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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 10/1/2012, and ending 9/30/2013

Name of foundation  
**ERIC A BAADE AND MARY C. BAADE CHARITABLE PURPOSES TRUST**

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

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

**A** Employer identification number  
**35-6713433**

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

**C** If exemption application is pending, check here ☐

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 1,996,122** (Part I, column (d) must be on cash basis)

**J** Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	47,538	47,250		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	63,284			
	b Gross sales price for all assets on line 6a	826,769			
	7 Capital gain net income (from Part IV, line 2)		63,284		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	110,822	110,534	0	
	13 Compensation of officers, directors, trustees, etc.	28,243	21,182		7,061
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,850			1,850
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	643	643		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	7	7			
24 Total operating and administrative expenses. Add lines 13 through 23	30,743	21,832	0	8,911	
25 Contributions, gifts, grants paid	74,050			74,050	
26 Total expenses and disbursements. Add lines 24 and 25	104,793	21,832	0	82,961	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,029				
b Net investment income (if negative, enter -0-)		88,702			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

Form 990-PF (2012) ERIC A BAADE AND MARY C BAADE CHARITABLE PURPOSES TRUST

35-6713433

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	55,121	35,553	35,553
	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)	1,000,932	189,374	297,646
	c Investments—corporate bonds (attach schedule)	194,813		
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)		1,447,283	1,662,923	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ Other Assets)	414,824			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,665,690	1,672,210	1,996,122	
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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,665,690	1,672,210	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	1,665,690	1,672,210		
31 Total liabilities and net assets/fund balances (see instructions)	1,665,690	1,672,210		

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,665,690
2 Enter amount from Part I, line 27a	2	6,029
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,570
4 Add lines 1, 2, and 3	4	1,673,289
5 Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	1,079
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,672,210

Form 990-PF (2012)

ERIC A. BAADE AND MARY C. BAADE CHARITABLE PURPOSES TRUST

35-6713433

Page **3****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</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> 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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			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))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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 }	<b>2</b>	63,284
<b>3</b> 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 }	<b>3</b>	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	97,764	1,820,437	0.053704
2010	89,922	1,967,339	0.045707
2009	79,067	1,811,453	0.043648
2008	108,500	1,645,092	0.065954
2007	115,074	2,242,884	0.051306

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.260319
<b>3</b> 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	<b>3</b>	0.052064
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	1,906,359
<b>5</b> Multiply line 4 by line 3	<b>5</b>	99,253
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	887
<b>7</b> Add lines 5 and 6	<b>7</b>	100,140
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	82,961

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,774	
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	1,774	
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	1,774	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	560		
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	560		
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	1,214		
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	11	0		
Refunded				

**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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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 \$ _____ (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		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
4 a 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?	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		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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IN _____		
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 <b>► N/A</b>	13	X	
14	The books are in care of <b>► WELLS FARGO BANK N.A.</b> Telephone no <b>► 888-730-4933</b> Located at <b>► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</b> ZIP+4 <b>► 27101-3818</b>			
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 <b>► 15 N/A</b>			
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 <b>►</b>	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 checked="" type="checkbox"/> Yes <input 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 <b>►</b>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>► 20 , 20 , 20 , 20</b>		
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 <b>► 20 , 20 , 20 , 20</b>		
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)	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**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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**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	28,243	

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,881,692
<b>b</b>	Average of monthly cash balances	<b>1b</b>	53,698
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,935,390
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,935,390
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	29,031
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,906,359
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	95,318

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	95,318
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,774
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,774
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	93,544
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	93,544
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	93,544

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	82,961
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	82,961
<b>5</b>	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)	<b>5</b>	
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	82,961

**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.

Form 990-PF (2012)

ERIC A. BAADE AND MARY C. BAADE CHARITABLE PURPOSES TRUST

35-6713433

Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				93,544
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			73,125	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 82,961				
<b>a</b> Applied to 2011, but not more than line 2a			73,125	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				9,836
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				83,708
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> 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	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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

WELLS FARGO BANK ATTN JENNIFER KING 111 EAST WAYNE STREET FORT WAYNE, IN 46802 (260) 461-6458

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

**LETTER FORMAT**

- c** Any submission deadlines

NONE

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

ALLEN COUNTY CHARITABLE ORGANIZATION

**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</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	74,050
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	0

