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 NOV 1, 2012 **, and ending** OCT 31, 2013

Name of foundation
Redco Foundation, Inc.

A Employer identification number
01-0546160

Number and street (or P O box number if mail is not delivered to street address): c/o Baker Newman & Noyes - PO Box 507
Room/suite:

B Telephone number
207-879-2100

City or town, state, and ZIP code
Portland, ME 04112

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)* ▶$ 3,856,145.

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))	(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	217,500.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	9.	9.		
4	Dividends and interest from securities	89,454.	89,454.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	120,865.			
b	Gross sales price for all assets on line 6a 3,735,181.				
7	Capital gain net income (from Part IV, line 2)		120,865.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	427,828.	210,328.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 1	250.	0.		250.
b	Accounting fees				
c	Other professional fees Stmt 2	16,240.	16,240.		0.
17	Interest				
18	Taxes Stmt 3	2,996.	166.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 4	35.	0.		35.
24	**Total operating and administrative expenses.** Add lines 13 through 23	19,521.	16,406.		285.
25	Contributions, gifts, grants paid	1,093,000.			1,093,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,112,521.	16,406.		1,093,285.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<684,693.>			
b	**Net investment income** (if negative, enter -0-)		193,922.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	127,867.	130,519.	130,519.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock Stmt 5	2,142,640.	2,229,108.	2,939,579.
	c	Investments - corporate bonds Stmt 6	1,494,434.	730,324.	774,778.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	20,000.	10,297.	11,269.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,784,941.	3,100,248.	3,856,145.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,784,941.	3,100,248.	
	30	**Total net assets or fund balances**	3,784,941.	3,100,248.	
	31	**Total liabilities and net assets/fund balances**	3,784,941.	3,100,248.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,784,941.
2	Enter amount from Part I, line 27a	2	<684,693.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,100,248.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,100,248.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly Traded Securities			
b	Capital Gains Dividends			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,718,271.		3,614,316.	103,955.
b	16,910.			16,910.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				103,955.
b				16,910.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	120,865.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,043,350.	4,446,282.	.234657
2010	53,979.	4,746,600.	.011372
2009	53,547.	4,533,953.	.011810
2008	1,388,008.	4,807,030.	.288745
2007	78,285.	3,772,335.	.020752

2 Total of line 1, column (d)	2	.567336
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	.113467
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,152,095.
5 Multiply line 4 by line 3	5	471,126.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,939.
7 Add lines 5 and 6	7	473,065.
8 Enter qualifying distributions from Part XII, line 4	8	1,093,285.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,939.
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	1,939.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,939.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,000.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,061.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		1,061.	**Refunded** ▶ 11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ME			
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

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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 ▶ Baker Newman Noyes Telephone no ▶207-879-2100

Located at ▶PO Box 507, Portland, ME ZIP+4 ▶04112

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

			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)? N/A	1b		
	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 ▶ ______ , ______ , ______ , ______

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ______ , ______ , ______ , ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to.				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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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	3,979,860.
b	Average of monthly cash balances			1b	235,465.
c	Fair market value of all other assets			1c	
d	Total (add lines 1a, b, and c)			1d	4,215,325.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	4,215,325.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	63,230.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,152,095.
6	**Minimum investment return.** Enter 5% of line 5			6	207,605.

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	207,605.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,939.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,939.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	205,666.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	205,666.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	205,666.

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	1,093,285.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,093,285.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,939.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,091,346.

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

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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					205,666.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008	666,323.				
c From 2009					
d From 2010					
e From 2011	826,926.				
f Total of lines 3a through e		1,493,249.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,093,285.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					205,666.
e Remaining amount distributed out of corpus		887,619.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,380,868.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,380,868.			
10 Analysis of line 9					
a Excess from 2008	666,323.				
b Excess from 2009					
c Excess from 2010					
d Excess from 2011	826,926.				
e Excess from 2012	887,619.				

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

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

1 Information Regarding Foundation Managers:

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

Richard Bresnahan

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Midcoast Recreation Center 535 West Street Rockport, ME 04856	None	Public	STEP program	26,000.
Partners for Enrichment 9 Grassow Loop Hope, ME 04847	None	Public	general operating support	12,000.
Penbay Healthcare Foundation 22 White Street Rockland, ME 04841	None	Public	capital campaign	1,000,000.
Penobscot Bay YMCA P.O. Box 840 Rockport, ME 04856	None	Public	annual campaign	5,000.
Ragged Mountain Recreation Area Foundation P.O. Box 438 Camden, ME 048430438	None	Public	general operating support	50,000.
Total			▶ 3a	1,093,000.
b Approved for future payment None				
Total			▶ 3b	0.

