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

2014

Open to Public Inspection

For calendar year 2014 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 ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 418,190.

J Accounting method: ☒ Cash ☐ Accrual
☐ 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))

			(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	10,376.	10,376.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	32,354.			
	b	Gross sales price for all assets on line 6a 142,925.				
	7	Capital gain net income (from Part IV, line 2)		32,354.		
	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	42,730.	42,730.		
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	2,782.	0.		0.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	846.	81.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	4,417.	4,392.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,045.	4,473.		25.
	25	Contributions, gifts, grants paid	53,000.			53,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	61,045.	4,473.		53,025.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<18,315.>			
	b	**Net investment income** (if negative, enter -0-)		38,257.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

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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	23,566.	16,994.	16,994.
2	Savings and temporary cash investments	3,407.	1,491.	1,491.
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	362,881.	353,044.	399,705.
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)	389,854.	371,529.	418,190.
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	389,854.	371,529.	
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**	389,854.	371,529.	
31	**Total liabilities and net assets/fund balances**	389,854.	371,529.	

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	389,854.
2	Enter amount from Part I, line 27a	2	<18,315.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	371,539.
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR BASIS ADJUSTMENT	5	10.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	371,529.

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	38,501.		37,454.	1,047.
b	99,137.		73,117.	26,020.
c	13.			13.
d	5,274.			5,274.
e				

	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	
a				1,047.
b				26,020.
c				13.
d				5,274.
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 32,354.

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))
2013	60,525.	453,621.	.133426
2012	59,705.	462,150.	.129190
2011	64,925.	518,828.	.125138
2010	70,430.	543,086.	.129685
2009	94,118.	534,239.	.176172

2	Total of line 1, column (d)	2	.693611
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	.138722
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	437,227.
5	Multiply line 4 by line 3	5	60,653.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	383.
7	Add lines 5 and 6	7	61,036.
8	Enter qualifying distributions from Part XII, line 4	8	53,025.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	765.
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	765.
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	765.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 640.		
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	640.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	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 2015 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 2014 or the taxable year beginning in 2014 (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			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)* 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 2014?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b 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	433,843.
b	Average of monthly cash balances	1b	10,042.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	443,885.
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	443,885.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,658.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	437,227.
6	**Minimum investment return** Enter 5% of line 5	6	21,861.

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	21,861.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	765.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	765.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	21,096.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	21,096.
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	21,096.

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	53,025.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	53,025.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	53,025.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					21,096.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	67,570.				
b From 2010	44,266.				
c From 2011	39,786.				
d From 2012	37,066.				
e From 2013	38,449.				
f Total of lines 3a through e		227,137.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $	53,025.				
a Applied to 2013, 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 2014 distributable amount					21,096.
e Remaining amount distributed out of corpus		31,929.			
5 Excess distributions carryover applied to 2014 (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		259,066.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		67,570.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		191,496.			
10 Analysis of line 9:					
a Excess from 2010	44,266.				
b Excess from 2011	39,786.				
c Excess from 2012	37,066.				
d Excess from 2013	38,449.				
e Excess from 2014	31,929.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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 ▶ ☒ 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	25,000.
FAITH LUTHERAN CHURCH 886 NORTH SHORE DRIVE FOREST LAKE, MN 55025	N/A	PUBLIC	CONSULTANT FUND	3,000.
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	53,000.
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	10,376.	
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	32,354.	
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.		42,730.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 42,730.

(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

▶ , Trustee | 3-31-15 | ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY NEWMAN		3-27-15		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

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.

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	15,649.	5,274.	10,375.	10,375.	
BERNSTEIN INTEREST	1.	0.	1.	1.	
TO PART I, LINE 4	15,650.	5,274.	10,376.	10,376.	

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	2,782.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,782.	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	81.	81.		0.
EXCISE TAXES PAID	765.	0.		0.
TO FORM 990-PF, PG 1, LN 18	846.	81.		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	4,392.	4,392.		0.
TO FORM 990-PF, PG 1, LN 23	4,417.	4,392.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SANFORD C. BERNSTEIN	353,044.	399,705.
TOTAL TO FORM 990-PF, PART II, LINE 10B	353,044.	399,705.