## Enter gross amounts unless otherwise indicated

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

[illegible]

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

- |   |              |            |           |
|---|--------------|------------|-----------|
| <b>1</b> 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
| <b>(1)</b> Cash   | <b>1a(1)</b> |            | X         |
| <b>(2)</b> Other assets   | <b>1a(2)</b> |            | X         |
| <b>b</b> Other transactions:  |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | X         |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | X         |
| <b>(3)</b> Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | X         |
| <b>(4)</b> Reimbursement arrangements   | <b>1b(4)</b> |            | X         |
| <b>(5)</b> Loans or loan guarantees   | <b>1b(5)</b> |            | X         |
| <b>(6)</b> Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | X         |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | X         |
| <b>d</b> 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

**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 A. Salente SVP Wells Fargo Bank N.A.**

12/17/2013

SVP Wells Fargo Bank N A

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

*John C. Smith*

12/17/2013

Firm's EIN ▶ 13-4008324

Firm's name ► PricewaterhouseCoopers, LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no 412-355-6000

ERIC A BAADE AND MARY C. BAADE CHARITABLE PURPOSES TRUST

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

Recipient(s) paid during the year

**Name**

CORNERSTONE YOUTH CENTER

**Street**

19819 MONROEVILLE ROAD

**City**

MONROEVILLE

**State**

IN

**Zip Code**

46773

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,000

**Name**

EASTER SEALS ARC

**Street**

4919 Coldwater Rd

**City**

Fort Wayne

**State**

IN

**Zip Code**

46825

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

LIVING LUKES LEGACY

**Street**

3705 South Anthony Blvd

**City**

Fort Wayne

**State**

IN

**Zip Code**

46806

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,000

**Name**

COMMUNITY TRANSPORTATION NETWORK

**Street**

2701 S. Coliseum Blvd Suite 1315

**City**

Fort Wayne

**State**

IN

**Zip Code**

46803

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

11,000

**Name**

NORTHEAST INDIANA PUBLIC RADIO, INC

**Street**

3204 Clairmont Ct

**City**

Fort Wayne

**State**

IN

**Zip Code**

46808

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

CRIME VICTIM CARE OF ALLEN CTY, IN

**Street**

2456 Lake Avenue

**City**

Fort Wayne

**State**

IN

**Zip Code**

46805

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

ERIC A BAADE AND MARY C BAADE CHARITABLE PURPOSES TRUST

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

Recipient(s) paid during the year

Name

FORT WAYNE DANCE COLLECTIONS

Street

437 E Berry St. Suite 203

City

Fort Wayne

State

IN

Zip Code

46802

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,550

Name

FOELLINGER FREIMANN BOTANICAL CONSERVATORY

Street

1100 S Calhoun St

City

Fort Wayne

State

IN

Zip Code

46802

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,500

Name

ARTS UNITED

Street

300 E Main St # 100

City

Fort Wayne

State

IN

Zip Code

46802

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

GREATER FORT WAYNE CHAMBER OF COMMERCE FOUNDATION

Street

826 EWING STREET

City

FORT WAYNE

State

IN

Zip Code

46802

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

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

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	Totals			
									Capital Gains/Losses			
									Gross Sales	Cost, Other Basis and Expenses	Depreciation	Net Gain or Loss
									826,769	763,485	0	63,284
									0	0	0	0
1	X	ABBOTT LABS			4/21/2009		11/17/2012	4,392	3,024			1,368
2	X	AFFILIATED MANAGERS GRO			10/12/2011		2/25/2013	287	175			112
3	X	AFFILIATED MANAGERS GRO			2/8/2010		2/25/2013	1,147	1,175			-28
4	X	AFFILIATED MANAGERS GRO			8/12/2010		2/25/2013	1,720	826			894
5	X	AFFILIATED MANAGERS GRO			8/25/2010		7/11/2013	1,849	757			1,092
