Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: G & D PETERSON FOUNDATION

A Employer identification number: 41-1866420

Number and street (or P O box number if mail is not delivered to street address): C/O BARRY NEWMAN, 50 S SIXTH STREET — Room/suite: 1500

B Telephone number: 612-343-2187

City or town, state or province, country, and ZIP or foreign postal code: MINNEAPOLIS, MN 55402

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

H Check type of organization: [X] 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)* ▶$ 454,017.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	11,146.	11,146.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	22,005.			
b Gross sales price for all assets on line 6a 138,828.				
7 Capital gain net income (from Part IV, line 2)		22,005.		
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	33,151.	33,151.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	2,950.	0.		0.
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 3	209.	100.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	2,904.	2,826.		25.
24 **Total operating and administrative expenses.** Add lines 13 through 23	6,063.	2,926.		25.
25 Contributions, gifts, grants paid	60,500.			60,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	66,563.	2,926.		60,525.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<33,412.>			
b **Net investment income** (if negative, enter -0-)		30,225.		
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	25,702.	23,566.	23,566.
2 Savings and temporary cash investments	3,219.	3,407.	3,407.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 5	394,348.	362,881.	427,044.
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 I)	423,269.	389,854.	454,017.
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	423,269.	389,854.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances**	423,269.	389,854.	
31 **Total liabilities and net assets/fund balances**	423,269.	389,854.	

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	423,269.
2 Enter amount from Part I, line 27a	2	<33,412.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	389,857.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR BASIS ADJUSTMENT	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	389,854.

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	PUBLICALLY TRADED SECURITIES		VARIOUS	VARIOUS
b	PUBLICALLY TRADED SECURITIES		VARIOUS	VARIOUS
c	PUBLICALLY TRADED SECURITIES		VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
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	50,387.		47,068.	3,319.
b	87,023.		69,755.	17,268.
c	28.			28.
d	1,390.			1,390.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,319.
b				17,268.
c				28.
d				1,390.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 22,005.

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	59,705.	462,150.	.129190
2011	64,925.	518,828.	.125138
2010	70,430.	543,086.	.129685
2009	94,118.	534,239.	.176172
2008	99,060.	791,395.	.125171

2	**Total** of line 1, column (d)	2	.685356
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	.137071
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	453,621.
5	Multiply line 4 by line 3	5	62,178.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	302.
7	Add lines 5 and 6	7	62,480.
8	Enter qualifying distributions from Part XII, line 4	8	60,525.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	605.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	605.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	605.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	480.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	480.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	125.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶	Refunded ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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

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

Website address ▶ N/A

14 The books are in care of ▶ BARRY NEWMAN Telephone no. ▶ 612-343-2187

Located at ▶ 50 SOUTH SIXTH STREET, MINNEAPOLIS MN ZIP+4 ▶ 55402

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

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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

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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			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERALD PETERSON 21750 FENWAY CT FOREST LAKE, MN 55025	TRUSTEE 1.00	0.	0.	0.
DONNA PETERSON 21750 FENWAY CT FOREST LAKE, MN 55025	TRUSTEE 1.00	0.	0.	0.
BARRY NEWMAN 50 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402	TRUSTEE 1.00	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	446,129.
b	Average of monthly cash balances	1b	14,400.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	460,529.
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	460,529.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,908.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	453,621.
6	**Minimum investment return.** Enter 5% of line 5	6	22,681.

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	22,681.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 605.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	605.
3	Distributable amount before adjustments. ~~Subtract line 2c~~ from line 1	3	22,076.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,076.
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	22,076.

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	60,525.
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	60,525.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	60,525.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				22,076.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 60,420.				
b From 2009 67,570.				
c From 2010 44,266.				
d From 2011 39,786.				
e From 2012 37,066.				
f **Total** of lines 3a through e	249,108.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 60,525.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				22,076.
e Remaining amount distributed out of corpus	38,449.			
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	287,557.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	60,420.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	227,137.			
10 Analysis of line 9:				
a Excess from 2009 67,570.				
b Excess from 2010 44,266.				
c Excess from 2011 39,786.				
d Excess from 2012 37,066.				
e Excess from 2013 38,449.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FAITH LUTHERAN CHURCH 886 NORTH SHORE DRIVE FOREST LAKE, MN 55025	N/A	PUBLIC	GENERAL FUND	24,000.
FAITH LUTHERAN CHURCH 886 NORTH SHORE DRIVE FOREST LAKE, MN 55025	N/A	PUBLIC	HERITAGE COMMITTEE	11,500.
HAMLINE UNIVERSITY 1536 HEWITT AVE ST PAUL, MN 55104	N/A	PUBLIC	PETERSON FAMILY SCHOLARSHIP	20,000.
LIHUE LUTHERAN CHURCH 4602 HOOMANA RD LIHUE, HI 96766	N/A	PUBLIC	GENERAL OPERATING	1,000.
LYMPHOMA RESEARCH FOUNDATION 115 BROADWAY, SUITE 1301 NEW YORK, NY 10006	N/A	PUBLIC	GENERAL OPERATING	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	60,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,146.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	22,005.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		33,151.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 33,151.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Barry Newman | 5-12-14 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY NEWMAN	Barry Newman for	5-12-14		P00292168
Firm's name ▶ DORSEY & WHITNEY LLP			Firm's EIN ▶ 41-0223337	
Firm's address ▶ 50 S 6TH ST, STE 1500 MINNEAPOLIS, MN 55402			Phone no. 612 340-2600	

323622
10-10-13

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
BERNSTEIN DIVIDENDS	12,534.	1,390.	11,144.	11,144.	
BERNSTEIN INTEREST	2.	0.	2.	2.	
TO PART I, LINE 4	12,536.	1,390.	11,146.	11,146.	

FORM 990-PF | LEGAL FEES | STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DORSEY & WHITNEY, LLP	2,950.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,950.	0.		0.

FORM 990-PF | TAXES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	100.	100.		0.
EXCISE TAXES PAID	109.	0.		0.
TO FORM 990-PF, PG 1, LN 18	209.	100.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
INVESTMENT FEES	2,826.	2,826.		0.
BANK SERVICE CHARGES	53.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,904.	2,826.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SANFORD C. BERNSTEIN	362,881.	427,044.
TOTAL TO FORM 990-PF, PART II, LINE 10B	362,881.	427,044.

BERNSTEIN
Global Wealth Management

Holdings - Attachment to Form 990-PF, Part II, Line 10b

Account: G & D PETERSON FAMILY FOUNDATION (888-48134)

