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 7/1/2012 **, and ending** 6/30/2013

Name of foundation: EDDY FOUNDATION

A Employer identification number: 41-6242226

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041

Room/suite:

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

City or town, state, and ZIP code: Winston Salem NC 27101-3818

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,228,582

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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	66,803	66,803		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	61,060			
	b	Gross sales price for all assets on line 6a 693,345				
	7	Capital gain net income (from Part IV, line 2)		61,060		
	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) (attach schedule)				
	11	Other income (attach schedule)	2,349	2,349		
	12	**Total.** Add lines 1 through 11	130,212	130,212	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	49,717	36,718		12,999
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,631			1,631
	b	Accounting fees (attach schedule)	600			600
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	871	871		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,063	1,038		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	53,882	38,627	0	15,255
	25	Contributions, gifts, grants paid	164,631			164,631
	26	**Total expenses and disbursements** Add lines 24 and 25	218,513	38,627	0	179,886
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-88,301			
	b	**Net investment income** (if negative, enter -0-)		91,585		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II		**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	51,417	32,868	32,868
	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)	302,496		
	c	Investments—corporate bonds (attach schedule)	203,848		
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,227,284	2,684,710	3,195,714
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,785,045	2,717,578	3,228,582
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,785,045	2,717,578	
	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)	2,785,045	2,717,578	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,785,045	2,717,578	

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	2,785,045
2	Enter amount from Part I, line 27a	2	-88,301
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	24,759
4	Add lines 1, 2, and 3	4	2,721,503
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	3,925
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,717,578

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	61,060
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	298,420	3,113,457	0 095848
2010	385,399	3,393,578	0 113567
2009	247,383	3,316,132	0 074600
2008	256,468	3,288,727	0.077984
2007	271,976	4,547,359	0 059810

2	**Total** of line 1, column (d)	2	0 421809
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	0.084362
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,137,430
5	Multiply line 4 by line 3	5	264,680
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	916
7	Add lines 5 and 6	7	265,596
8	Enter qualifying distributions from Part XII, line 4	8	179,886

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,832
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,832
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,832
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 899		
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	899
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	933
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no ▶ 888-730-4933

Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	42,467		
RODNEY EDWARDS DULUTH, MN 55802	CO TRUSTEE 1 00	3,625		
ELIZABETH SIMONSON DULUTH, MN 55803	CO TRUSTEE 1 00	3,625		
BARBARA A SPENCER DULUTH, MN 55803	CO TRUSTEE 1.00	0		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	3,156,905
b	Average of monthly cash balances		1b	28,303
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,185,208
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	3,185,208
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	47,778
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,137,430
6	**Minimum investment return.** Enter 5% of line 5		6	156,872

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	156,872
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,832		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,832
3	Distributable amount before adjustments Subtract line 2c from line 1			3	155,040
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	155,040
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	155,040

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	179,886
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	179,886
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	179,886

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				155,040
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 — 52,534				
b	From 2008 — 92,886				
c	From 2009 — 82,362				
d	From 2010 — 217,738				
e	From 2011 — 144,545				
f	**Total** of lines 3a through e	590,065			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 179,886				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				155,040
e	Remaining amount distributed out of corpus	24,846			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	614,911			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	52,534			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	562,377			
10	Analysis of line 9				
a	Excess from 2008 — 92,886				
b	Excess from 2009 — 82,362				
c	Excess from 2010 — 217,738				
d	Excess from 2011 — 144,545				
e	Excess from 2012 — 24,846				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . ▶ 3a				164,631
b *Approved for future payment*				
NONE				
Total . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	57,332	
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	61,060	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PARTNERSHIP INCOME			01	1,538	
b FEE REBATE			01	811	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		120,741	0

13 Total. Add line 12, columns (b), (d), and (e) 13 120,741

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

John N Schlenter SVP Wells Fargo Bank N.A. | 10/1/2013 | SVP Wells Fargo Bank N A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		10/1/2013		P01251603
Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name			
UNIIVERSITY OF MINNESOTA DULUTH			
Street 1049 UNIVERSITY DRIVE			
City DULUTH	**State** MN	**Zip Code** 55812	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			**Amount** 160,131

Name			
COURAGE KENNY REHABILIATION INSTITUTE - NORTHLAND			
Street 200 ORDEAN BUILDING 424 WEST SUPERIOR ST			
City DULUTH	**State** MN	**Zip Code** 55802-1532	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			**Amount** 4,500

