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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation STALEY FAMILY FOUNDATION		A Employer identification number 26-3442296
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 19000	Room/suite	B Telephone number 952-925-2462
City or town, state or province, country, and ZIP or foreign postal code AVON, CO 81620		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 40,684,923.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	1,329,284.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	405,323.	405,323.		STATEMENT1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,414,004.			
	b Gross sales price for all assets on line 6a	8,677,905.			
	7 Capital gain net income (from Part IV, line 2)		1,414,004.		
	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	3,148,611.	1,819,327.			
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				
	b Accounting fees	8,500.	0.		8,500.
	c Other professional fees	279,332.	279,332.		0.
	17 Interest				
	18 Taxes	40,899.	5,286.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	25.	0.		25.
	24 Total operating and administrative expenses. Add lines 13 through 23	328,756.	284,618.		8,525.
	25 Contributions, gifts, grants paid	1,524,500.			1,524,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,853,256.	284,618.		1,533,025.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,295,355.				
b Net investment income (if negative, enter -0-)		1,534,709.			
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	1,695,538.	1,824,865.	1,826,291.
	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 STMT 6	733,551.	726,067.	729,042.
	b Investments - corporate stock STMT 7	25,913,874.	26,612,806.	38,129,590.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	28,342,963.	29,163,738.	40,684,923.
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	28,342,963.	29,163,738.	
	30 Total net assets or fund balances	28,342,963.	29,163,738.	
31 Total liabilities and net assets/fund balances		28,342,963.	29,163,738.	

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	28,342,963.
2 Enter amount from Part I, line 27a	2	1,295,355.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	29,638,318.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED APPRECIATION ON NONCASH CONTRIBUTION	5	474,580.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,163,738.

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				
b SEE ATTACHED STATEMENT				
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				
b				
c				
d				
e 8,677,905.	1,992.	7,265,893.	1,414,004.	
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				
b				
c				
d				
e			1,414,004.	
2 Capital gain net income or (net capital loss)		2		1,414,004.
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))
2012	933,912.	30,082,460.	.031045
2011	734,776.	20,099,195.	.036557
2010	397,434.	15,386,747.	.025830
2009	506,100.	12,773,334.	.039622
2008	0.	16,393,871.	.000000
2 Total of line 1, column (d)			2 .133054
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 .026611
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 34,734,397.
5 Multiply line 4 by line 3			5 924,317.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,347.
7 Add lines 5 and 6			7 939,664.
8 Enter qualifying distributions from Part XII, line 4			8 1,533,025.

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)		1	15,347.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	15,347.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	15,347.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 13,000.	7	19,500.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 6,500.	9	
d Backup withholding erroneously withheld	6d	10	4,153.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 4,153. Refunded ☒			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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?	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) ☒ CO		
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 2013 or the taxable year beginning in 2013 (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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WARREN STALEY Telephone no. 952-925-2462 Located at P.O. BOX 19000, AVON, CO ZIP+4 81620			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16	Yes	No	
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years 2a		
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. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013? 4b		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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

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

(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
WARREN STALEY	OFFICER			
P.O. BOX 19000				
AVON, CO 81620	0.50	0.	0.	0.
MARY LYNN STALEY	OFFICER			
P.O. BOX 19000				
AVON, CO 81620	0.50	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

Form 990-PF (2013)

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	34,554,291.
b Average of monthly cash balances	1b	709,056.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	35,263,347.
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	35,263,347.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	528,950.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,734,397.
6 Minimum investment return. Enter 5% of line 5	6	1,736,720.

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	1,736,720.
2a Tax on investment income for 2013 from Part VI, line 5	2a	15,347.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	15,347.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,721,373.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,721,373.
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	1,721,373.

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	1,533,025.
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	1,533,025.
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	15,347.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,517,678.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,721,373.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,458,630.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,533,025.				
a Applied to 2012, but not more than line 2a			1,458,630.	
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 2013 distributable amount				74,395.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,646,978.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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				
THERE WITH CARE MENLO PARK, CA	NONE	PC	GENERAL SUPPORT	5,000.
OPPORTUNITY INTERNATIONAL OAKBROOK, IL	NONE	PC	GENERAL SUPPORT	100,000.
HABITAT FOR HUMANITY - TWIN CITIES MINNEAPOLIS, MN	NONE	PC	GENERAL SUPPORT	200,000.
HABITAT FOR HUMANITY - S. SANTA BARBARA COUNTY SANTA BARBARA, CA	NONE	PC	GENERAL SUPPORT	100,000.
HABITAT FOR HUMANITY OF EAGLE AND LAKE COUNTIES AVON, CO	NONE	PC	GENERAL SUPPORT	250,000.
Total	SEE CONTINUATION SHEET(S)			1,524,500.
b Approved for future payment				
NONE				
Total				0.

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

STALEY FAMILY FOUNDATION

Employer identification number

26-3442296

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization STALEY FAMILY FOUNDATION	Employer identification number 26-3442296
---	---

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	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 300,026.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 45,478.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 3,279.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
4	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 25,065.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
5	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 3,034.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
6	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 5,147.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
STALEY FAMILY FOUNDATION	26-3442296

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
7	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 23,339.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
8	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 15,485.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
9	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 4,186.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
10	MARY LYNN STALEY P.O. BOX 19000 AVON, CO 81620	\$ 9,475.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
11	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 8,129.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
12	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 2,546.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
STALEY FAMILY FOUNDATION	26-3442296

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
13	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 9,136.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
14	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 5,373.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
15	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 4,528.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
16	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 7,932.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
17	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 11,333.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
18	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 28,840.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
STALEY FAMILY FOUNDATION	26-3442296

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
19	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 701,402.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
20	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 7,084.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
21	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 16,337.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
22	MARY LYNN STALEY P.O. BOX 19000 AVON, CO	\$ 84,229.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
23	WARREN STALEY P.O. BOX 19000 AVON, CO	\$ 7,900.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
STALEY FAMILY FOUNDATION	26-3442296

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
1	11,447 SHRS JPM TAX AWARE EQUITY FD - INSTL - 4812A1654	\$ 300,026.	12/23/13
2	1,014 SHRS WELLS FARGO & CO NEW	\$ 45,478.	12/19/13
3	83 SHRS TEVA PHARM INDS LTD ADRFSPONSORED ADR	\$ 3,279.	12/19/13
4	1,000 SHRS INTEL CORP	\$ 25,065.	12/19/13
5	75 SHRS ISHARES MSCI EMRG MKT FDEMORGING MARKETS ETF	\$ 3,034.	12/19/13
6	56 SHRS JOHNSON & JOHNSON	\$ 5,147.	12/19/13

Name of organization	Employer identification number
STALEY FAMILY FOUNDATION	26-3442296

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
7	407 SHRS MEDTRONIC INC	\$ 23,339.	12/19/13
8	740 SHRS CISCO SYSTEMS	\$ 15,485.	12/19/13
9	99 SHRS ISHARES NORTH AMERICAN NATURAL RESOURCES ETF	\$ 4,186.	12/19/13
10	240 SHRS UNILEVER PLC ADR NEW FSPONSORED ADR	\$ 9,475.	12/19/13
11	383 SHRS PEARSON PLC ADR FSPONSORED ADR	\$ 8,129.	12/19/13
12	67 SHRS ABBOTT LABORATORIES	\$ 2,546.	12/19/13

Name of organization

Employer identification number

STALEY FAMILY FOUNDATION

26-3442296

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
13	92 SHRS EXXON MOBIL CORPORATION	\$ 9,136.	12/19/13
14	66 SHRS PEPSICO INCORPORATED	\$ 5,373.	12/19/13
15	167 SHRS GENERAL ELECTRIC COMPANY	\$ 4,528.	12/19/13
16	92 SHRS AMERICAN EXPRESS COMPANY	\$ 7,932.	12/19/13
17	168 SHRS ROCHE HLDG LTD SPON ADR	\$ 11,333.	12/19/13
18	400 SHRS UNITEDHEALTH GROUP INC	\$ 28,840.	12/19/13

Name of organization	Employer identification number
STALEY FAMILY FOUNDATION	26-3442296

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
19	17,652 SHRS US BANCORP DEL NEW	\$ 701,402.	12/19/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
20	125 SHRS WALGREEN COMPANY	\$ 7,084.	12/19/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
21	100 SHRS UNION PACIFIC CORP	\$ 16,337.	12/19/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
22	470 SHRS INTL BUSINESS MACHINES	\$ 84,229.	12/19/13
(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
STALEY FAMILY FOUNDATION	26-3442296

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Riverbridge Partners, LLC
REALIZED GAINS AND LOSSES
Staley Family Foundation
From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
Supervised Assets								
06-24-2011	03-21-2013	2,775.00	Qiagen N.V.	52,966.13		56,689.03		3,722.90
02-16-2012	03-21-2013	4,460.00	Qiagen N V	69,763.35		91,111.01		21,347.66
04-27-2012	03-21-2013	2,285.00	Qiagen N V	37,620.05		46,679.07	9,059.02	
07-19-2012	03-21-2013	2,190.00	Qiagen N.V.	38,344.24		44,738.37	6,394.13	
11-20-2008	03-26-2013	1,150.00	Spdr S&P 500 Etf	90,850.86		179,589.87		88,739.01
02-27-2009	03-26-2013	5,000.00	Spdr S&P 500 Etf	375,009.00		780,825.53		405,816.53
02-27-2009	03-26-2013	260.00	Spdr S&P 500 Etf	19,240.47		40,602.93		21,362.46
02-27-2009	05-17-2013	605.00	Spdr S&P 500 Etf	44,771.08		100,534.96		55,763.88
02-27-2009	05-28-2013	3,000.00	Spdr S&P 500 Etf	222,005.37		499,035.37		277,030.00
08-29-2011	05-29-2013	1,033.00	Schlumberger Ltd.	79,422.17		76,758.32		-2,663.85
02-16-2012	05-29-2013	80.00	Schlumberger Ltd.	6,258.55		5,944.50		-314.05
04-27-2012	05-29-2013	205.00	Schlumberger Ltd.	15,091.62		15,232.77		141.15
07-19-2012	05-29-2013	190.00	Schlumberger Ltd.	13,071.26		14,118.18	1,046.92	
03-26-2013	05-29-2013	100.00	Schlumberger Ltd.	7,447.75		7,430.62	-17.13	
04-18-2013	05-29-2013	22.00	Schlumberger Ltd.	1,564.79		1,634.74	69.95	
05-26-2011	06-03-2013	50,000.00	Bank Of China New York City Ny	50,000.00	0.00	50,000.00		0.00
			1.000% Due 06-03-13					
04-27-2011	08-01-2013	25,000	Oregon St	26,991.50	-1,991.50	25,000.00		0.00
			4.830% Due 08-01-13					
04-26-2011	11-11-2013	2,165.00	Innerworkings Inc.	18,520.78		13,047.82		-5,472.96
07-29-2011	11-11-2013	2,500.00	Innerworkings Inc.	18,705.95		15,066.77		-3,639.18
02-16-2012	11-11-2013	1,325.00	Innerworkings Inc.	15,428.64		7,985.39		-7,443.25
04-27-2012	11-11-2013	1,160.00	Innerworkings Inc.	13,459.38		6,990.98		-6,468.40
07-19-2012	11-11-2013	950.00	Innerworkings Inc.	11,274.05		5,725.37		-5,548.68
03-26-2013	11-11-2013	555.00	Innerworkings Inc.	8,277.90		3,344.83	-4,933.07	
04-18-2013	11-11-2013	105.00	Innerworkings Inc.	1,099.69		632.80	-466.89	
05-29-2013	11-11-2013	305.00	Innerworkings Inc.	3,387.74		1,838.15	-1,549.59	
05-26-2011	12-02-2013	50,000.00	American Express Centrm	50,000.00	0.00	50,000.00		0.00
			1.150% Due 12-02-13					
02-16-2012	12-19-2013	1,425.00	Perrigo Company plc	134,774.19		221,373.18		86,598.99
04-27-2012	12-19-2013	250.00	Perrigo Company plc	26,720.63		38,837.40		12,116.77
07-19-2012	12-19-2013	250.00	Perrigo Company plc	28,724.95		38,837.40		10,112.45
03-12-2013	12-19-2013	45.00	Perrigo Company plc	5,246.95		6,990.73	1,743.78	
03-26-2013	12-19-2013	120.00	Perrigo Company plc	14,122.15		18,641.95	4,519.80	
04-18-2013	12-19-2013	30.00	Perrigo Company plc	3,531.55		4,660.49	1,128.94	
05-29-2013	12-19-2013	70.00	Perrigo Company plc	8,254.25		10,874.47	2,620.22	
TOTAL GAINS							26,582.76	982,751.80
TOTAL LOSSES							-6,966.68	-31,550.37
				1,511,946.99	-1,991.50	2,480,773.00	19,616.08	951,201.43
TOTAL REALIZED GAIN/LOSS		970,817.51						

Riverbridge Partners, LLC
REALIZED GAINS AND LOSSES
Staley Family Foundation
From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
Unsupervised Assets								
TOTAL GAINS							0.00	0.00
TOTAL LOSSES							0.00	0.00
				0.00	0.00	0.00	0.00	0.00
TOTAL REALIZED GAIN/LOSS		0.00						
GRAND TOTAL				1,511,946.99	-1,991.50	2,480,773.00	19,616.08	951,201.43
GRAND TOTAL REALIZED GAIN/LOSS		970,817.51						

