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Form **990-PF**

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

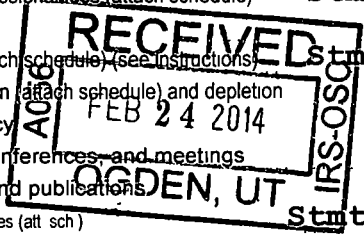
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning **12/01/12**, and ending **11/30/13**

Name of foundation GILLIGAN FOUNDATION		A Employer identification number 36-3418218
Number and street (or P O box number if mail is not delivered to street address) 2461 PARK LANE	Room/suite	B Telephone number (see instructions) 651-681-0954
City or town, state, and ZIP code MENDOTA HEIGHTS MN 55120		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Final return, <input type="checkbox"/> Address change, <input type="checkbox"/> Initial return of a former public charity, <input type="checkbox"/> Amended return, <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,044,439	J Accounting method: <input type="checkbox"/> Cash, <input checked="" type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	64,715	37,996		
	4 Dividends and interest from securities	38,939	38,939		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-11,180			
	b Gross sales price for all assets on line 6a	481,651			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	92,474	76,935	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,000			5,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	3,007	1,504		1,503
	c Other professional fees (attach schedule) Stmt 2	19,897	19,897		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	2,809			25
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (att sch) Stmt 4	18			18	
24 Total operating and administrative expenses. Add lines 13 through 23	30,731	21,401	0	6,546	
25 Contributions, gifts, grants paid	208,000			208,000	
26 Total expenses and disbursements. Add lines 24 and 25	238,731	21,401	0	214,546	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-146,257				
b Net investment income (if negative, enter -0-)		55,534			
c Adjusted net income (if negative, enter -0-)			0		



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

P 4

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	1,268,801	885,643	339,331
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	24,807	25,832	25,832
	10a	Investments – U.S. and state government obligations (attach schedule) Stmt 5	982,251	1,065,080	915,534
	b	Investments – corporate stock (attach schedule) See Stmt 6	1,783,873	1,736,975	2,282,056
	c	Investments – corporate bonds (attach schedule) See Stmt 7	257,962	457,907	481,686
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	4,317,694	4,171,437	4,044,439	
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 checked="" type="checkbox"/>				
	24	Unrestricted	4,317,694	4,171,437	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	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)	4,317,694	4,171,437		
31	Total liabilities and net assets/fund balances (see instructions)	4,317,694	4,171,437		

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	4,317,694
2	Enter amount from Part I, line 27a	2	-146,257
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,171,437
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,171,437

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 SECURITIES		P	07/05/07	11/30/13
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 481,651		492,831	-11,180	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			-11,180	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2 -11,180
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		[If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	179,103	3,593,458	0.049841
2010	198,388	2,857,275	0.069433
2009	197,000	2,836,987	0.069440
2008	187,000	2,725,020	0.068623
2007	190,500	2,575,063	0.073979
2 Total of line 1, column (d)			2 0.331316
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.066263
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,407,053
5 Multiply line 4 by line 3			5 292,025
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 555
7 Add lines 5 and 6			7 292,580
8 Enter qualifying distributions from Part XII, line 4			8 214,546

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
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	1,111
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	1,111
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	1,111
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,400
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	1,400
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	289
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 289 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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?	N/A	
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		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)

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE</p>	13	X	

14 The books are in care of ► **MARGARET GILLIGAN** Telephone no ► **651-681-0954**
2461 PARK LANE
 Located at ► **MENDOTA HEIGHTS** MN ZIP+4 ► **55120**

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**

<p>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 ►</p>	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
<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
<p>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</p>	N/A	1b	
<p>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?</p>	N/A	1c	
<p>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))</p> <p>a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	N/A	2b	
<p>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</p> <p>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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	N/A	3b	
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	N/A	4a	X
<p>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?</p>	N/A	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)? **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** Yes No **X**

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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
MARGARET GILLIGAN 2461 PARK LANE MENDOTA HEIGHTS MN 55120	PRESIDENT 5.00	2,500	0	0
ANN GILLIGAN 2461 PARK LANE MENDOTA HEIGHTS MN 55120	VICE PRESIDE 3.00	2,500	0	0
MICHAEL GILLIGAN 2461 PARK LANE MENDOTA HEIGHTS MN 55120	SECRETARY 1.00	0	0	0
JOSEPH LEE-GILLIGAN 2461 PARK LANE MENDOTA HEIGHTS MN 55120	TREASURER 2.00	0	0	0