BERNSTEIN

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

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

As of December 31, 2014

Qty.	Description	Total Cost	Market Value
7,740 386	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	$ 98,255	$ 104,727
1,687 324	ALLIANCEBERNSTEIN ALL MARKET R CLASS 1(1)	$ 19,392	$ 15,608
2,064.945	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	$ 26,254	$ 30,933
298.365	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	$ 6,558	$ 7,942
28.000	APPLE INC	$ 1,521	$ 3,091
147 154	AB DISCOVERY VALUE FUND CL ADV	$ 2,452	$ 3,039
318 043	AB DISCOVERY GROWTH FND CL ADV	$ 2,277	$ 2,990
50 000	WELLS FARGO & COMPANY	$ 1,883	$ 2,741
50.000	MICROSOFT CORP	$ 1,849	$ 2,323
56 000	HEWLETT-PACKARD CO	$ 1,405	$ 2,247
65 000	PFIZER INC	$ 1,410	$ 2,025
20.000	CVS HEALTH CORP	$ 1,338	$ 1,926
18.000	HOME DEPOT INC	$ 1,106	$ 1,889
23.000	STARBUCKS CORP	$ 1,577	$ 1,887
15.000	ANTHEM INC	$ 1,733	$ 1,885
20.000	WALT DISNEY CO/THE	$ 1,339	$ 1,884
7.000	VISA INC - CLASS A SHRS	$ 963	$ 1,835
19.000	GILEAD SCIENCES INC	$ 1,111	$ 1,791
17.000	JOHNSON & JOHNSON	$ 1,056	$ 1,778
23 000	HESS CORP	$ 1,859	$ 1,698
30.000	AMERICAN INTERNATIONAL GROUP	$ 1,336	$ 1,680
18 000	AMERICAN EXPRESS CO	$ 1,441	$ 1,675
93.000	BANK OF AMERICA CORP	$ 1,080	$ 1,664
35.000	ELECTRONIC ARTS INC	$ 850	$ 1,646
20.000	OCCIDENTAL PETROLEUM CORP	$ 1,818	$ 1,612
18.000	AETNA INC	$ 1,406	$ 1,599
3 000	GOOGLE INC-CL C	$ 1,107	$ 1,579
6.000	SHERWIN-WILLIAMS CO/THE	$ 1,087	$ 1,578
101.000	FORD MOTOR CO	$ 1,352	$ 1,566
14 000	RAYTHEON COMPANY	$ 1,183	$ 1,514
25 000	COMCAST CORP-CLASS A	$ 754	$ 1,450
15.000	NIKE INC -CL B	$ 1,184	$ 1,442
10 000	COSTCO WHOLESALE CORP	$ 1,198	$ 1,418
28 000	VALERO ENERGY CORP	$ 1,349	$ 1,386
22 000	FIDELITY NATIONAL INFORMATION	$ 926	$ 1,368
4.000	BIOGEN IDEC INC	$ 786	$ 1,358
7.000	LOCKHEED MARTIN CORP	$ 1,168	$ 1,348