Riverbridge Partners, LLC
REALIZED GAINS AND LOSSES
Staley Family Foundation, Account 2 - Equity Income
From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
Supervised Assets								
07-18-2011	01-09-2013	700.00	Abbvie Inc. Com	19,104.87		23,647.02		4,542.15
07-18-2011	01-09-2013	700.00	Abbott Labs Com	17,617.68		23,197.63		5,579.95
07-18-2011	01-28-2013	1,200.00	Coca Cola Amatil Ltd Sponsored Adr	28,712.95		34,166.28		5,453.33
07-18-2011	01-28-2013	700.00	Exelon Corp Com	30,163.55		21,720.66		-8,442.89
07-18-2011	01-28-2013	725.00	Heinz H J Co Com	38,483.47		43,876.50		5,393.03
07-18-2011	01-28-2013	500.00	Nextera Energy Inc	28,072.95		36,081.74		8,008.79
07-18-2011	01-28-2013	750.00	Corporate Office Pptys Sh Ben Int	22,237.75		20,114.60		-2,123.15
07-18-2011	01-28-2013	700.00	Sysco Corp.	21,273.55		22,070.66		797.11
07-18-2011	01-28-2013	975.00	AT&T Inc New	29,140.59		33,191.99		4,051.40
07-18-2011	01-28-2013	500.00	United Parcel Service Cl B	36,217.95		41,061.63		4,843.68
07-18-2011	01-28-2013	800.00	Verizon Communications Com	29,087.35		34,064.69		4,977.34
07-18-2011	01-28-2013	1,250.00	Xcel Energy Inc Com	29,658.95		34,319.03		4,660.08
07-18-2011	12-30-2013	830.00	BP Plc Ads	36,511.52		39,961.71		3,450.19
03-11-2013	12-30-2013	260.00	BP Plc Ads	10,567.03		12,518.12	1,951.09	
03-18-2013	12-30-2013	230.00	BP Plc Ads	9,411.03		11,073.73	1,662.70	
03-19-2013	12-30-2013	115.00	BP Plc Ads	4,714.52		5,536.86	822.34	
09-19-2013	12-30-2013	135.00	BP Plc Ads	5,720.13		6,499.80	779.67	
10-02-2013	12-30-2013	175.00	BP Plc Ads	7,383.21		8,425.66	1,042.45	
12-26-2012	12-30-2013	1,035.00	Hormel Foods Corp.	31,883.85		46,623.01		14,739.16
01-28-2013	12-30-2013	1,110.00	Hormel Foods Corp	38,844.52		50,001.49	11,156.97	
02-20-2013	12-30-2013	270.00	Hormel Foods Corp	9,838.84		12,162.53	2,323.69	
03-11-2013	12-30-2013	755.00	Hormel Foods Corp	29,146.21		34,010.02	4,863.81	
03-18-2013	12-30-2013	660.00	Hormel Foods Corp.	25,753.24		29,730.62	3,977.38	
03-19-2013	12-30-2013	315.00	Hormel Foods Corp	12,412.71		14,189.61	1,776.90	
10-02-2013	12-30-2013	65.00	Hormel Foods Corp.	2,753.25		2,928.02	174.77	
07-18-2011	12-30-2013	1,264.00	Koninklijke Philips Electronics	29,070.12		46,245.17		17,175.05
01-28-2013	12-30-2013	285.00	Koninklijke Philips Electronics	8,436.12		10,427.11	1,990.99	
03-11-2013	12-30-2013	700.00	Koninklijke Philips Electronics	20,714.25		25,610.46	4,896.21	
03-18-2013	12-30-2013	460.00	Koninklijke Philips Electronics	13,618.51		16,829.73	3,211.22	
03-19-2013	12-30-2013	235.00	Koninklijke Philips Electronics	7,067.88		8,597.80	1,529.92	
06-05-2013	12-30-2013	100.00	Koninklijke Philips Electronics	2,457.11		3,658.64	1,201.53	
09-19-2013	12-30-2013	195.00	Koninklijke Philips Electronics	6,363.81		7,134.34	770.53	
10-02-2013	12-30-2013	345.00	Koninklijke Philips Electronics	11,255.26		12,622.29	1,367.03	
TOTAL GAINS							45,499.20	83,671.26
TOTAL LOSSES							0.00	-10,566.04
				653,694.73	0.00	772,299.15	45,499.20	73,105.22
TOTAL REALIZED GAIN/LOSS			118,604.42					

Riverbridge Partners, LLC
REALIZED GAINS AND LOSSES
Staley Family Foundation, Account 2 - Equity Income
From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
Unsupervised Assets								
TOTAL GAINS							0.00	0.00
TOTAL LOSSES							0.00	0.00
							0.00	0.00
TOTAL REALIZED GAIN/LOSS		0.00			0.00	0.00	0.00	0.00
GRAND TOTAL				653,694.73	0.00	772,299.15	45,499.20	73,105.22
GRAND TOTAL REALIZED GAIN/LOSS		118,604.42						

Accrued Interest: 612.50

STATEMENT C

Page 6 of 45

Investment Detail - Fixed Income (continued)

Municipal Bonds (continued)	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
CITY OF PORTSMOUT 5%14	25,000.0000		101.2040	25,301.00	25,219.11	<1%	81.89^b	1,250.00
GO UTX DUE 04/01/14	25,000.0000		109.9430	27,485.75	25,219.11	05/19/11	81.89 ^b	1.42%
OID TAXBL NATIONAL PUBLI								
CUSIP: 73723RBJ1								
MOODY'S: Aa2 S&P: AA								
Accrued Interest: 312.50								
CITY OF SPOKANE 3.771%17	25,000.0000		104.3950	26,098.75	26,913.76	<1%	(815.01)^b	942.75
GO UTX DUE 12/01/17	25,000.0000		111.0370	27,759.25	26,913.76	03/02/12	(815.01) ^b	1.73%
XTRO TAXBL								
CUSIP: 849067Q71								
MOODY'S: Aa2 S&P: AA								
Accrued Interest: 78.56								
CONNECTICUT 2.12%15	50,000.0000		101.5100	50,755.00	50,152.14	<1%	602.86^b	1,060.00
GO UTX DUE 05/15/15	50,000.0000		100.8640	50,432.00	50,152.14	05/19/11	602.86 ^b	1.89%
TAXBL								
CUSIP: 20772JBU5								
MOODY'S: Aa3 S&P: AA								
Accrued Interest: 135.44								
COUNTY OF DANE 1.35%14	50,000.0000		101.0540	50,527.00	49,854.81	<1%	672.19^b	675.00
GO UTX DUE 12/01/14	50,000.0000		98.8960	49,448.00	49,854.81	05/09/11	672.19 ^b	1.67%
TAXBL								
CUSIP: 236091M68								
MOODY'S: Aa1 S&P: N/R								
Accrued Interest: 56.25								

Investment Detail - Fixed Income (continued)

Municipal Bonds (continued)	Par	Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FITCHBURG WIS 2.6%17	25,000.0000		99.9300	24,982.50	25,014.38	<1%	(31.88) ^b	650.00
GO UTX DUE 11/01/17	25,000.0000		100.0600	25,015.00	25,014.38	09/24/13	(31.88) ^b	2.58%
XTRO TAXBL								
CUSIP: 338158LS5								
MOODY'S: Aa1								
Accrued Interest: 108.33								
LExINGTON-FAYETTE	75,000.0000		103.4250	77,568.75	78,225.92	<1%	(657.17) ^b	3,225.00
4.3%18								
GO UTX DUE 09/01/18	75,000.0000		106.4270	79,820.25	78,225.92	05/23/11	(657.17) ^b	3.29%
XTRO TAXBL								
CUSIP: 52908EPZ0								
MOODY'S: Aa2								
Accrued Interest: 1,075.00								
SOUTHwSTN CMTY	55,000.0000		101.5090	55,829.95	55,575.48	<1%	254.47 ^b	1,510.85
2.747%15								
GO UTX DUE 06/01/15	55,000.0000		102.8532	56,569.30	55,575.48	06/14/11	254.47 ^b	1.99%
TAXBL								
CUSIP: 845391RD5								
MOODY'S: A1 S&P: N/R								
Accrued Interest: 125.90								
STATE OF GEORGIA	25,000.0000		103.6880	25,922.00	26,239.08	<1%	(317.08) ^b	647.50
2.59%17								
GO LTX DUE 10/01/17	25,000.0000		107.3100	26,827.50	26,239.08	02/24/12	(317.08) ^b	1.23%
XTRO TAXBL								
CUSIP: 373384SH0								
MOODY'S: Aaa S&P: AAA								
Accrued Interest: 161.88								

STATEMENT C

Investment Detail - Fixed Income (continued)

Municipal Bonds (continued)	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
STATE OF OREGON	45,000.0000		101.7750	45,798.75	45,310.83	<1%	487.92^b	1,440.00
3.2%17								
GO UTX DUE 08/01/17	45,000.0000		101.1533	45,519.00	45,310.83	05/04/11	487.92 ^b	2.99%
XTRO TAXBL								
CUSIP: 68608K2V9								
MOODY'S: Aa1 S&P: AA+								
Accrued Interest: 600.00								
Total Municipal Bonds: 45,000.0000								
Market: 45,798.75								
Cost Basis: 45,310.83								

Total Accrued Interest for Municipal Bonds: 7,319.64

CDs & BAs	Units Purchased	Par	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
ALLY BANK 1.45%14	50,000.0000		100.4725	50,236.25	50,000.00	<1%	236.25	725.00
CD FDIC INS DUE 06/02/14	50,000.0000		100.0000	50,000.00	50,000.00	05/26/11	236.25	1.45%
MIDVALE UT								
CUSIP: 02005QQC0								
MOODY'S: NR S&P: NR								
Accrued Interest: 59.59								
CIT BANK 1.55%14	50,000.0000		101.0282	50,514.10	50,000.00	<1%	514.10	775.00
CD FDIC INS DUE 12/02/14	50,000.0000		100.0000	50,000.00	50,000.00	05/26/11	514.10	1.55%
SALT LAKE CITY UT								
CUSIP: 17284ASX7								
MOODY'S: NR S&P: NR								
Accrued Interest: 63.70								

STATEMENT C

Investment Detail - Fixed Income (continued)

CDs & BAs (continued)		Units Purchased	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income
				Cost Per Unit	Cost Basis				Yield to Maturity
GOLDMAN SACHS BK 1.8%17		50,000.0000		101.0880	50,544.00	50,192.09	<1%	351.91 ^b	900.00
CD FDIC INS DUE 08/22/17 NEW YORK NY CUSIP: 38143AZK4 MOODY'S: NR S&P: NR		50,000.0000		100.4337	50,216.85	50,192.09	07/16/13	351.91 ^b	1.69%
Accrued Interest: 325.48									
GOLDMAN SACHS BK 1.85%17		30,000.0000		101.6488	30,494.64	30,169.42	<1%	325.22 ^b	555.00
CD FDIC INS DUE 05/02/17 NEW YORK NY CUSIP: 38143ARH0 MOODY'S: NR S&P: NR		30,000.0000		100.6250	30,187.50	30,169.42	08/07/13	325.22 ^b	1.67%
Accrued Interest: 91.23									
Total CDs & BAs		180,000.0000			181,788.99	180,361.51	<1%	1,427.48 ^b	2,955.00
Total Cost Basis:					180,404.35				
Total Accrued Interest for CDs & BAs: 540.00									
Total Fixed Income		885,000.0000			910,831.29	906,429.02	3%	4,402.27 ^b	28,264.55
Total Cost Basis:					922,378.35				

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

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ABAXIS INC	7,105.0000	40.0120	284,285.26	<1%	(48,217.99)	0.00%	0.00
SYMBOL: ABAX	1,494.0000	46.7162	69,794.14	03/21/13	(10,016.21)	285	Short-Term
	1,093.0000	46.6530	50,991.83	03/22/13	(7,258.71)	284	Short-Term
	2,496.0000	46.7267	116,630.06	03/25/13	(16,760.11)	281	Short-Term
	1,553.0000	47.0571	73,079.77	03/26/13	(10,941.13)	280	Short-Term
	439.0000	47.0522	20,655.95	03/27/13	(3,090.68)	279	Short-Term
	10.0000	45.7550	457.55	04/18/13	(57.43)	257	Short-Term
	20.0000	44.6975	893.95	05/29/13	(93.71)	216	Short-Term
Cost Basis			332,503.25				
ABBOTT LABORATORIES	67.0000	38.3300	2,568.11	<1%	1,308.40	1.46%	37.52
SYMBOL: ABT	67.0000	18.8016	1,259.71	10/27/03	1,308.40	3718	Long-Term
ADVISORY BOARD CO	6,010.0000	63.6700	382,656.70	1%	61,372.61	0.00%	0.00
SYMBOL: ABCO	5,955.0000	53.4809	318,478.78	02/06/13	60,676.07	328	Short-Term
	15.0000	48.4266	726.40	04/18/13	228.65	257	Short-Term
	40.0000	51.9727	2,078.91	05/29/13	467.89	216	Short-Term
Cost Basis			321,284.09				
AMERICAN EXPRESS COMPANY	92.0000	90.7300	8,347.16	<1%	4,526.93	1.01%	84.64
SYMBOL: AXP	92.0000	41.5242	3,820.23	10/27/03	4,526.93	3718	Long-Term
ANSYS INC	4,430.0000	87.2000	386,296.00	1%	120,870.16	0.00%	0.00
SYMBOL: ANSS	1,045.0000	54.0275	56,458.81	04/26/11	34,665.19	980	Long-Term
	1,100.0000	50.7203	55,792.37	07/29/11	40,127.63	886	Long-Term
	745.0000	65.1589	48,543.39	02/16/12	16,420.61	684	Long-Term
	515.0000	67.3656	34,693.32	04/27/12	10,214.68	613	Long-Term
	500.0000	58.2639	29,131.95	07/19/12	14,468.05	530	Long-Term

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Holding Days	Holding Period	
ANSYS INC	85.0000	79.5852	6,764.75	03/12/13	294	Short-Term	
	255.0000	79.3510	20,234.53	03/26/13	280	Short-Term	
	50.0000	75.4290	3,771.45	04/18/13	257	Short-Term	
	135.0000	74.3353	10,035.27	05/29/13	216	Short-Term	
Cost Basis			265,425.84				
ATHENAHEALTH INC	3,470.0000	134.5000	466,715.00	1%	0.00%	0.00	
SYMBOL: ATHN	974.0000	76.1229	74,143.79	03/13/12	658	Long-Term	
	1,576.0000	76.8660	121,140.94	03/14/12	657	Long-Term	
	90.0000	87.4894	7,874.05	07/19/12	530	Long-Term	
	485.0000	96.1684	46,641.70	03/12/13	294	Short-Term	
	200.0000	95.8267	19,165.35	03/26/13	280	Short-Term	
	35.0000	93.7357	3,280.75	04/18/13	257	Short-Term	
	110.0000	84.0893	9,249.83	05/29/13	216	Short-Term	
Cost Basis			281,496.41				
BEACON ROOFING SUPPLY	13,170.0000	40.2800	530,487.60	2%	0.00%	0.00	
SYMBOL: BECN	1,630.0000	21.9034	35,702.69	04/26/11	980	Long-Term	
	1,670.0000	20.2964	33,895.09	06/13/11	932	Long-Term	
	2,500.0000	16.6558	41,639.70	10/06/11	817	Long-Term	
	2,790.0000	23.9491	66,818.01	02/16/12	684	Long-Term	
	1,500.0000	27.4612	41,191.90	04/27/12	613	Long-Term	
	1,515.0000	27.6448	41,881.88	07/19/12	530	Long-Term	
	260.0000	39.4724	10,262.83	03/12/13	294	Short-Term	
	750.0000	38.0909	28,568.20	03/26/13	280	Short-Term	
	145.0000	35.8117	5,192.70	04/18/13	257	Short-Term	
	410.0000	41.7188	17,104.72	05/29/13	216	Short-Term	
Cost Basis			322,257.72				

STATEMENT C

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
BIO REFERENCE LABS NEW	9,377.0000	25.5400	239,488.58	<1%	22,340.17	0.00%	0.00
SYMBOL: BRLL	2,210.0000	23.7059	52,390.15	04/26/11	4,053.25	980	Long-Term
	2,285.0000	22.0047	50,280.78	06/13/11	8,078.12	932	Long-Term
	1,625.0000	19.5507	31,769.90	02/16/12	9,732.60	684	Long-Term
	1,095.0000	21.6798	23,739.46	04/27/12	4,226.84	613	Long-Term
	1,055.0000	26.6557	28,121.85	07/19/12	(1,177.15)	530	Long-Term
	175.0000	28.2431	4,942.55	03/12/13	(473.05)	294	Short-Term
	535.0000	26.6663	14,266.49	03/26/13	(602.59)	280	Short-Term
	105.0000	23.8852	2,507.95	04/18/13	173.75	257	Short-Term
	292.0000	31.2646	9,129.28	05/29/13	(1,671.60)	216	Short-Term
Cost Basis			217,148.41				
BURBERRY GROUP PLC ADR F	7,065.0000	50.5500	357,135.75	1%	74,820.35	2.52%	9,020.59
SPONSORED ADR	6,965.0000	39.9311	278,120.70	12/27/12	73,960.05	369	Long-Term
1 ADR REPS 2 ORD	60.0000	40.8291	2,449.75	03/26/13	583.25	280	Short-Term
SYMBOL: BURBY	15.0000	39.7166	595.75	04/18/13	162.50	257	Short-Term
	25.0000	45.9680	1,149.20	05/29/13	114.55	216	Short-Term
Cost Basis			282,315.40				Accrued Dividend: 2,036.13
CABOT MICROELECTRONICS	5,165.0000	45.7000	236,040.50	<1%	21,671.16	0.00%	0.00
SYMBOL: CCMP	1,235.0000	49.9545	61,693.87	04/26/11	(5,254.37)	980	Long-Term
	1,400.0000	38.8856	54,439.97	07/29/11	9,540.03	886	Long-Term
	780.0000	51.8174	40,417.63	02/16/12	(4,771.63)	684	Long-Term
	610.0000	34.8516	21,259.52	04/27/12	6,617.48	613	Long-Term
	585.0000	29.5352	17,278.15	07/19/12	9,456.35	530	Long-Term
	320.0000	34.3453	10,990.52	03/26/13	3,633.48	280	Short-Term
	60.0000	32.1691	1,930.15	04/18/13	811.85	257	Short-Term
	175.0000	36.3401	6,359.53	05/29/13	1,637.97	216	Short-Term
Cost Basis			214,369.34				

