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Form

990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation ROGER & VIOLET NOREEN CHAR TRUST 25293360		A Employer identification number 41-6309355	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 64713 TRUST TAX SERVICES		B Telephone number (see instructions) (651) 466-8722	
City or town, state or province, country, and ZIP or foreign postal code ST PAUL, MN 551640713		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 5,628,984		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20	20		
	4 Dividends and interest from securities.	154,302	154,302		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	289,361			
	b Gross sales price for all assets on line 6a 1,710,110				
	7 Capital gain net income (from Part IV, line 2) . . .		289,361		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,434			
	12 Total. Add lines 1 through 11	446,117	443,683		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,836	60,219		15,617
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	4,522	4,522		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	597	572		25
	24 Total operating and administrative expenses. Add lines 13 through 23	80,955	65,313	0	15,642
	25 Contributions, gifts, grants paid	269,014			269,014
	26 Total expenses and disbursements. Add lines 24 and 25	349,969	65,313	0	284,656
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	96,148			
	b Net investment income (if negative, enter -0-)		378,370		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,208	897	897
	2	Savings and temporary cash investments	74,002	600,425	600,425
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,837,843	<input checked="" type="checkbox"/> 2,527,579	3,329,519
	c	Investments—corporate bonds (attach schedule).	1,743,378	<input checked="" type="checkbox"/> 1,628,817	1,691,531
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 10,126	<input checked="" type="checkbox"/> 6,612	<input checked="" type="checkbox"/> 6,612	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,667,557	4,764,330	5,628,984	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 98	<input checked="" type="checkbox"/> 725	
	23	Total liabilities (add lines 17 through 22)	98	725	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	6,144,554	6,144,554	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,477,095	-1,380,949	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,667,459	4,763,605	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,667,557	4,764,330	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 4,667,459
2	Enter amount from Part I, line 27a	2 96,148
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 4,763,607
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5 2
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 4,763,605

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	289,361
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	356,803	5,192,971	0 068709
2011	309,816	5,332,820	0 058096
2010	312,381	5,260,092	0 059387
2009	224,749	4,933,270	0 045558
2008	360,314	6,177,701	0 058325

2	Total of line 1, column (d).	2	0 290075
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 058015
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,370,674
5	Multiply line 4 by line 3.	5	311,580
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,784
7	Add lines 5 and 6.	7	315,364
8	Enter qualifying distributions from Part XII, line 4.	8	284,656

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 page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,567
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	7,567
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	7,567
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,580
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	8,440
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	10,020
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,453
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 2,453 Refunded	11	0

Part VII-A Statements Regarding Activities			
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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of US BANK NATIONAL ASSOCIATION Telephone no (651) 466-8722 Located at 101 E FIFTH ST ST PAUL MN ZIP+4 55101			
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		
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	Yes	No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK NA	TRUSTEE	75,836		
800 NICOLLET MALL	8			
MINNEAPOLIS, MN 55402				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,158,152
b	Average of monthly cash balances.	1b	294,309
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,452,461
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	5,452,461
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	81,787
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,370,674
6	Minimum investment return. Enter 5% of line 5.	6	268,534

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	268,534
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,567
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,567
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	260,967
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	260,967
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	260,967

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	284,656
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	284,656
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	284,656
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				260,967
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	55,254			
b From 2009.	0			
c From 2010.	51,682			
d From 2011.	48,767			
e From 2012.	100,310			
f Total of lines 3a through e.	256,013			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 284,656				
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.				260,967
e Remaining amount distributed out of corpus	23,689			
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	279,702			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	55,254			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	224,448			
10 Analysis of line 9				
a Excess from 2009. . . .	0			
b Excess from 2010. . . .	51,682			
c Excess from 2011. . . .	48,767			
d Excess from 2012. . . .	100,310			
e Excess from 2013. . . .	23,689			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

LISA HINIKER
101 E FIFTH ST
ST PAUL, MN 55101
(651) 466-8722

b

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

LETTER FORMAT

c

Any submission deadlines

APPLICATIONS ACCEPTED AT ANY TIME

d

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

THE TRUST PRIMARILY MAKES GRANTS FOR CHARITABLE, EDUCATIONAL, AND RELIGIOUS OR SCIENTIFIC PURPOSES

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	269,014
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NET SETTLEMENT FROM CLASS ACTION SUIT			2013-01-09
194 QIAGEN NV		2011-04-21	2013-01-10
49 BRITISH AMERN TOB PLC ADR		2007-06-08	2013-01-15
88 YUM BRANDS INC		2012-07-31	2013-01-16
41 ALLERGAN INC		2010-04-09	2013-01-29
14 SCHLUMBERGER LTD		2011-04-21	2013-02-05
94 LI FUNG LTD A D R		2011-04-21	2013-02-11
228 LI FUNG LTD A D R		2011-04-21	2013-02-12
108 AFLAC INC		2012-11-27	2013-02-13
116 AGCO CORP		2012-09-25	2013-02-13
92 ABBOTT LABORATORIES		2011-02-17	2013-02-13
5 ABBOTT LABORATORIES		2012-11-27	2013-02-13
5 BLACKROCK INC		2012-11-27	2013-02-13
18 CBS CORP CLASS B NON VOTING		2012-11-27	2013-02-13
6 CVS CAREMARK CORP		2011-09-30	2013-02-13
17 CISCO SYS INC		2011-11-30	2013-02-13
29 E M C CORPORATION		2012-11-27	2013-02-13
208 E M C CORPORATION		2011-04-25	2013-02-13
11 EASTMAN CHEM CO		2012-09-25	2013-02-13
46 FIFTH THIRD BANCORP		2012-02-15	2013-02-13
265 THE GAP INC		2012-03-28	2013-02-13
251 GENERAL ELEC CO		2011-09-30	2013-02-13
87 INGREDION INC		2012-06-12	2013-02-13
23 KLA TENCOR CORPORATION		2011-11-30	2013-02-13
14 KROGER CO		2012-02-15	2013-02-13
183 LI FUNG LTD A D R		2011-04-21	2013-02-13
45 LOCKHEED MARTIN CORP		2011-09-30	2013-02-13
11 LOCKHEED MARTIN CORP		2012-09-25	2013-02-13
19 MARATHON PETROLEUM CORP		2011-09-06	2013-02-13
85 OIL STATES INTERNATIONAL INC		2012-11-27	2013-02-13