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

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

	Amount
Long Term CG Distributions	9,560
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	693,345	632,285	61,060
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	COGNIZANT TECH SOLUTION	192446102			5/2/2011		8/14/2012	193	225				0	-32
2	X	COGNIZANT TECH SOLUTION	192446102			12/15/2010		9/7/2012	6,390	6,644				0	-254
3	X	COGNIZANT TECH SOLUTION	192446102			2/27/2012		9/7/2012	932	1,003				0	-71
4	X	COGNIZANT TECH SOLUTION	192446102			5/2/2011		9/7/2012	666	752				0	-86
5	X	ALLERGAN INC	018490102			8/15/2012		5/30/2013	407	346				0	61
6	X	ALLERGAN INC	018490102			5/6/2011		5/30/2013	1,830	1,461				0	369
7	X	ALLERGAN INC	018490102			5/6/2011		6/10/2013	798	649				0	149
8	X	ALLERGAN INC	018490102			6/23/2011		6/10/2013	5,883	4,753				0	1,130
9	X	AMAZON COM INC COM	023135106			8/10/2009		8/14/2012	700	253				0	447
10	X	AMAZON COM INC COM	023135106			8/10/2009		2/4/2013	2,084	675				0	1,409
11	X	AMAZON COM INC COM	023135106			8/10/2009		6/10/2013	2,248	675				0	1,573
12	X	APPLE INC	037833100			5/8/2007		8/14/2012	2,540	418				0	2,122
13	X	APPLE INC	037833100			5/8/2007		8/30/2012	2,003	313				0	1,690
14	X	APPLE INC	037833100			11/9/2012		6/10/2013	1,782	2,183				0	-401
15	X	APPLE INC	037833100			5/8/2007		6/10/2013	2,673	627				0	2,046
16	X	BHP BILLITON FIN USA 4 800%	055451AA6			4/9/2009		4/15/2013	25,000	25,272				0	-272
17	X	CATAMARAN CORP	148887102			2/16/2012		8/14/2012	529	366				0	163
18	X	CELANESE CORP	150870103			7/1/2011		8/14/2012	315	431				0	-116
19	X	CELGENE CORP COM	151020104			7/25/2008		8/14/2012	357	373				0	-16
20	X	CELGENE CORP COM	151020104			8/22/2008		8/14/2012	143	147				0	-4
21	X	CELGENE CORP COM	151020104			8/22/2008		8/15/2012	1,927	1,978				0	-51
22	X	CELGENE CORP COM	151020104			11/1/2011		8/15/2012	71	64				0	7
23	X	ALLERGAN INC	018490102			5/6/2011		8/14/2012	514	487				0	27
24	X	ALLERGAN INC	018490102			8/15/2012		3/25/2013	2,103	1,645				0	458
25	X	CELGENE CORP COM	151020104			11/19/2012		3/26/2013	2,922	1,949				0	973
26	X	CELGENE CORP COM	151020104			11/1/2011		3/26/2013	337	192				0	145
27	X	CERNER CORP COM	156782104			11/19/2012		6/10/2013	2,366	1,859				0	507
28	X	CHIPOTLE MEXICAN GRILL IN	169656105			6/25/2012		8/14/2012	587	825				0	-238
29	X	CITRIX SYS INC COM	177376100			5/8/2007		8/14/2012	376	160				0	216
30	X	COACH INC	189754104			2/28/2012		8/14/2012	273	376				0	-103
31	X	COACH INC	189754104			6/18/2012		8/14/2012	328	363				0	-35
32	X	COACH INC	189754104			9/13/2011		2/4/2013	2,915	3,417				0	-502
33	X	COACH INC	189754104			6/18/2012		2/4/2013	1,603	1,998				0	-395
34	X	COCA COLA CO	191216100			6/18/2012		8/14/2012	670	646				0	24
35	X	COGNIZANT TECH SOLUTION	192446102			5/3/2011		8/14/2012	257	301				0	-44
36	X	COMPANHIA DE BEBIDAS-PRI	20441W203			5/19/2011		8/14/2012	457	376				0	81
37	X	CONCHO RESOURCES INC	20605P101			11/7/2011		8/14/2012	378	394				0	-16
38	X	COSTCO WHOLESALE CORP	22160K105			10/17/2011		8/14/2012	478	412				0	66
39	X	COSTCO WHOLESALE CORP	22160K105			10/17/2011		3/25/2013	1,581	1,235				0	346
40	X	COSTCO WHOLESALE CORP	22160K105			9/13/2011		3/25/2013	527	402				0	125
41	X	DANAHER CORP	235851102			6/25/2012		8/14/2012	482	456				0	26
42	X	DIAGEO PLC - ADR	25243Q205			3/4/2008		8/14/2012	535	410				0	125
43	X	DIAGEO PLC - ADR	25243Q205			3/4/2008		11/9/2012	1,951	1,394				0	557
44	X	DIAGEO PLC - ADR	25243Q205			3/4/2008		1/3/2013	1,998	1,394				0	604
45	X	DIAGEO PLC - ADR	25243Q205			3/9/2010		1/3/2013	118	66				0	52
46	X	DODGE & COX STOCK FUND	256219106			1/26/2004		8/14/2012	1,469	1,458				0	11
47	X	DODGE & COX STOCK FUND	256219106			6/26/2012		8/14/2012	1,907	1,746				0	161
48	X	DODGE & COX STOCK FUND	256219106			7/17/2002		8/14/2012	21,623	16,624				0	4,999
49	X	ECOLAB INC	278865100			2/15/2005		8/14/2012	453	229				0	224
50	X	THE ENDOWMENT TEI FUND	29299D444			11/30/2009		12/31/2012	4,093	4,434				0	-341
51	X	THE ENDOWMENT TEI FUND	29299D444			11/30/2009		3/31/2013	6,053	6,422				0	-369
52	X	EXXON MOBIL CORPORATIO	30231G102			6/28/2010		8/14/2012	265	176				0	89
53	X	EXXON MOBIL CORPORATIO	30231G102			6/28/2010		8/15/2012	4,937	3,290				0	1,647
54	X	FASTENAL CO	311900104			12/18/2009		8/14/2012	254	119				0	135
55	X	FEDEX CORPORATION	31428X106			12/21/2010		8/14/2012	437	471				0	-34
56	X	FEDEX CORPORATION	31428X106			12/21/2010		12/6/2012	1,777	1,883				0	-106
57	X	FEDEX CORPORATION	31428X106			12/21/2010		12/6/2012	3,020	3,187				0	-167
58	X	FEDEX CORPORATION	31428X106			6/25/2012		12/6/2012	1,954	1,956				0	-2
59	X	GNMA POOL 584350 5 500%	36201JEX3			4/29/2002		7/15/2012	600	601				0	-1
60	X	GNMA POOL 584350 5 500%	36201JEX3			4/29/2002		8/15/2012	108	108				0	0
61	X	GNMA POOL 584350 5 500%	36201JEX3			4/29/2002		9/15/2012	115	115				0	0
62	X	GNMA POOL 584350 5 500%	36201JEX3			4/29/2002		10/15/2012	206	206				0	0
63	X	GNMA POOL 584350 5 500%	36201JEX3			4/29/2002		11/15/2012	75	75				0	0
64	X	GNMA POOL 584350 5 500%	36201JEX3			4/29/2002		12/15/2012	75	75				0	0
65	X	GNMA POOL #584350 5 500%	36201JEX3			4/29/2002		2/15/2013	76	76				0	0
66	X	GNMA POOL #584350 5 500%	36201JEX3			4/29/2002		3/15/2013	76	76				0	0
67	X	GNMA POOL #584350 5 500%	36201JEX3			4/29/2002		4/15/2013	77	77				0	0
68	X	GNMA POOL #584350 5 500%	36201JEX3			4/29/2002		5/15/2013	77	77				0	0