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CEPHEID INC	15,029.0000	46.6720	701,433.49	2%	136,710.36	0.00%	0.00
SYMBOL: CPHD	3,754.0000	31.7713	119,269.78	04/26/11	55,936.91	980	Long-Term
	4,200.0000	38.1728	160,325.89	07/29/11	35,696.51	886	Long-Term
	1,065.0000	42.6203	45,390.62	02/16/12	4,315.06	684	Long-Term
	1,700.0000	38.6011	65,621.98	04/27/12	13,720.42	613	Long-Term
	1,735.0000	43.7521	75,910.00	07/19/12	5,065.92	530	Long-Term
	1,085.0000	38.3189	41,576.06	03/12/13	9,063.06	294	Short-Term
	860.0000	38.6558	33,243.99	03/26/13	6,893.93	280	Short-Term
	165.0000	36.2042	5,973.70	04/18/13	1,727.18	257	Short-Term
	465.0000	37.4432	17,411.11	05/29/13	4,291.37	216	Short-Term
Cost Basis			564,723.13				
CHEMED CORPORATION NEW	5,400.0000	76.6200	413,748.00	1%	52,573.81	1.04%	4,320.00
SYMBOL: CHE	1,275.0000	69.5320	88,653.33	04/26/11	9,037.17	980	Long-Term
	800.0000	66.3521	53,081.75	07/06/11	8,214.25	909	Long-Term
	750.0000	66.8469	50,135.20	07/08/11	7,329.80	907	Long-Term
	695.0000	63.7308	44,292.96	02/16/12	8,957.94	684	Long-Term
	635.0000	59.9047	38,039.54	04/27/12	10,614.16	613	Long-Term
	610.0000	63.5476	38,764.08	07/19/12	7,974.12	530	Long-Term
	95.0000	79.2632	7,530.01	03/12/13	(251.11)	294	Short-Term
	310.0000	79.4046	24,615.45	03/26/13	(863.25)	280	Short-Term
	60.0000	74.8281	4,489.69	04/18/13	107.51	257	Short-Term
	170.0000	68.0716	11,572.18	05/29/13	1,453.22	216	Short-Term
Cost Basis			361,174.19				
CISCO SYSTEMS INC	13,580.0000	22.4300	304,599.40	<1%	63,772.87	3.03%	9,234.40
SYMBOL: CSCO	80.0000	9.1172	729.38	11/19/96	1,065.02	6251	Long-Term
	540.0000	10.8194	5,842.50	02/09/98	6,269.70	5804	Long-Term
	120.0000	16.2339	1,948.07	07/14/98	743.53	5649	Long-Term
	3,030.0000	17.5129	53,064.25	04/26/11	14,898.65	980	Long-Term
	3,120.0000	15.1328	47,214.55	06/13/11	22,767.05	932	Long-Term

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Holding Days		Holding Period
CISCO SYSTEMS INC							
	2,225.0000	20.2292	45,010.02	02/16/12	4,896.73	684	Long-Term
	1,490.0000	19.8540	29,582.47	04/27/12	3,838.23	613	Long-Term
	1,450.0000	16.6781	24,183.35	07/19/12	8,340.15	530	Long-Term
	245.0000	21.7345	5,324.96	03/12/13	170.39	294	Short-Term
	735.0000	20.8611	15,332.97	03/26/13	1,153.08	280	Short-Term
	145.0000	20.5397	2,978.26	04/18/13	274.09	257	Short-Term
	400.0000	24.0393	9,615.75	05/29/13	(643.75)	216	Short-Term
Cost Basis			240,826.53				
CONCUR TECHNOLOGIES INC							
SYMBOL: CNQR	3,497.0000	103.1800	360,820.46	1%	189,081.91	0.00%	0.00
	2,032.0000	38.3833	77,994.87	10/06/11	131,666.89	817	Long-Term
	250.0000	57.9238	14,480.95	02/16/12	11,314.05	684	Long-Term
	405.0000	57.4571	23,270.13	04/27/12	18,517.77	613	Long-Term
	400.0000	66.9518	26,780.75	07/19/12	14,491.25	530	Long-Term
	70.0000	70.9468	4,966.28	03/12/13	2,256.32	294	Short-Term
	200.0000	67.0227	13,404.55	03/26/13	7,231.45	280	Short-Term
	35.0000	69.2357	2,423.25	04/18/13	1,188.05	257	Short-Term
	105.0000	80.1692	8,417.77	05/29/13	2,416.13	216	Short-Term
Cost Basis			171,738.55				
COSTAR GROUP INC							
SYMBOL: CSGP	3,050.0000	184.5800	562,969.00	2%	307,837.05	0.00%	0.00
	2,000.0000	80.6581	161,316.35	07/10/12	207,843.65	539	Long-Term
	690.0000	79.4779	54,839.80	07/19/12	72,520.40	530	Long-Term
	55.0000	101.8327	5,600.80	03/12/13	4,551.10	294	Short-Term
	175.0000	109.0825	19,089.45	03/26/13	13,212.05	280	Short-Term
	35.0000	105.7757	3,702.15	04/18/13	2,758.15	257	Short-Term
	95.0000	111.4042	10,583.40	05/29/13	6,951.70	216	Short-Term
Cost Basis			255,731.95				

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CREE INC	5,658.0000	62.5200	353,738.16	1%	167,809.78	0.00%	0.00
SYMBOL: CREE	3,690.0000	30.4203	112,251.00	02/16/12	118,447.80	684	Long-Term
	665.0000	30.9414	20,576.07	04/27/12	20,999.73	613	Long-Term
	630.0000	24.4722	15,417.49	07/19/12	23,970.11	530	Long-Term
	110.0000	52.2633	5,748.97	03/12/13	1,128.23	294	Short-Term
	325.0000	54.4063	17,682.06	03/26/13	2,636.94	280	Short-Term
	63.0000	53.1620	3,349.21	04/18/13	589.55	257	Short-Term
	175.0000	62.3061	10,903.58	05/29/13	37.42	216	Short-Term
Cost Basis			185,928.38				
DEALERTRACK TECHNOLOGIES	8,225.0000	48.0800	395,458.00	1%	152,381.65	0.00%	0.00
SYMBOL: TRAK	5,450.0000	29.7866	162,337.20	07/10/12	99,698.80	539	Long-Term
	1,800.0000	28.7866	51,816.01	07/19/12	34,727.99	530	Long-Term
	155.0000	29.7237	4,607.18	03/12/13	2,845.22	294	Short-Term
	470.0000	29.3190	13,779.95	03/26/13	8,817.65	280	Short-Term
	95.0000	26.9242	2,557.80	04/18/13	2,009.80	257	Short-Term
	255.0000	31.2870	7,978.21	05/29/13	4,282.19	216	Short-Term
Cost Basis			243,076.35				
ECOLAB INC	6,763.0000	104.2700	705,178.01	2%	339,962.62	0.88%	6,221.96
SYMBOL: ECL	1,288.0685	39.8784	51,366.19	04/26/11	82,940.71	980	Long-Term
	1,010.0000	51.6637	52,180.40	04/26/11	53,132.30	980	Long-Term
	1,164.9315	38.2079	44,509.61	06/13/11	76,957.80	932	Long-Term
	1,040.0000	54.0303	56,191.52	06/13/11	52,249.28	932	Long-Term
	695.0000	63.6598	44,243.62	04/27/12	28,224.03	613	Long-Term
	765.0000	67.9401	51,974.18	07/19/12	27,792.37	530	Long-Term

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Estimated Annual Income Holding Period
ECOLAB INC								
	130.0000	79.2568	10,303.39	03/12/13	3,251.71	294		Short-Term
	385.0000	78.8617	30,361.77	03/26/13	9,782.18	280		Short-Term
	75.0000	81.0193	6,076.45	04/18/13	1,743.80	257		Short-Term
	210.0000	85.7536	18,008.26	05/29/13	3,888.44	216		Short-Term
Cost Basis			365,215.39					Accrued Dividend: 1,859.83
EXXON MOBIL CORPORATION	92.0000	101.2000	9,310.40	<1%	5,808.88	2.49%		231.84
SYMBOL: XOM	92.0000	38.0600	3,501.52	10/27/03	5,808.88	3718		Long-Term
FASTENAL CO	10,668.0000	47.5100	506,836.68	2%	77,175.32	2.10%		10,668.00
SYMBOL: FAST	2,143.0000	33.0464	70,818.48	04/26/11	30,995.45	980		Long-Term
	3,750.0000	33.8378	126,892.08	07/29/11	51,270.42	886		Long-Term
	1,065.0000	50.7932	54,094.76	02/16/12	(3,496.61)	684		Long-Term
	1,200.0000	47.9334	57,520.15	04/27/12	(508.15)	613		Long-Term
	1,240.0000	45.3159	56,191.74	07/19/12	2,720.66	530		Long-Term
	205.0000	50.7396	10,401.63	03/12/13	(662.08)	294		Short-Term
	610.0000	50.4633	30,782.66	03/26/13	(1,801.56)	280		Short-Term
	120.0000	47.2605	5,671.27	04/18/13	29.93	257		Short-Term
Cost Basis	335.0000	51.6077	17,288.59	05/29/13	(1,372.74)	216		Short-Term
			429,661.36					
FISERV INC	9,960.0000	59.0500	588,138.00	2%	259,385.40	0.00%		0.00
SYMBOL: FISV	3,300.0000	32.1293	106,026.90	04/26/11	88,838.10	980		Long-Term
	2,000.0000	32.3285	64,657.15	07/06/11	53,442.85	909		Long-Term
	1,600.0000	32.2146	51,543.43	07/08/11	42,936.57	907		Long-Term
	2,230.0000	32.6327	72,770.95	02/16/12	58,910.55	684		Long-Term
	310.0000	35.8678	11,119.04	07/19/12	7,186.46	530		Long-Term
	250.0000	43.2603	10,815.08	03/26/13	3,947.42	280		Short-Term
	70.0000	43.0228	3,011.60	04/18/13	1,121.90	257		Short-Term
Cost Basis	200.0000	44.0422	8,808.45	05/29/13	3,001.55	216		Short-Term
			328,752.60					

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GENERAL ELECTRIC COMPANY	167.0000	28.0300	4,681.01	<1%	4,157.57	2.71%	126.92
SYMBOL: GE	167.0000	3.1343	523.44	07/08/86	4,157.57	10038	Long-Term
							Accrued Dividend: 36.74
GENTEX CORP	14,775.0000	32.9800	487,279.50	2%	99,726.04	1.69%	8,274.00
SYMBOL: GNTX	3,485.0000	30.1269	104,992.48	04/26/11	9,942.82	980	Long-Term
	3,750.0000	28.4795	106,798.45	07/29/11	16,876.55	886	Long-Term
	2,405.0000	26.3183	63,295.56	02/16/12	16,021.34	684	Long-Term
	1,700.0000	22.3784	38,043.39	04/27/12	18,022.61	613	Long-Term
	1,680.0000	22.3263	37,508.23	07/19/12	17,898.17	530	Long-Term
	285.0000	20.0763	5,721.75	03/12/13	3,677.55	294	Short-Term
	845.0000	20.2804	17,137.02	03/26/13	10,731.08	280	Short-Term
	165.0000	20.4332	3,371.49	04/18/13	2,070.21	257	Short-Term
	460.0000	23.2284	10,685.09	05/29/13	4,485.71	216	Short-Term
Cost Basis			387,553.46				
GOOGLE INC CLASS A	384.0000	1,120.7100	430,352.64	1%	198,612.92	0.00%	0.00
SYMBOL: GOOG	90.0000	532.4294	47,918.65	04/26/11	52,945.25	980	Long-Term
	75.0000	535.9793	40,198.45	07/06/11	43,854.80	909	Long-Term
	85.0000	607.3052	51,620.95	02/16/12	43,639.40	684	Long-Term
	40.0000	614.4237	24,576.95	04/27/12	20,251.45	613	Long-Term
	45.0000	596.2588	26,831.65	07/19/12	23,600.30	530	Long-Term
	10.0000	826.8950	8,268.95	03/12/13	2,938.15	294	Short-Term
	20.0000	811.6175	16,232.35	03/26/13	6,181.85	280	Short-Term
	4.0000	764.0175	3,056.07	04/18/13	1,426.77	257	Short-Term
	15.0000	869.0466	13,035.70	05/29/13	3,774.95	216	Short-Term
Cost Basis			231,739.72				

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GRAND CANYON EDUCATION	12,461.0000	43.6000	543,299.60	2%	304,788.35	0.00%	0.00
SYMBOL: LOPE	4,666.0000	15.7925	73,687.89	10/03/11	129,749.71	820	Long-Term
	740.0000	17.9810	13,306.01	02/16/12	18,957.99	684	Long-Term
	965.0000	17.3586	16,751.12	04/27/12	25,322.88	613	Long-Term
	2,500.0000	21.4481	53,620.45	07/10/12	55,379.55	539	Long-Term
	2,110.0000	19.7971	41,771.97	07/19/12	50,224.03	530	Long-Term
	245.0000	24.1126	5,907.59	03/12/13	4,774.41	294	Short-Term
	710.0000	24.7416	17,566.54	03/26/13	13,389.46	280	Short-Term
	135.0000	24.9353	3,366.27	04/18/13	2,519.73	257	Short-Term
	390.0000	32.1369	12,533.41	05/29/13	4,470.59	216	Short-Term
			238,511.25				
Cost Basis							
HORMEL FOODS CORP	9,560.0000	45.1700	431,825.20	1%	145,618.91	1.50%	6,500.80
SYMBOL: HRL	2,300.0000	28.7476	66,119.69	04/26/11	37,771.31	980	Long-Term
	2,350.0000	28.6438	67,312.95	06/13/11	38,836.55	932	Long-Term
	1,720.0000	29.1419	50,124.07	02/16/12	27,568.33	684	Long-Term
	1,100.0000	29.1081	32,018.95	04/27/12	17,668.05	613	Long-Term
	1,135.0000	28.6230	32,487.20	07/19/12	18,780.75	530	Long-Term
	190.0000	38.5061	7,316.16	03/12/13	1,266.14	294	Short-Term
	555.0000	40.0747	22,241.47	03/26/13	2,827.88	280	Short-Term
	105.0000	40.8602	4,290.33	04/18/13	452.52	257	Short-Term
	105.0000	40.9092	4,295.47	05/29/13	447.38	216	Short-Term
			286,206.29				
Cost Basis							
I H S INC	3,270.0000	119.7000	391,419.00	1%	85,754.22	0.00%	0.00
SYMBOL: IHS	770.0000	86.4166	66,540.80	04/26/11	25,628.20	980	Long-Term
	500.0000	83.9699	41,984.95	07/06/11	17,865.05	909	Long-Term
	865.0000	91.5058	79,152.56	02/16/12	24,387.94	684	Long-Term
	370.0000	101.3591	37,502.90	04/27/12	6,786.10	613	Long-Term
	380.0000	106.1106	40,322.05	07/19/12	5,163.95	530	Long-Term