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Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9.	
4 Dividends and interest from securities			14	89,454.	
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	120,865.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		210,328.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . 13 210,328.

(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)

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
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Richard A Bresnahan | 2/9/14 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Nicholas E. Porto		2/4/14		P01310283

Firm's name ▶ BAKER NEWMAN & NOYES

Firm's EIN ▶ 01-0494526

Firm's address ▶ P.O. BOX 507
PORTLAND, ME 04112

Phone no (207)879-2100

Form **990-PF** (2012)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
Redco Foundation, Inc.	01-0546160

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization	Employer identification number
Redco Foundation, Inc.	01-0546160

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Richard and Ann Bresnahan c/o Baker Newman Noyes, P.O. Box 507 Portland, ME 04112	$ 217,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Redco Foundation, Inc.	01-0546160

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
Redco Foundation, Inc.	01-0546160

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once.) ▶ $________

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF Legal Fees Statement 1

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	250.	0.		250.
To Fm 990-PF, Pg 1, ln 16a	250.	0.		250.

Form 990-PF Other Professional Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	16,240.	16,240.		0.
To Form 990-PF, Pg 1, ln 16c	16,240.	16,240.		0.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes paid	166.	166.		0.
Excise taxes paid	2,830.	0.		0.
To Form 990-PF, Pg 1, ln 18	2,996.	166.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous	35.	0.		35.
To Form 990-PF, Pg 1, ln 23	35.	0.		35.

Form 990-PF Corporate Stock Statement 5

Description	Book Value	Fair Market Value
Equities - See Statement 9	2,229,108.	2,939,579.
Total to Form 990-PF, Part II, line 10b	2,229,108.	2,939,579.

Form 990-PF Corporate Bonds Statement 6

Description	Book Value	Fair Market Value
Fixed Income - See Statement 9	730,324.	774,778.
Total to Form 990-PF, Part II, line 10c	730,324.	774,778.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
Alternative Investments - See Statement 9	COST	10,297.	11,269.
Total to Form 990-PF, Part II, line 13		10,297.	11,269.

Form 990-PF

Part VIII - List of Officers, Directors Trustees and Foundation Managers

Statement 8

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Richard A. Bresnahan PO Box 507 Portland, ME 04112	Director, President 1.00	0.	0.	0.
James H. Young II PO Box 507 Portland, ME 04112	Director, Secretary, Clerk 1.00	0.	0.	0.
Richard M. Bresnahan PO Box 507 Portland, ME 04112	Director, Vice President, 1.00	0.	0.	0.
Elizabeth W. Bresnahan PO Box 507 Portland, ME 04112	Director 1.00	0.	0.	0.
David H. Bresnahan PO Box 507 Portland, ME 04112	Director 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Schwab One® Account of	Account Number	Statement Period
REDCO FOUNDATION INC	**7352-6041**	**October 1-31, 2013**

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0 29	0 00	5.20
Cash Dividends	0.00	734.10	0 00	16,219 88
Corporate Bond and Other Interest	0 00	1,907 50	0.00	25,901 53
Total Income	**0.00**	**2,641.89**	**0.00**	**42,126.61**

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	**Market Value**
Cash	172 25
Total Cash	**172.25**

Money Market Funds [Sweep]	**Quantity**	**Market Price**	**Market Value**	**Current Yield**
SCHWAB GOVT MONEY FUND SWGXX	20,329.9100	1.0000	20,329 91	0 01%
Total Money Market Funds [Sweep]			**20,329.91**	
Total Cash & Money Market [Sweep]			**20,502.16**	

Investment Detail - Fixed Income

Corporate Bonds	**Par**	**Market Price**	**Market Value**
AMGEN INC. 5.7%19 DUE 02/01/19 CUSIP· 031162AZ3 MOODY'S Baa1 S&P: A	70,000.0000	115 6750	80,972 50 ***Accrued Interest: 997.50***