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

	Amount
Long Term CG Distributions	9,560
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	693,345	632,285	61,060
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	GNMA POOL #584350 5 500%	36201JEX3			4/29/2002		6/15/2013	78	78				0	0
70	X	GNMA POOL 661127 6 000%	36294VPL8			3/19/2007		7/15/2012	117	120				0	-3
71	X	GNMA POOL 661127 6 000%	36294VPL8			3/19/2007		8/15/2012	118	120				0	-2
72	X	GNMA POOL 661127 6 000%	36294VPL8			3/19/2007		9/15/2012	119	121				0	-2
73	X	GNMA POOL 661127 6 000%	36294VPL8			3/19/2007		10/15/2012	119	122				0	-3
74	X	GNMA POOL 661127 6 000%	36294VPL8			3/19/2007		11/15/2012	120	122				0	-2
75	X	GNMA POOL 661127 6 000%	36294VPL8			3/19/2007		12/15/2012	121	123				0	-2
76	X	GNMA POOL #661127 6 000%	36294VPL8			3/19/2007		2/15/2013	87	89				0	-2
77	X	GNMA POOL #661127 6 000%	36294VPL8			3/19/2007		3/15/2013	87	89				0	-2
78	X	GNMA POOL #661127 6 000%	36294VPL8			3/19/2007		4/15/2013	88	89				0	-1
79	X	GNMA POOL #661127 6 000%	36294VPL8			3/19/2007		5/15/2013	100	102				0	-2
80	X	GNMA POOL #661127 6 000%	36294VPL8			3/19/2007		6/15/2013	111	114				0	-3
81	X	GOOGLE INC	38259P508			2/2/2011		8/14/2012	668	624				0	44
82	X	HMS HLDGS CORP	40425J101			9/2/2010		8/14/2012	404	201				0	203
83	X	HMS HLDGS CORP	40425J101			9/2/2010		3/25/2013	3,757	2,465				0	1,292
84	X	HMS HLDGS CORP	40425J101			9/2/2010		3/25/2013	1,058	694				0	364
85	X	HUSSMAN STRATEGIC GROW	448108100			3/7/2012		5/15/2013	43,734	50,000				0	-6,266
86	X	INTERCONTINENTALEXCHAN	45865V100			11/12/2008		8/14/2012	397	205				0	192
87	X	INTERCONTINENTALEXCHAN	45865V100			11/12/2008		3/26/2013	2,099	888				0	1,211
88	X	INTUIT COM	461202103			6/18/2012		8/14/2012	408	411				0	-3
89	X	INTUITIVE SURGICAL INC	46120E602			5/17/2012		8/14/2012	505	524				19	0
90	X	ISHARES TR COHEN & STEER	464287564			6/2/2004		9/14/2012	116,473	69,951				0	46,522
91	X	ISHARES TR COHEN & STEER	464287564			6/10/2010		9/14/2012	24,834	17,182				0	7,652
92	X	ISHARES RUSSELL 1000 GRO	464287614			3/7/2012		8/14/2012	26,111	25,423				0	688
93	X	KRAFT FOODS GROUP INC	50076Q106			9/7/2012		10/5/2012	1,616	1,442				0	174
94	X	LAS VEGAS SANDS CORP	517834107			2/28/2012		8/14/2012	194	268				0	-74
95	X	LAS VEGAS SANDS CORP	517834107			9/13/2011		8/14/2012	156	191				0	-35
96	X	ESTEE LAUDER COMPANIES	518439104			5/17/2012		8/14/2012	534	502				0	32
97	X	MICROSOFT CORP	594918104			6/25/2012		8/14/2012	302	299				0	3
98	X	MICROSOFT CORP	594918104			8/30/2012		4/10/2013	1,632	1,635				0	-3
99	X	MICROSOFT CORP	594918104			6/25/2012		4/10/2013	544	538				0	6
100	X	MONSANTO CO NEW	61166W101			2/16/2012		8/14/2012	517	474				0	43
101	X	NETAPP INC	64110D104			11/23/2010		8/14/2012	284	455				0	-171
102	X	NETAPP INC	64110D104			6/3/2010		3/25/2013	3,608	4,253				0	-645
103	X	NETAPP INC	64110D104			6/3/2010		3/25/2013	530	622				0	-92
104	X	NETAPP INC	64110D104			11/23/2010		3/25/2013	166	253				0	-87
105	X	ORACLE CORPORATION	68389X105			6/25/2012		8/14/2012	692	610				0	82
106	X	ORACLE CORPORATION	68389X105			6/25/2012		11/19/2012	1,474	1,359				0	115
107	X	ORACLE CORPORATION	68389X105			10/5/2010		11/19/2012	2,648	2,398				0	250
108	X	ORACLE CORPORATION	68389X105			4/10/2013		6/27/2013	1,995	2,184				0	-189
109	X	ORACLE CORPORATION	68389X105			10/5/2010		6/27/2013	460	409				0	51
110	X	PIMCO FOREIGN BOND (UNH	722005220			9/1/2011		10/12/2012	25,000	24,506				0	494
111	X	POTASH CORP SASK	73755L107			1/25/2010		8/14/2012	688	590				0	98
112	X	POTASH CORP SASK	73755L107			7/8/2009		10/5/2012	1,758	1,258				0	500
113	X	POTASH CORP SASK	73755L107			7/8/2009		10/5/2012	1,884	1,336				0	548
114	X	POTASH CORP SASK	73755L107			12/22/2009		10/5/2012	3,517	3,099				0	418
115	X	PRECISION CASTPARTS COR	740189105			11/22/2006		8/14/2012	803	378				0	425
116	X	PRECISION CASTPARTS COR	740189105			11/22/2006		6/10/2013	2,186	756				0	1,430
117	X	PRICELINE COM INC	741503403			5/16/2011		8/14/2012	562	500				0	62
118	X	QUALCOMM INC	747525103			2/16/2012		8/14/2012	878	871				0	7
119	X	RACKSPACE HOSTING INC	750086100			5/17/2012		8/14/2012	486	461				0	25
120	X	RACKSPACE HOSTING INC	750086100			5/17/2012		9/14/2012	1,908	1,486				0	422
121	X	RACKSPACE HOSTING INC	750086100			11/17/2010		9/14/2012	197	81				0	116
122	X	RACKSPACE HOSTING INC	750086100			11/17/2010		1/3/2013	3,249	1,164				0	2,085
123	X	RACKSPACE HOSTING INC	750086100			11/17/2010		3/25/2013	4,186	2,219				0	1,967
124	X	SANDISK CORP COM	80004C101			1/10/2012		8/14/2012	367	457				0	-90
125	X	SCHLUMBERGER LTD	806857108			3/4/2008		8/14/2012	600	666				0	-66
126	X	STARWOOD HOTELS & RESO	85590A401			2/14/2011		8/14/2012	431	520				0	-89
127	X	STARWOOD HOTELS & RESO	85590A401			2/14/2011		11/9/2012	4,033	5,071				0	-1,038
128	X	STARWOOD HOTELS & RESO	85590A401			3/22/2011		11/9/2012	776	852				0	-76
129	X	STARWOOD HOTELS & RESO	85590A401			2/14/2011		11/9/2012	1,137	1,289				0	-152
130	X	STERICYCLE INC COM	858912108			5/17/2012		8/14/2012	538	496				0	42
131	X	TRACTOR SUPPLY CO COM	892356106			12/14/2004		8/14/2012	814	155				0	659
132	X	TRACTOR SUPPLY CO COM	892356106			12/14/2004		2/4/2013	2,127	363				0	1,764
133	X	TRIMBLE NAV LTD	896239100			3/25/2013		6/27/2013	3,752	4,314				0	-562
134	X	TRIMBLE NAV LTD	896239100			3/26/2013		6/27/2013	925	1,070				0	-145
135	X	ULTA SALON COSMETICS & F	90384S303			10/5/2012		2/20/2013	3,736	4,290				0	-554
136	X	ULTA SALON COSMETICS & F	90384S303			1/3/2013		2/20/2013	1,911	2,235				0	-324

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

	Amount
Long Term CG Distributions	9,560
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	693,345	632,285	61,060
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	UNION PACIFIC CORP	907818108			7/25/2008		8/14/2012	729	463				0	266
138	X	UNIVERSAL HEALTH SVCS IN	913903100			3/8/2012		8/14/2012	238	261				0	-23
139	X	UNIVERSAL HEALTH SVCS IN	913903100			11/1/2011		11/19/2012	3,992	3,700				0	292
140	X	UNIVERSAL HEALTH SVCS IN	913903100			3/8/2012		11/19/2012	1,656	1,698				0	-42
141	X	WHOLE FOODS MKT INC	966837106			5/17/2012		8/14/2012	562	510				0	52
142	X	WHOLE FOODS MKT INC	966837106			5/17/2012		2/20/2013	1,536	1,531				0	5
143	X	WHOLE FOODS MKT INC	966837106			11/23/2011		2/20/2013	512	383				0	129
144	X	ACCENTURE PLC	G1151C101			1/25/2007		8/14/2012	492	295				0	197
145	X	ACCENTURE PLC	G1151C101			1/25/2007		4/10/2013	2,156	1,031				0	1,125
146	X	ENSCO PLC-CL A	G3157S106			2/27/2012		8/14/2012	392	414				0	-22
147	X	MARVELL TECHNOLOGY GRO	G5876H105			2/6/2012		8/14/2012	177	243				0	-66
148	X	MARVELL TECHNOLOGY GRO	G5876H105			3/26/2012		8/14/2012	71	95				0	-24
149	X	MARVELL TECHNOLOGY GRO	G5876H105			1/10/2012		8/30/2012	2,480	3,793				0	-1,313
150	X	MARVELL TECHNOLOGY GRO	G5876H105			3/26/2012		8/30/2012	1,184	1,839				0	-655
151	X	ASGI MESIROW INSIGHT TEI								32,771					-32,771
152	X	ASGI MESIROW INSIGHT TEI							227,140	221,199					5,941

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		2,349	2,349	0
	Description			
1	FEE REBATE	811	811	
2	PARTNERSHIP INCOME	1,538	1,538	

Part I, Line 16a (990-PF) - Legal Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,631	0	0	1,631
	Description				
1	LEGAL FEES	1,631			1,631

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		600	0	0	600
	Description				
1	ACCOUNTING FEES	600			600

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		871	871	0	0
	Description				
1	FOREIGN TAXS WITHHELD	871	871		

Part I, Line 23 (990-PF) - Other Expenses

		1,063	1,038	0	25
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES-INTEREST	61	61		
2	PARTNERSHIP EXPENSES	977	977		
3	STATE AG FEES	25			25
4					
5					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PARTNERSHIP INCOME ADJUSTMENT	1	23,149
2	FEDERAL EXCISE TAX REFUND	2	1,610
3	Total	3	24,759