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

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

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		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 THE GILLIGAN FOUNDATION ADMINISTERS A GRANT PROGRAM AND IS NOT INVOLVED IN DIRECT CHARITABLE ACTIVITIES.	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,344,117
b	Average of monthly cash balances	1b	1,130,048
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,474,165
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	4,474,165
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	67,112
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,407,053
6	Minimum investment return. Enter 5% of line 5	6	220,353

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	220,353
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,111
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,111
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	219,242
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	219,242
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	219,242

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	214,546
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	214,546
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	214,546

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				219,242
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				56,444
d From 2010				56,072
e From 2011				810
f Total of lines 3a through e	113,326			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 214,546				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				214,546
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	4,696			4,696
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	108,630			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	108,630			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				51,748
c Excess from 2010				56,072
d Excess from 2011				810
e Excess from 2012				

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

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

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

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines
N/A

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

Part XV Supplementary Information (continued)

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

<p>Recipient</p> <p>Name and address (home or business)</p>	<p>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</p>	<p>Foundation status of recipient</p>	<p>Purpose of grant or contribution</p>	<p>Amount</p>
<p>a Paid during the year SEE SCHEDULE B</p>				<p>208,000</p>
<p>Total</p>				<p>▶ 3a 208,000</p>
<p>b Approved for future payment N/A</p>				
<p>Total</p>				<p>▶ 3b</p>

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.		

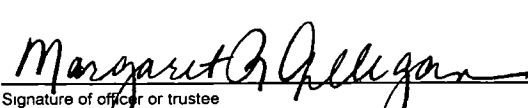
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

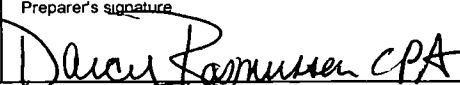
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  12-18-14 **PRESIDENT**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Darcy M. Rasmussen		01/11/14	
Firm's name ▶		Firm's EIN ▶		
Firm's address ▶		Phone no		
Sevenich, Butler, Gerlach & Brazil, LTD		651-690-1040		
2221 Ford Parkway, Suite 300				
St. Paul, MN 55116-1800				