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Holding Days		Holding Period
I H S INC							
	60.0000	110.8191	6,649.15	03/12/13	532.85	294	Short-Term
	185.0000	103.3840	19,126.05	03/26/13	3,018.45	280	Short-Term
	35.0000	98.4848	3,446.97	04/18/13	742.53	257	Short-Term
	105.0000	104.1842	10,939.35	05/29/13	1,629.15	216	Short-Term
Cost Basis			305,664.78				
INTEL CORP							
	1,000.0000	25.9550	25,955.00	<1%	15,856.87	3,46%	900.00
	800.0000	7.3637	5,891.00	02/15/96	14,873.00	6529	Long-Term
	200.0000	21.0356	4,207.13	09/11/98	983.87	5590	Long-Term
Cost Basis			10,098.13				
INTL BUSINESS MACHINES							
	470.0000	187.5700	88,157.90	<1%	73,541.18	2.02%	1,786.00
	68.0000	29.8750	2,031.50	08/03/84	10,723.26	10742	Long-Term
	332.0000	17.3925	5,774.31	10/22/92	56,498.93	7740	Long-Term
	20.0000	64.1870	1,283.74	09/11/98	2,467.66	5590	Long-Term
	33.3330	121.3314	4,044.34	12/12/01	2,207.93	4402	Long-Term
	16.6670	88.9680	1,482.83	10/27/03	1,643.40	3718	Long-Term
Cost Basis			14,616.72				
IPC THE HOSPITALIST CO							
	6,640.0000	59.3900	394,349.60	1%	109,601.75	0.00%	0.00
	1,025.0000	48.9081	50,130.84	04/26/11	10,743.91	980	Long-Term
	650.0000	48.2499	31,362.48	07/06/11	7,241.02	909	Long-Term
	1,170.0000	34.6659	40,559.16	02/16/12	28,927.14	684	Long-Term
	500.0000	38.5263	19,263.15	04/27/12	10,431.85	613	Long-Term
	1,425.0000	42.6367	60,757.41	07/10/12	23,873.34	539	Long-Term
	1,080.0000	43.6639	47,157.11	07/19/12	16,984.09	530	Long-Term
	135.0000	43.6502	5,892.79	03/12/13	2,124.86	294	Short-Term
	380.0000	44.9678	17,087.78	03/26/13	5,480.42	280	Short-Term
	70.0000	39.4978	2,764.85	04/18/13	1,392.45	257	Short-Term
	205.0000	47.6696	9,772.28	05/29/13	2,402.67	216	Short-Term
Cost Basis			284,747.85				

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
JOHNSON & JOHNSON	56.0000	91.5900	5,129.04	<1%	1,989.12	2.88%	147.84
SYMBOL: JNJ	56.0000	56.0700	3,139.92	12/12/01	1,989.12	4402	Long-Term
JOHNSON CONTROLS INC	6,300.0000	51.3000	323,190.00	1%	101,245.12	1.48%	4,788.00
SYMBOL: JCI	1,485.0000	40.6681	60,392.17	04/26/11	15,788.33	980	Long-Term
	1,515.0000	36.1859	54,821.65	06/13/11	22,897.85	932	Long-Term
	1,105.0000	34.4679	38,087.03	02/16/12	18,599.47	684	Long-Term
	735.0000	32.1291	23,614.95	04/27/12	14,090.55	613	Long-Term
	710.0000	25.9996	18,459.72	07/19/12	17,963.28	530	Long-Term
	120.0000	34.1635	4,099.63	03/12/13	2,056.37	294	Short-Term
	360.0000	35.0528	12,619.03	03/26/13	5,848.97	280	Short-Term
	70.0000	32.1478	2,250.35	04/18/13	1,340.65	257	Short-Term
	200.0000	38.0017	7,600.35	05/29/13	2,659.65	216	Short-Term
Cost Basis			221,944.88			Accrued Dividend: 1,386.00	
LINEAR TECHNOLOGY CORP	4,820.0000	45.5500	219,551.00	<1%	56,673.15	2.28%	5,012.80
DELAWARE	1,150.0000	34.4370	39,602.65	04/26/11	12,779.85	980	Long-Term
SYMBOL: LLTC	1,200.0000	32.9364	39,523.75	07/08/11	15,136.25	907	Long-Term
	835.0000	34.2387	28,589.33	02/16/12	9,444.92	684	Long-Term
	575.0000	32.9325	18,936.23	04/27/12	7,255.02	613	Long-Term
	545.0000	31.1334	16,967.72	07/19/12	7,857.03	530	Long-Term
	290.0000	37.9198	10,996.76	03/26/13	2,212.74	280	Short-Term
	60.0000	34.9191	2,095.15	04/18/13	637.85	257	Short-Term
	165.0000	37.3712	6,166.26	05/29/13	1,349.49	216	Short-Term
Cost Basis			162,877.85				

STATEMENT C

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
LKQ CORP	30,710.0000	32.9000	1,010,359.00	3%	532,909.21	0.00%	0.00
SYMBOL: LKQ	7,240.0000	11.9270	86,351.74	04/26/11	151,844.26	980	Long-Term
	7,600.0000	13.6427	103,685.11	07/08/11	146,354.89	907	Long-Term
	5,190.0000	16.3519	84,866.75	02/16/12	85,884.25	684	Long-Term
	3,600.0000	17.0146	61,252.87	04/27/12	57,187.13	613	Long-Term
	3,450.0000	17.6161	60,775.87	07/19/12	52,729.13	530	Long-Term
	575.0000	21.5445	12,388.13	03/12/13	6,529.37	294	Short-Term
	1,760.0000	21.3840	37,635.99	03/26/13	20,268.01	280	Short-Term
	340.0000	20.5123	6,974.19	04/18/13	4,211.81	257	Short-Term
	955.0000	24.6273	23,519.14	05/29/13	7,900.36	216	Short-Term
Cost Basis			477,449.79				
MD U RESOURCES GROUP	6,215.0000	30.5500	189,868.25	<1%	47,488.03	2.25%	4,288.35
SYMBOL: MDU	1,560.0000	23.9857	37,417.75	04/26/11	10,240.25	980	Long-Term
	1,615.0000	22.2121	35,872.61	06/13/11	13,465.64	932	Long-Term
	1,145.0000	21.7034	24,850.41	02/16/12	10,129.34	684	Long-Term
	775.0000	22.8296	17,692.98	04/27/12	5,983.27	613	Long-Term
	745.0000	22.9100	17,067.96	07/19/12	5,691.79	530	Long-Term
	105.0000	23.6942	2,487.90	04/18/13	719.85	257	Short-Term
	270.0000	25.8911	6,990.61	05/29/13	1,257.89	216	Short-Term
Cost Basis			142,380.22				Accrued Dividend: 1,103.16
MEDNAX INC	11,826.0000	53.3800	631,271.88	2%	201,252.17	0.00%	0.00
SYMBOL: MD	2,790.0000	33.9993	94,858.07	04/26/11	54,072.13	980	Long-Term
	2,400.0000	36.6155	87,877.39	07/08/11	40,234.61	907	Long-Term
	2,520.0000	37.5096	94,524.20	02/16/12	39,993.40	684	Long-Term
	1,380.0000	34.8454	48,086.77	04/27/12	25,577.63	613	Long-Term
	1,320.0000	31.6437	41,769.79	07/19/12	28,691.81	530	Long-Term

STATEMENT C

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
MEDNAX INC							
	230.0000	43.4923	10,003.24	03/12/13	2,274.16	294	Short-Term
	670.0000	44.1766	29,598.36	03/26/13	6,166.24	280	Short-Term
	146.0000	42.8158	6,251.11	04/18/13	1,542.37	257	Short-Term
	370.0000	46.0831	17,050.78	05/29/13	2,699.82	216	Short-Term
Cost Basis			430,019.71				
MEDTRONIC INC	407.0000	57.3900	23,357.73	<1%	13,083.48	1,95%	455.84
SYMBOL: MDT	350.0000	21.7202	7,602.09	10/28/97	12,484.41	5908	Long-Term
	57.0000	46.8800	2,672.16	12/12/01	599.07	4402	Long-Term
Cost Basis			10,274.25				
MICROSOFT CORP	15,782.0000	37.4100	590,404.62	2%	153,368.51	2,99%	17,675.84
SYMBOL: MSFT	3,170.0000	26.1927	83,030.93	04/26/11	35,558.77	980	Long-Term
	3,255.0000	24.1120	78,484.72	06/13/11	43,284.83	932	Long-Term
	2,687.0000	25.7632	69,225.80	08/29/11	31,294.87	855	Long-Term
	1,170.0000	31.3843	36,719.69	02/16/12	7,050.01	684	Long-Term
	1,850.0000	32.0007	59,201.37	04/27/12	10,007.13	613	Long-Term
	1,760.0000	30.6526	53,948.73	07/19/12	11,892.87	530	Long-Term
	305.0000	27.7973	8,478.19	03/12/13	2,931.86	294	Short-Term
	900.0000	28.1860	25,367.44	03/26/13	8,301.56	280	Short-Term
	195.0000	28.7838	5,612.86	04/18/13	1,682.09	257	Short-Term
	490.0000	34.6252	16,966.38	05/29/13	1,364.52	216	Short-Term
Cost Basis			437,036.11				
NATIONAL INSTRUMENTS	16,650.0000	32.0200	533,133.00	2%	48,658.33	1,74%	9,324.00
SYMBOL: NATI	3,925.0000	32.5070	127,590.29	04/26/11	(1,911.79)	980	Long-Term
	4,050.0000	27.6603	112,024.26	06/13/11	17,656.74	932	Long-Term
	2,880.0000	27.3547	78,781.56	02/16/12	13,436.04	684	Long-Term
	1,955.0000	27.1717	53,120.83	04/27/12	9,478.27	613	Long-Term
	1,855.0000	27.8810	51,719.30	07/19/12	7,677.80	530	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
NATIONAL INSTRUMENTS							
	315.0000	31.0786	9,789.79	03/12/13	296.51	294	Short-Term
	950.0000	32.2071	30,596.77	03/26/13	(177.77)	280	Short-Term
	205.0000	29.9076	6,131.07	04/18/13	433.03	257	Short-Term
	515.0000	28.5840	14,720.80	05/29/13	1,769.50	216	Short-Term
<i>Cost Basis</i>			484,474.67				
NEOGEN CORP	8,250.0000	45.7000	377,025.00	1%	132,313.27	0.00%	0.00
SYMBOL: NEOG	2,010.0000	29.2075	58,707.25	07/18/12	33,149.75	531	Long-Term
	1,042.5000	29.0736	30,309.28	07/19/12	17,332.97	530	Long-Term
	4,215.0000	29.1162	122,725.02	07/19/12	69,900.48	530	Long-Term
	157.5000	31.7648	5,002.96	03/12/13	2,194.79	294	Short-Term
	472.5000	32.6784	15,440.58	03/26/13	6,152.67	280	Short-Term
	97.5000	32.7384	3,192.00	04/18/13	1,263.75	257	Short-Term
	255.0000	36.6064	9,334.64	05/29/13	2,318.86	216	Short-Term
<i>Cost Basis</i>			244,711.73				
PATTERSON COMPANIES	6,815.0000	41.2000	280,778.00	<1%	49,634.25	1.55%	4,361.60
SYMBOL: PDCO	1,605.0000	33.8155	54,274.00	04/26/11	11,852.00	980	Long-Term
	1,645.0000	32.1754	52,928.60	06/13/11	14,845.40	932	Long-Term
	1,190.0000	33.2562	39,574.90	02/16/12	9,453.10	684	Long-Term
	790.0000	33.7191	26,638.11	04/27/12	5,909.89	613	Long-Term
	775.0000	35.0885	27,193.63	07/19/12	4,736.37	530	Long-Term
	130.0000	37.2068	4,836.89	03/12/13	519.11	294	Short-Term
	385.0000	37.5219	14,445.95	03/26/13	1,416.05	280	Short-Term
	85.0000	36.4652	3,099.55	04/18/13	402.45	257	Short-Term
	210.0000	38.8196	8,152.12	05/29/13	499.88	216	Short-Term
<i>Cost Basis</i>			231,143.75				

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
PEARSON PLC ADR F	383.0000	22.4000	8,579.20	<1%	4,615.15	2.25%	193.67
SPONSORED ADR	383.0000	10.3500	3,964.05	10/27/03	4,615.15	3718	Long-Term
1 ADR REP 1 ORD							
SYMBOL: PSO							
PEPSICO INCORPORATED	66.0000	82.9400	5,474.04	<1%	2,874.14	2.73%	149.82
SYMBOL: PEP	66.0000	39.3924	2,599.90	05/23/00	2,874.14	4970	Long-Term
PERRIGO CO PLC F	2,190.0000	153.4600	336,077.40	1%	2,748.45	0.00%	0.00
US SHARES	2,190.0000	152.2050	333,328.95	12/19/13	2,748.45	12	Short-Term
SYMBOL: PRGO							
PORTFOLIO RECOVERY ASSOC	7,710.0000	52.8400	407,396.40	1%	188,726.40	0.00%	0.00
SYMBOL: PRAA	1,830.0000	28.2820	51,756.17	04/26/11	44,941.03	980	Long-Term
	1,860.0000	26.1892	48,712.06	06/13/11	49,570.34	932	Long-Term
	1,335.0000	23.4938	31,364.27	02/16/12	39,177.13	684	Long-Term
	885.0000	22.5767	19,980.45	04/27/12	26,782.95	613	Long-Term
	885.0000	30.2997	26,815.31	07/19/12	19,948.09	530	Long-Term
	150.0000	41.2630	6,189.45	03/12/13	1,736.55	294	Short-Term
	435.0000	41.9779	18,260.39	03/26/13	4,725.01	280	Short-Term
	90.0000	39.6327	3,566.95	04/18/13	1,188.65	257	Short-Term
	240.0000	50.1039	12,024.95	05/29/13	656.65	216	Short-Term
Cost Basis			218,670.00				
POWER INTEGRATIONS INC	5,140.0000	55.8200	286,914.80	<1%	91,189.22	0.57%	1,644.80
SYMBOL: POWI	1,210.0000	39.6079	47,925.56	04/26/11	19,616.64	980	Long-Term
	1,400.0000	35.7906	50,106.97	07/29/11	28,041.03	886	Long-Term
	740.0000	39.0990	28,933.33	02/16/12	12,373.47	684	Long-Term
	600.0000	37.7499	22,649.95	04/27/12	10,842.05	613	Long-Term
	575.0000	34.9915	20,120.15	07/19/12	11,976.35	530	Long-Term