6	X	ANHEUSER-BUSCH INBEV SP			9/2/2011		11/16/2012	1,981	1,307			674
7	X	ANHEUSER-BUSCH INBEV SP			9/2/2011		7/11/2013	1,025	599			426
8	X	APPLE INC			12/9/2013		7/11/2013	2,961	3,211			-250
9	X	BERKSHIRE HATHAWAY INC			4/11/2012		7/11/2013	2,431	1,662			769
10	X	BERKSHIRE HATHAWAY INC			2/8/2013		7/11/2013	463	389			74
11	X	CME GROUP INC			12/5/2012		7/11/2013	1,152	804			348
12	X	CYSICAREMARK CORPORATI			4/21/2009		7/11/2013	1,030	500			530
13	X	CHEVRON CORP			6/1/2004		7/11/2013	4,083	1,510			2,573
14	X	CISCO SYSTEMS INC			2/17/2011		7/11/2013	512	373			139
15	X	CISCO SYSTEMS INC			2/17/2011		7/11/2013	1,433	1,044			389
16	X	CISCO SYSTEMS INC			2/17/2011		7/11/2013	588	429			159
17	X	COACH INC			1/9/2013		7/11/2013	1,771	1,748			23
18	X	COMCAST CORP CLASS A			4/21/2009		7/11/2013	1,130	363			767
19	X	CREDIT SUISSE COMM RET S			2/7/2011		12/27/2012	2,618	3,077			-459
20	X	DIAGEO PLC - ADR			4/21/2009		12/27/2012	1,050	416			634
21	X	DIAMOND HILL LONG-SHORT			8/13/2012		12/27/2012	2,083	2,016			67
22	X	DIAMOND HILL LONG-SHORT			25/26/5833		7/11/2013	57,042	42,024			15,018
23	X	WALT DISNEY CO			4/21/2009		7/11/2013	1,317	389			928
24	X	DREYFUS EMG MKT DEBT LO			8/1/2011		2/8/2013	22,769	21,816			953
25	X	ISHARES S&P MIDCAP 400 GF			8/9/2012		12/27/2012	3,618	3,474			144
26	X	ISHARES S&P MIDCAP 400 GF			2/8/2013		7/11/2013	2,698	2,477			221
27	X	ISHARES S&P MIDCAP 400 VA			12/4/2007		12/27/2012	3,231	2,983			248
28	X	ISHARES CORE S&P SMALL-C			2/3/2011		12/27/2012	4,612	4,185			427
29	X	ISHARES CORE S&P SMALL-C			2/3/2011		2/8/2013	30,397	25,248			5,149
30	X	JPMORGAN CHASE & CO			4/21/2009		12/27/2012	953	642			311
31	X	JPMORGAN CHASE & CO			2/8/2013		7/11/2013	2,177	1,888			289
32	X	JPMORGAN CHASE & CO			4/21/2009		7/11/2013	335	175			160
33	X	JOHNSON CONTROLS INC			4/26/2011		7/11/2013	219	242			-23
34	X	JOHNSON CONTROLS INC			4/78/366107		7/11/2013	765	885			-120
35	X	ISHARES S&P MIDCAP 400 VA			2/8/2013		7/11/2013	5,088	4,616			472
36	X	ISHARES S&P MIDCAP 400 VA			4/24/2007		7/11/2013	5,936	4,515			1,421
37	X	MERGER FD SH BEN INT #260			8/13/2012		7/11/2013	1,217	1,208			9
38	X	MERGER FD SH BEN INT #260			8/13/2010		7/11/2013	19,615	19,333			282
39	X	NOVARTIS AG - ADR			4/21/2009		12/27/2012	4,607	2,404			2,203
40	X	RIDGEWORTH SEIX HY BD-1			2/7/2011		12/27/2012	3,038	3,008			30
41	X	RIDGEWORTH SEIX HY BD-1			2/7/2011		2/8/2013	21,674	21,398			276
42	X	SPDR DJ WILSHIRE INTERNA			2/3/2011		11/16/2012	3,125	3,111			14
43	X	SPDR DJ WILSHIRE INTERNA			2/3/2011		12/27/2012	1,889	1,811			78
44	X	JOHNSON CONTROLS INC			3/16/2011		7/11/2013	1,093	1,195			-102
45	X	VANGUARD MSCI EMERGING			2/3/2011		11/16/2012	7,268	8,474			-1,206
46	X	VANGUARD MSCI EMERGING			2/3/2011		12/27/2012	5,882	6,356			-474
47	X	VANGUARD FTSE EMERGING			9/20/2012		7/11/2013	14,777	16,734			-1,957
48	X	VANGUARD REIT VIPER			11/16/2012		12/27/2012	1,891	1,802			89
49	X	VODAFONE GROUP PLC NEW			4/21/2009		11/30/2012	4,159	2,839			1,320
50	X	COOPER INDUSTRIES PLC NE			4/21/2009		11/30/2012	4,841	1,670			3,171
51	X	EATON CORP PLC			2/7/2011		12/17/2012	14	14			0
52	X	DREYFUS EMG MKT DEBT LO			2/7/2011		2/8/2013	15,425	14,392			1,033
53	X	GATEWAY FUND - Y #1986			8/13/2012		7/11/2013	45,832	44,657			1,175
54	X	GATEWAY FUND - Y #1986			2/12/2013		7/11/2013	33,150	32,714			436
55	X	GILEAD SCIENCES INC			12/8/2011		4/22/2013	722	292			430
56	X	GILEAD SCIENCES INC			3/25/2013		7/11/2013	1,732	1,560			172
57	X	GOOGLE INC			8/2/2012		7/11/2013	913	582			331
58	X	GOOGLE INC			6/7/2012		7/11/2013	1,160	999			161
59	X	SCHLUMBERGER LTD			2/3/2011		7/11/2013	1,616	1,863			-247
60	X	SCHLUMBERGER LTD			2/8/2013		7/11/2013	231	235			-4
61	X	TEVA PHARMACEUTICAL IND			8/16/2013		8/19/2013	3,098	3,947			-849
62	X	TEVA PHARMACEUTICAL IND			8/16/2013		8/19/2013	1,906	2,357			-451
63	X	TEVA PHARMACEUTICAL IND			4/12/2011		7/11/2013	2,129	1,341			788
64	X	THERMO FISHER SCIENTIFIC			8/12/2010		7/11/2013	266	134			132
65	X	THERMO FISHER SCIENTIFIC			8/12/2010		9/29/2013	1,520	760			760
66	X	THERMO FISHER SCIENTIFIC			2/8/2013		7/11/2013	1,426	1,192			234
67	X	UNION PACIFIC CORP			2/3/2011		7/11/2013	4,437	2,634			1,803
68	X	UNION PACIFIC CORP			2/3/2011		7/11/2013	4,437	2,634			1,803