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13 ORACLE CORPORATION		2012-09-25	2013-02-13
64 PHILIP MORRIS INTL		2011-04-25	2013-02-13
109 QUEST DIAGNOSTICS INC		2012-11-27	2013-02-13
1 REXAM PLC SPONSORED A D R		2012-11-19	2013-02-13
19 UNITED HEALTH GROUP INC		2012-11-27	2013-02-13
99 UNITED HEALTH GROUP INC		2011-04-25	2013-02-13
3 WELLS FARGO & CO NEW		2011-04-25	2013-02-13
7 WELLS FARGO & CO NEW		2012-09-25	2013-02-13
10 WYNDHAM WORLDWIDE CORP		2011-09-06	2013-02-13
193 XCEL ENERGY INC		2011-09-06	2013-02-13
306 YAHOO INC		2012-11-27	2013-02-13
110 INGERSOLL RAND PLC		2012-09-25	2013-02-13
148 SEADRILL LIMITED		2012-09-25	2013-02-13
48 SEAGATE TECHNOLOGY		2012-02-15	2013-02-13
5 ACE LTD		2011-11-30	2013-02-13
1735 LI FUNG LTD A D R		2012-02-09	2013-02-14
80 CHINA MOBILE LIMITED A D R		2011-09-20	2013-02-15
19 SCHLUMBERGER LTD		2011-04-21	2013-02-15
39 ARM HLDGS PLC A D R		2011-04-21	2013-02-22
164 NIPPON TELEGRAPH TELE A D R		2011-10-14	2013-02-22
250000 MORGAN STANLEY 5 300% 3/01/13		2006-02-16	2013-03-01
123 BT GROUP P L C A D R		2011-04-15	2013-03-11
704 POSTNL NV ADR		2012-06-25	2013-03-11
64 SWATCH GROUP AG A D R		2011-04-21	2013-03-11
382 POSTNL NV ADR		2012-06-25	2013-03-12
208 AMERICA MOVIL A D R		2011-04-21	2013-03-18
22 FOOT LOCKER INC		2013-02-13	2013-03-18
156 FOOT LOCKER INC		2012-02-15	2013-03-18
34 HERTZ GLOBAL HOLDINGS INC		2013-02-13	2013-03-18
17 INTERNATIONAL PAPER CO		2011-09-30	2013-03-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
66 ACE LTD		2012-02-15	2013-03-18
23 DIAGEO PLC SPONSORED A D R		2012-03-01	2013-03-20
61 VMWARE INC CL A		2012-05-03	2013-03-27
116 DIRECTV		2008-07-29	2013-04-08
65 B H P BILLITON PLC SPSD A D R		2011-06-17	2013-04-19
8 BROOKFIELD PROPERTY PARTNERS L P		2013-04-15	2013-04-19
7248 BROOKFIELD PROPERTY PARTNERS L P		2013-04-15	2013-04-23
300 ASSA ABLOY AB A D R		2012-07-10	2013-04-26
27 INTERNATIONAL BUSINESS MACHINES CORP		2007-01-25	2013-05-09
46 FOMENTO ECONOMICO MEX SP A D R		2007-06-08	2013-05-10
78 SONOVA HOLDING UNSPON ADR		2011-04-21	2013-05-13
115 CARNIVAL PLC A D R		2011-05-12	2013-05-15
67 SYNGENTA A G A D R		2012-07-23	2013-05-15
183 VALE SA SP A D R		2010-09-28	2013-05-16
359 ISHARES DOW JONES US REGIONAL ETF		2012-07-20	2013-06-04
50 LULULEMON ATHLETICA INC		2013-04-08	2013-06-04
70 NESTLE SA SPONSORED A D R		2007-06-08	2013-06-05
60 HSBC HOLDINGS PLC SPONS A D R		2011-04-21	2013-06-06
96 COGNIZANT TECH SOLUTIONS CL A		2007-06-08	2013-06-12
31 E BAY INC		2011-03-22	2013-06-12
5 ITAU UNIBANCO HOLDINGS SA A D R		2011-04-21	2013-06-12
114 ARM HLDGS PLC A D R		2011-04-21	2013-06-19
35 ABBVIE INC		2011-02-17	2013-06-21
125 ALLSTATE CORP		2013-02-13	2013-06-21
154 AMERICAN CAPITAL AGENCY CORP		2012-02-15	2013-06-21
24 AMERICAN CAPITAL AGENCY CORP		2012-09-25	2013-06-21
13 AMGEN INC		2013-02-13	2013-06-21
112 BCE INC		2012-06-12	2013-06-21
24 BLACKROCK INC		2012-11-27	2013-06-21
17 CIGNA CORP		2013-02-13	2013-06-21

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223 CAREFUSION CORPORATION		2012-09-25	2013-06-21
171 COCA COLA ENTERPRISES INC		2013-02-13	2013-06-21
64 DELTA AIR LINES INC		2013-02-13	2013-06-21
30 HERTZ GLOBAL HOLDINGS INC		2013-02-13	2013-06-21
87 HOME DEPOT INC		2012-06-12	2013-06-21
229 ISHARES DOW JONES US REGIONAL ETF		2012-06-12	2013-06-21
23 KROGER CO		2012-02-15	2013-06-21
79 LAUDER ESTEE COS INC CL A		2011-05-11	2013-06-21
4 MACYS INC		2011-04-25	2013-06-21
13 MAGNA INTL INC CL A		2013-03-18	2013-06-21
187 MAXIM INTEGRATED PRODS INC		2013-02-13	2013-06-21
27 MICROSOFT CORP		2007-06-08	2013-06-21
14 MYLAN INC		2012-11-27	2013-06-21
74 SNAP ON INC		2013-02-13	2013-06-21
12 THERMO FISHER SCIENTIFIC INC		2013-02-13	2013-06-21
10 WYNDHAM WORLDWIDE CORP		2012-11-27	2013-06-21
94 WYNDHAM WORLDWIDE CORP		2011-09-06	2013-06-21
31 SEAGATE TECHNOLOGY		2012-02-15	2013-06-21
263 VOLVO AB SPONSORED A D R		2010-04-27	2013-06-24
72 VOLVO AB SPONSORED A D R		2010-04-27	2013-06-25
195 BROADCOM CORP CL A		2011-10-19	2013-07-10
59 ROCKWELL AUTOMATION INC		2012-03-01	2013-07-10
NET SETTLEMENT FROM CLASS ACTION SUIT			2013-07-15
372 NINTENDO CO LTD UNSPONS A D R		2013-05-16	2013-07-16
96 VARIAN MED SYS INC		2010-02-09	2013-07-17
125 MALLINCKRODT PLC WI		2010-06-22	2013-07-18
116 REXAM PLC SPONSORED A D R		2012-11-19	2013-07-22
56 AIR LIQUIDE S A A D R		2011-04-21	2013-07-25
39 SIEMENS AG A D R		2010-07-28	2013-07-25
8 ALLIANCE DATA SYSTEMS CORP		2011-09-30	2013-07-31