As of December 31, 2013

Qty.	Holding	Total Cost		Market Value	
8,147 313	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	$	102,689	$	108,767
1,772.255	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(1)	$	12,269	$	17,226
2,138 050	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	$	27,031	$	34,936
288.064	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	$	6,277	$	7,879
6.000	APPLE INC	$	2,025	$	3,367
315 407	AB DISCOVERY GROWTH FND CL ADV	$	2,208	$	3,100
100 000	PFIZER INC	$	1,944	$	3,063
137 112	AB DISCOVERY VALUE FUND CL ADV	$	2,211	$	2,978
50.000	WELLS FARGO & COMPANY	$	1,691	$	2,270
25.000	SCHLUMBERGER LTD	$	2,026	$	2,253
2.000	GOOGLE INC-CL A	$	1,097	$	2,241
40.000	CITIGROUP INC	$	1,518	$	2,084
27.000	DANAHER CORP	$	1,548	$	2,084
40.000	AMERICAN INTERNATIONAL GROUP	$	1,747	$	2,042
21.000	JOHNSON & JOHNSON	$	1,302	$	1,923
30.000	TJX COMPANIES INC	$	1,348	$	1,912
65.000	HEWLETT-PACKARD CO	$	1,655	$	1,819
115.000	BANK OF AMERICA CORP	$	1,313	$	1,791
8 000	VISA INC - CLASS A SHRS	$	983	$	1,781
19 000	AMERICAN EXPRESS CO	$	1,373	$	1,724
17.000	COGNIZANT TECH SOLUTIONS-A	$	1,147	$	1,717
18.000	OCCIDENTAL PETROLEUM CORP	$	1,639	$	1,712
14.000	COSTCO WHOLESALE CORP	$	1,612	$	1,666
20.000	HESS CORP	$	1,639	$	1,660
20.000	HOME DEPOT INC	$	1,120	$	1,647
19.000	ILLINOIS TOOL WORKS	$	1,209	$	1,598
25.000	CBS CORP-CLASS B NON VOTING	$	1,219	$	1,594
40.000	KROGER CO	$	947	$	1,581
7.000	INTERCONTINENTALEXCHANGE GROUP	$	928	$	1,574
18.000	ANSYS INC	$	1,132	$	1,570
30.000	LINCOLN NATIONAL CORP	$	1,371	$	1,549
45.000	CONAGRA FOODS INC	$	1,420	$	1,517
9.000	UNION PACIFIC CORP	$	1,064	$	1,512
30 000	VALERO ENERGY CORP	$	1,127	$	1,512
18.000	MEAD JOHNSON NUTRITION CO	$	1,528	$	1,508
13 000	ALLERGAN INC	$	1,302	$	1,444
25.000	MEDTRONIC INC	$	1,129	$	1,435
11.000	PARKER HANNIFIN CORP	$	1,199	$	1,415
5.000	BIOGEN IDEC INC	$	789	$	1,399
10.000	BOEING CO/THE	$	951	$	1,365
18.000	GILEAD SCIENCES INC	$	932	$	1,353
25.000	FIDELITY NATIONAL INFORMATION	$	836	$	1,342
19.000	TIME WARNER INC	$	751	$	1,325

BERNSTEIN
Global Wealth Management

Holdings - Attachment to Form 990-PF, Part II, Line 10b

Account: G & D PETERSON FAMILY FOUNDATION (888-48134)

As of December 31, 2013

Qty.	Holding	Total Cost		Market Value	
25 000	COMCAST CORP-CLASS A	$	621	$	1,299
14.000	MARATHON PETROLEUM CORP	$	1,213	$	1,284
15.000	AON PLC	$	1,130	$	1,258
30 000	AMDOCS LTD	$	1,090	$	1,237
80.000	FORD MOTOR CO	$	937	$	1,234
14.000	VIACOM INC-CLASS B	$	644	$	1,223
14.000	PHILIP MORRIS INTERNATIONAL	$	1,238	$	1,220
3 000	AMAZON COM INC	$	696	$	1,196
15.000	WAL-MART STORES INC	$	1,088	$	1,180
1.000	PRICELINE COM INC	$	796	$	1,162
14 000	LYONDELLBASELL INDU-CL A	$	619	$	1,124
10.000	BECTON DICKINSON & CO	$	767	$	1,105
6 000	SHERWIN-WILLIAMS CO/THE	$	1,044	$	1,101
7 000	EVEREST RE GROUP LTD	$	890	$	1,091
16 000	NOBLE ENERGY INC	$	759	$	1,090
4.000	PRECISION CASTPARTS CORP	$	657	$	1,077
14.000	CAPITAL ONE FINANCIAL CORP	$	759	$	1,073
14.000	WALT DISNEY CO/THE	$	510	$	1,070
20.000	CIT GROUP INC	$	806	$	1,043
13.000	AMERICAN TOWER CORP	$	989	$	1,038
4.000	WW GRAINGER INC	$	1,027	$	1,022
13 000	STARBUCKS CORP	$	642	$	1,019
14.000	CVS/CAREMARK CORP	$	924	$	1,002
17.000	JPMORGAN CHASE & CO	$	829	$	994
20 000	VERIZON COMMUNICATIONS INC	$	908	$	983
10.000	CHUBB CORP	$	871	$	966
9.000	PARTNERRE LTD	$	752	$	949
5.000	INTL BUSINESS MACHINES CORP	$	1,044	$	938
25.000	MICROSOFT CORP	$	727	$	936
8.000	MONSANTO CO	$	810	$	932
40.000	ELECTRONIC ARTS INC	$	966	$	918
10.000	RAYTHEON COMPANY	$	804	$	907
10.000	AMPHENOL CORP-CL A	$	812	$	892
30.000	GANNETT CO	$	809	$	887
11.000	NIKE INC -CL B	$	869	$	865
6.000	FEDEX CORP	$	825	$	863
16.000	MACY'S INC	$	548	$	854
55 000	GENWORTH FINANCIAL INC-CL A	$	676	$	854
5.000	CELGENE CORP	$	560	$	845
11 000	EATON CORP PLC	$	503	$	837
15.000	EBAY INC	$	745	$	823
20.000	GENERAL MOTORS CO	$	758	$	817
40.000	PULTE GROUP INC	$	664	$	815
20.000	ALTRIA GROUP INC	$	689	$	768
15.000	HALLIBURTON CO	$	728	$	761
6.000	CHEVRON CORP	$	665	$	749
5.000	LIBERTY MEDIA CORP	$	496	$	732
6.000	BERKSHIRE HATHAWAY INC-CL B	$	511	$	711
3 000	AFFILIATED MANAGERS GROUP INC	$	384	$	651

BERNSTEIN
Global Wealth Management

Holdings - Attachment to Form 990-PF, Part II, Line 10b

Account: G & D PETERSON FAMILY FOUNDATION (888-48134)
As of December 31, 2013

Qty.	Holding	Total Cost		Market Value	
15 000	PATTERSON COS INC	$	578	$	618
11 000	HASBRO INC	$	573	$	605
9 000	VERISK ANALYTICS INC-CL A	$	553	$	591
30 000	REGAL ENTERTAINMENT GROUP-A	$	572	$	584
4 000	POLARIS INDUSTRIES INC	$	519	$	583
7 000	PEPSICO INC	$	570	$	581
11 000	REYNOLDS AMERICAN INC	$	456	$	550
15 000	KINDER MORGAN INC	$	587	$	540
1.000	CHIPOTLE MEXICAN GRILL-CL A	$	318	$	533
15.000	AT&T INC	$	532	$	527
10.000	MERCK & CO. INC.	$	449	$	501
5.000	MCDONALD'S CORP	$	452	$	485
15.000	HEALTH NET INC	$	432	$	445
2.000	LINKEDIN CORP - A	$	197	$	434
6 000	ASSURANT INC	$	381	$	398
5 000	VERTEX PHARMACEUTICALS INC	$	202	$	372
6,914.464	OVERLAY A PORTFOLIO CLASS 1	$	72,157	$	86,362
4,194.723	OVERLAY B PORTFOLIO CLASS 1	$	43,306	$	43,709
	NET PORTFOLIO VALUE	**$**	**362,881**	**$**	**427,044**