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Holding Days		Holding Period
POWER INTEGRATIONS INC							
	100.0000	42.3185	4,231.85	03/12/13	1,350.15	294	Short-Term
	290.0000	42.8068	12,413.99	03/26/13	3,773.81	280	Short-Term
	65.0000	38.8176	2,523.15	04/18/13	1,105.15	257	Short-Term
	160.0000	42.6289	6,820.63	05/29/13	2,110.57	216	Short-Term
Cost Basis			195,725.58				
PRAXAIR INC	2,865.0000	130.0300	372,535.95	1%	60,743.07	1.84%	6,876.00
SYMBOL: PX	675.0000	108.2734	73,084.59	04/26/11	14,685.66	980	Long-Term
	750.0000	103.7948	77,846.13	07/29/11	19,676.37	886	Long-Term
	440.0000	109.0263	47,971.59	02/16/12	9,241.61	684	Long-Term
	330.0000	116.3681	38,401.48	04/27/12	4,508.42	613	Long-Term
	315.0000	109.1051	34,368.11	07/19/12	6,591.34	530	Long-Term
	65.0000	113.8876	7,402.70	03/12/13	1,049.25	294	Short-Term
	165.0000	112.0622	18,490.27	03/26/13	2,964.68	280	Short-Term
	35.0000	109.7757	3,842.15	04/18/13	708.90	257	Short-Term
	90.0000	115.3984	10,385.86	05/29/13	1,316.84	216	Short-Term
Cost Basis			311,792.88				
PROTO LABS INC	5,940.0000	71.1800	422,809.20	1%	114,576.03	0.00%	0.00
SYMBOL: PRLB	1,295.0000	47.9090	62,042.17	03/26/13	30,135.93	280	Short-Term
	1,227.0000	46.9815	57,646.42	04/17/13	29,691.44	258	Short-Term
	165.0000	44.7522	7,384.12	04/18/13	4,360.58	257	Short-Term
	1,173.0000	46.4868	54,529.05	04/18/13	28,965.09	257	Short-Term
	425.0000	52.7650	22,425.15	05/29/13	7,826.35	216	Short-Term
	1,655.0000	62.9645	104,206.26	08/07/13	13,596.64	146	Short-Term
Cost Basis			308,233.17				

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
QUALCOMM INC	3,845.0000	74.2500	285,491.25	<1%	47,198.26	1.88%	5,383.00
SYMBOL: QCOM	1,750.0000	61.1346	106,985.58	02/08/12	22,951.92	692	Long-Term
	755.0000	62.3098	47,043.94	02/16/12	9,014.81	684	Long-Term
	450.0000	64.2168	28,897.60	04/27/12	4,514.90	613	Long-Term
	435.0000	58.6375	25,507.35	07/19/12	6,791.40	530	Long-Term
	70.0000	66.8378	4,678.65	03/12/13	518.85	294	Short-Term
	220.0000	66.6905	14,671.93	03/26/13	1,663.07	280	Short-Term
	45.0000	63.4788	2,856.55	04/18/13	484.70	257	Short-Term
	120.0000	63.7615	7,651.39	05/29/13	1,258.61	216	Short-Term
Cost Basis			238,292.99				
RITCHIE BROS AUCTIONEERF	13,025.0000	22.9300	298,663.25	<1%	5,238.66	2.26%	6,773.00
SYMBOL: RBA	1,550.0000	29.9163	46,370.38	04/26/11	(10,828.88)	980	Long-Term
	1,595.0000	25.2447	40,265.31	06/13/11	(3,691.96)	932	Long-Term
	1,140.0000	25.2899	28,830.54	02/16/12	(2,690.34)	684	Long-Term
	765.0000	20.7056	15,839.86	04/27/12	1,701.59	613	Long-Term
	735.0000	20.9781	15,418.96	07/19/12	1,434.59	530	Long-Term
	395.0000	21.2606	8,397.96	03/26/13	659.39	280	Short-Term
	85.0000	19.2043	1,632.37	04/18/13	316.68	257	Short-Term
	887.0000	21.0303	18,653.96	06/06/13	1,684.95	208	Short-Term
	568.0000	21.2494	12,069.69	06/07/13	954.55	207	Short-Term
	5,305.0000	19.9708	105,945.56	08/07/13	15,698.09	146	Short-Term
Cost Basis			293,424.59				
ROCHE HLDG LTD SPON ADRF	3,838.0000	70.2000	269,427.60	<1%	103,491.48	0.00%	0.00
1 ADR REPS 1/4	168.0000	16.5900	2,787.12	05/06/03	9,006.48	3892	Long-Term
GENUSSHEIN ORD	865.0000	38.9503	33,692.05	04/26/11	27,030.95	980	Long-Term
SYMBOL: RHHBY	885.0000	42.0001	37,170.10	06/13/11	24,956.90	932	Long-Term
	640.0000	44.2839	28,341.75	02/16/12	16,586.25	684	Long-Term
	425.0000	45.5710	19,367.70	04/27/12	10,467.30	613	Long-Term
	415.0000	44.0615	18,285.55	07/19/12	10,847.45	530	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
ROCHE HLDG LTD SPON ADRF	70.0000	56.9178	3,984.25	03/12/13	929.75	294	Short-Term
	210.0000	58.2426	12,230.95	03/26/13	2,511.05	280	Short-Term
	45.0000	61.2188	2,754.85	04/18/13	404.15	257	Short-Term
	115.0000	63.6678	7,321.80	05/29/13	751.20	216	Short-Term
Cost Basis			165,936.12				
ROCKWOOD HOLDINGS INC	4,375.0000	71.9200	314,650.00	<1%	78,902.27	2.50%	7,875.00
SYMBOL: ROC	1,850.0000	52.2039	96,577.29	06/24/11	36,474.71	921	Long-Term
	1,005.0000	54.6844	54,957.83	02/16/12	17,321.77	684	Long-Term
	505.0000	55.7257	28,141.49	04/27/12	8,178.11	613	Long-Term
	495.0000	44.8100	22,180.99	07/19/12	13,419.41	530	Long-Term
	80.0000	65.4408	5,235.27	03/12/13	518.33	294	Short-Term
	250.0000	65.0540	16,263.50	03/26/13	1,716.50	280	Short-Term
	55.0000	61.0827	3,359.55	04/18/13	596.05	257	Short-Term
	135.0000	66.9022	9,031.81	05/29/13	677.39	216	Short-Term
Cost Basis			235,747.73				
ROLLINS INC	12,735.0000	30.2900	385,743.15	1%	116,507.43	1.18%	4,584.60
SYMBOL: ROL	3,000.0000	20.7394	62,218.45	04/26/11	28,651.55	980	Long-Term
	3,300.0000	19.2106	63,395.02	07/29/11	36,561.98	886	Long-Term
	1,995.0000	20.9151	41,725.80	02/16/12	18,702.75	684	Long-Term
	1,485.0000	21.3747	31,741.47	04/27/12	13,239.18	613	Long-Term
	1,435.0000	23.2319	33,337.83	07/19/12	10,128.32	530	Long-Term
	240.0000	24.3662	5,847.91	03/12/13	1,421.69	294	Short-Term
	730.0000	24.4802	17,870.59	03/26/13	4,241.11	280	Short-Term
	155.0000	22.5697	3,498.31	04/18/13	1,196.64	257	Short-Term
	395.0000	24.3046	9,600.34	05/29/13	2,364.21	216	Short-Term
Cost Basis			269,235.72				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ROPER INDUSTRIES INC	2,961.0000	138.6800	410,631.48	1%	126,223.43	0.47%	1,954.26
SYMBOL: ROP	700.0000	87.1801	61,026.13	04/26/11	36,049.87	980	Long-Term
	450.0000	84.1488	37,867.00	07/06/11	24,539.00	909	Long-Term
	780.0000	94.5454	73,745.47	02/16/12	34,424.93	684	Long-Term
	330.0000	102.6181	33,863.98	04/27/12	11,900.42	613	Long-Term
	345.0000	96.7409	33,375.63	07/19/12	14,468.97	530	Long-Term
	60.0000	125.6981	7,541.89	03/12/13	778.91	294	Short-Term
	170.0000	126.0266	21,424.53	03/26/13	2,151.07	280	Short-Term
	36.0000	121.8686	4,387.27	04/18/13	605.21	257	Short-Term
	90.0000	124.1794	11,176.15	05/29/13	1,305.05	216	Short-Term
Cost Basis			284,408.05				
STAPLES INC	15,840.0000	15.8900	251,697.60	<1%	(3,228.93)	3.02%	7,603.20
SYMBOL: SPLS	3,730.0000	20.9923	78,301.65	04/26/11	(19,031.95)	980	Long-Term
	3,855.0000	14.9623	57,679.75	06/13/11	3,576.20	932	Long-Term
	2,740.0000	15.1525	41,518.03	02/16/12	2,020.57	684	Long-Term
	1,780.0000	15.7956	28,116.22	04/27/12	167.98	613	Long-Term
	1,845.0000	12.7778	23,575.14	07/19/12	5,741.91	530	Long-Term
	305.0000	13.0973	3,994.69	03/12/13	851.76	294	Short-Term
	900.0000	13.3180	11,986.24	03/26/13	2,314.76	280	Short-Term
	195.0000	12.6709	2,470.83	04/18/13	627.72	257	Short-Term
	490.0000	14.8652	7,283.98	05/29/13	502.12	216	Short-Term
Cost Basis			254,926.53			Accrued Dividend: 1,900.80	
STARBUCKS CORP	13,675.0000	78.3900	1,071,983.25	3%	435,178.87	1.32%	14,222.00
SYMBOL: SBUX	2,770.0000	36.5022	101,111.24	04/26/11	116,029.06	980	Long-Term
	4,500.0000	40.6256	182,815.60	07/29/11	169,939.40	886	Long-Term
	1,170.0000	48.5588	56,813.85	02/16/12	34,902.45	684	Long-Term
	1,665.0000	56.9251	94,780.42	04/27/12	35,738.93	613	Long-Term
	1,935.0000	54.1876	104,853.06	07/19/12	46,831.59	530	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
STARBUCKS CORP							
	265.0000	58.4017	15,476.47	03/12/13	5,296.88	294	Short-Term
	780.0000	57.0404	44,491.57	03/26/13	16,652.63	280	Short-Term
	165.0000	57.6332	9,509.49	04/18/13	3,424.86	257	Short-Term
	425.0000	63.4180	26,952.68	05/29/13	6,363.07	216	Short-Term
Cost Basis			636,804.38				
STERICYCLE INC	6,435.0000	116.1700	747,553.95	2%	148,689.39	0.00%	0.00
SYMBOL: SRCL	1,515.0000	93.5200	141,682.81	04/26/11	34,314.74	980	Long-Term
	950.0000	92.4178	87,796.93	07/06/11	22,564.57	909	Long-Term
	750.0000	92.2989	69,224.20	07/08/11	17,903.30	907	Long-Term
	975.0000	87.5755	85,386.19	02/16/12	27,879.56	684	Long-Term
	745.0000	87.5056	65,191.68	04/27/12	21,354.97	613	Long-Term
	720.0000	94.1713	67,803.36	07/19/12	15,839.04	530	Long-Term
	135.0000	98.4682	13,293.22	03/12/13	2,389.73	294	Short-Term
	365.0000	104.4725	38,132.47	03/26/13	4,269.58	280	Short-Term
	80.0000	106.7218	8,537.75	04/18/13	755.85	257	Short-Term
	200.0000	109.0797	21,815.95	05/29/13	1,418.05	216	Short-Term
Cost Basis			598,864.56				
TARGET CORPORATION	3,855.0000	63.2700	243,905.85	<1%	36,279.18	2.71%	6,630.60
SYMBOL: TGT	910.0000	49.7579	45,279.72	04/26/11	12,295.98	980	Long-Term
	940.0000	46.4475	43,660.67	06/13/11	15,813.13	932	Long-Term
	665.0000	51.9817	34,567.87	02/16/12	7,506.68	684	Long-Term
	440.0000	58.3573	25,677.23	04/27/12	2,161.57	613	Long-Term
	455.0000	61.2875	27,885.84	07/19/12	902.01	530	Long-Term
	60.0000	67.5191	4,051.15	03/12/13	(254.95)	294	Short-Term
	220.0000	68.6056	15,093.25	03/26/13	(1,173.85)	280	Short-Term
	45.0000	68.2388	3,070.75	04/18/13	(223.60)	257	Short-Term
	120.0000	69.5015	8,340.19	05/29/13	(747.79)	216	Short-Term
Cost Basis			207,626.67				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
TECHNE CORP COMMON	4,560.0000	94.6700	431,695.20	1%	91,789.80	1.30%	5,654.40
SYMBOL: TECH	865.0000	76.7628	66,399.86	04/26/11	15,489.69	980	Long-Term
	550.0000	84.9512	46,723.20	07/06/11	5,345.30	909	Long-Term
	975.0000	70.3531	68,594.35	02/16/12	23,708.90	684	Long-Term
	425.0000	67.6440	28,748.73	04/27/12	11,486.02	613	Long-Term
	615.0000	74.2107	45,639.61	07/19/12	12,582.44	530	Long-Term
	1,100.0000	74.3841	81,822.55	07/27/12	22,314.45	522	Long-Term
	10.0000	64.6550	646.55	04/18/13	300.15	257	Short-Term
	20.0000	66.5275	1,330.55	05/29/13	562.85	216	Short-Term
Cost Basis			339,905.40				
TEVA PHARM INDS LTD ADRF	83.0000	40.0800	3,326.64	<1%	970.27	3.25%	108.40
SPONSORED ADR	83.0000	28.3900	2,356.37 ¹	10/27/03	970.27	3718	Long-Term
1 ADR REP 10 ORD							
SYMBOL: TEVA							
U S BANCORP DEL NEW	17,652.0000	40.4000	713,140.80	2%	123,868.33	2.27%	16,239.84
SYMBOL: USB	15,445.0000	34.4250	531,694.13 ^a	06/26/08	92,283.87	2014	Long-Term
	289.7746	22.6525	6,564.12 ^a	07/15/08	5,142.77	1995	Long-Term
	210.6174	31.7507	6,687.27 ^a	10/15/08	1,821.67	1903	Long-Term
	340.6312	19.8948	6,776.79 ^a	01/15/09	6,984.71	1811	Long-Term
	48.0475	16.9478	814.30 ^a	04/15/09	1,126.82	1721	Long-Term
	45.9778	17.7629	816.70 ^a	07/16/09	1,040.80	1629	Long-Term
	34.5185	23.7255	818.97 ^a	10/15/09	575.58	1538	Long-Term
	32.9079	24.9399	820.72 ^a	01/15/10	508.76	1446	Long-Term
	29.2549	28.1105	822.37 ^a	04/15/10	359.53	1356	Long-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Holding Days		Holding Period
U S BANCORP DEL NEW							
	34.6719	23.7607	823.83 ^a	07/15/10	576.91	1265	Long-Term
	36.7264	22.4789	825.57 ^a	10/15/10	658.18	1173	Long-Term
	30.2174	27.3815	827.40	01/18/11	393.38	1078	Long-Term
	1,073.6545	28.8549	30,980.30 ^a	02/17/11	12,395.34	1048	Long-Term
Cost Basis			589,272.47				
ULTIMATE SOFTWARE GROUP	2,770.0000	153.2200	424,419.40	1%	245,179.81	0.00%	0.00
SYMBOL: ULTI	1,620.0000	49.0298	79,428.32	08/29/11	168,788.08	855	Long-Term
	180.0000	69.3387	12,480.97	02/16/12	15,098.63	684	Long-Term
	315.0000	76.8554	24,209.46	04/27/12	24,054.84	613	Long-Term
	315.0000	89.2594	28,116.72	07/19/12	20,147.58	530	Long-Term
	60.0000	100.2891	6,017.35	03/12/13	3,175.85	294	Short-Term
	160.0000	101.7679	16,282.87	03/26/13	8,232.33	280	Short-Term
	35.0000	94.6957	3,314.35	04/18/13	2,048.35	257	Short-Term
	85.0000	110.4652	9,389.55	05/29/13	3,634.15	216	Short-Term
Cost Basis			179,239.59				
UNILEVER PLC ADR NEW F	240.0000	41.2000	9,888.00	<1%	5,353.33	3.57%	353.09
SPONSORED ADR	240.0000	18.8944	4,534.67 ¹	10/27/03	5,353.33	3718	Long-Term
1 ADR REP 1 ORD							
SYMBOL: UL							
UNION PACIFIC CORP	100.0000	168.0000	16,800.00	<1%	13,968.00	1.88%	316.00
SYMBOL: UNP	100.0000	28.3200	2,832.00 ¹	07/22/04	13,968.00	3449	Long-Term