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(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)
6 AMGEN INC		2012-09-25	2013-07-31
9 CVS CAREMARK CORP		2011-09-30	2013-07-31
33 CISCO SYS INC		2011-11-30	2013-07-31
23 DELTA AIR LINES INC		2013-02-13	2013-07-31
8 HANESBRANDS INC		2013-06-21	2013-07-31
22 KROGER CO		2012-02-15	2013-07-31
153 MATTEL INC		2012-06-12	2013-07-31
6 NEXTERA ENERGY INC		2011-09-06	2013-07-31
106 REINSURANCE GROUP AMERICA		2013-06-26	2013-07-31
12 VERIZON COMMUNICATIONS		2011-04-25	2013-07-31
108 ENSCO PLC CL A		2013-03-18	2013-07-31
26 EQUINIX INC		2011-10-19	2013-08-07
170 KAO CORP A D R		2012-10-23	2013-08-09
121 SANDS CHINA LTD UNSPONS A D R		2012-05-17	2013-08-26
12 AT&T INC		2013-06-21	2013-09-04
2 APPLE INC		2011-04-25	2013-09-04
8 CIGNA CORP		2013-02-13	2013-09-04
118 CISCO SYS INC		2011-11-30	2013-09-04
183 CONAGRA FOODS INC		2013-02-13	2013-09-04
13 HALLIBURTON CO		2013-07-31	2013-09-04
47 KLA TENCOR CORPORATION		2012-06-12	2013-09-04
22 MACYS INC		2013-07-31	2013-09-04
137 MACYS INC		2011-04-25	2013-09-04
42 MICROSOFT CORP		2013-07-31	2013-09-04
166 MICROSOFT CORP		2012-06-12	2013-09-04
22 MYLAN INC		2012-11-27	2013-09-04
15 OMNICARE INC		2013-06-21	2013-09-04
168 AXIS CAPITAL HOLDINGS LTD		2013-07-31	2013-09-04
68 DEERE & CO		2011-12-21	2013-09-06
41 DEERE & CO		2012-11-27	2013-09-06

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NET SETTLEMENT FROM CLASS ACTION SUIT			2013-09-16
413 LONZA GROUP AG UNSPON A D R		2011-08-15	2013-09-17
34 EQUINIX INC		2011-08-31	2013-09-18
60 QUALCOMM INC		2012-08-07	2013-09-18
168 ZURICH INSURANCE GROUP A D R		2008-12-04	2013-09-20
128 POTASH CORP OF SASKATCHEWAN		2012-12-13	2013-09-23
80 XINYI GLASS HOLDINGS LTS A D R		2012-07-09	2013-09-23
6 APPLE INC		2007-06-08	2013-09-24
8 APPLE INC		2012-10-26	2013-09-24
4 CONOCOPHILLIPS		2011-04-25	2013-09-26
21 DELTA AIR LINES INC		2013-02-13	2013-09-26
4 DOVER CORP		2013-02-13	2013-09-26
9 HELMERICH PAYNE INC		2013-02-13	2013-09-26
257 HERTZ GLOBAL HOLDINGS INC		2013-02-13	2013-09-26
15 KROGER CO		2012-02-15	2013-09-26
8 MAGNA INTL INC CL A		2013-03-18	2013-09-26
9 MARATHON PETROLEUM CORP		2013-06-21	2013-09-26
77 MARATHON PETROLEUM CORP		2012-06-12	2013-09-26
4 WHIRLPOOL CORP		2013-06-21	2013-09-26
57 SANOFI A D R		2011-10-31	2013-09-27
142 LONZA GROUP AG UNSPON A D R		2013-02-12	2013-10-02
153 LONZA GROUP AG UNSPON A D R		2011-08-15	2013-10-02
21 FRESENIUS MED AKTIENGESELLSCHAFT ADR		2011-04-21	2013-10-09
66 FRESENIUS MED AKTIENGESELLSCHAFT ADR		2013-05-20	2013-10-09
47 GOLDMAN SACHS GROUP INC		2013-06-04	2013-10-11
119 WILLIAMS SONOMA INC		2012-03-05	2013-10-11
93 ARM HLDGS PLC A D R		2012-09-26	2013-10-14
65 AFLAC INC		2012-11-28	2013-10-16
95 AT&T INC		2012-05-15	2013-10-16
119 AMERICAN ELECTRIC POWER		2012-05-29	2013-10-16

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80 AMERICAN EXPRESS CO		2010-09-27	2013-10-16
18 AMERIPRISE FINL INC		2012-11-28	2013-10-16
33 AMERIPRISE FINL INC		2012-02-13	2013-10-16
15 ANADARKO PETROLEUM CORP		2012-11-28	2013-10-16
30 ANADARKO PETROLEUM CORP		2011-10-25	2013-10-16
17 APPLE INC		2012-05-15	2013-10-16
24 AVALONBAY CMNTYS INC		2012-01-13	2013-10-16
8 AVALONBAY CMNTYS INC		2012-11-28	2013-10-16
51 BOEING CO		2012-01-13	2013-10-16
38 BOSTON PPTYS INC		2012-01-13	2013-10-16
179 CVS CAREMARK CORP		2012-05-15	2013-10-16
79 CAPITAL ONE FINANCIAL CORP		2012-10-24	2013-10-16
38 CELGENE CORP		2012-07-10	2013-10-16
75 CENTURYLINK INC		2012-02-13	2013-10-16
11 CHEVRON CORPORATION		2012-11-28	2013-10-16
90 CHEVRON CORPORATION		2012-06-19	2013-10-16
198 CITIGROUP INC		2012-03-21	2013-10-16
34 CITIGROUP INC		2012-10-24	2013-10-16
146 COMCAST CORP CL A		2012-08-28	2013-10-16
151 CONOCOPHILLIPS		2012-06-19	2013-10-16
33 DEERE & CO		2012-03-21	2013-10-16
171 DEUTSCHE TELEKOM AG A D R		2012-11-28	2013-10-16
162 DISNEY WALT CO		2012-05-15	2013-10-16
90 E M C CORPORATION		2012-11-28	2013-10-16
29 E O G RES INC		2012-08-28	2013-10-16
9 E O G RES INC		2012-11-28	2013-10-16
40 EDISON INTL		2012-10-24	2013-10-16
112 EXXON MOBIL CORP		2012-06-19	2013-10-16
11 EXXON MOBIL CORP		2012-11-28	2013-10-16
171 FIFTH THIRD BANCORP		2009-08-11	2013-10-16