Line 5 - Decreases not included in Part III, Line 2

1	Cost Basis Adjustment	1	3,925
2	Total	2	3,925

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

	Amount
Long Term CG Distributions	9,560
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						683,785	0	19	832,304	51,500	0	0	0	51,500
1	COGNIZANT TECH SOLUTIONS CRP CO	192446102		5/2/2011	8/14/2012	193		0	225	-32	0	0	0	-32
2	COGNIZANT TECH SOLUTIONS CRP CO	192446102		12/15/2010	9/7/2012	6,390		0	6,644	-254	0	0	0	-254
3	COGNIZANT TECH SOLUTIONS CRP CO	192446102		2/27/2012	9/7/2012	932		0	1,003	-71	0	0	0	-71
4	COGNIZANT TECH SOLUTIONS CRP CO	192446102		5/2/2011	9/7/2012	666		0	752	-86	0	0	0	-86
5	ALLERGAN INC	018490102		8/15/2012	5/30/2013	407		0	346	61	0	0	0	61
6	ALLERGAN INC	018490102		5/6/2011	5/30/2013	1,830		0	1,461	369	0	0	0	369
7	ALLERGAN INC	018490102		5/6/2011	6/10/2013	798		0	649	149	0	0	0	149
8	ALLERGAN INC	018490102		6/23/2011	6/10/2013	5,883		0	4,753	1,130	0	0	0	1,130
9	AMAZON COM INC COM	023135106		8/10/2009	8/14/2012	700		0	253	447	0	0	0	447
10	AMAZON COM INC COM	023135106		8/10/2009	2/4/2013	2,084		0	675	1,409	0	0	0	1,409
11	AMAZON COM INC COM	023135106		8/10/2009	6/10/2013	2,248		0	675	1,573	0	0	0	1,573
12	APPLE INC	037833100		5/8/2007	8/14/2012	2,540		0	418	2,122	0	0	0	2,122
13	APPLE INC	037833100		5/8/2007	8/30/2012	2,003		0	313	1,690	0	0	0	1,690
14	APPLE INC	037833100		11/9/2012	6/10/2013	1,782		0	2,183	-401	0	0	0	-401
15	APPLE INC	037833100		5/8/2007	6/10/2013	2,673		0	627	2,046	0	0	0	2,046
16	BHP BILLITON FIN USA 4 800% 4/15/13	055451AA8		4/9/2009	4/15/2013	25,000		0	25,272	-272	0	0	0	-272
17	CATAMARAN CORP	148887102		2/16/2012	8/14/2012	529		0	366	163	0	0	0	163
18	CELANESE CORP	150870103		7/1/2011	8/14/2012	315		0	431	-116	0	0	0	-116
19	CELGENE CORP COM	151020104		7/25/2008	8/14/2012	357		0	373	-16	0	0	0	-16
20	CELGENE CORP COM	151020104		8/22/2008	8/14/2012	143		0	147	-4	0	0	0	-4
21	CELGENE CORP COM	151020104		8/22/2008	8/15/2012	1,927		0	1,978	-51	0	0	0	-51
22	CELGENE CORP COM	151020104		11/1/2011	8/15/2012	71		0	64	7	0	0	0	7
23	ALLERGAN INC	018490102		5/6/2011	8/14/2012	514		0	487	27	0	0	0	27
24	ALLERGAN INC	018490102		8/15/2012	3/25/2013	2,103		0	1,645	458	0	0	0	458
25	CELGENE CORP COM	151020104		11/19/2012	3/26/2013	2,922		0	1,949	973	0	0	0	973
26	CELGENE CORP COM	151020104		11/1/2011	3/26/2013	337		0	192	145	0	0	0	145
27	CERNER CORP COM	156782104		11/19/2012	6/10/2013	2,366		0	1,859	507	0	0	0	507
28	CHIPOTLE MEXICAN GRILL INC	169656105		6/25/2012	8/14/2012	587		0	825	-238	0	0	0	-238
29	CITRIX SYS INC COM	177376100		5/8/2007	8/14/2012	376		0	160	216	0	0	0	216
30	COACH INC	189754104		2/28/2012	8/14/2012	273		0	376	-103	0	0	0	-103
31	COACH INC	189754104		6/18/2012	8/14/2012	328		0	363	-35	0	0	0	-35
32	COACH INC	189754104		9/13/2011	2/4/2013	2,915		0	3,417	-502	0	0	0	-502
33	COACH INC	189754104		6/18/2012	2/4/2013	1,603		0	1,998	-395	0	0	0	-395
34	COCA COLA CO	191216100		6/18/2012	8/14/2012	670		0	646	24	0	0	0	24
35	COGNIZANT TECH SOLUTIONS CRP CO	192446102		5/3/2011	8/14/2012	257		0	301	-44	0	0	0	-44
36	COMPANHIA DE BEBIDAS-PRF ADR	20441W203		5/19/2011	8/14/2012	457		0	376	81	0	0	0	81
37	CONCHO RESOURCES INC	20605P101		11/7/2011	8/14/2012	378		0	394	-16	0	0	0	-16
38	COSTCO WHOLESALE CORP	22160K105		10/17/2011	8/14/2012	478		0	412	66	0	0	0	66
39	COSTCO WHOLESALE CORP	22160K105		10/17/2011	3/25/2013	1,581		0	1,235	346	0	0	0	346
40	COSTCO WHOLESALE CORP	22160K105		9/13/2011	3/25/2013	527		0	402	125	0	0	0	125
41	DANAHER CORP	235851102		6/25/2012	8/14/2012	482		0	456	26	0	0	0	26
42	DIAGEO PLC - ADR	25243Q205		3/4/2008	8/14/2012	535		0	410	125	0	0	0	125