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
ECOLAB INC. 4.875%15	30,000.0000	105 1832	31,554 96
DUE 02/15/15			
CUSIP. 278865AH3			
MOODY'S Baa1 S&P. BBB+			*Accrued Interest: 308.75*
METLIFE INC. 5%15	50,000.0000	106.8106	53,405 30
DUE 06/15/15			
CUSIP 59156RAN8			
MOODY'S A3 S&P A-			*Accrued Interest: 944.44*
PEPSICO INC. 7.9%18	50,000.0000	127.8307	63,915 35
DUE 11/01/18			
CUSIP 713448BJ6			
MOODY'S A1 S&P. A-			*Accrued Interest: 1,975.00*
ROYAL BK SCOTLND 5%13F	50,000 0000	100.0353	50,017 65
DUE 11/12/13			
ROYAL BK SCOTLND			
CUSIP· 780097AN1			
MOODY'S Ba3 S&P BB+			*Accrued Interest: 1,173.61*
VERIZON COMMS 5.55%16	70,000.0000	109 8823	76,917 61
DUE 02/15/16			
CUSIP 92343VAC8			
MOODY'S· A3 S&P BBB+			*Accrued Interest: 820.17*
WELLS FARGO BANK 5.25%14	100,000.0000	103.4076	103,407 60
DUE 08/01/14			
CUSIP· 929903AJ1			
MOODY'S A3 S&P· A			*Accrued Interest: 1,312.50*

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
WYETH LLC **5.45%17** DUE 04/01/17 CUSIP· 983024AM2 MOODY'S. A1 S&P. AA	70,000.0000	114 2502	79,975 14 ***Accrued Interest: 317.92***
Total Corporate Bonds	**490,000.0000**		**540,166.11**
			Total Accrued Interest for Corporate Bonds: 7,849.89
Total Fixed Income	**490,000.0000**		**540,166.11**

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment.

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value
AMERICAN EXPRESS COMPANY SYMBOL AXP	675 0000	81.8000	55,215 00 ***Accrued Dividend: 155.25***
AMPHENOL CORP CL A SYMBOL APH	300.0000	80 2900	24,087 00
APACHE CORP SYMBOL APA	300.0000	88.8000	26,640.00 ***Accrued Dividend: 60.00***
APPLE INC SYMBOL AAPL	150 0000	522 7020	78,405 30
BARD C R INCORPORATED SYMBOL BCR	400.0000	136.2200	54,488 00 ***Accrued Dividend: 84.00***

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
BORG WARNER INC SYMBOL BWA	500 0000	103.1300	51,565 00
COGNIZANT TECH SOL CL A SYMBOL CTSH	600 0000	86.9300	52,158.00
COLGATE-PALMOLIVE CO SYMBOL CL	670.0000	64 7300	43,369 10 *Accrued Dividend: 227.80*
COVIDIEN PLC NEW F SYMBOL· COV	650 0000	64 1100	41,671.50
DANAHER CORP DEL SYMBOL DHR	550 0000	72.0900	39,649 50
DRESSER RAND GROUP INC SYMBOL. DRC	600.0000	60.7700	36,462 00
EBAY INC SYMBOL EBAY	700.0000	52 7100	36,897.00
EXXON MOBIL CORPORATION SYMBOL XOM	600 0000	89 6200	53,772 00
FASTENAL CO SYMBOL FAST	1,000 0000	49.8300	49,830 00 *Accrued Dividend: 250.00*
GOOGLE INC CLASS A SYMBOL. GOOG	25.0000	1,030.5800	25,764 50
HOLOGIC INC SYMBOL HOLX	2,000 0000	22 3750	44,750 00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
JOHNSON & JOHNSON SYMBOL JNJ	414 0000	92 6100	38,340 54
MC DONALDS CORP SYMBOL: MCD	300.0000	96 5200	28,956 00
METTLER TOLEDO INTL INCF SYMBOL: MTD	200.0000	247 4600	49,492.00
NATIONAL OILWELL VARCO SYMBOL· NOV	300.0000	81.1800	24,354.00
NOVO-NORDISK A-S ADR F 1 ADR REP 1 ORD SYMBOL NVO	200 0000	166 6700	33,334 00
PEPSICO INCORPORATED SYMBOL: PEP	350.0000	84 0900	29,431 50
PERRIGO CO SYMBOL· PRGO	350 0000	137 8900	48,261 50
PHILLIPS 66 SYMBOL PSX	425 0000	64 4300	27,382 75
PRAXAIR INC SYMBOL· PX	300 0000	124 7100	37,413 00
PRECISION CASTPARTS CORP SYMBOL PCP	225 0000	253 4500	57,026 25
QUALCOMM INC SYMBOL QCOM	600.0000	69 4900	41,694 00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	**Quantity**	**Market Price**	**Market Value**
ROPER INDUSTRIES INC SYMBOL ROP	200 0000	126.8100	25,362 00
ROWE T PRICE GROUP INC SYMBOL TROW	500 0000	77 4100	38,705 00
SANDISK CORP SYMBOL. SNDK	1,000 0000	69 4950	69,495 00
SCHEIN HENRY INC SYMBOL: HSIC	700.0000	112.4300	78,701.00
STARBUCKS CORP SYMBOL SBUX	700.0000	81 0500	56,735 00
STERICYCLE INC SYMBOL SRCL	250 0000	116 2000	29,050 00
STRYKER CORP SYMBOL· SYK	650 0000	73.8600	48,009 00
T J X COS INC SYMBOL TJX	900.0000	60.7900	54,711 00
U S BANCORP DEL NEW SYMBOL USB	1,120.0000	37.3600	41,843 20
UNILEVER PLC ADR NEW F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL· UL	1,000 0000	40 5900	40,590 00
UNION PACIFIC CORP SYMBOL UNP	250 0000	151.4000	37,850.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Redco Foundation, Inc.
01-0546160