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

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	Totals		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	510						Capital Gains/Losses			826,769	763,485	63,284
	Short Term CG Distributions	0						Other Sales			0	0	0
69	X	ISHARES MSCI EAFE	464287465		8/12/2010		2/8/2013	118,918	102,120				14,798
70	X	ISHARES MSCI EAFE	464287465		2/3/2011		2/8/2013	143,751	149,187				-5,436
71	X	ISHARES MSCI EAFE	464287465		2/9/2012		2/8/2013	10,990	10,204				786
72	X	HUSSMAN STRATEGIC GROW	448108100		6/10/2009		12/27/2012	1,864	2,226				-362
73	X	HUSSMAN STRATEGIC GROW	448108100		6/10/2009		2/8/2013	2,957	3,702				-745
74	X	HUSSMAN STRATEGIC GROW	448108100		2/7/2011		2/8/2013	20,186	23,000				-2,814
75	X	HUSSMAN STRATEGIC GROW	448108100		4/28/2011		2/8/2013	2,474	2,881				-407
76	X	HUSSMAN STRATEGIC GROW	448108100		2/13/2012		2/8/2013	12,376	14,101				-1,725
77	X	HUSSMAN STRATEGIC GROW	448108100		11/20/2012		2/8/2013	4,966	5,329				-363
78	X	INTEL CORP	458140100		4/21/2009		6/17/2013	5,772	3,459				2,313
79	X	ISHARES CORE S & P 500 ETF	464287200		2/3/2011		12/27/2012	2,126	1,957				159
80	X	ISHARES CORE S & P 500 ETF	464287200		2/3/2011		7/11/2013	56,008	43,799				12,209
81	X	ISHARES MSCI EAFE	464287465		2/3/2011		11/16/2012	14,443	16,805				-2,362
82	X	ISHARES MSCI EAFE	464287465		2/3/2011		12/27/2012	6,547	7,038				-491
83	X	UNITEDHEALTH GROUP INC	91324P102		4/2/2013		7/11/2013	2,252	2,043				209
84	X	VANGUARD INTERMEDIATE T	921937819		11/16/2012		12/27/2012	1,945	1,991				-46
85	X	VANGUARD INTERMEDIATE T	921937819		2/23/2011		7/11/2013	7,906	7,830				76
86	X	VANGUARD INTERMEDIATE T	921937819		11/16/2012		7/11/2013	1,165	1,267				-102
87	X	VANGUARD INTERMEDIATE T	921937819		4/21/2009		7/11/2013	4,244	3,918				326
88	X	VANGUARD SHORT TERM BO	921937827		2/3/2011		7/11/2013	1,122	1,124				-2
89	X	VANGUARD SHORT TERM BO	921937827		2/23/2011		7/11/2013	14,101	14,148				-47
90	X	VANGUARD SHORT TERM BO	921937827		4/21/2009		7/11/2013	2,804	2,762				42