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
08/02/2012	01/07/2013	4	***EATON CORP PLC	55 71	42 76	222 84	171 03	51 81
03/15/2012	01/07/2013	10	TIBCO SOFTWARE INC	21 89	30 53	218 86	305 34	-86 48
05/31/2012	01/09/2013	4	INTL BUSINESS MACHINES CORP	191 94	194 30	767 77	777 20	-9 43
10/24/2012	01/09/2013	2	LIBERTY MEDIA CORP - LIBER-A	121 26	111 91	242 52	223 83	18 69
01/30/2012	01/09/2013	15	MGM RESORTS INTERNATIONAL	12 91	13 06	193 69	195 84	-2 15
06/01/2012	01/09/2013	4	SHERWIN-WILLIAMS CO/THE	162 23	125 04	648 92	500 18	148 74
09/13/2012	01/10/2013	10	BB&T CORP	30 48	33 26	304 81	332 61	-27 80
08/22/2012	01/10/2013	3	UNITED TECHNOLOGIES CORP	84 61	79 45	253 84	238 36	15 48
09/07/2012	01/10/2013	4	UNITED TECHNOLOGIES CORP	84 61	79.38	338 45	317 50	20 95
11/09/2012	01/11/2013	3	***PARTNERRE LTD	83.14	79 79	249 42	239 37	10 05
10/24/2012	01/16/2013	5	STARZ - A	15 73	12.81	78.63	64 07	14 56
06/18/2012	01/22/2013	10	AB DISCOVERY VALUE FUND CL ADV	18 49	16.02	200 00	173 29	26 71
		817						
02/10/2012	01/24/2013	8	WELLS FARGO & COMPANY	35.08	30.23	280 64	241 82	38.82
03/21/2012	01/24/2013	2	WELLS FARGO & COMPANY	35.08	34.23	70.16	68 47	1 69
06/01/2012	02/01/2013	4	MCKESSON CORP	103 90	86 69	415 59	346 76	68 83
07/25/2012	02/01/2013	25	NV ENERGY INC	18.98	17 79	474 46	444 79	29 67
04/05/2012	02/01/2013	10	TIBCO SOFTWARE INC	23 79	32 42	237 86	324.17	-86 31
05/29/2012	02/01/2013	5	TIBCO SOFTWARE INC	23.79	27.70	118 93	138 50	-19 57
09/13/2012	02/05/2013	5	BB&T CORP	30.93	33.26	154 64	166 30	-11 66
09/14/2012	02/05/2013	15	BB&T CORP	30.93	34 03	463.91	510 42	-46 51
07/19/2012	02/06/2013	5	AT&T INC	35.37	35.48	176 83	177 39	-0 56
06/08/2012	02/06/2013	4	EXXON MOBIL CORP	89.67	80.15	358.66	320.62	38 04
12/28/2012	02/06/2013	15	MARSH & MCLENNAN COS INC	36 53	34.38	548.02	515.64	32 38
05/21/2012	02/06/2013	6	PROCTER & GAMBLE CO	75.45	63 24	452.73	379 44	73 29
10/03/2012	02/08/2013	6	HARRIS CORP	46.67	51.47	280 02	308 85	-28 83
12/05/2012	02/19/2013	3	ULTA SALON COSMETICS & FRAGRAN	85.29	100.04	255 86	300.12	-44 26
02/22/2012	02/20/2013	15	MGM RESORTS INTERNATIONAL	12.95	13.96	194.32	209 35	-15 03
02/28/2012	02/20/2013	15	MGM RESORTS INTERNATIONAL	12.95	13.55	194.32	203.25	-8 93
03/07/2012	02/20/2013	5	MGM RESORTS INTERNATIONAL	12.95	13.59	64.77	67.93	-3 16
11/09/2012	02/26/2013	10	DIRECTV	48.20	49 07	481 97	490 71	-8 74
08/24/2012	03/01/2013	2	INTERCONTINENTALEXCHANGE INC	153.80	136 36	307 61	272 72	34 89
04/13/2012	03/08/2013	2	COACH INC	48.72	74 22	97 44	148 44	-51 00
04/20/2012	03/08/2013	4	COACH INC	48 72	76.25	194 89	305 01	-110 12
04/27/2012	03/08/2013	5	COACH INC	48.72	74.06	243 61	370 29	-126 68
04/20/2012	03/14/2013	3	F5 NETWORKS INC	91.58	133.20	274 75	399 59	-124 84
04/11/2012	03/15/2013	15	MGM RESORTS INTERNATIONAL	13.04	13.61	195.67	204 14	-8 47
06/14/2012	03/15/2013	20	MGM RESORTS INTERNATIONAL	13.04	11 04	260 90	220 87	40 03
10/03/2012	03/19/2013	6	HARRIS CORP	44.49	51 47	266 96	308.84	-41 88
01/08/2013	03/19/2013	4	HARRIS CORP	44.49	49 04	177 97	196 18	-18 21
06/01/2012	03/19/2013	6	MCKESSON CORP	105 82	86 69	634 90	520.14	114 76
05/17/2012	03/21/2013	5	AMGEN INC	94 02	71 38	470 09	356 90	113 19
11/09/2012	03/21/2013	4	DIAMOND OFFSHORE DRILLING	68.37	65 15	273 46	260 62	12 84
06/01/2012	03/22/2013	4	SHERWIN-WILLIAMS CO/THE	168.54	125.04	674 18	500 17	174 01
12/13/2012	03/25/2013	4	ULTA SALON COSMETICS & FRAGRAN	77.47	94 57	309.88	378 30	-68 42
02/19/2013	04/02/2013	2	MONSANTO CO	103.69	102 14	207 38	204.29	3 09