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
WASTE CONNECTIONS INC SYMBOL WCN	975.0000	42 7400	41,671 50
WELLS FARGO & CO NEW SYMBOL· WFC	1,025 0000	42 6900	43,757 25
Total Equities	22,654.0000		1,736,889.39

Total Accrued Dividend for Equities: 777.05

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value
DODGE & COX INTL STOCK ◊ FUND SYMBOL. DODFX	1,689.6840	42 4200	71,676 40
HARDING LOEVNER EMERGING ◊ MARKETS ADV CL SYMBOL HLEMX	1,902 0820	50.7600	96,549.68
OPPENHEIMER DEVELOPING ◊ MKTS FD CL A SYMBOL· ODMAX	3,462.1800	38 2000	132,255 28
Total Equity Funds	7,053.9460		300,481.36

Total Mutual Funds	7,053.9460		300,481.36

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Statement 9

Investment Detail - Total

Total Investment Detail	**2,598,039.02**
Total Account Value	**2,598,039.02**

Transaction Detail - Deposits & Withdrawals

Transaction Date	Process Date	Activity	Description	Location	Credit/(Debit)
10/16/13	10/16/13	Funds Paid	SCHWAB ONE CHECK 000205		(6,000 00)
Total Deposits & Withdrawals					**(6,000.00)**

The total deposits activity for the statement period was $0 00 The total withdrawals activity for the statement period was $6,000 00

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
10/01/13	10/01/13	Qualified Dividend	UNION PACIFIC CORP: UNP	197.50
10/01/13	10/01/13	Bond Interest	WYETH 5.45%17. 983024AM2	1,907.50
10/02/13	10/02/13	Qualified Dividend	AMPHENOL CORP CL A: APH	60.00
10/15/13	10/15/13	Dividend	SCHWAB GOVT MONEY FUND SWGXX	0.29
10/15/13	10/15/13	Qualified Dividend	U S BANCORP DEL NEW. USB	257 60
10/25/13	10/25/13	Qualified Dividend	DANAHER CORP DEL· DHR	13 75
10/25/13	10/25/13	Qualified Dividend	ROPER INDUSTRIES INC: ROP	33 00
10/31/13	10/31/13	Qualified Dividend	STRYKER CORP. SYK	172 25
Total Dividends & Interest				**2,641.89**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
110,015 08	CRA (BNY Mellon, N A , Member FDIC) (Principal Holding)	$ 110,015 08	$ 110,015 08		$ 0 00	0.0%	8 7%
	Principal Cash	-389,801 89					
	Income Cash	389,801 89					
Total cash and cash equivalents		$ 110,015 08	$ 110,015 08	$ 0 00	$ 0 00		8 7%