**SCHEDULE B
PART XV (3) (a)**

**THE GILLIGAN FOUNDATION GRANTS
F. Y. 11/30/13**

**FEDERAL ID NUMBER
36-3418218**

NAME	ADDRESS	IRS STATUS & DESCRIPTION	AMOUNT
COMMON BOND	328 W KELLOGG BLVD ST PAUL, MN 55102	501(C)(3) Human and social services	\$ 10,000
CARMEN PAMPA FUND	1821 UNIVERSITY AVE STE S-218 ST PAUL, MN 55104	501(C)(3) Human and social services	\$ 10,000
AMNESTY INTERNATIONAL	5 PENN PLAZA 16TH FLOOR NEW YORK, NY 10001	501(C)(3) Human and social services	\$ 1,500
SIMPSON HOUSING SERVICES, INC	2100 PILLSBURY AVENUE SOUTH MINNEAPOLIS, MN 55404-1611	501(C)(3) Human and social services	\$ 2,000
ACCOUNTABILITY MN	2610 UNIVERSITY AVE W STE 450 ST. PAUL, MN 55114	501(C)(3) Human and social services	\$ 2,000
BREAD FOR THE WORLD INSTITUTE	425 3RD STREET SW, STE 1200 WASHINGTON, DC 20024	501(C)(3) Human and social services	\$ 10,000
ST STEPHEN'S HUMAN SERVICES	2211 CLINTON AVE S MINNEAPOLIS, MN 55404	501(C)(3) Human and social services	\$ 10,000
PEACE HOUSE COMMUNITY	510 E FRANKLIN AVE MINNEAPOLIS, MN 55404	501(C)(3) Human and social services	\$ 2,000
RISEN CHRIST CATHOLIC SCHOOL	1120 EAST 37 STREET MINNEAPOLIS, MN 55407	501(C)(3) Religious service & education	\$ 10,000
NORTHSIDE ACHIEVEMENT ZONE	2123 WEST BROADWAY AVE #100 MINNEAPOLIS, MN 55411	501(C)(3) Human and social services	\$ 4,000
SOUTHERN POVERTY LAW CENTER, INC	400 WASHINGTON AVE MONTGOMERY, AL 36104	501(C)(3) Human and social services	\$ 1,500
BASILICA OF ST MARY	P O. BOX 50010 MINNEAPOLIS, MN 55405-0010	501(C)(3) Religious service & education	\$ 4,000
MICRO GRANTS	1035 EAST FRANKLIN AVE MINNEAPOLIS, MN 55404	501(C)(3) Human and social services	\$ 6,500
CONCERN AMERICA	P O BOX 1790 SANTA ANA, CA 92702	501(C)(3) Human and social services	\$ 12,000
HOPE COMMUNITY	611 EAST FRANKLIN AVE MINNEAPOLIS, MN 55404	501(C)(3) Human and social services	\$ 35,000
BENILDE-ST. MARGARET	2501 HIGHWAY 100 S ST. LOUIS PARK, MN 55416	501(C)(3) Religious service & education	\$ 2,500
JEREMIAH PROGRAM	1510 LAUREL AVE STE 100 MINNEAPOLIS, MN 55403-1244	501(C)(3) Human and social services	\$ 5,000
SISTERS OF ST. JOSEPH	1884 RANDOLPH AVE ST PAUL, MN 55105	501(C)(3) Human and social services	\$ 5,000
CATHOLIC CHARITIES OF THE & MINNEAPOLIS	1200 SECOND AVE SOUTH MINNEAPOLIS, MN 55403	501(C)(3) Human and social services	\$ 15,000
WAYSIDE HOUSE	3705 PARK CENTER BLVD ST. LOUIS PARK, MN 55416	501(C)(3) Human and social services	\$ 7,500
ENGLISH LEARNING CENTER	2315 CHICAGO AVE S MINNEAPOLIS, MN 55404	501(C)(3) Human and social services	\$ 3,000
CRETIN-DERHAM HALL	550 S ALBERT ST ST. PAUL, MN 55116	501(C)(3) Religious service & education	\$ 2,500
CATHOLIC ELDERCARE	817 MAIN ST NE MINNEAPOLIS, MN 55413	501(C)(3) Human and social services	\$ 2,000
NETWORK EDUCATION PROGRAM	25 E STREET NW, SUITE 200 WASHINGTON, DC 20001	501(C)(3) Religious service & education	\$ 5,000
PROJECT FOR PRIDE IN LIVING	1035 EAST FRANKLIN AVE S MINNEAPOLIS, MN 55404-2920	501(C)(3) Human and social services	\$ 15,000
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF CHICAGO	721 N LASALLE CHICAGO, IL 60654	501(C)(3) Human and social services	\$ 8,000
COURAGE CENTER	3915 GOLDEN VALLEY ROAD MINNEAPOLIS, MN 55442-4249	501(C)(3) Human and social services	\$ 1,000
TUBMAN	3111 FIRST AVENUE S MINNEAPOLIS, MN 55408	501(C)(3) Human and social services	\$ 6,000
ASCENSION PLACE	1803 BRYANT AVE N MINNEAPOLIS, MN 55411	501(C)(3) Human and social services	\$ 10,000
		TOTAL	\$ 208,000