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/08/2012	04/04/2013	3	IDEXX LABS CORP	88.81	89.57	266.44	268.70	-2.26
05/17/2012	04/10/2013	10	***ASTRAZENECA PLC-SPONS ADR	50.95	42.44	509.51	424.40	85.11
08/23/2012	04/10/2013	5	***ASTRAZENECA PLC-SPONS ADR	50.95	46.98	254.75	234.88	19.87
06/08/2012	04/12/2013	5	EXXON MOBIL CORP	88.63	80.16	443.17	400.78	42.39
05/29/2012	04/19/2013	5	TIBCO SOFTWARE INC	18.58	27.70	92.92	138.50	-45.58
08/23/2012	04/19/2013	10	TIBCO SOFTWARE INC	18.58	29.40	185.84	293.96	-108.12
11/09/2012	04/22/2013	2	LINKEDIN CORP - A	174.10	98.39	348.21	196.78	151.43
08/08/2012	04/23/2013	4	IDEXX LABS CORP	86.90	89.56	347.61	358.26	-10.65
06/08/2012	04/24/2013	5	EXXON MOBIL CORP	89.62	80.16	448.09	400.78	47.31
02/07/2013	04/26/2013	7	INTUIT INC	58.70	62.48	410.87	437.39	-26.52
08/02/2012	05/01/2013	6	***EATON CORP PLC	59.55	42.76	357.32	256.55	100.77
08/14/2012	05/01/2013	1	***EATON CORP PLC	59.55	45.69	59.55	45.69	13.86
02/27/2013	05/02/2013	2	STERICYCLE INC	107.72	96.06	215.45	192.13	23.32
05/21/2012	05/06/2013	5	ALTRIA GROUP INC	36.13	31.79	180.67	158.95	21.72
01/24/2013	05/06/2013	2	CST BRANDS INC	29.61	41.17	59.22	82.34	-23.12
02/14/2013	05/06/2013	1	CST BRANDS INC	29.61	40.85	29.61	40.85	-11.24
05/21/2012	05/13/2013	4	PHILIP MORRIS INTERNATIONAL	94.13	84.50	376.52	337.99	38.53
09/24/2012	05/15/2013	10	TYSON FOODS INC-CL A	25.03	16.28	250.31	162.84	87.47
06/12/2012	05/16/2013	20	US BANCORP	34.38	30.48	687.51	609.57	77.94
08/20/2012	05/16/2013	10	US BANCORP	34.38	33.08	343.75	330.77	12.98
02/06/2013	05/16/2013	10	US BANCORP	34.38	33.53	343.75	335.30	8.45
01/11/2013	05/17/2013	2	GOLDMAN SACHS GROUP INC	157.84	136.67	315.68	273.34	42.34
08/06/2012	05/17/2013	10	MERCK & CO. INC.	45.53	44.54	455.27	445.45	9.82
09/21/2012	05/17/2013	10	MEDTRONIC INC	49.55	43.37	495.47	433.71	61.76
09/12/2012	05/17/2013	10	MICROSOFT CORP	34.35	30.91	343.49	309.12	34.37
01/04/2013	05/20/2013	5	JM SMUCKER CO/THE	102.11	89.85	510.55	449.23	61.32
01/04/2013	05/21/2013	3	***EVEREST RE GROUP LTD	131.26	112.74	393.77	338.23	55.54
09/24/2012	05/21/2013	10	TYSON FOODS INC-CL A	25.23	16.28	252.26	162.84	89.42
06/27/2012	06/05/2013	2	VISA INC - CLASS A SHRS	178.25	122.91	356.49	245.82	110.67
08/08/2012	06/10/2013	5	IDEXX LABS CORP	84.20	89.56	421.01	447.82	-26.81
01/31/2013	06/13/2013	4	F5 NETWORKS INC	74.98	104.94	299.91	419.76	-119.85
03/25/2013	06/13/2013	25	SAFEWAY INC	25.11	25.96	627.83	649.05	-21.22
09/24/2012	07/01/2013	10	FIDELITY NATIONAL FINANCIAL IN	23.75	21.11	237.50	211.06	26.44
12/28/2012	07/05/2013	6	FISERV INC	88.98	78.73	533.90	472.39	61.51
01/07/2013	07/05/2013	5	FISERV INC	88.98	80.98	444.91	404.88	40.03
05/17/2013	07/05/2013	5	FISERV INC	88.98	89.86	444.91	449.31	-4.40
03/12/2013	07/16/2013	3	EXXON MOBIL CORP	93.07	89.57	279.20	268.70	10.50
08/16/2012	07/16/2013	20	GENERAL ELECTRIC CO	23.48	20.95	469.64	419.06	50.58
11/14/2012	07/19/2013	1	AMAZON.COM INC	303.95	224.39	303.95	224.39	79.56
11/14/2012	08/28/2013	1	AMAZON COM INC	281.70	224.40	281.70	224.40	57.30
04/29/2013	08/28/2013	5	AMERICAN INTERNATIONAL GROUP	46.53	41.10	232.64	205.51	27.13
05/01/2013	08/28/2013	4	ALLERGAN INC	88.17	99.54	352.67	398.17	-45.50
05/01/2013	08/26/2013	3	ALLERGAN INC	89.78	99.54	269.33	298.62	-29.29
12/12/2012	08/28/2013	30	BANK OF AMERICA CORP	14.18	10.62	425.41	318.46	106.95
04/05/2013	08/28/2013	4	CAPITAL ONE FINANCIAL CORP	63.66	54.22	254.65	216.88	37.77
11/09/2012	08/28/2013	6	DIAMOND OFFSHORE DRILLING	65.44	65.15	392.66	390.92	1.74
11/14/2012	08/28/2013	9	DIAMOND OFFSHORE DRILLING	65.44	63.63	588.98	572.69	16.29
05/17/2013	08/28/2013	4	DIAMOND OFFSHORE DRILLING	65.44	72.16	261.77	288.66	-26.89
01/04/2013	08/28/2013	2	***EVEREST RE GROUP LTD	136.74	112.74	273.47	225.49	47.98

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/12/2013	08/28/2013	3	EXXON MOBIL CORP	88 65	89.57	265 95	268 70	-2 75
10/31/2012	08/28/2013	20	FORD MOTOR CO	16.04	10 87	320 86	217 42	103 44
02/06/2013	08/28/2013	15	GAMESTOP CORP-CLASS A	49 87	25 02	748 04	375 33	372 71
03/15/2013	08/28/2013	1	WW GRAINGER INC	249 09	224 94	249 09	224.94	24 15
03/19/2013	08/28/2013	3	ILLINOIS TOOL WORKS	71 66	61 97	214 99	185 92	29 07
02/19/2013	08/28/2013	4	MONSANTO CO	97 10	102 14	388 41	408 58	-20 17
08/28/2012	08/28/2013	2	PHILIP MORRIS INTERNATIONAL	83 15	91 01	166 31	182 03	-15 72
12/24/2012	08/28/2013	3	PETSMART	70 21	69 52	210.63	208 57	2 06
02/27/2013	08/28/2013	2	STERICYCLE INC	113.13	96 06	226 27	192 13	34 14
09/24/2012	08/28/2013	5	TJX COMPANIES INC	52.88	44.25	264 41	221 27	43 14
03/12/2013	09/12/2013	12	EXXON MOBIL CORP	88 12	89 57	1,057 47	1,074.80	-17 33
12/03/2012	09/19/2013	25	DISCOVER FINANCIAL SERVICES	52.80	41.46	1,319.88	1,036 53	283 35
02/19/2013	09/23/2013	5	MONSANTO CO	105 94	102 14	529 72	510 72	19 00
02/27/2013	09/24/2013	5	STERICYCLE INC	114.35	96 07	571.75	480.33	91 42
08/06/2013	10/02/2013	20	ABERCROMBIE & FITCH CO-CL A	35.69	48.96	713.90	979 16	-265 26
02/07/2013	10/04/2013	2	EOG RESOURCES INC	173.35	129.78	346 70	259 57	87 13
10/16/2012	10/07/2013	10	KINDER MORGAN INC	34.88	35.48	348.77	354 79	-6 02
07/30/2013	10/16/2013	10	EMC CORP/MASS	24 86	26.44	248 55	264.39	-15.84
05/01/2013	10/18/2013	5	BOEING CO/THE	121.96	91.33	609 78	456 67	153 11
10/31/2012	10/18/2013	5	KINDER MORGAN INC	35.32	34 69	176 59	173 43	3 16
12/24/2012	10/23/2013	3	PETSMART	72.77	69.52	218.31	208 57	9.74
02/27/2013	10/23/2013	5	PETSMART	72.77	63.61	363.84	318 05	45 79
03/22/2013	10/24/2013	20	CAMPBELL SOUP CO	42.75	43.25	855.00	864 94	-9 94
07/30/2013	10/24/2013	25	EMC CORP/MASS	23.76	26.44	594 10	660.99	-66 89
08/27/2013	10/24/2013	30	EMC CORP/MASS	23.76	25.99	712 92	779 65	-66 73
12/12/2012	11/14/2013	3	CITRIX SYSTEMS INC	55.18	64 80	165.55	194 41	-28.86
01/24/2013	11/15/2013	5	VALERO ENERGY CORP	42.72	34.77	213.62	173 85	39 77
01/11/2013	11/19/2013	6	GOLDMAN SACHS GROUP INC	167.33	136.67	1,004.00	820 02	183 98
01/08/2013	11/19/2013	10	KRAFT FOODS GROUP INC-W/I	52 90	45.80	528.96	458 00	70 96
04/11/2013	11/21/2013	1	PRICELINE.COM INC	1157.62	729.42	1,157.62	729 42	428 20
02/14/2013	11/26/2013	5	***AMDOCS LTD	40.32	35.97	201.60	179.84	21.76
12/12/2012	11/26/2013	15	BANK OF AMERICA CORP	15 89	10.62	238.42	159.23	79.19
05/01/2013	11/26/2013	2	BOEING CO/THE	135.33	91.33	270.66	182 67	87 99
06/17/2013	11/26/2013	5	CBS CORP-CLASS B NON VOTING	58.66	47 80	293.30	239 01	54.29
04/05/2013	11/26/2013	4	CAPITAL ONE FINANCIAL CORP	71 06	54 22	284 24	216 88	67 36
03/22/2013	11/26/2013	2	CHUBB CORP	97.24	86.13	194 48	172 27	22 21
06/26/2013	11/26/2013	15	GENWORTH FINANCIAL INC-CL A	15 21	11 17	228 18	167 60	60 58
03/15/2013	11/26/2013	1	WW GRAINGER INC	258 35	224 94	258 35	224 94	33 41
01/07/2013	11/26/2013	5	KINDER MORGAN INC	35.79	37 03	178.95	185 14	-6 19
03/20/2013	11/26/2013	4	MARATHON PETROLEUM CORP	81 94	90 61	327 75	362 46	-34 71
02/07/2013	11/26/2013	5	PATTERSON COS INC	41 55	37.13	207 75	185 63	22.12
10/23/2013	11/26/2013	5	O'REILLY AUTOMOTIVE INC	124 89	133 68	624 45	668 40	-43 95
01/04/2013	11/26/2013	2	JM SMUCKER CO/THE	105.79	89.84	211 58	179 69	31 89
04/19/2013	12/05/2013	1	INTUITIVE SURGICAL INC	368 70	473 61	368 70	473 61	-104 91
07/19/2013	12/05/2013	1	INTUITIVE SURGICAL INC	368 70	378 12	368 70	378 12	-9 42
03/15/2013	12/23/2013	1	WW GRAINGER INC	252.14	224.93	252.14	224 93	27 21
01/04/2013	12/26/2013	1	JM SMUCKER CO/THE	102.83	89 85	102.83	89 85	12 98
01/10/2013	12/26/2013	3	JM SMUCKER CO/THE	102 83	89.82	308 50	269 46	39 04
02/07/2013	12/26/2013	4	JM SMUCKER CO/THE	102.83	88 50	411 34	354 00	57 34