43	DIAGEO PLC - ADR	25243Q205		3/4/2008	11/9/2012	1,951		0	1,394	557	0	0	0	557
44	DIAGEO PLC - ADR	25243Q205		3/4/2008	1/3/2013	1,998		0	1,394	604	0	0	0	604
45	DIAGEO PLC - ADR	25243Q205		3/9/2010	1/3/2013	118		0	66	52	0	0	0	52
46	DODGE & COX STOCK FUND 145	256219106		1/26/2004	8/14/2012	1,469		0	1,458	11	0	0	0	11
47	DODGE & COX STOCK FUND 145	256219106		6/26/2012	8/14/2012	1,907		0	1,746	161	0	0	0	161
48	DODGE & COX STOCK FUND 145	256219106		7/17/2002	8/14/2012	21,623		0	16,624	4,999	0	0	0	4,999
49	ECOLAB INC	278865100		2/15/2005	8/14/2012	453		0	229	224	0	0	0	224
50	THE ENDOWMENT TEI FUND LP	29299D444		11/30/2009	12/31/2012	4,093		0	4,434	-341	0	0	0	-341
51	THE ENDOWMENT TEI FUND LP	29299D444		11/30/2009	3/31/2013	6,053		0	6,422	-369	0	0	0	-369
52	EXXON MOBIL CORPORATION	30231G102		6/28/2010	8/14/2012	265		0	176	89	0	0	0	89
53	EXXON MOBIL CORPORATION	30231G102		6/28/2010	8/15/2012	4,937		0	3,290	1,647	0	0	0	1,647
54	FASTENAL CO	311900104		12/18/2009	8/14/2012	254		0	119	135	0	0	0	135
55	FEDEX CORPORATION	31428X106		12/21/2010	8/14/2012	437		0	471	-34	0	0	0	-34
56	FEDEX CORPORATION	31428X106		12/21/2010	12/6/2012	1,777		0	1,883	-106	0	0	0	-106
57	FEDEX CORPORATION	31428X106		12/21/2010	12/6/2012	3,020		0	3,187	-167	0	0	0	-167
58	FEDEX CORPORATION	31428X106		6/25/2012	12/6/2012	1,954		0	1,956	-2	0	0	0	-2
59	GNMA POOL 584350 5 500% 4/15/17	36201JEX3		4/29/2002	7/15/2012	600		0	601	-1	0	0	0	-1
60	GNMA POOL 584350 5 500% 4/15/17	36201JEX3		4/29/2002	8/15/2012	108		0	108	0	0	0	0	0
61	GNMA POOL 584350 5 500% 4/15/17	36201JEX3		4/29/2002	9/15/2012	115		0	115	0	0	0	0	0
62	GNMA POOL 584350 5 500% 4/15/17	36201JEX3		4/29/2002	10/15/2012	206		0	206	0	0	0	0	0
63	GNMA POOL 584350 5 500% 4/15/17	36201JEX3		4/29/2002	11/15/2012	75		0	75	0	0	0	0	0
64	GNMA POOL 584350 5 500% 4/15/17	36201JEX3		4/29/2002	12/15/2012	75		0	75	0	0	0	0	0
65	GNMA POOL #584350 5 500% 4/15/17	36201JEX3		4/29/2002	2/15/2013	76		0	76	0	0	0	0	0
66	GNMA POOL #584350 5 500% 4/15/17	36201JEX3		4/29/2002	3/15/2013	76		0	76	0	0	0	0	0
67	GNMA POOL #584350 5 500% 4/15/17	36201JEX3		4/29/2002	4/15/2013	77		0	77	0	0	0	0	0
68	GNMA POOL #584350 5 500% 4/15/17	36201JEX3		4/29/2002	5/15/2013	77		0	77	0	0	0	0	0
69	GNMA POOL #584350 5 500% 4/15/17	36201JEX3		4/29/2002	6/15/2013	78		0	78	0	0	0	0	0
70	GNMA POOL 661127 6 000% 2/15/22	36294VPL8		3/19/2007	7/15/2012	117		0	120	-3	0	0	0	-3
71	GNMA POOL 661127 6 000% 2/15/22	36294VPL8		3/19/2007	8/15/2012	118		0	120	-2	0	0	0	-2
72	GNMA POOL 661127 6 000% 2/15/22	36294VPL8		3/19/2007	9/15/2012	119		0	121	-2	0	0	0	-2
73	GNMA POOL 661127 6 000% 2/15/22	36294VPL8		3/19/2007	10/15/2012	119		0	122	-3	0	0	0	-3
74	GNMA POOL 661127 6 000% 2/15/22	36294VPL8		3/19/2007	11/15/2012	120		0	122	-2	0	0	0	-2
75	GNMA POOL 661127 6 000% 2/15/22	36294VPL8		3/19/2007	12/15/2012	121		0	123	-2	0	0	0	-2
76	GNMA POOL #661127 6 000% 2/15/22	36294VPL8		3/19/2007	2/15/2013	87		0	89	-2	0	0	0	-2
77	GNMA POOL #661127 6 000% 2/15/22	36294VPL8		3/19/2007	3/15/2013	87		0	89	-2	0	0	0	-2
78	GNMA POOL #661127 6 000% 2/15/22	36294VPL8		3/19/2007	4/15/2013	88		0	89	-1	0	0	0	-1
79	GNMA POOL #661127 6 000% 2/15/22	36294VPL8		3/19/2007	5/15/2013	100		0	102	-2	0	0	0	-2
80	GNMA POOL #661127 6 000% 2/15/22	36294VPL8		3/19/2007	6/15/2013	111		0	114	-3	0	0	0	-3
81	GOOGLE INC	38259P508		2/2/2011	8/14/2012	668		0	624	44	0	0	0	44
82	HMS HLDGS CORP	40425J101		9/2/2010	8/14/2012	404		0	201	203	0	0	0	203
83	HMS HLDGS CORP	40425J101		9/2/2010	3/25/2013	3,757		0	2,465	1,292	0	0	0	1,292
84	HMS HLDGS CORP	40425J101		9/2/2010	3/25/2013	1,058		0	694	364	0	0	0	364