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

		1,850	0	0	1,850
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,850			1,850

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

		643	643	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX PAID	643	643		

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

		7	7	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	7	7		

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	INVESTMENTS-CORPORATE STOCK		1,000,932	189,374	1,151,548	297,646

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

		194,813		0		199,461		0
Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	
1	Corporate Bonds			194,813		199,461		

**Part II, Line 13 (990-PF) - Investments - Other**

		0		1,447,283		1,662,923	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1	OTHER INVESTMENTS			1,447,283	1,662,923		



**Part II, Line 15 (990-PF) - Other Assets**

		414,824	0	0
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Other Assets	414,824		

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

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

1	FEDERAL EXCISE TAX REFUND	1	650
2	COST BASIS ADJUSTMENT	2	920
3	Total	3	1,570

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	1,079
2	Total	2	1,079

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Long Term CG Distributions 510

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

Long Term CG Distributions		828,259		763,485		62,774		0		0		62,774	
Short Term CG Distributions		0		0		0		0		0		0	
Amount	510												
		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	FMV 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	
85	VANGUARD INTERMEDIATE TERM B	CUSIP # 921937819	2/23/2012	7/11/2013	7,908			7,830	76	0	0	8	
86	VANGUARD INTERMEDIATE TERM B	921937819	1/15/2012	7/11/2013	1,165			1,267	-102	0	0	-102	
87	VANGUARD INTERMEDIATE TERM B	921937819	4/21/2009	7/11/2013	4,244			3,918	326	0	0	326	
88	VANGUARD SHORT TERM BOND ETF	921937827	2/25/2011	7/11/2013	1,122			1,124	-2	0	0	-2	
89	VANGUARD SHORT TERM BOND ETF	921937827	2/23/2011	7/11/2013	14,101			14,148	-47	0	0	-47	
90	VANGUARD SHORT TERM BOND ETF	921937827	4/21/2009	7/11/2013	2,804			2,762	42	0	0	42	

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	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D400D-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	28,243		0
1												
2												
										28,243	0	0

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

	Date	Amount
1 Credit from prior year return . . . . .	1	560
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	560

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	73,125
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	73,125