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
UNITED NATURAL FOODS INC	3,800.0000	75.3900	286,482.00	<1%	116,838.50	0.00%	0.00
SYMBOL: UNFI	820.0000	44.0385	36,111.58	04/26/11	25,708.22	980	Long-Term
	2,000.0000	41.8800	83,760.15	07/29/11	67,019.85	886	Long-Term
	325.0000	50.1425	16,296.33	04/27/12	8,205.42	613	Long-Term
	250.0000	52.7240	13,181.00	07/19/12	5,666.50	530	Long-Term
	230.0000	48.4159	11,135.66	03/26/13	6,204.04	280	Short-Term
	50.0000	49.1490	2,457.45	04/18/13	1,312.05	257	Short-Term
	125.0000	53.6106	6,701.33	05/29/13	2,722.42	216	Short-Term
<i>Cost Basis</i>			<i>169,643.50</i>				
UNITEDHEALTH GROUP INC	400.0000	75.3000	30,120.00	<1%	12,325.00	1.48%	448.00
SYMBOL: UNH	400.0000	44.4875	17,795.00	02/22/05	12,325.00	3234	Long-Term
VMWARE INC CL A	3,437.0000	89.7100	308,333.27	<1%	(25,965.77)	0.00%	0.00
CLASS A	810.0000	95.0190	76,965.43	04/26/11	(4,300.33)	980	Long-Term
SYMBOL: VMW	1,000.0000	103.3829	103,382.95	07/08/11	(13,672.95)	907	Long-Term
	430.0000	99.2788	42,689.89	02/16/12	(4,114.59)	684	Long-Term
	395.0000	111.9386	44,215.77	04/27/12	(8,780.32)	613	Long-Term
	390.0000	92.8309	36,204.07	07/19/12	(1,217.17)	530	Long-Term
	70.0000	75.6168	5,293.18	03/12/13	986.52	294	Short-Term
	195.0000	76.1138	14,842.21	03/26/13	2,651.24	280	Short-Term
	42.0000	74.6930	3,137.11	04/18/13	630.71	257	Short-Term
	105.0000	72.0802	7,568.43	05/29/13	1,851.12	216	Short-Term
<i>Cost Basis</i>			<i>334,299.04</i>				
WAL-MART STORES INC	3,604.0000	78.6900	283,598.76	<1%	67,584.68	2.38%	6,775.52
SYMBOL: WMT	850.0000	53.9587	45,864.92	04/26/11	21,021.58	980	Long-Term
	1,000.0000	52.9999	52,999.95	07/29/11	25,690.05	886	Long-Term
	495.0000	62.0860	30,732.61	02/16/12	8,218.94	684	Long-Term
	420.0000	59.0483	24,800.29	04/27/12	8,249.51	613	Long-Term
	405.0000	71.5591	28,981.44	07/19/12	2,888.01	530	Long-Term

STATEMENT C

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
WAL-MART STORES INC							
	70.0000	73.5868	5,151.08	03/12/13	357.22	294	Short-Term
	205.0000	74.7686	15,327.58	03/26/13	803.87	280	Short-Term
	44.0000	77.2625	3,399.55	04/18/13	62.81	257	Short-Term
	115.0000	76.1448	8,756.66	05/29/13	292.69	216	Short-Term
Cost Basis			216,014.08				Accrued Dividend: 1,693.88
WALGREEN COMPANY	125.0000	57.4400	7,180.00	<1%	3,748.11	2,19%	157.50
SYMBOL: WAG	125.0000	27.4551	3,431.89	05/23/00	3,748.11	4970	Long-Term
WELLS FARGO & CO NEW	1,014.0000	45.4000	46,035.60	<1%	37,495.61	2,64%	1,216.80
SYMBOL: WFC	1,014.0000	8.4220	8,539.99	10/19/95	37,495.61	6648	Long-Term
3M COMPANY	2,375.0000	140.2500	333,093.75	1%	109,943.75	1.81%	6,032.50
SYMBOL: MMM	560.0000	96.1739	53,857.43	04/26/11	24,682.57	980	Long-Term
	350.0000	97.3915	34,087.05	07/06/11	15,000.45	909	Long-Term
	640.0000	87.6219	56,078.07	02/16/12	33,681.93	684	Long-Term
	270.0000	89.3301	24,119.14	04/27/12	13,748.36	613	Long-Term
	275.0000	90.8395	24,980.88	07/19/12	13,587.87	530	Long-Term
	45.0000	105.6388	4,753.75	03/12/13	1,557.50	294	Short-Term
	135.0000	106.1742	14,333.53	03/26/13	4,600.22	280	Short-Term
	25.0000	105.1180	2,627.95	04/18/13	878.30	257	Short-Term
	75.0000	110.8293	8,312.20	05/29/13	2,206.55	216	Short-Term
Cost Basis			223,150.00				

Total Returns	439,469.0000	22,791,435.02	22,791,435.02	100%	22,791,435.02	202,057.90
Total Cost Basis	223,150.00	22,791,435.02	22,791,435.02	100%	22,791,435.02	202,057.90

STATEMENT C

Total Accrued Dividend for Equities: 10,016.54

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Investment Detail - Equities (continued)

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DODGE & COX INTL STOCK FUND SYMBOL: DODFX	15,175.8880	43.0400	653,170.22	2%	35.25	535,000.00	118,170.22
HARDING LOEVNER INTL EQTY PORT INST SYMBOL: HLMIX	35,124.7570	18.0300	633,299.37	2%	15.23	535,000.00	98,299.37
OPPENHEIMER DEVELOPING MKTS FD CL Y SYMBOL: ODVYX	19,736.5520	37.5600	741,304.89	2%	34.71	685,049.95	56,254.94
Total Equity Funds			2,027,774.48	6%		1,755,049.95	272,724.53
Total Mutual Funds			2,027,774.48	6%		1,755,049.95	272,724.53

Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES MSCI EMRG MKT FD EMERGING MARKETS ETF SYMBOL: EEM	75.0000	41.7950	3,134.63	<1%	1,446.88	3253	Long-Term
	75.0000	22.5033	1,687.75 ¹	02/03/05	1,446.88		
ISHARES NORTH AMERICAN NATURAL RESOURCES ETF SYMBOL: IGE	99.0000	43.3900	4,295.61	<1%	1,083.39		
	99.0000	32.4466	3,212.22 ¹	01/26/06	1,083.39	2896	Long-Term
S P D R S&P 500 ETF TR EXPIRING 01/22/2118 SYMBOL: SPY	26,135.0000	184.6900	4,826,873.15	15%	2,952,847.35		
	1,135.0000	74.0000	83,990.00 ^a	02/27/09	125,633.15	1768	Long-Term
	5,000.0000	75.5000	377,500.00 ^a	02/27/09	545,950.00	1768	Long-Term
	406.0000	72.5017	29,435.73 ^a	03/02/09	45,548.41	1765	Long-Term
	4,594.0000	72.5017	333,073.22 ^a	03/02/09	515,392.64	1765	Long-Term
	5,000.0000	71.0017	355,008.95 ^a	03/02/09	568,441.05	1765	Long-Term
	5,000.0000	70.0017	350,008.95 ^a	03/03/09	573,441.05	1764	Long-Term
	5,000.0000	69.0017	345,008.95 ^a	03/05/09	578,441.05	1762	Long-Term
Cost Basis			1,874,025.80				Accrued Dividend: 25,618.83
Total Other Assets	26,309.0000		4,834,303.39	15%	2,955,377.62		
		Total Cost Basis:	1,878,925.77				

Total Accrued Dividend for Other Assets: 25,618.83

Total Investment Detail	32,174,297.03
Total Account Value	32,174,297.03
Total Cost Basis	21,203,674.81

STATEMENT C

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Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
BAXTER INTERNATIONAL INC	1,660.0000	69.5500	115,453.00	2%	2,821.31	2.81%	3,253.60
SYMBOL: BAX	340.0000	66.1133	22,478.53	12/26/12	1,168.47	370	Long-Term
	355.0000	67.5422	23,977.49	01/28/13	712.76	337	Short-Term
	100.0000	68.0735	6,807.35	02/20/13	147.65	314	Short-Term
	250.0000	69.9898	17,497.45	03/11/13	(109.95)	295	Short-Term
	210.0000	68.9766	14,485.09	03/18/13	120.41	288	Short-Term
	110.0000	69.0583	7,596.42	03/19/13	54.08	287	Short-Term
	125.0000	72.2586	9,032.33	09/19/13	(338.58)	103	Short-Term
	170.0000	63.2766	10,757.03	10/02/13	1,066.47	90	Short-Term
Cost Basis			112,631.69				Accrued Dividend: 813.40
BP PLC ADR F	1,745.0000	48.6100	84,824.45	1%	10,517.01	4.69%	3,978.60
SPONSORED ADR	830.0000	43.9897	36,511.52	07/18/11	3,834.78	897	Long-Term
1 ADR REP 6 ORD	260.0000	40.6424	10,567.03	03/11/13	2,071.57	295	Short-Term
SYMBOL: BP	230.0000	40.9175	9,411.03	03/18/13	1,769.27	288	Short-Term
	115.0000	40.9958	4,714.52	03/19/13	875.63	287	Short-Term
	135.0000	42.3713	5,720.13	09/19/13	842.22	103	Short-Term
	175.0000	42.1897	7,383.21	10/02/13	1,123.54	90	Short-Term
Cost Basis			74,307.44				
BURBERRY GROUP PLC ADR F	1,705.0000	50.5500	86,187.75	1%	10,918.00	2.52%	2,176.94
SPONSORED ADR	350.0000	39.7955	13,928.45	12/26/12	3,764.05	370	Long-Term
1 ADR REPS 2 ORD	345.0000	43.1159	14,875.00	01/28/13	2,564.75	337	Short-Term
SYMBOL: BURBY	370.0000	42.6541	15,782.05	03/11/13	2,921.45	295	Short-Term
	230.0000	43.4289	9,988.65	03/18/13	1,637.85	288	Short-Term
	105.0000	43.0952	4,525.00	03/19/13	782.75	287	Short-Term
	135.0000	52.4462	7,080.25	09/19/13	(256.00)	103	Short-Term
	170.0000	53.4726	9,090.35	10/02/13	(496.85)	90	Short-Term
Cost Basis			75,269.75				Accrued Dividend: 491.38

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
CISCO SYSTEMS INC	4,680.0000	22.4300	104,972.40	2%	3,701.08	3.03%	3,182.40
SYMBOL: CSCO	965.0000	19.8572	19,162.27	12/26/12	2,482.68	370	Long-Term
	1,025.0000	21.2277	21,758.43	01/28/13	1,232.32	337	Short-Term
	960.0000	21.9273	21,050.23	03/11/13	482.57	295	Short-Term
	610.0000	21.8126	13,305.73	03/18/13	376.57	288	Short-Term
	305.0000	21.4373	6,538.39	03/19/13	302.76	287	Short-Term
	360.0000	24.6518	8,874.67	09/19/13	(799.87)	103	Short-Term
	455.0000	23.2562	10,581.60	10/02/13	(375.95)	90	Short-Term
Cost Basis			101,271.32				
COLGATE-PALMOLIVE CO	2,155.0000	65.2100	140,527.55	2%	19,560.88	2.08%	2,930.80
SYMBOL: CL	440.0000	52.4158	23,062.97	12/26/12	5,629.43	370	Long-Term
	520.0000	54.7757	28,483.37	01/28/13	5,425.83	337	Short-Term
	420.0000	57.8258	24,286.84	03/11/13	3,101.36	295	Short-Term
	260.0000	56.0414	14,570.77	03/18/13	2,383.83	288	Short-Term
	130.0000	56.2888	7,317.55	03/19/13	1,159.75	287	Short-Term
	175.0000	60.9881	10,672.93	09/19/13	738.82	103	Short-Term
	210.0000	59.3916	12,472.24	10/02/13	1,221.86	90	Short-Term
Cost Basis			120,866.67				
ECOLAB INC	1,820.0000	104.2700	189,771.40	3%	44,914.62	0.88%	1,674.40
SYMBOL: ECL	375.0000	72.1608	27,060.33	12/26/12	12,040.92	370	Long-Term
	375.0000	72.8113	27,304.26	01/28/13	11,796.99	337	Short-Term
	150.0000	75.9436	11,391.55	02/20/13	4,248.95	314	Short-Term
	235.0000	78.6580	18,484.65	03/11/13	6,018.80	295	Short-Term
	250.0000	78.8858	19,721.45	03/18/13	6,346.05	288	Short-Term
	110.0000	78.9053	8,679.59	03/19/13	2,790.11	287	Short-Term
	140.0000	98.7179	13,820.51	09/19/13	777.29	103	Short-Term
	185.0000	99.4294	18,394.44	10/02/13	895.51	90	Short-Term
Cost Basis			144,856.78				Accrued Dividend: 500.50

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
FEDEX CORPORATION	765.0000	143.7700	109,984.05	2%	29,810.51	0.41%	459.00
SYMBOL: FDX	160.0000	92.1149	14,738.39	12/26/12	8,264.81	370	Long-Term
	160.0000	102.6909	16,430.55	01/28/13	6,572.65	337	Short-Term
	170.0000	107.8806	18,339.71	03/11/13	6,101.19	295	Short-Term
	100.0000	108.0806	10,808.06	03/18/13	3,568.94	288	Short-Term
	45.0000	106.7688	4,804.60	03/19/13	1,665.05	287	Short-Term
	55.0000	116.7518	6,421.35	09/19/13	1,486.00	103	Short-Term
	75.0000	115.0784	8,630.88	10/02/13	2,151.87	90	Short-Term
Cost Basis			80,173.54				Accrued Dividend: 114.75
FISERV INC	4,100.0000	59.0500	242,105.00	4%	66,793.84	0.00%	0.00
SYMBOL: FISV	840.0000	39.3955	33,092.22	12/26/12	16,509.78	370	Long-Term
	880.0000	40.4466	35,593.03	01/28/13	16,370.97	337	Short-Term
	280.0000	40.7749	11,416.99	02/20/13	5,117.01	314	Short-Term
	560.0000	42.3329	23,706.47	03/11/13	9,361.53	295	Short-Term
	590.0000	42.5345	25,095.37	03/18/13	9,744.13	288	Short-Term
	240.0000	42.5482	10,211.59	03/19/13	3,960.41	287	Short-Term
	300.0000	51.1623	15,348.70	09/19/13	2,366.30	103	Short-Term
	410.0000	50.8458	20,846.79	10/02/13	3,363.71	90	Short-Term
Cost Basis			175,311.16				
GENERAL ELECTRIC COMPANY	4,965.0000	28.0300	139,168.95	2%	26,448.74	2.71%	3,773.40
SYMBOL: GE	1,210.0000	20.4273	24,717.15	08/02/12	9,199.15	516	Long-Term
	880.0000	22.4571	19,762.31	01/28/13	4,904.09	337	Short-Term
	1,020.0000	23.6077	24,079.93	03/11/13	4,510.67	295	Short-Term
	650.0000	23.2617	15,120.15	03/18/13	3,099.35	288	Short-Term
	325.0000	23.2645	7,560.98	03/19/13	1,548.77	287	Short-Term
	380.0000	24.4890	9,305.84	09/19/13	1,345.56	103	Short-Term
	500.0000	24.3477	12,173.85	10/02/13	1,841.15	90	Short-Term
Cost Basis			112,720.21				Accrued Dividend: 1,092.30