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

	Amount
Long Term CG Distributions	9,560
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						683,785	0	19	632,304	51,500	0	0	0	51,500
85	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/7/2012	5/15/2013	43,734		0	50,000	-6,266	0	0	0	-6,266
86	INTERCONTINENTALEXCHANGE INC	45865V100		11/12/2008	8/14/2012	397		0	205	192	0	0	0	192
87	INTERCONTINENTALEXCHANGE INC	45865V100		11/12/2008	3/26/2013	2,099		0	888	1,211	0	0	0	1,211
88	INTUIT COM	461202103		6/18/2012	8/14/2012	408		0	411	-3	0	0	0	-3
89	INTUITIVE SURGICAL INC	46120E602		5/17/2012	8/14/2012	505		19	524	0	0	0	0	0
90	ISHARES TR COHEN & STEERS REALTY	464287564		6/2/2004	9/14/2012	116,473		0	69,951	46,522	0	0	0	46,522
91	ISHARES TR COHEN & STEERS REALTY	464287564		6/10/2010	9/14/2012	24,834		0	17,182	7,652	0	0	0	7,652
92	ISHARES RUSSELL 1000 GROWTH	464287614		3/7/2012	8/14/2012	26,111		0	25,423	688	0	0	0	688
93	KRAFT FOODS GROUP INC	50076Q106		9/7/2012	10/5/2012	1,616		0	1,442	174	0	0	0	174
94	LAS VEGAS SANDS CORP	517834107		2/28/2012	8/14/2012	194		0	268	-74	0	0	0	-74
95	LAS VEGAS SANDS CORP	517834107		9/13/2011	8/14/2012	156		0	191	-35	0	0	0	-35
96	ESTEE LAUDER COMPANIES INC	518439104		5/17/2012	8/14/2012	534		0	502	32	0	0	0	32
97	MICROSOFT CORP	594918104		6/25/2012	8/14/2012	302		0	299	3	0	0	0	3
98	MICROSOFT CORP	594918104		8/30/2012	4/10/2013	1,632		0	1,635	-3	0	0	0	-3
99	MICROSOFT CORP	594918104		6/25/2012	4/10/2013	544		0	538	6	0	0	0	6
100	MONSANTO CO NEW	61166W101		2/16/2012	8/14/2012	517		0	474	43	0	0	0	43
101	NETAPP INC	64110D104		11/23/2010	8/14/2012	284		0	455	-171	0	0	0	-171
102	NETAPP INC	64110D104		6/3/2010	3/25/2013	3,608		0	4,253	-645	0	0	0	-645
103	NETAPP INC	64110D104		6/3/2010	3/25/2013	530		0	622	-92	0	0	0	-92
104	NETAPP INC	64110D104		11/23/2010	3/25/2013	166		0	253	-87	0	0	0	-87
105	ORACLE CORPORATION	68389X105		8/25/2012	8/14/2012	692		0	610	82	0	0	0	82
106	ORACLE CORPORATION	68389X105		6/25/2012	11/19/2012	1,474		0	1,359	115	0	0	0	115
107	ORACLE CORPORATION	68389X105		10/5/2010	11/19/2012	2,648		0	2,398	250	0	0	0	250
108	ORACLE CORPORATION	68389X105		4/10/2013	6/27/2013	1,995		0	2,184	-189	0	0	0	-189
109	ORACLE CORPORATION	68389X105		10/5/2010	6/27/2013	460		0	409	51	0	0	0	51
110	PIMCO FOREIGN BOND (UNHEDGED) 1	722005220		9/1/2011	10/12/2012	25 000		0	24,506	494	0	0	0	494
111	POTASH CORP SASK	73755L107		1/25/2010	8/14/2012	688		0	590	98	0	0	0	98
112	POTASH CORP SASK	73755L107		7/8/2009	10/5/2012	1 758		0	1,258	500	0	0	0	500
113	POTASH CORP SASK	73755L107		7/8/2009	10/5/2012	1,884		0	1,336	548	0	0	0	548
114	POTASH CORP SASK	73755L107		12/22/2009	10/5/2012	3,517		0	3,099	418	0	0	0	418
115	PRECISION CASTPARTS CORP	740189105		11/22/2006	8/14/2012	803		0	378	425	0	0	0	425
116	PRECISION CASTPARTS CORP	740189105		11/22/2006	6/10/2013	2 186		0	756	1,430	0	0	0	1,430
117	PRICELINE COM INC	741503403		5/16/2011	8/14/2012	562		0	500	62	0	0	0	62
118	QUALCOMM INC	747525103		2/16/2012	8/14/2012	878		0	871	7	0	0	0	7
119	RACKSPACE HOSTING INC	750086100		5/17/2012	8/14/2012	486		0	461	25	0	0	0	25
120	RACKSPACE HOSTING INC	750086100		5/17/2012	9/14/2012	1,908		0	1,486	422	0	0	0	422
121	RACKSPACE HOSTING INC	750086100		11/17/2010	9/14/2012	197		0	81	116	0	0	0	116
122	RACKSPACE HOSTING INC	750086100		11/17/2010	1/3/2013	3,249		0	1,164	2,085	0	0	0	2,085
123	RACKSPACE HOSTING INC	750086100		11/17/2010	3/25/2013	4,186		0	2,219	1,967	0	0	0	1,967
124	SANDISK CORP COM	80004C101		1/10/2012	8/14/2012	367		0	457	-90	0	0	0	-90
125	SCHLUMBERGER LTD	806857108		3/4/2008	8/14/2012	600		0	666	-66	0	0	0	-66
126	STARWOOD HOTELS & RESORTS WOR	85590A401		2/14/2011	8/14/2012	431		0	520	-89	0	0	0	-89
127	STARWOOD HOTELS & RESORTS WOR	85590A401		2/14/2011	11/9/2012	4,033		0	5,071	-1,038	0	0	0	-1,038
128	STARWOOD HOTELS & RESORTS WOR	85590A401		3/22/2011	11/9/2012	776		0	852	-76	0	0	0	-76
129	STARWOOD HOTELS & RESORTS WOR	85590A401		2/14/2011	11/9/2012	1,137		0	1,289	-152	0	0	0	-152
130	STERICYCLE INC COM	858912108		5/17/2012	8/14/2012	538		0	496	42	0	0	0	42
131	TRACTOR SUPPLY CO COM	892356106		12/14/2004	8/14/2012	814		0	155	659	0	0	0	659
132	TRACTOR SUPPLY CO COM	892356106		12/14/2004	2/4/2013	2,127		0	363	1,764	0	0	0	1,764
133	TRIMBLE NAV LTD	896239100		3/25/2013	6/27/2013	3,752		0	4,314	-562	0	0	0	-562
134	TRIMBLE NAV LTD	896239100		3/26/2013	6/27/2013	925		0	1 070	-145	0	0	0	-145
135	ULTA SALON COSMETICS & FRAGRAN	90384S303		10/5/2012	2/20/2013	3,736		0	4,290	-554	0	0	0	-554
136	ULTA SALON COSMETICS & FRAGRAN	90384S303		1/3/2013	2/20/2013	1,911		0	2,235	-324	0	0	0	-324
137	UNION PACIFIC CORP	907818108		7/25/2008	8/14/2012	729		0	463	266	0	0	0	266
138	UNIVERSAL HEALTH SVCS INC CL B	913903100		3/8/2012	8/14/2012	238		0	261	-23	0	0	0	-23
139	UNIVERSAL HEALTH SVCS INC CL B	913903100		11/1/2011	11/19/2012	3 992		0	3,700	292	0	0	0	292
140	UNIVERSAL HEALTH SVCS INC CL B	913903100		3/8/2012	11/19/2012	1 656		0	1,698	-42	0	0	0	-42
141	WHOLE FOODS MKT INC	966837106		5/17/2012	8/14/2012	562		0	510	52	0	0	0	52
142	WHOLE FOODS MKT INC	966837106		5/17/2012	2/20/2013	1,536		0	1,531	5	0	0	0	5
143	WHOLE FOODS MKT INC	966837106		11/23/2011	2/20/2013	512		0	383	129	0	0	0	129
144	ACCENTURE PLC	G1151C101		1/25/2007	8/14/2012	492		0	295	197	0	0	0	197
145	ACCENTURE PLC	G1151C101		1/25/2007	4/10/2013	2,156		0	1,031	1,125	0	0	0	1,125
146	ENSCO PLC-CL A	G3157S106		2/27/2012	8/14/2012	392		0	414	-22	0	0	0	-22
147	MARVELL TECHNOLOGY GROUP	G5876H105		2/6/2012	8/14/2012	177		0	243	-66	0	0	0	-66
148	MARVELL TECHNOLOGY GROUP	G5876H105		3/26/2012	8/14/2012	71		0	95	-24	0	0	0	-24
149	MARVELL TECHNOLOGY GROUP	G5876H105		1/10/2012	8/30/2012	2,480		0	3,793	-1,313	0	0	0	-1,313
150	MARVELL TECHNOLOGY GROUP	G5876H105		3/26/2012	8/30/2012	1,184		0	1,839	-655	0	0	0	-655
151	ASGI MESIROW INSIGHT TEI								32,771	-32,771	0	0	0	-32,771
152	ASGI MESIROW INSIGHT TEI					227 140			221,199	5,941	0	0	0	5,941

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										49,717	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	42,467	0	0
2	RODNEY EDWARDS			DULUTH	MN	55802		CO TRUSTEE	1 00	3,625		
3	ELIZABETH SIMONSON			DULUTH	MN	55803		CO TRUSTEE	1 00	3,625		
4	BARBARA A SPENCER			DULUTH	MN	55803		CO TRUSTEE	1 00	0		

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

		Date		Amount
1	Credit from prior year return		1	899
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	899

EDWIN H. EDDY FAMILY FOUNDATION Page 1 of 4
STATEMENT TO APPLICANTS

Attachment to Form 990-PF, Part XV, Line 2 EIN 41-6242226

The Edwin H. Eddy Family Foundation may lawfully make grants directly to institutions, organizations or individuals for the purpose of performing services to residents of the City of Duluth and surrounding areas for one or more of the following purposes:

1. Research educational work treatment and rehabilitation in the field of communicative disorders and related fields of neuro-pathology.
2. Financial assistance in testing, interpreting tests and treatment of individuals who have communication disorders with special consideration given to stuttering.
3. Scholarships to be given to students in the field of communicative disorders.
4. Funding of projects, programs and research that have application to helping individuals with communicative disorders.
5. Special consideration for funding to be given to institutions or organizations or faculties jointly sponsoring projects or programs.
6. Assistance to help in the rehabilitation of individuals with speech and/or hearing disorders.