NAME ERIC A BAADE AND MARY C BAADE  
 FYE 9  
 EIN 35-6713433

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
10734200	Invest - Corp Stock	35-6713433	001055102	AFLAC INC	7,066 86	114 00	4,333 14
10734200	Invest - Corp Stock	35-6713433	008252108	AFFILIATED MANAGERS GROUP, INC COM	6,575 04	36 00	2,478 59
10734200	Invest - Corp Stock	35-6713433	037411105	APACHE CORP	6,726 06	79 00	7,293 44
10734200	Invest - Corp Stock	35-6713433	037833100	APPLE INC	12,395 50	26 00	3,130 38
10734200	Invest - Corp Stock	35-6713433	071813109	BAXTER INTL INC	3,941 40	60 00	4,288 70
10734200	Invest - Corp Stock	35-6713433	097023105	BOEING CO	7,755 00	66 00	4,574 22
10734200	Invest - Corp Stock	35-6713433	126650100	CVS/CAREMARK CORPORATION	6,356 00	112 00	3,292 80
10734200	Invest - Corp Stock	35-6713433	14040H105	CAPITAL ONE FINANCIAL CORP	6,874 00	100 00	1,261 99
10734200	Invest - Corp Stock	35-6713433	17275R102	CISCO SYSTEMS INC	8,669 47	370 00	6,328 69
10734200	Invest - Corp Stock	35-6713433	25243Q205	DIAGEO PLC - ADR	6,354 00	50 00	2,309 49
10734200	Invest - Corp Stock	35-6713433	254687106	WALT DISNEY CO	9,028 60	140 00	2,720 19
10734200	Invest - Corp Stock	35-6713433	268648102	E M C CORP MASS	4,958 64	194 00	3,635 33
10734200	Invest - Corp Stock	35-6713433	375558103	GILEAD SCIENCES INC	7,544 40	120 00	2,337 54
10734200	Invest - Corp Stock	35-6713433	459200101	INTERNATIONAL BUSINESS MACHS CORP	5,370 22	29 00	5,908 30
10734200	Invest - Corp Stock	35-6713433	478366107	JOHNSON CONTROLS INC	8,673 50	209 00	7,240 52
10734200	Invest - Other	35-6713433	589509108	MERGER FD SH BEN INT #260	38,535 39	2,381 67	37,573 32
10734200	Invest - Corp Stock	35-6713433	594918104	MICROSOFT CORP	5,591 04	168 00	3,133 20
10734200	Invest - Corp Stock	35-6713433	641069406	NESTLE S A REGISTERED SHARES - ADR	6,612 00	95 00	3,039 05
10734200	Invest - Corp Stock	35-6713433	68389X105	ORACLE CORPORATION	6,036 94	182 00	4,193 09
10734200	Invest - Corp Stock	35-6713433	806857108	SCHLUMBERGER LTD	7,952 40	90 00	5,724 20
10734200	Invest - Corp Stock	35-6713433	872540109	TIJ COS INC NEW	7,443 48	132 00	3,436 75
10734200	Invest - Corp Stock	35-6713433	883556102	THERMO FISHER SCIENTIFIC INC	4,791 80	52 00	2,323 36
10734200	Invest - Corp Stock	35-6713433	89151E109	TOTAL S A - ADR	6,487 04	112 00	5,055 57
10734200	Invest - Corp Stock	35-6713433	907818108	UNION PACIFIC CORP	8,388 36	54 00	4,069 85
10734200	Invest - Corp Stock	35-6713433	58155Q103	MCKESSON CORP	7,056 50	55 00	5,215 40
10734200	Invest - Corp Stock	35-6713433	38141G104	GOLDMAN SACHS GROUP INC	5,537 35	35 00	5,698 53
10734200	Invest - Corp Stock	35-6713433	404280406	HSBC - ADR	3,906 72	72 00	3,928 56
10734200	Invest - Corp Stock	35-6713433	911312106	UNITED PARCEL SERVICE-CL B	6,121 79	67 00	4,376 86
10734200	Invest - Corp Stock	35-6713433	87612E106	TARGET CORP	7,869 54	123 00	7,148 65
10734200	Invest - Corp Stock	35-6713433	91324P102	UNITEDHEALTH GROUP INC	9,166 08	128 00	4,334 29
10734200	Invest - Corp Stock	35-6713433	189754104	COACH INC	5,616 59	103 00	5,639 32
10734200	Invest - Corp Stock	35-6713433	088606108	BHP BILLITON LIMITED - ADR	4,056 50	61 00	5,805 33
10734200	Invest - Other	35-6713433	464287804	ISHARES CORE S&P SMALL-CAP E	147,005 40	1,473 00	80,167 14