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,247 121	BNY Mellon Corporate Bond Fund	$ 12 6900	$ 15,825.97	$ 16,162.69	$ -336 72	$ 482 64	3 1%	1.3%
2,568 119	BNY Mellon Intermediate Bond Fund	12 8500	33,000 33	31,818 99	1,181 34	747 32	2 3	2 6
11,186.932	BNY Mellon Bond Fund	13 0500	145,989 46	145,877 59	111 87	4,374 09	3 0	11.6
Total taxable pooled vehicle			$ 194,815 76	$ 193,859 27	$ 956 49	$ 5,604.05		15 5%
Total taxable fixed income			$ 194,815.76	$ 193,859.27	$ 956 49	$ 5,604 05		15 5%

High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,191.607	Dreyfus High Yield Fund	$ 6 7500	$ 21,543 35	$ 21,351 85	$ 191 50	$ 1,401.12	6 5%	1 7%
Total high yield pooled vehicle			$ 21,543 35	$ 21,351.85	$ 191 50	$ 1,401 12		1 7%
Total high yield fixed income			$ 21,543.35	$ 21,351 85	$ 191 50	$ 1,401 12		1 7%

Emerging markets

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
631 6	Dreyfus Emerging Markets Debt Local Currency Fund	$ 14 3900	$ 9,088.72	$ 9,783 49	$ -694 77	$ 387 80	4 3%	0 7%
1,074.333	Tcw Emerging Markets Income Fund-I	8 5300	9,164 06	10,023 53	-859.47	558 65	6.1	0 7
Total emerging markets pooled vehicle			$ 18,252 78	$ 19,807.02	$ -1,554 24	$ 946 45		1 5%
Total emerging markets fixed income			$ 18,252 78	$ 19,807 02	$ -1,554.24	$ 946.45		1.5%
Total fixed income			$ 234,611.89	$ 235,018 14	$ -406 25	$ 7,951 62		18.6%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
16	Actavis PLC (ACT)	$ 154 5800	$ 2,473 28	$ 2,304 16	$ 169 12	$ 0.00	0 0%	0.2%
40	Aon PLC (AON)	79 0900	3,163.60	3,012.19	151.41	28.00	0.9	0 3
30	Accenture PLC (ACN)	73 5000	2,205 00	2,306.57	-101.57	55.80	2 5	0 2
30	Covidien PLC (COV)	64 1100	1,923 30	1,822 99	100 31	38 40	2 0	0 2
45	Eaton Corp PLC (ETN)	70 5600	3,175 20	2,324 47	850 73	75 60	2 4	0 3
40	Ingersoll-Rand PLC (IR)	67 5300	2,701 20	2,628 35	72 85	33 60	1 2	0 2
90	Invesco Limited (IVZ)	33 7500	3,037 50	2,880.44	157 06	81.00	2.7	0.2
90	Avago Technologies (AVGO)	45 4300	4,088 70	3,831.87	256 83	82.80	2 0	0 3
60	Adobe Systems Inc (ADBE)	54 2200	3,253 20	3,140 65	112 55	0 00	0 0	0.3
860	Alcatel-Lucent (ALU) Sponsored ADR	3 8300	3,293.80	3,373.16	-79.36	0 00	0.0	0.3
24	Alliance Data Sys Corp (ADS)	237.0600	5,689 44	837.60	4,851 84	0 00	0 0	0 5
8	Amazon.Com Inc (AMZN)	364.0300	2,912.24	1,608.18	1,304.06	0 00	0 0	0.2
80	American Express Company (AXP)	81 8000	6,544 00	3,317.83	3,226 17	73 60	1.1	0 5
90	American International Group Inc (AIG)	51 6500	4,648 50	3,042 12	1,606 38	36 00	0 8	0 4

