these guidelines or the preparation of your proposal, please contact Dan McKeown at 5858 Centerville Road, St. Paul, MN 55127-6804

A copy of our latest annual report is available for inspection in our office during normal business hours.