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GENTEX CORP	4,420.0000	32.9800	145,771.60	2%	54,965.00	1.69%	2,475.20
SYMBOL: GNTX	910.0000	18.6488	16,970.44	12/26/12	13,041.36	370	Long-Term
	965.0000	19.0582	18,391.24	01/28/13	13,434.46	337	Short-Term
	910.0000	20.1078	18,298.13	03/11/13	11,713.67	295	Short-Term
	575.0000	20.0836	11,548.11	03/18/13	7,415.39	288	Short-Term
	295.0000	20.0293	5,908.66	03/19/13	3,820.44	287	Short-Term
	335.0000	25.9167	8,682.10	09/19/13	2,366.20	103	Short-Term
	430.0000	25.5998	11,007.92	10/02/13	3,173.48	90	Short-Term
Cost Basis			90,806.60				
HORMEL FOODS CORP	4,210.0000	45.1700	190,165.70	3%	39,533.08	1.50%	2,862.80
SYMBOL: HRL	1,035.0000	30.8056	31,883.85	12/26/12	14,867.10	370	Long-Term
	1,110.0000	34.9950	38,844.52	01/28/13	11,294.18	337	Short-Term
	270.0000	36.4401	9,838.84	02/20/13	2,357.06	314	Short-Term
	755.0000	38.6042	29,146.21	03/11/13	4,957.14	295	Short-Term
	660.0000	39.0200	25,753.24	03/18/13	4,058.96	288	Short-Term
	315.0000	39.4054	12,412.71	03/19/13	1,815.84	287	Short-Term
	65.0000	42.3576	2,753.25	10/02/13	182.80	90	Short-Term
Cost Basis			150,632.62				
ILLINOIS TOOL WORKS INC	1,870.0000	84.0800	157,229.60	2%	35,485.46	1.99%	3,141.60
SYMBOL: ITW	385.0000	60.9602	23,469.70	12/26/12	8,901.10	370	Long-Term
	425.0000	64.9780	27,615.68	01/28/13	8,118.32	337	Short-Term
	365.0000	62.6505	22,867.44	03/11/13	7,821.76	295	Short-Term
	250.0000	62.0508	15,512.70	03/18/13	5,507.30	288	Short-Term
	110.0000	62.0753	6,828.29	03/19/13	2,420.51	287	Short-Term
	145.0000	76.4887	11,090.87	09/19/13	1,100.73	103	Short-Term
	190.0000	75.5761	14,359.46	10/02/13	1,615.74	90	Short-Term
Cost Basis			121,744.14				

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
INTEL CORP	3,955.0000	25.9550	102,652.03	2%	15,663.91	3.46%	3,559.50
SYMBOL: INTC	1,300.0000	22.1768	28,829.95	07/18/11	4,911.55	897	Long-Term
	360.0000	21.0738	7,586.59	01/28/13	1,757.21	337	Short-Term
	830.0000	21.6597	17,977.62	03/11/13	3,565.03	295	Short-Term
	520.0000	21.3652	11,109.91	03/18/13	2,386.69	288	Short-Term
	255.0000	21.1243	5,386.72	03/19/13	1,231.81	287	Short-Term
	300.0000	23.9268	7,178.05	09/19/13	608.45	103	Short-Term
	390.0000	22.8699	8,919.28	10/02/13	1,203.17	90	Short-Term
<i>Cost Basis</i>			<i>86,988.12</i>				
JOHNSON & JOHNSON	1,500.0000	91.5900	137,385.00	2%	23,900.07	2.88%	3,960.00
SYMBOL: JNJ	550.0000	66.6642	36,665.35	07/18/11	13,709.15	897	Long-Term
	95.0000	73.6142	6,993.35	01/28/13	1,707.70	337	Short-Term
	285.0000	78.4204	22,349.82	03/11/13	3,753.33	295	Short-Term
	210.0000	79.0602	16,602.65	03/18/13	2,631.25	288	Short-Term
	95.0000	78.8042	7,486.40	03/19/13	1,214.65	287	Short-Term
	110.0000	89.9583	9,895.42	09/19/13	179.48	103	Short-Term
	155.0000	87.0447	13,491.94	10/02/13	704.51	90	Short-Term
<i>Cost Basis</i>			<i>113,484.93</i>				
JOHNSON CONTROLS INC	3,145.0000	51.3000	161,338.50	2%	54,186.41	1.48%	2,390.20
SYMBOL: JCI	650.0000	30.2307	19,650.00	12/26/12	13,695.00	370	Long-Term
	690.0000	30.7499	21,217.48	01/28/13	14,179.52	337	Short-Term
	630.0000	33.9732	21,403.12	03/11/13	10,915.88	295	Short-Term
	420.0000	34.7483	14,594.29	03/18/13	6,951.71	288	Short-Term
	205.0000	34.7706	7,127.99	03/19/13	3,388.51	287	Short-Term
	235.0000	42.9551	10,094.45	09/19/13	1,961.05	103	Short-Term
	315.0000	41.4754	13,064.76	10/02/13	3,094.74	90	Short-Term
<i>Cost Basis</i>			<i>107,152.09</i>				<i>Accrued Dividend: 691.90</i>

STATEMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
KON PHILIPS ADR F	3,584.0000	36.9700	132,500.48	2%	31,991.71	2.63%	3,496.55
SPONSORED NY SH	1,200.0000	24.2274	29,072.95	07/18/11	15,291.05	897	Long-Term
1 NY SH REPS 1 ORD	64.0000	17.6370	1,128.77	05/02/12	1,237.31	608	Long-Term
SYMBOL: PHG	285.0000	29.6004	8,436.12	01/28/13	2,100.33	337	Short-Term
	700.0000	29.5917	20,714.25	03/11/13	5,164.75	295	Short-Term
	460.0000	29.6054	13,618.51	03/18/13	3,387.69	288	Short-Term
	235.0000	30.0760	7,067.88	03/19/13	1,620.07	287	Short-Term
	100.0000	28.5122	2,851.22	06/05/13	845.78	209	Short-Term
	195.0000	32.6349	6,363.81	09/19/13	845.34	103	Short-Term
	345.0000	32.6239	11,255.26	10/02/13	1,499.39	90	Short-Term
Cost Basis			100,508.77				
LINEAR TECHNOLOGY CORP	2,810.0000	45.5500	127,995.50	2%	28,484.25	2.28%	2,922.40
DELAWARE	970.0000	29.8572	28,961.51	07/18/11	15,221.99	897	Long-Term
SYMBOL: LLTC	215.0000	36.9096	7,935.57	01/28/13	1,857.68	337	Short-Term
	585.0000	38.3632	22,442.53	03/11/13	4,204.22	295	Short-Term
	370.0000	37.4721	13,864.71	03/18/13	2,988.79	288	Short-Term
	180.0000	37.0377	6,666.79	03/19/13	1,532.21	287	Short-Term
	215.0000	40.4686	8,700.76	09/19/13	1,092.49	103	Short-Term
	275.0000	39.7795	10,939.38	10/02/13	1,586.87	90	Short-Term
Cost Basis			99,511.25				

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
M D U RESOURCES GROUP	4,710.0000	30.5500	143,890.50	2%	30,357.26	2.25%	3,249.90
SYMBOL: MDU	975.0000	21.2271	20,696.50	12/26/12	9,089.75	370	Long-Term
	1,015.0000	22.7474	23,088.63	01/28/13	7,919.62	337	Short-Term
	985.0000	24.7470	24,375.88	03/11/13	5,715.87	295	Short-Term
	620.0000	24.5813	15,240.43	03/18/13	3,700.57	288	Short-Term
	305.0000	24.4153	7,446.68	03/19/13	1,871.07	287	Short-Term
	360.0000	27.7908	10,004.71	09/19/13	993.29	103	Short-Term
	450.0000	28.1786	12,680.41	10/02/13	1,067.09	90	Short-Term
Cost Basis			113,533.24				Accrued Dividend: 836.03
MICROSOFT CORP	3,910.0000	37.4100	146,273.10	2%	33,685.04	2.99%	4,379.20
SYMBOL: MSFT	805.0000	26.8691	21,629.64	12/26/12	8,485.41	370	Long-Term
	855.0000	28.0184	23,955.79	01/28/13	8,029.76	337	Short-Term
	805.0000	27.9087	22,466.52	03/11/13	7,648.53	295	Short-Term
	510.0000	28.1765	14,370.04	03/18/13	4,709.06	288	Short-Term
	250.0000	28.1238	7,030.95	03/19/13	2,321.55	287	Short-Term
	295.0000	33.5173	9,887.62	09/19/13	1,148.33	103	Short-Term
	390.0000	33.9679	13,247.50	10/02/13	1,342.40	90	Short-Term
Cost Basis			112,588.06				
PAYCHEX INC	2,420.0000	45.5300	110,182.60	2%	30,926.37	3.07%	3,388.00
SYMBOL: PAYX	1,220.0000	29.2873	35,730.55	07/18/11	19,816.05	897	Long-Term
	295.0000	33.9583	10,017.71	03/11/13	3,413.64	295	Short-Term
	320.0000	33.8559	10,833.91	03/18/13	3,735.69	288	Short-Term
	150.0000	33.8676	5,080.15	03/19/13	1,749.35	287	Short-Term
	185.0000	41.1534	7,613.38	09/19/13	809.67	103	Short-Term
	250.0000	39.9221	9,980.53	10/02/13	1,401.97	90	Short-Term
Cost Basis			79,256.23				

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis			Holding Days	Holding Period
PEPSICO INCORPORATED	1,405.0000	82.9400	116,530.70	2%	12,866.78	2.73%	3,189.35
SYMBOL: PEP	540.0000	67.4545	36,425.47	07/18/11	8,362.13	897	Long-Term
	180.0000	75.7260	13,630.68	02/20/13	1,298.52	314	Short-Term
	155.0000	77.0557	11,943.64	03/11/13	912.06	295	Short-Term
	190.0000	76.8141	14,594.68	03/18/13	1,163.92	288	Short-Term
	85.0000	76.9043	6,536.87	03/19/13	513.03	287	Short-Term
	110.0000	81.7763	8,995.40	09/19/13	128.00	103	Short-Term
	145.0000	79.5667	11,537.18	10/02/13	489.12	90	Short-Term
Cost Basis			103,663.92				Accrued Dividend: 797.34
PRAXAIR INC	1,275.0000	130.0300	165,788.25	3%	21,361.47	1.84%	3,060.00
SYMBOL: PX	265.0000	110.2007	29,203.21	12/26/12	5,254.74	370	Long-Term
	270.0000	110.5781	29,856.10	01/28/13	5,252.00	337	Short-Term
	90.0000	110.2894	9,926.05	02/20/13	1,776.65	314	Short-Term
	190.0000	113.1411	21,496.81	03/11/13	3,208.89	295	Short-Term
	160.0000	112.9759	18,076.15	03/18/13	2,728.65	288	Short-Term
	80.0000	113.1418	9,051.35	03/19/13	1,351.05	287	Short-Term
	95.0000	122.7332	11,659.66	09/19/13	693.19	103	Short-Term
	125.0000	121.2596	15,157.45	10/02/13	1,096.30	90	Short-Term
Cost Basis			144,426.78				
PROCTER & GAMBLE	1,445.0000	81.4100	117,637.45	2%	13,487.50	2.95%	3,476.67
SYMBOL: PG	570.0000	64.3337	36,670.21	07/18/11	9,733.49	897	Long-Term
	160.0000	77.4629	12,394.07	02/20/13	631.53	314	Short-Term
	160.0000	77.2839	12,365.43	03/11/13	660.17	295	Short-Term
	200.0000	76.2117	15,242.35	03/18/13	1,039.65	288	Short-Term
	100.0000	76.9165	7,691.65	03/19/13	449.35	287	Short-Term
	105.0000	80.1022	8,410.74	09/19/13	137.31	103	Short-Term
	150.0000	75.8366	11,375.50	10/02/13	836.00	90	Short-Term
Cost Basis			104,149.95				

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
QUESTAR CORPORATION	6,110.0000	22.9900	140,468.90	2%	3,383.71	3.13%	4,399.20
SYMBOL: STR	1,260.0000	19.6051	24,702.43	12/26/12	4,264.97	370	Long-Term
	1,365.0000	22.9145	31,278.37	01/28/13	102.98	337	Short-Term
	1,230.0000	23.8752	29,366.59	03/11/13	(1,088.89)	295	Short-Term
	810.0000	23.5200	19,051.24	03/18/13	(429.34)	288	Short-Term
	385.0000	23.5212	9,055.68	03/19/13	(204.53)	287	Short-Term
	470.0000	21.9670	10,324.51	09/19/13	480.79	103	Short-Term
	590.0000	22.5531	13,306.37	10/02/13	257.73	90	Short-Term
Cost Basis			137,085.19				
RITCHIE BROS AUCTIONEERF	5,135.0000	22.9300	117,745.55	2%	10,969.97	2.26%	2,670.20
SYMBOL: RBA	4,635.0000	20.8269	96,532.83	09/19/13	9,747.72	103	Short-Term
	500.0000	20.4855	10,242.75	10/02/13	1,222.25	90	Short-Term
Cost Basis			106,775.58				
ROCHE HLDG LTD SPON ADRF	2,250.0000	70.2000	157,950.00	2%	39,427.15	0.00%	0.00
1 ADR REPS 1/4	890.0000	41.5395	36,970.21	07/18/11	25,507.79	897	Long-Term
GENUSSHEIN ORD	250.0000	57.8798	14,469.95	02/20/13	3,080.05	314	Short-Term
SYMBOL: RHHBY	275.0000	56.3225	15,488.70	03/11/13	3,816.30	295	Short-Term
	290.0000	57.1442	16,571.84	03/18/13	3,786.16	288	Short-Term
	145.0000	57.6817	8,363.85	03/19/13	1,815.15	287	Short-Term
	170.0000	66.0326	11,225.55	09/19/13	708.45	103	Short-Term
	230.0000	67.0989	15,432.75	10/02/13	713.25	90	Short-Term
Cost Basis			118,522.85				