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32 FREEPORT MCMORAN COPPER GOLD		2012-10-24	2013-10-16
94 FREEPORT MCMORAN COPPER GOLD		2009-05-18	2013-10-16
404 GENERAL ELEC CO		2012-04-19	2013-10-16
48 GENERAL ELEC CO		2012-11-28	2013-10-16
120 GILEAD SCIENCES INC		2012-05-15	2013-10-16
35 GOLDMAN SACHS GROUP INC		2012-08-28	2013-10-16
8 GOOGLE INC CL A		2012-05-25	2013-10-16
60 HONEYWELL INTERNATIONAL INC		2012-05-29	2013-10-16
30 INTERNATIONAL BUSINESS MACHINES CORP		2011-06-21	2013-10-16
128 ISHARES DOW JONES US REGIONAL ETF		2011-08-10	2013-10-16
258 J P MORGAN CHASE & CO		2012-05-29	2013-10-16
104 JOHNSON & JOHNSON		2010-08-13	2013-10-16
314 KEYCORP NEW		2011-01-04	2013-10-16
46 KRAFT FOODS GROUP INC		2012-06-27	2013-10-16
73 LOWE'S COS INC		2012-08-28	2013-10-16
107 MACYS INC		2012-05-29	2013-10-16
21 MERCK AND CO INC		2012-11-28	2013-10-16
219 MERCK AND CO INC		2012-04-19	2013-10-16
162 MICROSOFT CORP		2011-06-21	2013-10-16
139 MONDELEZ INTERNATIONAL WI		2012-06-27	2013-10-16
86 NATIONAL GRID PLC SP A D R		2012-01-27	2013-10-16
58 NATIONAL OILWELL VARCO INC		2012-08-28	2013-10-16
19 NATIONAL OILWELL VARCO INC		2012-11-28	2013-10-16
43 NESTLE SA SPONSORED A D R		2007-06-08	2013-10-16
75 NEXTERA ENERGY INC		2012-07-10	2013-10-16
115 OCCIDENTAL PETROLEUM CORPORATION		2012-08-28	2013-10-16
145 ORACLE CORPORATION		2012-02-23	2013-10-16
77 P N C FINANCIAL SERVICES GROUP INC		2012-01-27	2013-10-16
45 PACCAR INC		2012-02-13	2013-10-16
437 PFIZER INC		2010-09-14	2013-10-16

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54 PHILIP MORRIS INTL		2012-05-15	2013-10-16
110 PHILLIPS 66		2012-08-28	2013-10-16
24 PUBLIC STORAGE INC		2012-08-28	2013-10-16
180 REGIONS FINL CORP		2012-10-24	2013-10-16
517 REGIONS FINL CORP		2012-03-21	2013-10-16
48 ROGERS COMMUNICATIONS INC CL B		2012-10-24	2013-10-16
45 ROGERS COMMUNICATIONS INC CL B		2012-08-28	2013-10-16
43 SCHLUMBERGER LTD		2012-06-27	2013-10-16
73 SEMPRA ENERGY		2010-05-04	2013-10-16
67 STATE STR CORP		2012-08-28	2013-10-16
67 TARGET CORPORATION		2012-05-29	2013-10-16
40 THERMO FISHER SCIENTIFIC INC		2008-12-16	2013-10-16
44 TIME WARNER INC		2011-10-25	2013-10-16
96 TRAVELERS COS INC		2012-02-13	2013-10-16
89 UNILEVER N V A D R		2011-05-10	2013-10-16
51 UNION PACIFIC CORP		2009-11-11	2013-10-16
46 UNITED TECHNOLOGIES CORP		2011-08-25	2013-10-16
127 UNITED HEALTH GROUP INC		2011-08-10	2013-10-16
295 WELLS FARGO & CO NEW		2011-08-10	2013-10-16
32 WELLS FARGO & CO NEW		2012-10-24	2013-10-16
65 COVIDIEN PLC		2010-06-22	2013-10-16
41 EATON CORP PLC		2012-11-30	2013-10-16
8 MALLINCKRODT PLC W I		2010-06-22	2013-10-16
15 ACE LTD		2012-10-24	2013-10-16
44 ACE LTD		2012-02-13	2013-10-16
20 LYONDELLBASELL INDUSTRIES CL A		2012-10-24	2013-10-16
68 LYONDELLBASELL INDUSTRIES CL A		2012-07-10	2013-10-16
5 BARCLAYS PLC SPON ADR RTS 10/01/13		2013-09-18	2013-10-17
109 LVMH MOET HENNESSY LOU VUITT A D R		2010-11-09	2013-10-18
131 UNILEVER PLC SPSD ADR		2011-09-14	2013-10-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
14411 124 NUVEEN INFLATION PRO SEC CLI		2012-01-27	2013-10-22
9633 911 TFS MARKET NEUTRAL FUND		2011-04-11	2013-10-22
320 KEPPEL CORP LTD SPONS A D R		2007-06-08	2013-11-05
46 ALLERGAN INC		2010-04-09	2013-11-07
83 AGRIMUM INC		2007-06-08	2013-11-18
108 EXPRESS SCRIPTS HLDGS C		2008-05-07	2013-11-18
146 REPSOL S A		2011-02-25	2013-11-18
30 MITSUI & CO LTD SPSD ADR		2009-06-30	2013-11-25
103 SANOFI A D R		2011-10-31	2013-11-25
114 AGCO CORP		2013-09-26	2013-11-26
6 BOEING CO		2013-06-21	2013-11-26
143 CBS CORP CLASS B NON VOTING		2012-11-27	2013-11-26
139 CISCO SYS INC		2012-06-12	2013-11-26
35 DELTA AIR LINES INC		2013-02-13	2013-11-26
18 DISCOVER FINL SVCS		2012-09-25	2013-11-26
21 J P MORGAN CHASE & CO		2013-09-26	2013-11-26
30 LINCOLN NATL CORP IND		2013-09-04	2013-11-26
837 REGIONS FINL CORP		2013-09-26	2013-11-26
80 THERMO FISHER SCIENTIFIC INC		2013-02-13	2013-11-26
136 DOLLAR GENERAL CORP		2012-09-04	2013-12-03
129 B H P BILLITON PLC SPSD A D R		2012-02-02	2013-12-13
54 ORIX CORP SPONS A D R		2012-10-02	2013-12-13
91 ACCENTURE PLC CL A		2008-05-07	2013-12-20
50 ACCENTURE PLC CL A		2013-07-17	2013-12-20
189 THE GAP INC		2013-09-04	2013-12-24
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20			20
3,650		3,985	-335
4,986		3,183	1,803
5,804		5,725	79
4,370		2,606	1,764
1,116		1,260	-144
234		482	-248
552		1,170	-618
5,276		5,589	-313
6,234		5,445	789
3,169		2,045	1,124
172		154	18
1,213		976	237
765		630	135
306		203	103
356		317	39
702		706	-4
5,031		5,907	-876
822		625	197
739		620	119
8,472		6,981	1,491
5,841		4,766	1,075
5,656		4,841	815
1,297		1,060	237
398		333	65
447		939	-492
3,897		3,279	618
953		1,008	-55
1,550		663	887
6,759		6,695	64