10734200	Invest - Corp Stock	35-6713433	46625H100	JPMORGAN CHASE & CO	8,580 54	166 00	4,840 55
10734200	Invest - Corp Stock	35-6713433	902973304	US BANCORP DEL NEW	7,389 16	202 00	5,413 06
10734200	Invest - Other	35-6713433	464287705	ISHARES S&P MID-CAP 400 VALUE	69,996 96	648 00	47,421 40
10734200	Invest - Other	35-6713433	464287200	ISHARES CORE S & P 500 ETF	45,940 80	272 00	35,668 67
10734200	Invest - Corp Stock	35-6713433	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	6,844 80	69 00	3,757 50
10734200	Invest - Other	35-6713433	464287606	ISHARES S&P MID-CAP 400 GROWTH	106,419 15	765 00	67,304 44
10734200	Invest - Corp Stock	35-6713433	166764100	CHEVRON CORP	5,953 50	49 00	2,241 50
10734200	Invest - Other	35-6713433	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	95,958 25	6,781 50	97,075 73
10734200	Invest - Corp Stock	35-6713433	88579Y101	3M CO	8,000 47	67 00	5,419 63
10734200	Invest - Corp Stock	35-6713433	084670702	BERKSHIRE HATHAWAY INC	10,102 39	89 00	6,916 64
10734200	Invest - Corp Stock	35-6713433	20030N101	COMCAST CORP CLASS A	8,256 04	183 00	2,554 68
10734200	Invest - Other	35-6713433	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	76,978 19	6,728 86	77,516 50
10734200	Invest - Corp Stock	35-6713433	38259P508	GOOGLE INC	7,883 19	9 00	5,443 04
10734200	Invest - Other	35-6713433	922908553	VANGUARD REIT VIPER	74,672 06	1,129 00	30,950 87
10734200	Invest - Other	35-6713433	00203H859	AQR MANAGED FUTURES STR-I #15213	36,684 73	3,683 21	37,568 70
10734200	Invest - Corp Stock	35-6713433	150870103	CELANESE CORP	5,384 58	102 00	4,386 29
10734200	Invest - Other	35-6713433	922042858	VANGUARD FTSE EMERGING MARKETS ETF	258,188 45	6,433 00	254,828 97
10734200	Invest - Corp Stock	35-6713433	611740101	MONSTER BEVERAGE CORP	4,336 75	83 00	3,804 66
10734200	Invest - Corp Stock	35-6713433	G29183103	EATON CORP PLC	6,677 48	97 00	5,011 79
10734200	Invest - Other	35-6713433	921937827	VANGUARD SHORT TERM BOND ETF	13,261 05	165 00	13,018 50
10734200	Invest - Corp Stock	35-6713433	12572Q105	CME GROUP INC	7,314 12	99 00	5,328 86
10734200	Invest - Other	35-6713433	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	78,951 62	1,874 00	57,595 70
10734200	Invest - Other	35-6713433	921937819	VANGUARD INTERMEDIATE TERM B	5,761 50	69 00	5,300 58
10734200	Invest - Other	35-6713433	921943858	VANGUARD FTSE DEVELOPED ETF	278,405 72	7,034 00	255,677 46
10734200	Invest - Other	35-6713433	74925K581	ROBECO BP LNG/SHRT RES-INS	97,990 04	7,231 74	96,182 10
10734200	Invest - Other	35-6713433	40428X222	HSBC FRONTIER MARKETS-I	19,354 89	1,502 71	19,415 00
10734200	Invest - Other	35-6713433	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	48,858 71	2,298 15	37,783 47
10734200	Invest - Other	35-6713433	76628T645	RIDGECORP SEIX HY BD-I #5855	56,689 60	5,686 02	56,851 05
10734200	Invest - Other	35-6713433	22544R305	CREDIT SUISSE COMM RET ST-I #2156	113,270 19	15,516 47	139,383 04
TOTAL OTHER INVESTMENTS					\$ 1,960,569		\$ 1,636,656
10734200	Cash	35-6713433					
10734200	Savings & Temp Inv	35-6713433	VP0528308	FEDERATED TREAS OBL FD 68	35,552 75		35,552 75
TOTAL SAVINGS & TEMP INV					\$ 35,553		\$ 35,553
TOTAL					\$ 1,996,121		\$ 1,672,209