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			SUBTOTAL FOR SHORT-TERM NON-COVERED			50,387 13	47,067 93	3,319 20
LONG-TERM NON-COVERED								
09/30/2011	01/02/2013	1	PRECISION CASTPARTS CORP	190 77	156 48	190 77	156 48	34 29
11/28/2011	01/07/2013	5	CIT GROUP INC	39 70	31.76	198 52	158 81	39 71
08/10/2011	01/07/2013	2	UNITEDHEALTH GROUP INC	52.03	42.10	104 05	84.20	19 85
08/11/2011	01/07/2013	3	UNITEDHEALTH GROUP INC	52 03	42 81	156 08	128 44	27 64
09/29/2010	01/09/2013	10	ALTRIA GROUP INC	31 93	24 26	319 34	242 62	76 72
03/24/2011	01/09/2013	10	ALTRIA GROUP INC	31.93	25 82	319 34	258 20	61 14
05/27/2009	01/15/2013	1	APPLE INC	488.66	133.68	488.66	133 68	354 98
12/23/2010	01/23/2013	3	CITRIX SYSTEMS INC	68.96	68 47	206 87	205 42	1 45
05/27/2010	01/30/2013	9 013	OVERLAY A PORTFOLIO CLASS 1	10.95	10 26	98 69	92 47	6 22
05/27/2009	01/30/2013	10 219	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.95	12 23	142.56	124 98	17 58
08/18/2011	02/01/2013	5	NV ENERGY INC	18.98	14.17	94 89	70 86	24 03
01/13/2012	02/01/2013	15	NV ENERGY INC	18.98	15.78	284 68	236 65	48 03
04/21/2011	02/06/2013	5	AT&T INC	35.37	30.66	176 84	153 30	23 54
10/18/2011	02/06/2013	15	APPLIED MATERIALS INC	13.29	11.56	199 36	173.42	25 94
05/03/2010	02/06/2013	5	HEWLETT-PACKARD CO	16.67	52 82	83 35	264 12	-180 77
05/11/2010	02/06/2013	5	HEWLETT-PACKARD CO	16 67	49.15	83.35	245 74	-162 39
06/28/2010	02/06/2013	5	HEWLETT-PACKARD CO	16.67	46 22	83.34	231.12	-147 78
08/11/2011	02/07/2013	7	UNITEDHEALTH GROUP INC	57.00	42.81	399.02	299 68	99 34
05/14/2010	02/08/2013	10	***ASTRAZENECA PLC-SPONS ADR	47.45	42.23	474.52	422 34	52 18
06/04/2010	02/08/2013	15	***ASTRAZENECA PLC-SPONS ADR	47.45	43.04	711.79	645.63	66 16
11/29/2010	02/08/2013	10	***ASTRAZENECA PLC-SPONS ADR	47 45	47.31	474 52	473.09	1 43
12/30/2010	02/08/2013	5	***ASTRAZENECA PLC-SPONS ADR	47.45	46.00	237 26	230.01	7.25
09/20/2011	02/13/2013	15	***BP PLC-SPONS ADR	42.46	38.96	636.88	584 47	52 41
10/07/2011	02/13/2013	10	***BP PLC-SPONS ADR	42.46	37.07	424.59	370.70	53 89
10/10/2011	02/13/2013	5	***BP PLC-SPONS ADR	42.46	38 18	212.29	190 89	21 40
10/27/2011	02/13/2013	5	***BP PLC-SPONS ADR	42 46	44 97	212 29	224 85	-12 56
10/28/2011	02/13/2013	5	***BP PLC-SPONS ADR	42 46	45.37	212 30	226 86	-14 56
11/25/2011	02/13/2013	5	***BP PLC-SPONS ADR	42.46	39.84	212 29	199 20	13 09
01/30/2012	02/20/2013	15	MGM RESORTS INTERNATIONAL	12.95	13 06	194.32	195 83	-1 51
10/18/2011	02/26/2013	25	MICRON TECHNOLOGY INC	7.97	5 68	199 36	141 88	57 48
08/09/2011	03/04/2013	3	LORILLARD INC	38 30	33 39	114 91	100 17	14 74
08/22/2011	03/04/2013	4	LORILLARD INC	38.30	36 29	153 21	145 17	8 04
03/07/2012	03/15/2013	10	MGM RESORTS INTERNATIONAL	13 04	13.59	130 45	135 86	-5 41
04/20/2011	03/21/2013	5	CITIGROUP INC	45.99	47 51	229.96	237.53	-7 57
04/20/2011	03/21/2013	5	CITIGROUP INC	45.99	47.51	229 96	237 54	-7 58
04/29/2011	03/21/2013	10	CITIGROUP INC	45.99	45.58	459 92	455 78	4.14
08/22/2011	03/21/2013	5	LORILLARD INC	39.82	36.29	199 08	181 47	17 61
10/11/2011	03/21/2013	15	LORILLARD INC	39 82	39.27	597 22	589 10	8 12
05/27/2009	03/21/2013	10	PFIZER INC	28.16	14.87	281 56	148 73	132 83
06/29/2011	03/21/2013	5	TYSON FOODS INC-CL A	24 00	19.35	119.99	96 77	23 22
10/28/2011	03/21/2013	5	TYSON FOODS INC-CL A	24.00	19 53	119 99	97.65	22 34