Equities

U S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50	Ameriprise Financial Inc (AMP)	100 5400	5,027 00	889 89	4,137 11	104 00	2 1	0 4
36	Amgen Inc (AMGN)	116 1400	4,181 04	4,085 20	95 84	67.68	1 6	0.3
30	Anadarko Petroleum Corp (APC)	95.2900	2,858.70	1,276.09	1,582 61	21 60	0 8	0 2
20	Apple Inc (AAPL)	522.7020	10,454 04	3,578 20	6,875 84	244.00	2.3	0 8
80	Beam Inc (BEAM)	67 3000	5,384 00	4,727.17	656.83	72.00	1.3	0 4
50	Bristol-Myers Squibb Company (BMY)	52.5200	2,626 00	2,308 34	317 66	70 00	2 7	0 2
110	C B S Corp (CBS) Class B	59.1400	6,505 40	2,952 28	3,553.12	52 80	0 8	0.5
50	CIGNA Corp (CI)	76.9800	3,849.00	1,220.55	2,628.45	2 00	0 1	0.3
50	Capital One Financial Corporation (COF)	68.6700	3,433.50	1,979 51	1,453.99	60 00	1.8	0 3
20	Caterpillar Inc (CAT)	83 3600	1,667.20	1,675 25	-8 05	48.00	2.9	0 1
30	Celanese Corp (CE) Series A	56 0100	1,680 30	1,574.42	105.88	21.60	1.3	0 1
80	Centerpoint Energy Inc (CNP)	24.6000	1,968.00	1,927 79	40 21	66 40	3 4	0 2
25	Chevron Corporation (CVX)	119.9600	2,999.00	3,065.69	-66.69	100 00	3 3	0.2
40	Coca - Cola Co (KO)	39 5700	1,582 80	1,529 48	53 32	44 80	2 8	0 1
60	Comcast Corp Cl A (CMCSA)	47 6000	2,856 00	2,712.67	143.33	46 80	1 6	0 2
18	Costco Whsl Corp New (COST)	118 0000	2,124 00	2,060.85	63 15	22 32	1 1	0 2
50	Danaher Corp (DHR)	72 0900	3,604.50	2,228 89	1,375 61	5 00	0 1	0 3
100	The Walt Disney Company (DIS)	68 5900	6,859.00	4,588.76	2,270.24	75 00	1 1	0 6
30	Dover Corp (DOV)	91 7900	2,753 70	2,691.01	62.69	45 00	1 6	0 2
110	E M C Corp Mass (EMC)	24 0710	2,647 81	1,507 98	1,139 83	44 00	1 7	0 2
18	E O G Res Inc (EOG)	178 4000	3,211.20	1,852 05	1,359 15	13 50	0 4	0 3
60	Express Scripts Holdings, Inc. (ESRX)	62 5200	3,751 20	3,546.72	204 48	0.00	0.0	0 3
70	Exxon Mobil Corp (XOM)	89 6200	6,273 40	5,226.00	1,047 40	176 40	2.8	0 5
70	Facebook Inc. (FB)	50 2050	3,514 35	2,195.68	1,318.67	0 00	0.0	0 3
20	Family Dlr Stores Inc (FDO)	68 8800	1,377 60	1,456 67	-79.07	20 80	1 5	0 1

Equities

U.S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
40	Freeport McMoran Copper & Gold Inc (FCX)	36 7600	1,470 40	1,338 29	132 11	50 00	3 4	0 1
210	General Electric Company (GE)	26 1400	5,489 40	3,532 86	1,956.54	159 60	2.9	0 4
40	Gilead Sciences Inc (GILD)	71 1750	2,847 00	2,515 02	331 98	0 00	0 0	0 2
50	Glaxo Smithkline PLC Spons ADR (GSK)	52 6300	2,631 50	2,526.49	105.01	120.45	4.6	0 2
8	Google Inc (GOOG)	1,030 5800	8,244 64	7,302.34	942.30	0.00	0.0	0 7
50	Halliburton Co (HAL)	53 0300	2,651.50	2,412 22	239 28	25 00	0.9	0 2
40	Harley Davidson Inc (HOG)	64 0400	2,561 60	2,585.06	-23.46	33 60	1 3	0 2
30	Home Depot Inc (HD)	77.8900	2,336.70	2,277.74	58.96	46 80	2 0	0 2
30	Honeywell Intl Inc (HON)	86 7300	2,601 90	2,505 69	96 21	54 00	2.1	0 2
16	Intercontinentalexchange Inc (ICE)	192.7300	3,083 68	1,977 74	1,105 94	0 00	0 0	0 3
140	JP Morgan Chase & Co (JPM)	51.5400	7,215.60	5,816.23	1,399.37	212.80	3 0	0.6
60	Johnson & Johnson (JNJ)	92 6100	5,556.60	3,931.22	1,625.38	158.40	2.9	0 4
40	Johnson Controls Inc (JCI)	46 1500	1,846.00	1,704 07	141 93	30 40	1.7	0 2
20	K L A - Tencor Corp (KLAC)	65 6000	1,312 00	1,284.04	27 96	36 00	2 7	0.1
30	Las Vegas Sands Corp (LVS)	70 2200	2,106 60	1,983 50	123 10	42.00	2 0	0 2
60	Marathon Oil Corp (MRO)	35 2600	2,115 60	2,093.71	21 89	45 60	2 2	0 2
30	McKesson Corporation (MCK)	156 3400	4,690 20	1,310 07	3,380 13	28 80	0 6	0 4
80	Merck & Co Inc (MRK)	45 0900	3,607 20	1,583.78	2,023 42	137 60	3 8	0 3
60	Metlife Inc (MET)	47 3100	2,838 60	2,841 13	-2 53	66 00	2 3	0 2
60	Mondelez International (MDLZ)	33 6500	2,019 00	1,906.68	112 32	33 60	1 7	0 2
70	National Oilwell Varco Inc. (NOV)	81.1800	5,682.60	5,016.07	666.53	72.80	1.3	0 5
90	Nextera Energy Inc (NEE)	84.7500	7,627 50	4,913 14	2,714.36	237.60	3 1	0 6
40	Nucor Corp (NUE)	51 7700	2,070 80	1,940 15	130 65	58 80	2 8	0 2
50	Occidental Petroleum Corp (OXY)	96 0800	4,804 00	3,209.55	1,594 45	128 00	2.7	0 4
30	Ocwen Financial Corporation (OCN)	56 2300	1,686 90	1,702.75	-15.85	0 00	0 0	0.1
110	Oracle Corp (ORCL)	33 5000	3,685 00	2,230 07	1,454.93	52 80	1 4	0 3