The Gilligan Foundation
 (ID# 36-341818)
 F. Y. 11/30/13
 SCHEDULE A

Part IV Capital Gains and Losses for Tax on Investment Income

Property Sold	Acquired	Acquired	Sold	Price	Allowed	Basis	Gain(loss)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
WYNN RESORTS 100 SHARES	P	7/5/2007	12/27/2012	10,907.91		9,264.57	1,643.34
STRYKER CORP 200 SHARES	P	3/30/2012	1/22/2013	12,313.17		11,072.55	1,240.62
ENDO HEALTH SOLUTIONS 150 SHARES	P	6/21/2011	1/31/2013	4,818.24		5,908.03	(1,089.79)
TEVA PHARM IND LTD 500 SHARES	P	10/6/2006	4/22/2013	18,932.13		18,716.25	215.88
ILLINOIS TOOL WORKS INC 300 SHARES	P	3/13/2012	12/21/2012	18,353.64		16,841.05	1,512.59
MERRITT ACADEMY MIC 6% 5M	P	9/22/2006	12/1/2012	5,000.00		5,000.00	-
JOHNSON CONTROLS INC 1000 SHARES	P	7/25/2007	12/21/2012	29,851.78		38,032.63	(8,180.85)
STATOIL ASA ADR 300 SHARES	P	6/6/2012	4/26/2013	14,115.93		15,068.30	(952.37)
PETROLEO BRASILEIRO ADR 600 SHARES	P	5/1/2008	4/26/2013	10,798.01		27,908.25	(17,110.24)
BRISTOL MYERS SQUIBB CO 300 SHARES	P	6/28/2012	6/7/2013	14,089.30		10,193.05	3,896.25
MASSACHUSETTS ST 6 8% 20M	P	1/29/2010	6/1/2013	20,000.00		19,850.00	150.00
AUTOLIV INC 200 SHARES	P	2/10/2010	7/18/2013	16,903.65		8,748.35	8,155.30
ENDO HEALTH SOLUTIONS 150 SHARES	P	6/21/2011	7/19/2013	5,722.45		5,908.02	(185.57)
ST JUDE MEDICAL INC 300 SHARES	P	5/18/2011	7/19/2013	15,446.81		15,788.35	(341.54)
ABBOTT LABORATORIES 200 SHARES	P	6/25/2012	8/1/2013	7,375.33		5,980.74	1,394.59
COACH INC 200 SHARES	P	6/14/2013	10/24/2013	9,796.70		11,724.55	(1,927.85)
METROPOLITAN WAS 5.39% 100,000	P	11/29/2006	10/1/2013	100,000.00		101,890.00	(1,890.00)
FMC TECHNOLOGIES INC 500 SHARES	P	12/12/2011	10/23/2013	26,732.79		23,935.50	2,797.29
COACH INC 300 SHARES	P	8/28/2012	10/24/2013	14,694.68		16,991.85	(2,297.17)
UNITEDHEALTH GROUP INC 300 SHARES	P	8/28/2012	10/24/2013	20,325.60		16,358.67	3,966.93
FACEBOOK INC 400 SHARES	P	9/12/2012	10/30/2013	19,591.91		8,248.95	11,342.96
SOUTHWSTN ILLIN 5.625% 5000	P	11/2/2006	11/1/2013	5,000.00		4,962.50	37.50
FIRST NIAGARA FINL 500 SHARES	P	2/16/2012	11/7/2013	5,451.45		4,953.45	498.00
LIBERTY GLOBAL INC 315 SHARES	D	9/8/2005	11/12/2013	23,373.62		14,524.65	8,848.97
STARZ SER A 351	P	11/27/2002	11/12/2013	9,864.30		3,555.63	6,308.67
CISCO SYSTEMS INC 2000 SHARES	P	7/3/2006	11/14/2013	42,191.33		71,405.00	(29,213.67)
				<u>481,650.73</u>		<u>492,830.89</u>	<u>(11,180.16)</u>

GILLIGAN FOUNDATION
 FEDERAL ID # 36-34182128
 FORM 990-PF
 F. Y. 11/30/13

SCHEDULE C
 INVESTMENTS
 PART 11 LINE 10 a to c

Corporate Stock	Shares		Book Value		Market Value	
	Shares	Value	Shares	Value	Shares	Value
AMAZON COM INC	100	11,748		39,362		
AFLAC INC	300	11,882		19,911		
ABB LTD-SP ADR	1,000	21,347		25,550		
ABBVIE INC	200	6,486		9,690		
ACCENTURE LTD	500	21,270		38,735		
ALLERGAN INC	100	7,192		9,705		
AMGEN INCORPORATED	450	41,060		51,336		
APPLE COMPUTER INC	100	33,143		55,607		
BB&T CORPORATION	600	18,287		20,844		
BEAM INC	200	10,197		13,506		
BED BATH & BEYOND	500	32,065		39,015		
BHP BILLITON LTD ADR F	300	11,888		20,466		
BOEING CO	100	10,675		13,425		
BP PLC ADR	600	25,370		28,206		
CHIPOTLE MEXICAN GRILL	150	42,658		78,579		
CHS INC 8% PFD	500	12,867		14,845		
COCA COLA CO	500	30,000		40,190		
CONOCO PHILIPS CORP	500	27,012		36,400		
CUMMINS INC	400	17,831		52,944		
DEERE & CO	200	16,188		16,848		
DIAGEO PLC-SPON ADR	400	30,998		51,068		
DIRECTV	1,053	46,690		69,614		
DISCOVERY COMMUN SER A	261	13,229		22,777		
DISNEY WALT CO	300	10,982		21,162		
E M C COPR MASS	2,400	54,591		57,240		
EXXON MOBIL CORP	212	16,490		19,818		
FACEBOOK INC	400	8,669		18,804		
FORD MOTOR COMPANY	400	6,288		6,832		
FREEMPORT MCMORAN COPPER	800	30,024		27,752		
GOLDMAN SACHS GR 0%	500	10,527		9,495		
GOLDMAN SACHS GROUP INC	100	16,425		16,894		
GOOGLE INC	50	23,489		52,980		
HEXCEL CORP	400	7,306		17,572		
HOME DEPOT INC	300	15,020		24,201		
HONEYWELL INTERNATIONAL	300	23,596		26,553		
INTL BUSINESS MACHINES CORP	1,300	208,332		233,584		
JOHNSON & JOHNSON	300	26,102		28,398		
LAS VEGAS SANDS CORP	200	9,785		14,336		
LIBERTY GLOBAL INC CL AF	315	14,974		27,030		