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
455		413	42
5,829		4,336	1,493
6,187		6,848	-661
4		4	
1,083		1,050	33
5,643		4,726	917
105		86	19
246		249	-3
590		297	293
5,377		4,630	747
6,484		5,829	655
5,845		5,019	826
5,627		5,776	-149
1,680		1,264	416
432		346	86
4,415		7,443	-3,028
4,420		4,140	280
1,517		1,710	-193
1,652		1,207	445
3,716		4,133	-417
250,000		249,318	682
4,942		3,871	1,071
1,569		2,570	-1,001
1,812		1,536	276
837		1,395	-558
3,832		5,898	-2,066
707		748	-41
5,013		4,377	636
722		633	89
769		401	368

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,814		4,607	1,207
2,816		2,206	610
4,715		6,925	-2,210
6,414		3,098	3,316
3,534		5,099	-1,565
173		175	-2
15		16	-1
5,817		4,325	1,492
5,518		2,636	2,882
5,244		1,765	3,479
1,702		1,620	82
4,177		4,986	-809
5,531		4,352	1,179
2,699		3,958	-1,259
10,197		8,691	1,506
4,092		3,236	856
4,677		2,654	2,023
3,256		3,265	-9
6,174		3,585	2,589
1,584		941	643
7		11	-4
4,306		3,527	779
1,467		846	621
5,861		5,738	123
3,574		4,763	-1,189
557		842	-285
1,265		1,103	162
4,676		4,197	479
5,954		4,686	1,268
1,201		1,048	153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,212		6,342	1,870
5,857		6,060	-203
1,177		944	233
700		559	141
6,399		4,511	1,888
6,517		5,200	1,317
774		548	226
5,214		3,934	1,280
186		96	90
889		734	155
5,169		6,060	-891
895		804	91
423		381	42
6,498		5,778	720
990		903	87
546		492	54
5,134		2,794	2,340
1,305		817	488
3,396		3,305	91
953		905	48
6,622		6,867	-245
5,153		4,814	339
83			83
5,852		5,182	670
6,774		5,210	1,564
5		4	1
4,346		4,454	-108
1,451		1,453	-2
117		132	-15
1,580		743	837

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
649		504	145
552		304	248
846		615	231
488		339	149
499		397	102
867		524	343
6,443		4,018	2,425
518		329	189
7,248		7,112	136
600		445	155
6,227		6,889	-662
4,586		2,501	2,085
5,517		4,728	789
6,743		4,160	2,583
404		413	-9
998		707	291
641		493	148
2,804		2,200	604
6,194		6,123	71
637		588	49
2,721		2,175	546
986		958	28
6,139		3,296	2,843
1,308		1,239	69
5,171		4,934	237
791		599	192
829		715	114
7,251		6,970	281
5,613		5,186	427
3,384		3,479	-95

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
276			276
3,290		3,129	161
5,977		3,270	2,707
4,173		3,668	505
4,328		2,706	1,622
4,120		5,459	-1,339
1,441		913	528
2,945		738	2,207
3,927		4,873	-946
280		248	32
502		310	192
360		286	74
624		592	32
5,504		4,785	719
613		357	256
669		452	217
576		645	-69
4,927		2,525	2,402
591		456	135
2,886		2,106	780
1,144		880	264
1,232		973	259
666		788	-122
2,092		2,243	-151
7,458		7,050	408
6,289		4,553	1,736
4,450		2,557	1,893
4,246		3,371	875
3,228		2,779	449
5,171		3,682	1,489

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,101		2,705	3,396
1,727		1,091	636
3,167		1,700	1,467
1,464		1,096	368
2,928		2,356	572
8,518		6,020	2,498
3,129		2,465	664
1,043		1,057	-14
6,143		3,419	2,724
4,098		2,996	1,102
10,550		6,303	4,247
5,704		4,757	947
5,997		2,431	3,566
2,442		2,851	-409
1,311		1,153	158
10,727		9,580	1,147
9,987		6,546	3,441
1,715		1,274	441
6,853		3,837	3,016
10,982		7,601	3,381
2,726		2,775	-49
2,743		1,855	888
10,758		6,118	4,640
2,236		2,226	10
5,315		3,155	2,160
1,649		1,037	612
1,874		1,874	
9,764		8,252	1,512
959		964	-5
3,135		1,612	1,523

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,092		1,262	-170
3,207		2,276	931
9,785		6,196	3,589
1,163		1,010	153
7,802		3,146	4,656
5,653		4,105	1,548
7,166		4,786	2,380
5,136		3,511	1,625
5,580		3,582	1,998
3,936		2,393	1,543
13,831		8,615	5,216
9,434		6,163	3,271
3,806		2,283	1,523
2,416		1,580	836
3,546		2,045	1,501
4,597		3,803	794
983		933	50
10,249		7,603	2,646
5,626		3,168	2,458
4,315		2,944	1,371
5,145		3,934	1,211
4,692		4,036	656
1,537		1,317	220
2,914		1,637	1,277
6,049		4,818	1,231
11,142		7,736	3,406
4,792		3,606	1,186
5,675		3,430	2,245
2,543		1,955	588
12,891		6,971	5,920

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,627		4,613	14
6,622		3,951	2,671
4,059		3,457	602
1,748		1,188	560
5,020		3,213	1,807
2,125		2,040	85
1,993		1,827	166
3,956		2,954	1,002
6,380		3,610	2,770
4,591		2,834	1,757
4,246		3,389	857
3,742		1,213	2,529
3,008		1,509	1,499
8,255		4,887	3,368
3,353		2,970	383
8,008		3,209	4,799
4,893		2,415	2,478
9,529		3,803	5,726
12,482		5,349	7,133
1,354		1,094	260
4,033		2,384	1,649
2,736		2,111	625
361		225	136
1,435		1,204	231
4,208		2,980	1,228
1,520		1,063	457
5,169		2,743	2,426
3			3
4,192		3,564	628
5,225		4,057	1,168

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
162,413		165,243	-2,830
154,721		150,000	4,721
5,508		4,180	1,328
4,089		2,924	1,165
7,490		3,103	4,387
6,997		3,833	3,164
3,669		4,873	-1,204
8,264		6,689	1,575
5,438		3,748	1,690
6,595		6,977	-382
806		596	210
8,320		5,008	3,312
2,938		2,466	472
1,010		516	494
958		575	383
1,204		1,092	112
1,524		1,313	211
8,127		8,411	-284
8,162		6,022	2,140
7,656		7,021	635
7,366		9,174	-1,808
4,597		2,682	1,915
7,295		3,438	3,857
4,008		3,770	238
7,295		8,582	-1,287
			42,169

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			20
			-335
			1,803
			79
			1,764
			-144
			-248
			-618
			-313
			789
			1,124
			18
			237
			135
			103
			39
			-4
			-876
			197
			119
			1,491
			1,075
			815
			237
			65
			-492
			618
			-55
			887
			64

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			42
			1,493
			-661
			33
			917
			19
			-3
			293
			747
			655
			826
			-149
			416
			86
			-3,028
			280
			-193
			445
			-417
			682
			1,071
			-1,001
			276
			-558
			-2,066
			-41
			636
			89
			368