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/25/2011	04/08/2013	25	MICRON TECHNOLOGY INC	9.28	5 55	232 12	138 63	93 49
07/14/2010	04/08/2013	3	NOBLE ENERGY INC	114 24	66 96	342.73	200 87	141 86
04/07/2011	04/17/2013	3	WELLPOINT INC	69 21	69 12	207 63	207 36	0 27
11/30/2010	04/23/2013	4	STARBUCKS CORP	59 27	30 79	237 09	123 15	113 94
05/27/2010	04/25/2013	6 .232	OVERLAY A PORTFOLIO CLASS 1	11 38	10 26	70 92	63 94	6 98
05/27/2009	04/25/2013	8 757	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 09	12 23	123 38	107 10	16 28
01/11/2011	04/26/2013	1	INTUIT INC	58.70	47.59	58 70	47 59	11 11
02/25/2011	04/26/2013	6	INTUIT INC	58.70	52.65	352 18	315 90	36 28
09/15/2011	04/26/2013	4	INTUIT INC	58 70	48 18	234 79	192 73	42 06
10/10/2011	04/26/2013	5	INTUIT INC	58.70	49 80	293.48	249 02	44 46
04/26/2010	05/01/2013	5	SCHLUMBERGER LTD	73.67	72.61	368.35	363.05	5 30
12/28/2011	05/01/2013	1	SCHLUMBERGER LTD	73 67	67 21	73.67	67.21	6 46
11/04/2011	05/01/2013	5	UNITEDHEALTH GROUP INC	59.48	45.84	297.40	229 20	68 20
04/13/2012	05/01/2013	1	UNITEDHEALTH GROUP INC	59.48	58 18	59 48	58.18	1 30
10/18/2011	05/03/2013	10	APPLIED MATERIALS INC	14 91	11.56	149.09	115 62	33.47
10/19/2011	05/03/2013	5	APPLIED MATERIALS INC	14 91	11 57	74 55	57 87	16 68
05/27/2009	05/03/2013	15	PFIZER INC	28.97	14 87	434.55	223 10	211 45
03/24/2011	05/06/2013	25	ALTRIA GROUP INC	36.13	25.82	903.36	645.50	257 86
12/01/2010	05/07/2013	15	KROGER CO	34.81	23.79	522 20	356 84	165 36
12/28/2011	05/14/2013	3	SCHLUMBERGER LTD	76.98	67 21	230 93	201.63	29 30
04/13/2012	05/14/2013	7	UNITEDHEALTH GROUP INC	61.87	58 18	433.10	407 26	25.84
10/28/2011	05/15/2013	5	TYSON FOODS INC-CL A	25.03	19 53	125.16	97.64	27 52
10/25/2011	05/28/2013	20	MICRON TECHNOLOGY INC	11.81	5.54	236.16	110 90	125 26
11/11/2011	05/28/2013	35	MICRON TECHNOLOGY INC	11.81	5.35	413.29	187.29	226 00
02/16/2012	05/30/2013	3	NATIONAL - OILWELL INC	71.17	83.85	213.50	251 56	-38 06
03/20/2012	05/30/2013	2	NATIONAL - OILWELL INC	71.17	81.24	142 34	162.49	-20 15
05/29/2012	06/05/2013	3	F5 NETWORKS INC	76 94	108.94	230 81	326 82	-96 01
05/21/2012	06/05/2013	3	PHILIP MORRIS INTERNATIONAL	90 72	84.50	272.17	253.49	18 68
05/21/2012	06/06/2013	10	ALTRIA GROUP INC	35.65	31 79	356.48	317 90	38 58
12/01/2010	06/06/2013	15	KROGER CO	33 04	23.79	495.54	356 84	138 70
09/30/2011	06/12/2013	1	PRECISION CASTPARTS CORP	217.49	156 48	217 49	156 48	61 01
05/29/2012	06/13/2013	1	F5 NETWORKS INC	74.98	108 94	74 98	108 94	-33 96
12/21/2011	06/17/2013	10	GENERAL ELECTRIC CO	23 76	17 47	237 56	174.74	62 82
01/06/2011	07/02/2013	3	CITRIX SYSTEMS INC	61 60	68.86	184 80	206 59	-21 79
03/18/2011	07/02/2013	2	CITRIX SYSTEMS INC	61 60	67 03	123 20	134 07	-10 87
02/28/2011	07/02/2013	15	DELTA AIR LINES INC	19.04	11.19	285.66	167 84	117 82
10/31/2011	07/02/2013	1	PRECISION CASTPARTS CORP	225 08	163 93	225 08	163 93	61 15
10/25/2011	07/10/2013	7	HARLEY DAVIDSON INC	53 78	38 25	376 43	267 78	108 65
06/08/2012	07/16/2013	7	EXXON MOBIL CORP	93 07	80.16	651.48	561.09	90.39
12/21/2011	07/16/2013	25	GENERAL ELECTRIC CO	23.48	17 47	587 05	436 85	150 20
05/11/2010	07/19/2013	1	APPLE INC	428.60	252.13	428 60	252 13	176 47
06/22/2009	07/22/2013	2	TIME WARNER CABLE	115 77	30.38	231 53	60 77	170 76
06/22/2009	07/22/2013	2	TIME WARNER CABLE	115.77	30 39	231.53	60 78	170 75
08/30/2011	07/22/2013	1	TIME WARNER CABLE	115.77	65.05	115.77	65 05	50 72
08/30/2011	07/22/2013	1	TIME WARNER CABLE	115.77	65.05	115 77	65 05	50 72
07/22/2011	07/25/2013	2	EOG RESOURCES INC	145.42	106.10	290 83	212 21	78 62
10/25/2011	07/25/2013	2	HARLEY DAVIDSON INC	56.25	38.25	112 49	76 51	35 98