GILLIGAN FOUNDATION
 FEDERAL ID # 36-34182128
 FORM 990-PF
 F. Y. 11/30/13

SCHEDULE C
 INVESTMENTS
 PART 11 LINE 10 a to c

LIBERTY INTERACTIVE A	1,314	19,349	36,897
LIBERTY MEDIA CORP	351	26,062	53,864
MCDONALDS CORP	600	55,860	58,422
MERCK & CO INC	400	19,220	19,932
MICROCHIP TECHNOLOGY INC	300	9,345	12,987
MONSANTO CO	200	11,778	22,666
NIKE INC CLASS B	400	25,031	31,656
NOKIA CORP	2,700	7,722	21,762
NORDSTROM INC	400	20,680	24,884
NUANCE COMMUN INC	600	11,521	8,112
OASIS PETROLEUM INC	400	10,753	18,452
PERRIGO CO	200	17,265	31,178
POTASH CORP-SASK INC	3,000	158,076	94,950
PROCTER & GAMBLE	300	18,805	25,266
QUALCOMM INC	200	10,617	14,716
SCHLUMBERGER LTD	700	49,302	61,894
SPECTRA ENERGY CORP	800	20,990	26,840
T J X COS INC	500	24,901	31,440
TEMPLETON DRAGON FD INC	2,000	27,424	55,500
TORONTO DOMINION BANK	200	15,707	18,282
US BANCORP	400	13,524	15,688
VALE SA ADR	500	16,199	7,660
VERIZON COMMUNICATIONS	200	8,706	9,924
VISA INC - A	200	13,289	40,692
WELLS FARGO & CO/NEW	1,500	51,518	66,030
WHOLE FOODS MARKET INC	200	8,728	11,320
COVERED BRIDGE FD CL I	4,789	50,000	50,621
SPDR S&P BIOTECH ETF	300	31,922	39,147
		<u>1,736,975.25</u>	<u>2,282,056</u>

TOTAL COMMON STOCK

GENERAL ELECTRIC VAR 20 DUE 4/15/20	100,000	100,000	99,379
BOEING CO SR UNSEC NTS 5.0% DUE 3/15/14	50,000	54,166	50,672
GENERAL ELEC CO SR UNSEC NTS 5.25% DUE 12/06/17	50,000	49,200	57,300
INTEL CORPORATION 3.3% DUE 10/1/21	100,000	99,944	100,641
CISCO SYSTEMS INC SR UNSEC NTS 4.95% DUE 02/15/09	50,000	50,722	56,868
WEYERHAEUSER CO SR UNSEC NTS 6.95% DUE 08/01/17	100,000	103,875	116,826
		<u>457,906.50</u>	<u>481,686</u>

TOTAL CORP BONDS

OTTER TAIL CNTY MN REV SUB-EXMPT FAC PJ 0.0% DUE 11/1/19	125,000	-	-
VLG OF MEAD, NETAX INC REV/E3 BIOFUELS-MEAD LLC 2006A 5.75% DUE 01/01/22	75,000	75,000	22,538
S'WESTERN IL DEV AUTH REV LOC GOVT PROG/VLG SAUGET PJ AVG LF 09/17/20 5.625% DUE 11/01/26	50,000	49,625	38,974