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			1,207
			610
			-2,210
			3,316
			-1,565
			-2
			-1
			1,492
			2,882
			3,479
			82
			-809
			1,179
			-1,259
			1,506
			856
			2,023
			-9
			2,589
			643
			-4
			779
			621
			123
			-1,189
			-285
			162
			479
			1,268
			153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			1,870
			-203
			233
			141
			1,888
			1,317
			226
			1,280
			90
			155
			-891
			91
			42
			720
			87
			54
			2,340
			488
			91
			48
			-245
			339
			83
			670
			1,564
			1
			-108
			-2
			-15
			837

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			145
			248
			231
			149
			102
			343
			2,425
			189
			136
			155
			-662
			2,085
			789
			2,583
			-9
			291
			148
			604
			71
			49
			546
			28
			2,843
			69
			237
			192
			114
			281
			427
			-95

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			276
			161
			2,707
			505
			1,622
			-1,339
			528
			2,207
			-946
			32
			192
			74
			32
			719
			256
			217
			-69
			2,402
			135
			780
			264
			259
			-122
			-151
			408
			1,736
			1,893
			875
			449
			1,489

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			3,396
			636
			1,467
			368
			572
			2,498
			664
			-14
			2,724
			1,102
			4,247
			947
			3,566
			-409
			158
			1,147
			3,441
			441
			3,016
			3,381
			-49
			888
			4,640
			10
			2,160
			612
			1,512
			-5
			1,523

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-170
			931
			3,589
			153
			4,656
			1,548
			2,380
			1,625
			1,998
			1,543
			5,216
			3,271
			1,523
			836
			1,501
			794
			50
			2,646
			2,458
			1,371
			1,211
			656
			220
			1,277
			1,231
			3,406
			1,186
			2,245
			588
			5,920


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			14
			2,671
			602
			560
			1,807
			85
			166
			1,002
			2,770
			1,757
			857
			2,529
			1,499
			3,368
			383
			4,799
			2,478
			5,726
			7,133
			260
			1,649
			625
			136
			231
			1,228
			457
			2,426
			3
			628
			1,168

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-2,830
			4,721
			1,328
			1,165
			4,387
			3,164
			-1,204
			1,575
			1,690
			-382
			210
			3,312
			472
			494
			383
			112
			211
			-284
			2,140
			635
			-1,808
			1,915
			3,857
			238
			-1,287

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LUTHERAN MIDEAST DEVELOPMENT C/O ST STEPHEN'S LUTHERAN CHURCH 1575 CHARLTON ST WEST ST PAUL,MN 55118	NONE	N/A	GENERAL	83,500
NEIGHBORS INC 218 13TH AVENUE SOUTH SOUTH ST PAUL,MN 55075	NONE	N/A	GENERAL	30,000
360 COMMUNITIES 501 E HIGHWAY 13 SUITE 102 BURNSVILLE,MN 553372877	NONE	N/A	CAPITAL CAMPAIGN	100,000
THE CHILDREN'S THEATER COMPANY 2400 THIRD AVE S MINNEAPOLIS,MN 55404	NONE	N/A	GENERAL	50,000
ST STEPHEN'S LUTHERAN CHURCH 1575 CHARLTON ST WEST ST PAUL,MN 55118	NONE	N/A	YOUTH MINISTRIES &	5,514
Total  3a				269,014

**TY 2013 Investments Corporate
Bonds Schedule****Name:** ROGER & VIOLET NOREEN CHAR TRUST 25293360**EIN:** 41-6309355

Name of Bond	End of Year Book Value	End of Year Fair Market Value
J P MORGAN CHASE 10/01/2015	249,603	267,200
CS FIRST BOSTON USA 01/15/2014	246,880	250,415
MORGAN STANLEY 03/01/2013		
PIMCO TOTAL RETURN FD #35	174,844	187,659
AMERICAN CENTY INTL BD FD	87,463	82,784
DRIEHAUS ACTIVE INCOME FD	165,000	169,243
DRIEHAUS SELECT CREDIT FD	165,000	170,188
ISHARES JP MORGAN EM BOND FD	80,027	81,120
NUVEEN HIGH INCOME BOND FD	160,000	181,128
NUVEEN INFLATION PRO SEC		
OPPENHEIMER SR FLOAT RATE	300,000	301,794

TY 2013 Investments Corporate
Stock Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360
EIN: 41-6309355

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES DOW JONES REGIONAL BK		
CISCO SYS INC		
EXXON MOBIL CORP	6,543	7,590
GENERAL ELECTRIC CO		
JOHNSON & JOHNSON	6,601	7,236
MICROSOFT CORP		
PFIZER INC		
VERIZON COMUNICATIONS	3,598	4,767
SCHLUMBERGER LTD	16,285	18,653
QUALCOMM INC	16,726	19,528
UNITED TECHNOLOGIES CORP	14,552	20,598
AMGEN INC	5,295	7,187
CONOCOPHILLIPS	5,748	6,782
MYLAN INC	5,257	8,376
PUBLIC STORAGE INC		
WELLS FARGO & CO	5,217	7,990
ACCENTURE PLC		
GILEAD SCIENCES INC		
INTEL CORP	6,780	7,293
HOME DEPOT INC		
GOLDMAN SACHS GROUP INC		
APPLE INC	10,711	33,100
ABBOTT LABORATORIES		
AFLAC INC		
DEUTSCHE TELEKOM AG ADR		
CHEVRON CORPORATION	10,126	13,615
LOWES CO INC		
MONSANTO CO	15,086	18,648
V F CORP	4,821	7,481
AGCO CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOEING CO	5,657	7,780
CAMERON INTL CORP	5,926	9,584
COGNIZANT TECH SOLUTIONS CL A		
DANAHER CORP	4,023	10,808
E O G RES INC		
EXPRESS SCRIPTS INC		
GOOGLE INC CL A	12,030	25,776
HALLIBURTON CO	6,107	6,851
IBM CORP	8,109	13,505
SCHEIN HENRY INC	6,996	15,197
TARGET CORP		
AIA GROUP LTD ADR	6,222	8,846
AT&T INC	4,579	4,676
AVALONBAY CMNTYS INC		
CVS/CAREMARK CORP	4,952	9,304
DISNEY WALT CO	4,331	7,564
FREEPORT MCMORAN COPPER GOLD		
J P MORGN CHASE & CO	6,353	7,544
KIMBERLY CLARK CORP	7,162	8,566
AGRIUM INC		
ATLAS COPCO AB ADR	5,515	8,711
OCCIDENTAL PETROLEUM CORP		
PETROLEO BRASILEIRO SPON ADR	3,373	2,053
TOTAL S A ADR	16,583	15,256
HONDA MOTOR CO LTD ADR	6,867	8,394
BRITISH AMERN TOB PLC ADR	8,357	16,435
DIAGEO PLC SPNS ADR	6,604	10,726
NESTLE S A SPONS ADR	22,033	33,851
NOVARTIS A G ADR	5,427	8,842
ROCHE HLDG LTD ADR	14,446	24,570