In order to provide the Edwin H. Eddy Family Foundation Advisory Committee and the Edwin H. Eddy Family Foundation Trustees, the basis for making a determination of appropriateness and fundability, a grant application should provide the following information:

Identification of need to be met—definition of the problem.
Purpose, goals and objectives—the desired outcome of the project.
Method of achieving the goals and objectives—proposed activities.
Description of the applicant agency and its qualifications to conduct program including staff, responsibility for execution, experience and past record.
Description of project impact on Duluth area population to be served.
Assurance of nonduplication of existing programs.
Time frame of grant request and program operation.
Coordination of the program and funding with other organizations.
Budget per project—show cost to be covered by grant, other organizations or proposed grants and application share. Include past year's audit or final budget. Include budget detail.
Source of funds in budget for three years following Edwin H. Eddy grant.
Evaluation—how will you determine if program goals have been achieved, by whom will reports be filed.

The following documentation is required for all applications:

1. Copy of Articles of Incorporation.
2. List of officers and board of directors.
3. Proof of tax exempt status.
4. Letters of commitment from participating agencies.

Edwin H. Eddy Family Foundation is to be provided with eight copies of the grant proposal and cover letters and one copy each of Articles of Incorporation and proof of tax exempt status.

Upon approval of grant applications by the Edwin H. Eddy Family Foundation Trustees, the recipient will be required to enter into a grant agreement prior to the disbursement of funds evidencing the agreement of the recipient to all of the provisions of the grant agreement. Included in the agreement will be the outline of the specific programs that have been approved for funding, along with a detail of the specific dollar amounts for each part of the program, the dates and amounts of distributions, the repayment of any unused funds, the record of expenditures to be forwarded to the trustees, and reporting requirements to the Edwin H. Eddy Family Foundation.

GUIDELINES FOR EDWIN H. EDDY FOUNDATION SCHOLARSHIPS

Attachment to Form 990-PF, Part XV, Line 2 EIN 41-6248226

1. The award will be strictly scholarship and not traineeship.

2. Scholarships will be granted to college seniors and students in an accredited graduate program of Communication Disorders. Seniors will be defined as "a student who has completed the junior sequence". **Grants are made only to full-time students.**

3. Applicants must meet a minimum overall grade point average (currently 3.3) to qualify for a scholarship. This GPA minimum is subject to change.

4. Edwin H. Eddy recipients must agree to volunteer their time (once during the duration of the scholarship) to a local high school to help in the recruiting efforts in the Communication Disorders Program.

5. Amount of grants are as follows:
   $1,500 to senior level students for regular school year
   $4,000 to graduate level students

6. Priorities for granting scholarships shall be made in the following order:
   A. Duluth area residents attending the University of Minnesota, Duluth.
   B. Duluth area residents attending other accredited institutions.
   C. Non-Duluth area students attending the University of Minnesota, Duluth.

7. Each applicant must provide the Edwin H. Eddy Foundation a completed application form and a certified copy of the most recent transcript(s) from present or previous institution(s) attended.

8. If an applicant meets the GPA requirements, upon successful completion of a personal interview with a member of the Scholarship Committee, a scholarship will be granted. The Committee's recommendation and the trustees' approval is based upon a determination that the applicant's interest and desire in the field has merit.

9. Interviews must be arranged by the applicant at the Department of Communication Sciences and Disorders; University of Minnesota, Duluth. Telephone number: (218) 726-7974. Renewal applicants will not be interviewed.

10. Applicants will be notified of awards within two weeks after interviews are completed.

11. The Edwin H. Eddy Foundation pays installment of the grant directly to the applicant as per schedule listed above.

12. To receive continued payments, a scholar must maintain the minimum GPA requirements each semester. Recipients not attending UMD must provide the Edwin H. Eddy Foundation a GPA report at the end of each semester.

13. All applications for UMD students must be received by July 8 at the following address:

For University of Minnesota-Duluth students:
Department of Communication Sciences and Disorders
University of Minnesota, Duluth
221 Bohannon Hall
10 University Drive
Duluth, MN 55812-2496

For Non-University of Minnesota-Duluth students or special situations:
Edwin H. Eddy Foundation Scholarship
Wells Fargo Bank North, N.A.
Trust Department
P.O. Box 488
Duluth, MN 55801-0488

Attachment to Form 990-PF, Part XV, Line 2 EIN 41-6242226

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APPLICATION FOR
EDWIN H. EDDY FAMILY
FOUNDATION SCHOLARSHIP

WELLS FARGO BANK MINNESOTA, N.A.
TRUST DEPARTMENT
DULUTH, MN 55802

Name ____

(last) (first) (middle)

Present

Address ______________________________ Phone ______________________

______________________________ Zip code ______________________

High School from which you graduated ______________________________

______________________________ (Year)

College(s) attended or planning to attend:

Name of School	Date	Degree or Certificate

Check class standing for Grant Award Year Sr. ______________ Grad. ______________

When do you expect to graduate? ______________________________

(month) (year)

(OVER)

Attachment to Form 990-PF, Part XV, Line 2 EIN 41-6242226

List of honors or special recognition received.

What are your career goals?

Unusual circumstances or other comments.

If awarded an Edwin H. Eddy Foundation Scholarship. I agree to abide by all its requirements.

Signed ______________________

Dated ______________________

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	16880400	41-6242226	VP0528308	FEDERATED TREAS OBL FD 68	32489.44	32489.44	32489 44
Savings & Temp Inv	16880400	41-6242226	VP0528308	FEDERATED TREAS OBL FD 68	378.29	378.29	378 29
				TOTAL CASH, SAVINGS, AND TEMP INV	**32867.73**		**32867.73**
Invest - Corp Bonds	16880400	41-6242226	912828KM1	US TREAS INFL IND 1.250% 4/15/14	55690.02	54939	52559.44
Invest - Corp Bonds	16880400	41-6242226	912828MF4	US TREASURY INFLATION BOND 1/15/20	29290.38	26883.5	25848.81
Invest - Corp Bonds	16880400	41-6242226	904764AL1	UNILEVER CAPITAL COR 2 750% 2/10/16	52157.5	50000	50370.5
Invest - Corp Bonds	16880400	41-6242226	3135G0BA0	FED NATL MTG ASSN 2 375% 4/11/16	52277	50000	50058.2
Invest - Corp Stock	16880400	41-6242226	023135106	AMAZON COM INC COM	8886.08	32	2699
Invest - Corp Stock	16880400	41-6242226	037833100	APPLE INC	19826.5	50	4901.45
Invest - Corp Stock	16880400	41-6242226	151020104	CELGENE CORP COM	9475.38	81	4625.16
Invest - Corp Stock	16880400	41-6242226	156782104	CERNER CORP COM	8455.92	88	6475 53
Invest - Corp Stock	16880400	41-6242226	177376100	CITRIX SYS INC COM	7001 76	116	5010 38
Invest - Corp Stock	16880400	41-6242226	235851102	DANAHER CORP	9241.8	146	2580.59
Invest - Corp Stock	16880400	41-6242226	25243Q205	DIAGEO PLC - ADR	5172.75	45	2949.14
Invest - Corp Stock	16880400	41-6242226	278865100	ECOLAB INC	8433.81	99	3242.52
Invest - Corp Stock	16880400	41-6242226	311900104	FASTENAL CO	6135.86	134	3765.45
Invest - Corp Stock	16880400	41-6242226	375558103	GILEAD SCIENCES INC	4460 49	87	4594 11
Invest - Corp Stock	16880400	41-6242226	437076102	HOME DEPOT INC	11620.5	150	9865.73
Invest - Corp Stock	16880400	41-6242226	461202103	INTUIT COM	8423.52	138	7071.79
Invest - Corp Stock	16880400	41-6242226	518439104	ESTEE LAUDER COMPANIES INC	9076.26	138	7067.22
Invest - Corp Stock	16880400	41-6242226	594918104	MICROSOFT CORP	8187.16	237	7017.27
Invest - Corp Stock	16880400	41-6242226	68389X105	ORACLE CORPORATION	8813 77	287	8232.29
Invest - Corp Stock	16880400	41-6242226	731068102	POLARIS INDS INC COM	7410	78	6009.46
Invest - Corp Stock	16880400	41-6242226	747525103	QUALCOMM INC	13623.07	223	12407.9
Invest - Corp Stock	16880400	41-6242226	80004C101	SANDISK CORP COM	8737.3	143	7068.66
Invest - Corp Stock	16880400	41-6242226	806857108	SCHLUMBERGER LTD	9530 78	133	8471 06
Invest - Corp Stock	16880400	41-6242226	855244109	STARBUCKS CORP COM	9236.91	141	7682.98
Invest - Corp Stock	16880400	41-6242226	858912108	STERICYCLE INC COM	10049.13	91	5578
Invest - Corp Stock	16880400	41-6242226	892356106	TRACTOR SUPPLY CO COM	14575.95	124	2142.17
Invest - Corp Stock	16880400	41-6242226	896239100	TRIMBLE NAV LTD	4730.18	182	5384 2
Invest - Corp Stock	16880400	41-6242226	907818108	UNION PACIFIC CORP	14965 16	97	7484 07
Invest - Corp Stock	16880400	41-6242226	966837106	WHOLE FOODS MKT INC	8957.52	174	6480 86
Invest - Corp Stock	16880400	41-6242226	191216100	COCA COLA CO	9987.39	249	8753.21
Invest - Corp Stock	16880400	41-6242226	740189105	PRECISION CASTPARTS CORP	17176.76	76	5745.11
Invest - Corp Stock	16880400	41-6242226	22160K105	COSTCO WHOLESALE CORP	6081.35	55	4420.83
Invest - Corp Stock	16880400	41-6242226	015351109	ALEXION PHARMACEUTICALS INC	5903.36	64	5981.91
Invest - Corp Stock	16880400	41-6242226	20441W203	COMPANHIA DE BEBIDAS-PRF ADR	7357 95	197	5518.48
Invest - Corp Stock	16880400	41-6242226	61166W101	MONSANTO CO NEW	11362	115	9109.47
Invest - Corp Stock	16880400	41-6242226	G1151C101	ACCENTURE PLC	6548.36	91	3351.16
Invest - Corp Stock	16880400	41-6242226	87817A107	TEAM HEALTH HOLDINGS INC	6694 41	163	5920 23
Invest - Corp Stock	16880400	41-6242226	741503403	PRICELINE COM INC	9093.37	11	5237 63