Equities

U S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
30	PNC Financial Services Group (PNC)	73.5300	2,205 90	2,182.04	23.86	52 80	2.4	0 2
17	P V H Corp (PVH)	124 5700	2,117 69	1,250.19	867 50	2 55	0.1	0 2
140	Pepsico Inc (PEP)	84.0900	11,772 60	9,127.41	2,645 19	317.80	2.7	0.9
410	Pfizer Inc (PFE)	30.6850	12,580 85	6,008.81	6,572 04	393 60	3.1	1 0
120	Philip Morris International Inc (PM)	89.1200	10,694 40	5,814.40	4,880.00	451 20	4.2	0 9
26	Praxair Inc (PX)	124 7100	3,242 46	2,112 58	1,129 88	62 40	1 9	0 3
60	Qualcomm Inc (QCOM)	69 4900	4,169 40	2,338 35	1,831 05	84 00	2 0	0 3
60	Salesforce Com Inc (CRM)	53.3600	3,201.60	3,174.51	27 09	0 00	0.0	0 3
40	Schlumberger Ltd (SLB)	93 7200	3,748 80	3,221 91	526.89	50.00	1.3	0 3
20	Sempra Energy (SRE)	91 1400	1,822 80	1,733 01	89 79	50.40	2.8	0 1
40	Servicenow, Inc (NOW)	54 6100	2,184 40	2,106.16	78.24	0 00	0 0	0 2
21	Shire PLC (SHPG) ADR	133.1000	2,795.10	2,503.15	291.95	11.09	0.4	0.2
100	Southwestern Energy Co (SWN)	37.2200	3,722.00	3,673.65	48 35	0 00	0.0	0 3
50	State Street Corp (STT)	70 0700	3,503.50	3,308.10	195.40	52 00	1.5	0 3
70	Taiwan Semiconductor Mfg Co Ltd (TSM) Sponsored ADR	18 4100	1,288.70	1,197.84	90 86	28 07	2 2	0 1
60	Teva Pharmaceutical Inds Ltd ADR (TEVA)	37 0900	2,225 40	2,304 84	-79 44	60.66	2 7	0 2
20	The Travelers Companies Inc (TRV)	86 3000	1,726 00	1,707 97	18 03	40 00	2 3	0 1
190	Twenty-First Century Fox, Inc. (FOX)	34 0150	6,462 85	2,247 79	4,215.06	47 50	0.7	0.5
8	Union Pac Corp (UNP)	151 4000	1,211 20	1,252 90	-41 70	25.28	2 1	0 1
24	United Technologies Corp (UTX)	106 2500	2,550 00	2,611 79	-61 79	56 64	2 2	0 2
60	Valero Energy Corp New (VLO)	41 1700	2,470 20	2,057 26	412 94	54 00	2 2	0 2
20	Verizon Communications Inc (VZ)	50 5100	1,010.20	943.67	66.53	42 40	4.2	0.1
20	Vmware Inc (VMW)	81.2800	1,625.60	1,665.60	-40.00	0.00	0.0	0.1
180	Wells Fargo & Company (WFC)	42.6900	7,684 20	4,524 05	3,160.15	216.00	2.8	0 6
100	Yahoo Inc (YHOO)	32 9400	3,294 00	3,358 92	-64 92	0 00	0 0	0 3