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DBS GROUP HLDGS LTD	14,671	18,180
TRAVELERS COS INC		
WILLIAMS SONOMA INC		
THE GAP INC		
FOMENTO ECONOMICO MEX SP ADR	1,737	4,502
FLOWSERVE CORP	5,938	11,115
UNION PACIFIC CORP	8,700	19,824
WALGREEN CO	7,031	11,545
KAO CORP ADR		
MICHAEL KORS HOLDINGS	7,022	14,208
DIRECTV CL A		
SNAP ON INC		
ANADARKO PETROLEUM CORP	4,865	6,822
UNILEVER PLC SPSD ADR		
WAL MART STORES INC	5,902	8,262
CERNER CORP	2,015	8,138
FOOT LOCKER INC		
NATIONAL OILWELL VARCO INC		
MERCK & CO INC		
SANOFI ADR	7,671	11,799
THERMO FISHER SCIENTIFIC INC	5,380	11,803
VARIAN MED SYS INC		
ACE LTD		
BOC HONG KONG HLDGS LTD ADR	4,460	6,581
BOSTON PPTYS INC		
METLIFE INC	7,049	8,465
OIL STATES INTL INC		
P N C FINANCIAL SERVICES GROUP		
ZURICH FINANCIAL SERVICES ADR		
NATIONAL GRID PLC SP ADR	4,102	5,422

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN CENTY HERITAGE FD 330	103,748	179,691
NEUBERGER BERMAN GENESIS INSTL	117,636	207,846
T ROWE PRICE MID CAP VALUE FD	121,855	193,325
AMERICAN ELECTRIC POWER CO		
AMERICAN EXPRESS CO		
ASSA ABLOY AB ADR		
CANADIAN PACIFIC RAILWAY	4,340	8,928
CAPITAL ONE FINANCIAL CORP		
DOLLAR GENERAL CORP		
DEUTSCHE BANK AG	9,487	11,626
DOVER CORP	5,581	7,530
FIFTH THIRD BANCORP	5,613	8,349
INGERSOLL RAND PLC		
KROGER CO	5,005	7,590
ORACLE CORPORATION	6,441	7,729
MONDELEZ INTERNATIONAL W I		
PRICELINE COM INC	665	11,624
QUEST DIAGNOSTICS INC		
UNITED HEALTH GROUP INC		
URBAN OUTFITTERS INC	8,595	8,236
VMWARE INC CL A		
YAHOO INC		
BARCLAYS PLC ADR	6,433	6,563
COVIDIEN PLC		
COPA HOLDINGS SA CL A	4,683	9,607
EASTMAN CHEM CO	4,772	6,779
LUKOIL SPON ADR	8,224	10,667
MITSUI & CO LTD SPSD ADR		
MTN GROUP LTD ADR	3,170	3,108
NISSAN MOTOR LTD SPONS ADR	8,220	8,165

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORIX CORP SPONS ADR	8,289	16,484
PHILLIPS 66		
SAP AG ADR	14,142	19,171
ROCKWELL AUTOMATION INC	4,814	6,971
VALE SA SP ADR	10,774	10,662
ISHARES MSCI EMERGING MKTS ETF	252,915	284,624
CBS CORP CLASS B NON VOTING		
ALLERGAN INC		
AMERIPRISE FINL INC	5,379	11,505
BORG WARNER INC	5,095	14,201
BROADCOM CORP		
CELGENE CORP	5,465	14,869
CITIGROUP INC		
CENTURYLINK INC		
EMC CORP	8,487	10,161
EDISON INTL		
KEYCORP NEW		
KRAFT FOODS INC		
KEPPEL CORP LTD SPONS ADR	5,643	8,641
LULULEMON ATHLETICA INC	8,492	7,438
NEXTERA ENERGY INC	3,999	6,250
NOKIAN TYRES OYJ UNSPON ADR	4,334	4,748
LYONDELLBASELL INDUSTRIES CL A		
PIONEER NAT RES CO	4,099	12,885
PRECISION CASTPARTS CORP	8,995	12,657
SEMPRA ENERGY		
TRIMBLE NAV LTD	10,482	12,735
EATON CORP PIC		
ANHEUSER BUSCH INBEV NV ADR	18,043	26,615
BASF AG ADR	14,086	20,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
B H P BILLITON PLC SPSD ADR		
BT GROUP PLC ADR	9,275	21,969
BAYERISCHE MOTOREN WERKE ADR	14,184	22,672
CAREFUSION CORP		
EQUINIX INC		
HSBC HOLDINGS PLC SPONS ADR	8,284	8,931
HONEYWELL INTERNATIONAL INC		
LVMH MOET HENNESSY LOU VUI ADR	3,549	3,733
REGIONS FINL CORP		
ROYAL DUTCH SHELL PLC ADR	9,068	9,550
SIEMENS AG ADR	3,746	5,402
STATE STR CORP	7,517	8,513
NOVO NORDISK AS ADR	12,486	15,520
VODAFONE GROUP PLC ADR	10,483	15,921
VOLVO AB SPONSORED ADR		
INGREDION INC		
ALLIANCE DATA SYSTEMS CORP	3,159	8,940
AMAZON COM INC	3,990	8,773
COMCAST CORP CL A	8,578	8,938
DEERE & CO		
DISCOVER FINL SVCS	3,795	7,777
E BAY INC	6,045	10,973
FLUOR CORP	6,746	8,992
HELMERICH PAYNE INC	6,357	8,156
INTERNATIONAL PAPER CO	3,327	6,815
KLA TENCOR CORP	2,780	3,868
LAUDER ESTEE COS INC CL A	4,930	7,457
LOCKHEED MARTIN CORP		
MACYS INC		
MARATHON PETROLEUM CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MATTEL INC		
PHILIP MORRIS INTL		
RALPH LAUREN CORP	3,883	7,063
TIME WARNER CABLE INC		
VIACOM INC CL B	7,539	7,686
WYNDHAM WORLDWIDE CORP		
XCEL ENERGY INC		
AIR LIQUIDE SA ADR	9,006	9,844
ALLIANZ SE ADR	18,290	22,590
AMERICA MOVIL ADR		
ARM HLDGS PLC ADR	10,197	17,569
ATLAS COPCO AB SPONS ADR	5,130	5,011
B A E SYSTEMS PLC ADR	4,161	7,030
B G GROUP PLC ADR	6,749	5,748
BCE INC		
BROOKFIELD ASSET MANAGE CL A	4,991	5,902
BUNGE LIMITED	6,018	6,651
CANADIAN NATL RY CO	4,119	6,386
CARNIVAL PLC ADR		
CHINA MOBILE LIMITED ADR		
COCHLEAR LTD UNSPON ADR	4,820	2,821
CSL LIMITED ADR	3,384	5,354
DASSAULT SYSTEMES SA ADR	7,164	10,938
FANUC CORPORATION ADR	9,255	10,441
FRESENIUS MED CARE SPONS ADR	6,523	6,298
HITACHI LTD	10,247	12,455
I C I C I BANK LIMITED ADR	7,714	5,761
IMPERIAL OIL LTD	5,203	4,335
ITAU UNIBANCO HOLDINGS SA ADR	9,759	7,816
JGC CORP UNSPONS ADR	6,654	8,747