GILLIGAN FOUNDATION
 FEDERAL ID # 36-34182128
 FORM 990-PF
 F. Y. 11/30/13

SCHEDULE C
 INVESTMENTS
 PART 11 LINE 10 a to c

MERRITT ACADEMY, MI CTFS/PRTN AVG LF 08/21/19 (2025) 6 0% DUE 12/01/25	80,000	80,000	73,818
MERRITT ACADEMY, MI CTFS/PRTN AVG LF 08/21/19 (2025) 6.0% DUE 12/01/11	5,000	5,000	5,000
BOSTON, MA HSG AUTH REV/CUST RCPTS, SER A *TXBL* AVG LF 10/1/15 4.56% DUE 01/01/16	50,000	50,000	50,712
CITY OF LOWELL 5.5% DUE 9/15/19	100,000	110,616	109,390
MA DFA ED FAC REV/ACAD-PACIFIC RIM - ACA AVG LF 7/17/14 *TXBL* 6.8% DUE 06/01/16	70,000	69,464	70,326
MIAMI BEACH, FL REDEV AGY TAX INCR REV/REF/CITY CTR/NATL RE *TXBL* 5 17% DUE 12/01/19	40,000	39,300	40,795
BALTIMORE, MD CONS PUB IMPT GO, SER B/AGM *TXBL* AVG LF 10/6/24 6.04% DUE 10/15/28	100,000	100,000	114,028
IA FIN AUTH CMTY PROVIDER REV/BOYS&GIRLS HM PJ *TXBL* 7 0% DUE 12/01/11	10,000	10,000	4,774
LAKEHAVEN UD 3% DUE 11/1/17	100,000	103,916	106,017
FANNIN CNTY, TX PUB FAC CORP PROJ REV AVG LF 11/19/18 7.625% DUE 01/01/22	100,000	100,000	88,999
PIMA CNTY, AZ IDA EDL FAC REV/SUCCESS & SUPERIOR SCH PJ AVG LF 12/12/24 6.0% DUE 11/1/26	75,000	75,000	70,196
ST. PAUL, MN HRA TAX INCR REV/EMERALD GARDENS PROJ AVG LF 04/25/23 6 25% DUE 03/01/25	100,000	100,000	101,730
MONTICELLO, MN TELECOMM REV/FIBERNET PROJ AVG LF 08/12/28 OID 97.159 6.75% DUE 06/01/31	100,000	97,159	18,238
TOTAL MUNICIPAL BONDS/TAXABLE		<u>1,065,080.30</u>	<u>915,534</u>
TOTAL FIXED INCOME		<u>1,522,986.80</u>	<u>1,397,220</u>
TOTAL PORTFOLIO		<u>\$ 3,259,962</u>	<u>\$ 3,679,276</u>

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 3,007	\$ 1,504	\$	\$ 1,503
Total	\$ 3,007	\$ 1,504	\$ 0	\$ 1,503

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 19,897	\$ 19,897	\$	\$
Total	\$ 19,897	\$ 19,897	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE FEES	\$ 25	\$	\$	\$ 25
TAXES	2,784			
Total	\$ 2,809	\$ 0	\$ 0	\$ 25

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
BANK FEES	18			18
Total	\$ 18	\$ 0	\$ 0	\$ 18

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOVERNMENTAL BONDS	\$ 982,251	\$ 1,065,080	Cost	\$ 915,534
Total	\$ 982,251	\$ 1,065,080		\$ 915,534

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	\$ 27,424	\$ 27,424	Cost	\$ 55,500
CORPORATE STOCK	1,756,449	1,709,551	Cost	2,226,556
Total	\$ 1,783,873	\$ 1,736,975		\$ 2,282,056

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 257,962	\$ 457,907	Cost	\$ 481,686
Total	\$ 257,962	\$ 457,907		\$ 481,686

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
NONE	\$ _____
Total	\$ <u>0</u>

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

<u>Name of Manager</u>	<u>Amount</u>
NONE	\$ _____
Total	\$ <u>0</u>

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
MONEY MARKET ACCOUNT	\$ 111		14	MN	
CORPORATE BONDS	36,860		14	MN	
ACCRUED INTEREST	1,025		14	MN	
Total	\$ 37,996				

Tax-Exempt Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
MUNI BONDS	\$ 26,719		14	MN	
Total	\$ 26,719				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
DIVIDENDS	\$ 38,939		14	MN	
Total	\$ 38,939				