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ROLLINS INC SYMBOL: ROL	4,950.0000 1,030.0000 1,115.0000 995.0000 640.0000 325.0000 395.0000 450.0000	30.2900 22.1746 24.7984 24.3420 24.1559 24.2295 26.1391 26.6258	149,935.50 22,839.93 27,650.25 24,220.29 15,459.83 7,874.60 10,324.97 11,981.65 120,351.52	2% 12/26/12 01/28/13 03/11/13 03/18/13 03/19/13 09/19/13 10/02/13	29,583.98 8,358.77 6,123.10 5,918.26 3,925.77 1,969.65 1,639.58 1,648.85	1.18% 370 337 295 288 287 103 90	1,782.00 Long-Term Short-Term Short-Term Short-Term Short-Term Short-Term Short-Term
Cost Basis							
SCHLUMBERGER LTD F SYMBOL: SLB	1,800.0000 370.0000 380.0000 130.0000 240.0000 250.0000 110.0000 145.0000 175.0000	90.1100 69.1181 79.5305 79.4928 77.8352 77.4428 73.1983 89.0087 89.4581	162,198.00 25,573.73 30,221.61 10,334.07 18,680.47 19,360.70 8,051.82 12,906.27 15,655.18 140,783.85	3% 12/26/12 01/28/13 02/20/13 03/11/13 03/18/13 03/19/13 09/19/13 10/02/13	21,414.15 7,766.97 4,020.19 1,380.23 2,945.93 3,166.80 1,860.28 159.68 114.07	1.38% 370 337 314 295 288 287 103 90	2,250.00 Long-Term Short-Term Short-Term Short-Term Short-Term Short-Term Short-Term Short-Term Accrued Dividend: 562.50
Cost Basis							
STAPLES INC SYMBOL: SPLS	3,320.0000 750.0000 810.0000 730.0000 460.0000 250.0000 270.0000 50.0000	15.8900 11.1499 13.2610 13.1302 13.4874 13.4438 14.8101 15.3790	52,754.80 8,362.45 10,741.45 9,585.09 6,204.23 3,360.95 3,998.74 768.95 43,021.86	<1% 12/26/12 01/28/13 03/11/13 03/18/13 03/19/13 09/19/13 10/02/13	9,732.94 3,555.05 2,129.45 2,014.61 1,105.17 611.55 291.56 25.55	3.02% 370 337 295 288 287 103 90	1,593.60 Long-Term Short-Term Short-Term Short-Term Short-Term Short-Term Short-Term Short-Term Accrued Dividend: 398.40
Cost Basis							

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
TARGET CORPORATION	2,005.0000	63.2700	126,856.35	2%	(400.31)	2.71%	3,448.60
SYMBOL: TGT	410.0000	58.8188	24,115.72	12/26/12	1,824.98	370	Long-Term
	450.0000	60.9698	27,436.45	01/28/13	1,035.05	337	Short-Term
	395.0000	67.1376	26,519.38	03/11/13	(1,527.73)	295	Short-Term
	260.0000	66.7914	17,365.77	03/18/13	(915.57)	288	Short-Term
	135.0000	66.3233	8,953.65	03/19/13	(412.20)	287	Short-Term
	155.0000	65.3247	10,125.34	09/19/13	(318.49)	103	Short-Term
	200.0000	63.7017	12,740.35	10/02/13	(86.35)	90	Short-Term
<i>Cost Basis</i>			127,256.66				
TECHNE CORP COMMON	1,245.0000	94.6700	117,864.15	2%	30,242.02	1.30%	1,543.80
SYMBOL: TECH	260.0000	68.5644	17,826.75	12/26/12	6,787.45	370	Long-Term
	275.0000	70.6309	19,423.51	01/28/13	6,610.74	337	Short-Term
	250.0000	67.3048	16,826.20	03/11/13	6,841.30	295	Short-Term
	170.0000	66.7406	11,345.91	03/18/13	4,747.99	288	Short-Term
	75.0000	67.3593	5,051.95	03/19/13	2,048.30	287	Short-Term
	100.0000	78.0385	7,803.85	09/19/13	1,663.15	103	Short-Term
	115.0000	81.2518	9,343.96	10/02/13	1,543.09	90	Short-Term
<i>Cost Basis</i>			87,622.13				
TUPPERWARE BRANDS CORP	1,660.0000	94.5300	156,919.80	2%	34,107.90	2.62%	4,116.80
SYMBOL: TUP	340.0000	62.2643	21,169.87	12/26/12	10,970.33	370	Long-Term
	355.0000	69.7742	24,769.85	01/28/13	8,788.30	337	Short-Term
	350.0000	75.7928	26,527.51	03/11/13	6,557.99	295	Short-Term
	210.0000	77.0806	16,186.93	03/18/13	3,664.37	288	Short-Term
	110.0000	77.0885	8,479.74	03/19/13	1,918.56	287	Short-Term
	125.0000	87.4676	10,933.45	09/19/13	882.80	103	Short-Term
	170.0000	86.7326	14,744.55	10/02/13	1,325.55	90	Short-Term
<i>Cost Basis</i>			122,811.90				
							Accrued Dividend: 1,029.20

STATEMENT D

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income Holding Period
WAL-MART STORES INC	1,765.0000	78.6900	138,887.85	2%	13,058.05	2.38%	3,318.20
SYMBOL: WMT	360.0000	67.8218	24,415.87	12/26/12	3,912.53	370	Long-Term
	390.0000	69.0799	26,941.18	01/28/13	3,747.92	337	Short-Term
	350.0000	73.1235	25,593.25	03/11/13	1,948.25	295	Short-Term
	240.0000	72.4442	17,386.63	03/18/13	1,498.97	288	Short-Term
	110.0000	72.5083	7,975.92	03/19/13	679.98	287	Short-Term
	135.0000	76.0933	10,272.60	09/19/13	350.55	103	Short-Term
	180.0000	73.5797	13,244.35	10/02/13	919.85	90	Short-Term
Cost Basis			125,829.80				Accrued Dividend: 829.55
3M COMPANY	1,110.0000	140.2500	155,677.50	2%	39,684.12	1.81%	2,819.40
SYMBOL: MMM	230.0000	93.0959	21,412.06	12/26/12	10,845.44	370	Long-Term
	250.0000	100.7298	25,182.45	01/28/13	9,880.05	337	Short-Term
	220.0000	105.9586	23,310.91	03/11/13	7,544.09	295	Short-Term
	160.0000	105.7229	16,915.67	03/18/13	5,524.33	288	Short-Term
	60.0000	105.0591	6,303.55	03/19/13	2,111.45	287	Short-Term
	85.0000	121.9052	10,361.95	09/19/13	1,559.30	103	Short-Term
	105.0000	119.1122	12,506.79	10/02/13	2,219.46	90	Short-Term
Cost Basis			115,993.38				

Total Cost Basis

98,308,000.00

1,645,395.95

1/2%

2,741,885.98

9,597,235

Total Accrued Dividend for Equities: 8,157.25

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

STATEMENT D

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES TR TIPS	1,640.0000	109.9000	180,236.00	3%	(20,048.04)		
BOND ETF	820.0000	122.1089	100,129.31	12/26/12	(10,011.31)	370	Long-Term
SYMBOL: TIP	820.0000	122.1399	100,154.73	12/28/12	(10,036.73)	368	Long-Term
Cost Basis			200,264.04				
ISHARES U S PFD ETF	7,560.0000	36.8300	278,434.80	4%	(21,598.38)		
U S PFD STK	2,530.0000	39.5205	99,986.96	12/28/12	(6,807.06)	368	Long-Term
SYMBOL: PFF	200.0000	39.7668	7,953.36	01/02/13	(587.36)	363	Short-Term
	300.0000	39.7707	11,931.23	01/02/13	(882.23)	363	Short-Term
	500.0000	39.7707	19,885.39	01/02/13	(1,470.39)	363	Short-Term
	830.0000	39.7707	33,009.75	01/02/13	(2,440.85)	363	Short-Term
	1,000.0000	39.7707	39,770.78	01/02/13	(2,940.78)	363	Short-Term
	1,000.0000	39.7707	39,770.78	01/02/13	(2,940.78)	363	Short-Term
	1,200.0000	39.7707	47,724.93	01/02/13	(3,528.93)	363	Short-Term
Cost Basis			300,033.18				
							Accrued Dividend: 4,642.44
VANGUARD REIT	4,580.0000	64.5600	295,684.80	5%	(4,271.20)		
SYMBOL: VNQ	65.0000	65.7438	4,273.35	12/19/12	(76.95)	377	Long-Term
	100.0000	65.7439	6,574.39	12/19/12	(118.39)	377	Long-Term
	100.0000	65.7439	6,574.39	12/19/12	(118.39)	377	Long-Term
	300.0000	65.7439	19,723.17	12/19/12	(355.17)	377	Long-Term
	955.0000	65.7538	62,794.96	12/19/12	(1,140.16)	377	Long-Term
	200.0000	65.3348	13,066.97	12/26/12	(154.97)	370	Long-Term
	200.0000	65.3348	13,066.97	12/26/12	(154.97)	370	Long-Term

STATEMENT D

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
VANGUARD REIT							
	Units Purchased	Cost Per Share	Cost Basis				
	200.0000	65.3348	13,066.97	12/26/12	(154.97)	370	Long-Term
	230.0000	65.3348	15,027.02	12/26/12	(178.22)	370	Long-Term
	700.0000	65.3338	45,733.69	12/26/12	(541.69)	370	Long-Term
	1,530.0000	65.3948	100,054.12	12/28/12	(1,277.32)	368	Long-Term
Cost Basis			299,956.00				
Total Other Assets	13,780.0000		754,355.60	12%	(45,917.62)		
		Total Cost Basis:	800,273.22				

Total Accrued Dividend for Other Assets: 4,642.44

Total Investment Detail	6,470,718.31
Total Account Value	6,470,718.31
Total Cost Basis	4,572,183.20

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/17/13	12/16/13	Stock Split	FISERV INC: FISV	2,050.0000		
Total Equities Activity						0.00
Total Purchases & Sales						0.00

STATEMENT D

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CARGILL, INCORPORATED	15,950.	0.	15,950.	15,950.	
CHARLES SCHWAB #0520	297,730.	3,537.	294,193.	294,193.	
CHARLES SCHWAB #8666	95,226.	46.	95,180.	95,180.	
TO PART I, LINE 4	408,906.	3,583.	405,323.	405,323.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,500.	0.		8,500.
TO FORM 990-PF, PG 1, LN 16B	8,500.	0.		8,500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	279,332.	279,332.			0.
TO FORM 990-PF, PG 1, LN 16C	279,332.	279,332.			0.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 FOREIGN INCOME TAXES PAID	5,286.	5,286.		0.
2012 TAX DUE	22,613.	0.		0.
2013 Q1 ESTIMATE	9,000.	0.		0.
2013 Q4 ESTIMATE	4,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	40,899.	5,286.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB INVESTMENTS ACCT # 0520 - SEE ATTACHMENT C		x	726,067.	729,042.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			726,067.	729,042.
TOTAL TO FORM 990-PF, PART II, LINE 10A			726,067.	729,042.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CARGILL, INC. STOCK	1,552,250.	1,776,250.
CHARLES SCHWAB INVESTMENTS ACCT # 0520 - SEE ATTACHMENT C	20,281,297.	30,653,364.
CHARLES SCHWAB INVESTMENTS ACCT # 8666 - SEE ATTACHMENT D	4,572,183.	5,399,950.
JPM TAX AWARE EQUITY FD	207,076.	300,026.
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,612,806.	38,129,590.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGERWARREN STALEY
MARY LYNN STALEY

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	50,000 SHRS CARGILL INC RETIREE	D	VARIOUS	03/04/13
b	15,000 SHRS CARGILL INC RETIREE	D	VARIOUS	06/05/13
c	25,000 SHRS CARGILL INC RETIREE	D	VARIOUS	09/05/13
d	25,000 SHRS CARGILL INC RETIREE	D	VARIOUS	12/04/13
e	10,015 SHRS SPDR S&P 500 ETF - SEE ATTACHMENT A	D	VARIOUS	VARIOUS
f	CHARLES SCHWAB #0520 - SEE ATTACHMENT A	P	VARIOUS	VARIOUS
g	CHARLES SCHWAB #8666 - SEE ATTACHMENT B	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 2,275,000.		2,217,500.	57,500.
b 682,500.		665,250.	17,250.
c 1,195,000.		1,108,750.	86,250.
d 1,268,750.		1,108,750.	160,000.
e 1,600,589.		751,877.	848,712.
f 880,184.	1,992.	760,071.	122,105.
g 772,299.		653,695.	118,604.
h 3,583.			3,583.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			57,500.
b			17,250.
c			86,250.
d			160,000.
e			848,712.
f			122,105.
g			118,604.
h			3,583.
i			
j			
k			
l			
m			
n			
o			

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	1,414,004.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BRIDGE FOR YOUTH MINNEAPOLIS, MN	NONE	PC	GENERAL SUPPORT	5,000.
LUCILE PACKARD FOUNDATION FOR CHILDRENS HEALTH PALO ALTO, CA	NONE	PC	GENERAL SUPPORT	10,000.
YMCA SAN MATEO SUMMER YOUTH CAMPS SAN MATEO, CA	NONE	PC	GENERAL SUPPORT	2,000.
STANFORD UNIVERSITY - LAUDER SCHOLARSHIP PALO ALTO, CA	NONE	PC	GENERAL SUPPORT	1,000.
THE EDINA COMMUNITY FOUNDATION EDINA, MN	NONE	PC	GENERAL SUPPORT	25,000.
HABITAT FOR HUMANITY - TWIN CITIES MINNEAPOLIS, MN	NONE	PC	GENERAL SUPPORT	250,000.
THERE WITH CARE MENLO PARK, CA	NONE	PC	GENERAL SUPPORT	25,000.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA SANTA BARBARA, CA	NONE	PC	GENERAL SUPPORT	50,000.
ASCENSION PARISH MINNEAPOLIS, MN	NONE	PC	GENERAL SUPPORT	100,000.
HABITAT FOR HUMANITY INTERNATIONAL AMERICUS, GA	NONE	PC	GENERAL SUPPORT	100,000.
Total from continuation sheets				869,500.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORDWAY CENTER FOR PERFORMING ARTS ST. PAUL, MN	NONE	PC	GENERAL SUPPORT	50,000.
PHILLIPS BROOKS SCHOOL MENLO PARK, CA	NONE	PC	GENERAL SUPPORT	2,500.
CORNER HOUSE MINNEAPOLIS, MN	NONE	PC	GENERAL SUPPORT	15,000.
THE GATHERING PLACE DENVER, CO	NONE	PC	GENERAL SUPPORT	10,000.
RAVENSWOOD EDUCATION FUND MENLO PARK, CA	NONE	PC	GENERAL SUPPORT	1,500.
NATIONAL CENTER FOR EQUINE FACILITATED THERAPY WOODSIDE, CA	NONE	PC	GENERAL SUPPORT	2,500.
KANSAS STATE UNIVERSITY - LEADERSHIP STUDIES MANHATTAN, KS	NONE	PC	GENERAL SUPPORT	50,000.
TWIN CITIES UNITED WAY MINNEAPOLIS, MN	NONE	PC	GENERAL SUPPORT	120,000.
CORNELL UNIVERSITY JOHNSON SCHOOL OF BUSINESS ITHACA, NY	NONE	PC	GENERAL SUPPORT	25,000.
GOOD SHEPARD LEGACY FUND DENVER, CO	NONE	PC	GENERAL SUPPORT	25,000.
Total from continuation sheets				

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. STALEY FAMILY FOUNDATION	Employer identification number (EIN) or 26-3442296
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 19000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AVON, CO 81620	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WARREN STALEY

- The books are in the care of ► **P.O. BOX 19000 - AVON, CO 81620**
Telephone No. ► **952-925-2462** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	19,500.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	13,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	6,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- X**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	STALEY FAMILY FOUNDATION	26-3442296
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 19000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AVON, CO 81620	

0	4
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Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-BL	02
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WARREN STALEY

- Telephone No. ► 952-925-2462

Fax No. ►

- ▶ ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 | request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013, or other tax year beginning , and ending

- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any <u>nonrefundable credits</u> . See instructions.	8a	\$ 19,500.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid <u>previously with Form 8868</u> .	8b	\$ 19,500.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title ▶

Date _____

Form 8868 (Rev. 1-2014)