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LI FUNG LTD ADR		
LONZA GROUP AG UNSPONS ADR	5,447	6,426
LOREAL CO UNSPONS ADR	6,055	8,506
NIPPON TELEGRAPH TELE ADR		
OAO GAZPROM SPON ADR	4,592	2,898
QIAGEN NV		
REPSOL SA SPONS ADR		
SASOL LTD SPONS ADR	2,974	2,621
SBERBANK SPONS ADR	9,869	8,925
SCHNEIDER ELECT SA UNSP ADR	7,678	7,757
SHIRE PLC ADR	15,115	19,781
SONOVA HOLDING UNSPON ADR	2,413	3,766
SWATCH GROUP AG ADR	3,408	4,714
TAIWAN SEMICONDUCTOR ADR	7,199	8,650
TESCO PLC ADR	4,107	3,536
TURKIYE GARANTI BANKASI AS ADR	6,379	3,923
UNI CHARM CORPORATION ADR	4,587	6,735
UNILEVER NV ADR	2,860	3,626
WPP PLC SPONS ADR	5,995	11,141
NUVEEN REAL ESTATE SECURIT	100,000	104,013
SPDR DJ WILSHIRE INTERNATIONAL	175,598	181,898
TFS MARKET NEUTRAL FD		
AMERICAN CAPITAL AGENCY CORP		
ANALOG DEVICES INC	6,881	8,760
BLACKROCK INC	11,931	14,558
YUM BRANDS INC		
POSTNL NV ADR		
POTASH CORP OF SASKATCHEWAN		
REXAM PLC ADR		
ROGERS COMMUNICATIONS INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SANDS CHINA LTD UNSPONS ADR		
SEADRILL LIMITED		
SEAGATE TECHNOLOGY	4,236	8,873
SEVEN & HLDGS UNSPN ADR	10,038	11,843
SUNCOR ENERGY	4,196	5,222
SVENSKA HANDELSBANKEN A ADR	2,358	3,529
SWEDBANK AB ADR	4,601	7,191
SYNGENTA AG ADR		
SYSMEX CORP UNSPON ADR	4,089	5,967
TRANSOCEAN LTD	4,278	5,189
VALEOSA SPON ADR	9,521	20,409
XINYI GLASS HOLDINGS LTS ADR	1,140	2,005
PYXIS LONG SHORT EQUITY Z		
SPDR GOLD TRUST	72,527	53,880
ABBVIE INC	4,959	8,397
ALLSTATE CORP	7,371	7,363
AUTOLIV INC	4,983	6,059
AVNET INC	6,657	7,410
CMS ENERGY CORP	5,743	5,943
CA INC	6,479	7,403
CIGNA CORP	5,304	7,523
DELTA AIRLINES	3,833	7,142
HAIN CELESTIAL GROUP	4,953	7,444
HANESBRANDS INC	6,402	9,065
JOHNSON CONTROLS INC	7,774	9,644
LINCOLN NATL CORP IND	6,392	7,537
LINKEDIN CORP A	8,282	7,589
LORILLARD INC	7,869	9,173
MCKESSON CORP	7,741	7,586
OCWEN FINANCIAL CORP	7,476	9,759

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OMEGA HEALTHCARE INVS INC	7,487	6,914
OMNICARE INC	5,959	7,545
RAYTHEON COMPANY	7,556	7,800
RESTORATION HARDWARE HOLDING	8,796	9,287
SM ENERGY CO	6,783	7,314
SPLUNK INC	11,227	12,017
STARBUCKS CORP	4,914	6,663
STARWOOD HOTELS & RESORTS	11,191	12,553
UNITED RENTALS INC	10,492	14,966
WHIRLPOOL CORP	6,160	8,470
VISA INC	16,199	18,482
ASMI HOLDING NV NY REG SHS	5,179	6,278
AXA ADR REPSTG 1	5,375	6,415
BNP PARIBAS SA ADR	5,038	6,625
BAIDU COM INC ADR	4,388	8,182
BANCO BILBAO VIZCAYA ARGEN ADR	4,704	5,922
CHINA CONSTRUCT UNSPON ADR	5,127	4,569
DAIWA SECURITIES GR SPON ADR	5,802	5,741
GRAN TIERRA ENERGY INC	5,854	5,768
HONG KONG EXCHANGES ADR	3,485	3,588
ING GROEP NV SPONS ADR	11,642	12,511
LAFARGE SA ADR	5,239	6,290
MAGNA INTL INC CL A	10,367	15,673
MITSUBISHI ESTATE LTD ADR	4,827	4,883
MONOTARO CO LTD UNSP ADR	1,534	1,361
RIO TINTO PLC ADR	7,402	8,069
SEKISUI HOUSE LTD ADR	5,821	5,789
SUMITOMO MITSUI FINL GROUP ADR	10,761	11,403
TECHTRONIC INDUSTRIES SP ADR	5,168	7,795
VALEANT PHARMACEUTICALS INTE	4,902	8,688

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HIGHLAND LONG SHORT EQUITY FD	200,000	222,760
WISDOMTREE EUR S/C DIVIDEND FD	11,628	12,671
WISDOMTREE JAPAN HEDGED	15,635	16,777
PACCAR INC		

TY 2013 Other Assets Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME	10,072	6,612	6,612
RETURN OF CAPITAL CORRECTION	54	0	0

TY 2013 Other Decreases Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Amount
ROUNDING DIFFERENCES	2

TY 2013 Other Expenses Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NONALLOCABLE EXPENSES -	572	572		0
FILING FEES	25	0		25

TY 2013 Other Income Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	2,434	0	

TY 2013 Other Liabilities Schedule

Name: ROGER & VIOLET NOREEN CHAR TRUST 25293360

EIN: 41-6309355

Description	Beginning of Year - Book Value	End of Year - Book Value
RETURN OF CAPITAL ADJ	98	725

TY 2013 Taxes Schedule**Name:** ROGER & VIOLET NOREEN CHAR TRUST 25293360**EIN:** 41-6309355

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,214	3,214		0
FOREIGN TAXES ON QUALIFIED FOR	812	812		0
FOREIGN TAXES ON NONQUALIFIED	496	496		0