Invest - Corp Stock	16880400	41-6242226 46120E602	INTUITIVE SURGICAL INC	7085.85	14	7407.71
Invest - Corp Stock	16880400	41-6242226 38259P508	GOOGLE INC	21128 88	24	14473.17
Invest - Corp Stock	16880400	41-6242226 517834107	LAS VEGAS SANDS CORP	7939 5	150	6819.87
Invest - Corp Stock	16880400	41-6242226 150870103	CELANESE CORP	5152	115	5810.43
Invest - Corp Stock	16880400	41-6242226 751212101	RALPH LAUREN CORP	6254.64	36	5894.55
Invest - Corp Stock	16880400	41-6242226 45865V100	INTERCONTINENTALEXCHANGE INC	8532.48	48	3160 36
Invest - Corp Stock	16880400	41-6242226 34964C106	FORTUNE BRANDS HOME & SECURITY	9646 26	249	8298.47
Invest - Corp Stock	16880400	41-6242226 169656105	CHIPOTLE MEXICAN GRILL INC	8015.7	22	5506.76
Invest - Corp Stock	16880400	41-6242226 611740101	MONSTER BEVERAGE CORP	7786.24	128	6508.38
Invest - Corp Stock	16880400	41-6242226 G50871105	JAZZ PHARMACEUTICALS PLC	4467.45	65	4488.68
Invest - Corp Stock	16880400	41-6242226 G3157S106	ENSCO PLC-CL A	6102.6	105	6002.1
Invest - Corp Stock	16880400	41-6242226 148887102	CATAMARAN CORP	9166.88	188	5428.97
Invest - Corp Stock	16880400	41-6242226 25490A309	THE DIRECTV GROUP HOLDINGS CL A COM	9246	150	8689.84
Invest - Corp Stock	16880400	41-6242226 609207105	MONDELEZ INTERNATIONAL INC	7189 56	252	6687.57
Invest - Corp Stock	16880400	41-6242226 20605P101	CONCHO RESOURCES INC	5106 92	61	4942.64
Invest - Corp Stock	16880400	41-6242226 88076W103	TERADATA CORP	4269 55	85	6247.14
Invest - Other	16880400	41-6242226 256219106	DODGE & COX STOCK FUND #145	377654.72	2658.417	217443.6
Invest - Other	16880400	41-6242226 780905840	ROYCE PENNSYLVANIA MUT FD-INV #260	42413 22	3305.785	40000
Invest - Other	16880400	41-6242226 464287614	ISHARES RUSSELL 1000 GROWTH	29096	400	25422.8
Invest - Other	16880400	41-6242226 464287655	ISHARES RUSSELL 2000	97000	1000	70039.5
Invest - Other	16880400	41-6242226 256206103	DODGE & COX INT'L STOCK FD #1048	190133.16	5207.701	154705.84
Invest - Other	16880400	41-6242226 261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	70567.49	5036.937	75000
Invest - Other	16880400	41-6242226 464287481	ISHARES TR RUSSELL MIDCAP GROWTH	141347.5	1970	91723.2
Invest - Other	16880400	41-6242226 339128100	JP MORGAN MID CAP VALUE-I #758	131698.55	4082.41	78508.41
Invest - Other	16880400	41-6242226 36201JEX3	GNMA POOL #584350 5.500% 4/15/17	3827 58	3600.97	3605.47
Invest - Other	16880400	41-6242226 29299D444	THE ENDOWMENT TEI FUND LP	74078.76	1282.738	77825.71
Invest - Other	16880400	41-6242226 880208400	TEMPLETON GLOBAL BOND FD-ADV #616	48338.24	3744.248	44893.53
Invest - Other	16880400	41-6242226 464287234	ISHARES TR MSCI EMERGING MARKETS	253907.5	6595	237752.58
Invest - Other	16880400	41-6242226 722005220	PIMCO FOREIGN BOND (UNHEDGED) #1853	67296 94	6832.177	75493.56
Invest - Other	16880400	41-6242226 464288885	ISHARES MSCI EAFE GROWTH	196982.5	3190	215738 3
Invest - Other	16880400	41-6242226 4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	72628.32	9044.623	74000
Invest - Other	16880400	41-6242226 961995008	ASGI MESIROW INSIGHT FUND, LLC	235769 01	229.6652	202332.25
Invest - Other	16880400	41-6242226 73935S105	POWERSHARES DB COMMODITY INDEX	137963 7	5490	122547.93
Invest - Other	16880400	41-6242226 36294VPL8	GNMA POOL #661127 6.000% 2/15/22	12699 42	11647.32	11867.53
Invest - Other	16880400	41-6242226 78464A607	SPDR DOW JONES REIT ETF	139596 1	1838	141128 07
Invest - Other	16880400	41-6242226 78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	121695	3050	116632.89
Invest - Other	16880400	41-6242226 76628T645	RIDGEWORTH SEIX HY BD-I #5855	75075.37	7537.688	75000
Invest - Other	16880400	41-6242226 367829884	GATEWAY FUND - Y #1986	44207 46	1585.065	45000
			TOTAL OTHER INVESTMENTS	**3195714.46**		**2684709.78**
			GRAND TOTAL	**3228582.19**		**2717577.51**