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/02/2011	07/25/2013	6	HARLEY DAVIDSON INC	56 25	38 69	337 47	232 16	105 31
03/20/2012	07/25/2013	1	NATIONAL - OILWELL INC	71 20	81 24	71 20	81 24	-10 04
03/27/2012	07/25/2013	3	NATIONAL - OILWELL INC	71 20	78 32	213 59	234 97	-21 38
05/27/2010	07/26/2013	6 .649	OVERLAY A PORTFOLIO CLASS 1	11.74	10.26	78 06	68 22	9 84
05/27/2009	07/26/2013	9 .013	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.51	12.23	121 77	110.23	11 54
03/27/2012	07/29/2013	3	NATIONAL - OILWELL INC	70 94	78 32	212 82	234 97	-22 15
04/13/2012	07/29/2013	3	NATIONAL - OILWELL INC	70.94	78 97	212.81	236 91	-24 10
07/17/2012	08/12/2013	2	BERKSHIRE HATHAWAY INC-CL B	117.10	84.51	234 20	169 02	65 18
03/23/2012	08/16/2013	5	JPMORGAN CHASE & CO	53 52	44.81	267 62	224 03	43 59
08/30/2011	08/16/2013	1	TIME WARNER CABLE	110 01	65 05	110 01	65 05	44 96
11/22/2011	08/16/2013	3	TIME WARNER CABLE	110.01	59 28	330 03	177 84	152 19
10/19/2011	08/21/2013	15	APPLIED MATERIALS INC	15 67	11.57	235 08	173 61	61 47
11/23/2011	08/21/2013	20	APPLIED MATERIALS INC	15 67	10 35	313.44	207 08	106 36
01/12/2012	08/21/2013	15	APPLIED MATERIALS INC	15.67	11.77	235 08	176 62	58 46
02/01/2012	08/21/2013	25	APPLIED MATERIALS INC	15.67	12.56	391.80	314.00	77 80
06/08/2012	08/23/2013	3	CHEVRON CORP	118.97	100.20	356.90	300.59	56 31
06/18/2012	08/28/2013	28 .612	AB DISCOVERY VALUE FUND CL ADV	20 97	16.02	600 00	458 36	141 64
06/18/2012	08/28/2013	81 .878	AB DISCOVERY GROWTH FND CL ADV	9.16	7.00	750 00	573 15	176 85
08/23/2012	08/28/2013	2	BIOGEN IDEC INC	209.31	145.07	418.62	290.14	128 48
07/17/2012	08/28/2013	2	BERKSHIRE HATHAWAY INC-CL B	112.41	84.51	224 83	169 02	55 81
07/30/2012	08/28/2013	3	BECTON DICKINSON & CO	97.57	76.04	292.71	228 12	64 59
03/18/2011	08/28/2013	1	CITRIX SYSTEMS INC	70.43	67.03	70.43	67 03	3 40
08/05/2011	08/28/2013	4	CITRIX SYSTEMS INC	70.43	64.69	281 73	258 77	22 96
04/10/2012	08/28/2013	5	COGNIZANT TECH SOLUTIONS-A	73.65	75 32	368.27	376 61	-8 34
07/20/2012	08/28/2013	1	CHIPOTLE MEXICAN GRILL-CL A	404.55	318 25	404 55	318 25	86 30
11/28/2011	08/28/2013	5	CIT GROUP INC	47.51	31.76	237.56	158.81	78 75
12/23/2011	08/28/2013	5	CISCO SYSTEMS INC	23.49	18.27	117.43	91.35	26 08
02/09/2012	08/28/2013	10	CISCO SYSTEMS INC	23 49	19.96	234 87	199 61	35 26
02/08/2010	08/28/2013	5	DANAHER CORP	65.53	35 30	327.67	176 50	151 17
08/09/2011	08/28/2013	5	WALT DISNEY CO/THE	60 98	33 36	304 88	166 81	138 07
08/14/2012	08/28/2013	3	***EATON CORP PLC	63 82	45.69	191 45	137.08	54 37
08/24/2012	08/28/2013	2	INTERCONTINENTALEXCHANGE INC	181.93	136 36	363.87	272 72	91.15
02/25/2011	08/28/2013	10	HEWLETT-PACKARD CO	22 55	42 69	225 53	426 87	-201 34
08/05/2011	08/28/2013	5	HEWLETT-PACKARD CO	22 55	32 48	112 76	162 40	-49 64
05/30/2012	08/28/2013	4	HOME DEPOT INC	74 95	49 60	299 78	198 41	101 37
08/16/2012	08/28/2013	2	INTL BUSINESS MACHINES CORP	181.98	199 72	363 95	399 45	-35 50
06/30/2010	08/28/2013	4	JOHNSON & JOHNSON	86 58	59.22	346 33	236 87	109 46
08/02/2012	08/28/2013	3	KRAFT FOODS GROUP INC-W/I	51 37	45 01	154 10	135 03	19 07
08/21/2012	08/28/2013	2	KRAFT FOODS GROUP INC-W/I	51.37	35 49	102 73	70 99	31 74
12/01/2010	08/28/2013	10	KROGER CO	36.39	23 79	363 86	237 89	125 97
07/24/2012	08/28/2013	10	MACY'S INC	44.39	34.24	443 88	342 44	101 44
07/14/2010	08/28/2013	2	NOBLE ENERGY INC	61 89	33 48	123 79	66 96	56 83
09/20/2010	08/28/2013	2	NOBLE ENERGY INC	61.89	37 41	123.78	74 82	48 96
05/21/2012	08/28/2013	1	PHILIP MORRIS INTERNATIONAL	83.15	84 50	83.15	84 50	-1 35
05/27/2009	08/28/2013	10	PFIZER INC	28 40	14.87	284.04	148.74	135 30

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/02/2009	08/28/2013	10	PFIZER INC	28.40	15 01	284 04	150 11	133 93
10/31/2011	08/28/2013	2	PRECISION CASTPARTS CORP	213 01	163 93	426.03	327 86	98 17
12/28/2011	08/28/2013	3	SCHLUMBERGER LTD	83 02	67 21	249.06	201.62	47 44
02/22/2012	08/28/2013	2	SCHLUMBERGER LTD	83.02	80 05	166.04	160 11	5 93
06/01/2012	08/28/2013	2	SHERWIN-WILLIAMS CO/THE	169 17	125 04	338 33	250 09	88 24
11/30/2010	08/28/2013	1	STARBUCKS CORP	71 04	30 79	71.04	30 79	40 25
05/19/2011	08/28/2013	3	STARBUCKS CORP	71 04	37 21	213 13	111 63	101 50
07/25/2012	08/28/2013	6	TIME WARNER INC	61.19	38 37	367.11	230 22	136 89
03/21/2012	08/28/2013	5	WELLS FARGO & COMPANY	41 37	34 23	206.85	171 17	35 68
03/22/2012	08/28/2013	5	WELLS FARGO & COMPANY	41 37	33.42	206 85	167.12	39 73
04/07/2011	08/28/2013	6	WELLPOINT INC	84 93	69.12	509 57	414.72	94 85
04/27/2011	08/28/2013	2	WELLPOINT INC	84 93	74.70	169 86	149 40	20 46
05/27/2010	08/28/2013	751	OVERLAY A PORTFOLIO	11.45	10 26	8,600 00	7,706 20	893 80
		092	CLASS 1					
05/27/2010	08/28/2013	109	OVERLAY B PORTFOLIO	10 92	10 29	1,200.00	1,130 77	69 23
		.890	CLASS 1					
05/27/2009	08/28/2013	207	BERNSTEIN INTERNATIONAL	14.96	12 38	3,100.00	2,565.37	534 63
		219	PORTFOLIO					
05/27/2009	08/30/2013	1	GOOGLE INC-CL A	847.57	409 24	847 57	409 24	438 33
08/23/2012	09/06/2013	3	BIOGEN IDEC INC	226 96	145.07	680.89	435.22	245 67
06/22/2012	09/17/2013	2	UNION PACIFIC CORP	156 07	114 95	312.14	229 90	82 24
05/21/2012	09/17/2013	5	WAL-MART STORES INC	75 20	62.92	375 99	314 60	61 39
02/02/2012	10/02/2013	1	PRECISION CASTPARTS CORP	228.63	166.48	228 63	166 48	62 15
07/22/2011	10/04/2013	1	EOG RESOURCES INC	173 35	106.10	173.35	106 10	67 25
07/24/2012	10/11/2013	5	MACY'S INC	42.56	34 24	212.82	171.22	41.60
07/22/2011	10/14/2013	10	DELTA AIR LINES INC	24.06	8.11	240.56	81.10	159.46
07/22/2011	10/14/2013	15	DELTA AIR LINES INC	24.06	8.11	360.84	121.65	239 19
04/10/2012	10/15/2013	4	COGNIZANT TECH SOLUTIONS-A	86.34	75.32	345 38	301 28	44 10
08/24/2012	10/16/2013	5	EBAY INC	53 69	47 21	268 44	236 07	32 37
10/16/2012	10/18/2013	10	KINDER MORGAN INC	35.32	35 48	353 19	354.79	-1 60
09/24/2012	10/24/2013	25	FIDELITY NATIONAL FINANCIAL IN	27.15	21.11	678.82	527 65	151 17
05/27/2010	10/25/2013	6	OVERLAY A PORTFOLIO	12.32	10.26	79 13	65.90	13 23
		.423	CLASS 1					
05/27/2009	10/25/2013	8	BERNSTEIN INTERMEDIATE	13 59	12 23	116 79	105 10	11 69
		.594	DURATION PORTFOLIO					
10/06/2011	10/28/2013	3	WALT DISNEY CO/THE	69 03	31 76	207 08	95 29	111 79
10/04/2011	11/01/2013	4	***LYONDELLBASELL INDU-CL A	73.97	21.37	295 89	85 48	210 41
11/28/2011	11/07/2013	5	CIT GROUP INC	47 28	31 76	236 39	158.81	77 58
08/05/2011	11/14/2013	3	CITRIX SYSTEMS INC	55 18	64 69	165 55	194 07	-28 52
11/02/2012	11/14/2013	4	CITRIX SYSTEMS INC	55.18	63 46	220 74	253.83	-33 09
04/27/2011	11/14/2013	2	WELLPOINT INC	88.79	74 70	177 57	149 40	28 17
05/02/2011	11/14/2013	5	WELLPOINT INC	88 79	77 47	443 94	387.35	56 59
09/06/2011	11/14/2013	5	WELLPOINT INC	88 79	61 93	443 93	309 64	134 29
05/17/2012	11/14/2013	1	WELLPOINT INC	88.79	65.91	88.79	65 91	22 88
02/09/2012	11/18/2013	2	CISCO SYSTEMS INC	21 35	19.96	42.70	39 92	2 78
02/10/2012	11/18/2013	8	CISCO SYSTEMS INC	21.35	20.00	170 80	160 03	10 77
12/15/2010	11/18/2013	4	VIACOM INC-CLASS B	79 78	38 73	319.14	154 94	164 20
11/09/2012	11/19/2013	10	KRAFT FOODS GROUP INC-W/I	52.90	43.95	528 97	439 50	89 47
11/14/2012	11/21/2013	1	AMAZON.COM INC	366.03	224 39	366 03	224 39	141 64