Equities

U.S large cap

continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
30	Yum! Brands Inc (YUM)	67 6200	2,028 60	2,165 37	-136.77	44 40	2 2	0 2
6,702.155	BNY Mellon Income Stock Fund (MPISX)	9.0400	60,587 48	51,539.57	9,047 91	1,568 30	2 6	4 8
3,679	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	16 5600	60,924 24	51,211 68	9,712 56	426 76	0 7	4 8
3,108.447	Dreyfus U S Equity Fund (DPUIX)	19.3500	60,148.45	51,133.95	9,014 50	478 70	0.8	4.8
Total U.S large cap			$ 518,078 84	$ 400,204.80	$ 117,874.04	$ 8,375 70		41 2%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
6,926.321	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	$ 14 4200	$ 99,877 55	$ 76,259.21	$ 23,618 34	$ 0 00	0 0%	7 9%
Total U.S. mid cap			$ 99,877.55	$ 76,259.21	$ 23,618 34	$ 0.00		7.9%

U S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
838 869	Dreyfus Opportunistic Small Cap Fund(DSCVX)	$ 37 8600	$ 31,759 58	$ 22,556 93	$ 9,202 65	$ 0 00	0 0%	2 5%
1,123 216	Dreyfus Select Managers Small Cap (DMVIX) Value Fund	25 3700	28,495 99	21,183 85	7,312 14	94 80	0 3	2 3
Total U S small cap			$ 60,255 57	$ 43,740.78	$ 16,514.79	$ 94 80		4 8%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,531 972	BNY Mellon International Fund (MPITX)	$ 12 3600	$ 31,295.17	$ 33,472 67	$ -2,177 50	$ 807 70	2.6%	2 5%
780 923	Dreyfus/Newton International Equity (SNIEX) Fund	20.5900	16,079 20	12,166 78	3,912 42	204 60	1 3	1 3

Developed international
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,761 188	Strategic International Stock Fund (DISRX)	15 7700	27,773 93	23,987 38	3,786 55	420 92	1 5	2.2
Total developed international			$ 75,148 30	$ 69,626.83	$ 5,521.47	$ 1,433 22		6 0%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
7,624 287	BNY Mellon Emerging Markets Fund (MEMKX)	$ 10 2900	$ 78,453 91	$ 75,556 68	$ 2,897.23	$ 750 23	1 0%	6 2%
2,925 303	Dfa Emerging Markets Core Equity (DFCEX) Funds	20 0900	58,769 34	59,500 00	-730 66	1,076 51	1 8	4.7
Total emerging markets			$ 137,223 25	$ 135,056 68	$ 2,166 57	$ 1,826 74		10 9%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,348 588	Dreyfus Global Real Estate (DRLIX) Securities Fund	$ 8 6200	$ 11,624 83	$ 11,098 88	$ 525 95	$ 625 74	5 4%	0 9%
Total equity reits			$ 11,624 83	$ 11,098 88	$ 525 95	$ 625 74		0 9%
Total equities			$ 902,208 34	$ 735,987 18	$ 166,221 16	$ 12,356 20		71 8%

Alternative investments

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
391 977	Advantage Global Alpha Fund	$ 14 3800	$ 5,636 63	$ 5,123 14	$ 513 49	$ 2 74	0 1%	0 5%
566 109	ASG Managed Futures Strategy Fund	9 9500	5,632.78	5,174.24	458 54	31.31	0 6	0 5
Total alternative investments			$ 11,269 41	$ 10,297 38	$ 972 03	$ 34 05		0.9%
Total assets			$ 1,258,104.72	$ 1,091,317.78	$ 166,786 94	$ 20,341.87		100 0%