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/27/2009	11/26/2013	212 724	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	10 06	6 14	2,140 00	1,306.12	833 88
06/18/2012	11/26/2013	15 099	AB DISCOVERY VALUE FUND CL ADV	23 18	16 02	350 00	241 89	108 11
06/18/2012	11/26/2013	29 644	AB DISCOVERY GROWTH FND CL ADV	10 12	7.00	300 00	207 51	92 49
08/23/2012	11/26/2013	2	BIOGEN IDEC INC	289 43	145 07	578 87	290 14	288 73
04/10/2012	11/26/2013	1	COGNIZANT TECH SOLUTIONS-A	94.10	75.32	94 10	75 32	18 78
04/17/2012	11/26/2013	3	COGNIZANT TECH SOLUTIONS-A	94 10	74.17	282.31	222.52	59.79
01/17/2012	11/26/2013	5	CIT GROUP INC	49.76	36 84	248 80	184 21	64 59
05/13/2011	11/26/2013	5	CITIGROUP INC	53 01	42 07	265 07	210 33	54 74
02/08/2010	11/26/2013	3	DANAHER CORP	75 52	35 30	226 55	105 89	120 66
10/06/2011	11/26/2013	3	WALT DISNEY CO/THE	71 56	31 76	214 68	95 29	119 39
10/31/2012	11/26/2013	15	FORD MOTOR CO	16.91	10.87	253 71	163 07	90 64
11/09/2012	11/26/2013	1	INTUITIVE SURGICAL INC	376.31	530.43	376 31	530 43	-154.12
08/24/2012	11/26/2013	1	INTERCONTINENTALEXCHANGE GROUP	215 05	136.36	215.05	136.36	78 69
08/05/2011	11/26/2013	10	HEWLETT-PACKARD CO	25.28	32.48	252.79	324 79	-72 00
10/31/2012	11/26/2013	5	KINDER MORGAN INC	35.79	34.68	178 95	173 42	5.53
01/31/2011	11/26/2013	5	KROGER CO	42 14	21 59	210 70	107 97	102 73
10/04/2011	11/26/2013	3	***LYONDELLBASELL INDU-CL A	76.69	21.37	230 07	64.11	165.96
11/09/2012	11/26/2013	1	LINKEDIN CORP - A	223.03	98.39	223.03	98 39	124 64
07/24/2012	11/26/2013	4	MACY'S INC	53.07	34.24	212.29	136.97	75 32
06/15/2012	11/26/2013	3	MCDONALD'S CORP	98.26	90.45	294.77	271 35	23.42
06/02/2009	11/26/2013	10	PFIZER INC	32 03	15 01	320.32	150 11	170 21
09/11/2012	11/26/2013	15	PULTE GROUP INC	19.00	14.64	285 00	219.67	65 33
02/02/2012	11/26/2013	1	PRECISION CASTPARTS CORP	259 16	166 48	259.16	166 48	92 68
05/22/2012	11/26/2013	4	REYNOLDS AMERICAN INC	50 83	41 41	203.32	165 64	37 68
05/19/2011	11/26/2013	3	STARBUCKS CORP	81 42	37 21	244.27	111 63	132 64
06/22/2012	11/26/2013	2	UNION PACIFIC CORP	162.19	114.95	324 37	229.90	94 47
12/15/2010	11/26/2013	3	VIACOM INC-CLASS B	79.45	38.73	238 34	116 20	122 14
03/22/2012	11/26/2013	5	WELLS FARGO & COMPANY	44.46	33.42	222 30	167 12	55 18
05/21/2012	11/26/2013	3	WAL-MART STORES INC	80.61	62 92	241.83	188 76	53 07
05/27/2010	11/26/2013	547 .139	OVERLAY A PORTFOLIO CLASS 1	12.41	10 26	6,790.00	5,613 65	1,176 35
05/27/2010	11/26/2013	136 564	OVERLAY B PORTFOLIO CLASS 1	11 35	10 29	1,550 00	1,405 24	144 76
05/27/2009	11/26/2013	366 626	BERNSTEIN INTERNATIONAL PORTFOLIO	16 27	12 38	5,965 00	4,538 83	1,426 17
05/17/2012	12/03/2013	14	WELLPOINT INC	92.62	65.91	1,296 64	922.74	373 90
11/09/2012	12/05/2013	1	INTUITIVE SURGICAL INC	368 70	530 43	368 70	530 43	-161 73
08/16/2012	12/13/2013	3	INTL BUSINESS MACHINES CORP	173 13	199 72	519 38	599.17	-79 79
02/10/2012	12/16/2013	17	CISCO SYSTEMS INC	20 40	20 00	346 87	340 05	6 82
02/27/2012	12/16/2013	13	CISCO SYSTEMS INC	20.40	20 15	265 25	261 99	3.26
08/24/2012	12/18/2013	5	EBAY INC	52.41	47 21	262 06	236 07	25 99
			SUBTOTAL FOR LONG-TERM NON-COVERED			87,023.03	69,755 24	17,267 79

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
CASH IN LIEU COVERED								
	05/10/2013		CST BRANDS INC			27.92		27 92
			SUBTOTAL FOR CASH IN LIEU COVERED			27.92	0 00	27 92
TOTAL						137,438 08	116,823.17	20,614 91

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		20,614 91
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	3,319 20	
SHORT TERM TOTAL		3,319.20
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	17,267 79	
LONG TERM TOTAL		17,267 79
CIL - COVERED		27 92

Capital-Gains Distributions: If you own shares of the Sanford C Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I.R S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions. If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information

CIL represents cash in lieu of fractional shares.

This information should be reviewed by your tax advisor or accountant.

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 THE PERFORMING ARTS 345 WASHINGTON ST ST PAUL, MN 55102	N/A	PUBLIC	GENERAL OPERATING	1,000.
PARMLY SENIOR HOUSING & SERVICES 28210 OLD TOWNE RD CHISAGO CITY, MN 55013	N/A	PUBLIC	GENERAL OPERATING	1,000.
THE EDUCATION FOUNDATION OF THE FOREST LAKE AREA P.O. BOX 51 FOREST LAKE, MN 55025	N/A	PUBLIC	GENERAL OPERATING	1,000.
TWIN CITIES PUBLIC TELEVISION 172 E 4TH ST ST PAUL, MN 55101	N/A	PUBLIC	GENERAL OPERATING	500.
Total from continuation sheets				3,500.