BERNSTEIN

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

Account: G & D PETERSON FAMILY FOUNDATION (888-48134)
As of December 31, 2014

Qty.	Description		Total Cost		Market Value
14 000	AON PLC	$	1,098	$	1,328
16 000	CAPITAL ONE FINANCIAL CORP	$	945	$	1,321
16 000	ANSYS INC	$	1,126	$	1,312
13 000	MEAD JOHNSON NUTRITION CO	$	1,081	$	1,307
12.000	MONSTER BEVERAGE CORP	$	871	$	1,300
19.000	BALL CORP	$	1,013	$	1,295
18 000	DR PEPPER SNAPPLE GROUP INC	$	1,080	$	1,290
15 000	DANAHER CORP	$	957	$	1,286
13.000	AMERICAN TOWER CORP	$	1,034	$	1,285
6.000	ALLERGAN INC	$	688	$	1,276
18 000	ALLSTATE CORP	$	1,254	$	1,265
11.000	PARTNERRE LTD	$	1,037	$	1,255
14.000	TIME WARNER INC	$	789	$	1,196
10.000	UNION PACIFIC CORP	$	709	$	1,191
24.000	DELTA AIR LINES INC	$	936	$	1,181
29.000	ITT CORP	$	1,330	$	1,173
18.000	KROGER CO	$	431	$	1,156
1.000	PRICELINE GROUP INC/THE	$	796	$	1,140
16.000	DOLLAR GENERAL CORP	$	947	$	1,131
13 000	DTE ENERGY COMPANY	$	936	$	1,123
9.000	MONSANTO CO	$	931	$	1,075
19.000	EBAY INC	$	994	$	1,066
17.000	JPMORGAN CHASE & CO	$	829	$	1,064
2.000	INTUITIVE SURGICAL INC	$	860	$	1,058
75 000	XEROX CORP	$	822	$	1,040
4.000	ACTAVIS PLC	$	843	$	1,030
12.000	SCHLUMBERGER LTD	$	1,039	$	1,025
8.000	L-3 COMMUNICATIONS HOLDINGS	$	996	$	1,010
22.000	US BANCORP	$	897	$	989
20 000	VERIZON COMMUNICATIONS INC	$	929	$	936
17 000	AMPHENOL CORP-CL A	$	690	$	915
12.000	ESTEE LAUDER COMPANIES-CL A	$	904	$	914
30 000	EMC CORP/MASS	$	874	$	892
18.000	ALTRIA GROUP INC	$	677	$	887
15 000	QUINTILES TRANSNATIONAL HOLDIN	$	777	$	883
8 000	CHUBB CORP	$	699	$	828
10.000	PHILIP MORRIS INTERNATIONAL	$	869	$	815
10.000	LYONDELLBASELL INDU-CL A	$	490	$	794
17.000	AMDOCS LTD	$	661	$	793
11 000	FISERV INC	$	711	$	781
10 000	FACEBOOK INC-A	$	606	$	780

BERNSTEIN

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

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

As of December 31, 2014

Qty.	Description	Total Cost	Market Value
17 000	DOW CHEMICAL CO/THE	$ 824	$ 775
4 000	GOLDMAN SACHS GROUP INC	$ 668	$ 775
5 000	POLARIS INDUSTRIES INC	$ 672	$ 756
12.000	AMERICAN ELECTRIC POWER	$ 646	$ 729
83 000	OFFICE DEPOT INC	$ 406	$ 712
21 000	GAMESTOP CORP-CLASS A	$ 735	$ 710
9 000	VF CORP	$ 677	$ 674
7 000	PEPSICO INC	$ 570	$ 662
3.000	INTERCONTINENTAL EXCHANGE IN	$ 463	$ 658
3 000	AFFILIATED MANAGERS GROUP INC	$ 384	$ 637
1.000	AUTOZONE INC	$ 529	$ 619
8 000	NXP SEMICONDUCTORS NV	$ 495	$ 611
6 000	UNITEDHEALTH GROUP INC	$ 553	$ 607
49.000	BROCADE COMMUNICATIONS SYS	$ 468	$ 580
10.000	MERCK & CO. INC.	$ 449	$ 568
1.000	GOOGLE INC-CL A	$ 282	$ 531
4 000	BOEING CO/THE	$ 396	$ 520
51 000	SLM CORP	$ 451	$ 520
9.000	MURPHY OIL CORP	$ 596	$ 455
10.000	ORACLE CORP	$ 406	$ 450
4 000	NETSUITE INC	$ 294	$ 437
6.000	SERVICENOW INC	$ 315	$ 407
15.000	BOOZ ALLEN HAMILTON HOLDING	$ 364	$ 398
5.000	ASSURANT INC	$ 335	$ 342
2.000	EVEREST RE GROUP LTD	$ 254	$ 341
4 000	MEDTRONIC INC	$ 298	$ 289
3.000	EOG RESOURCES INC	$ 344	$ 276
2.000	F5 NETWORKS INC	$ 210	$ 261
1.000	PRECISION CASTPARTS CORP	$ 269	$ 241
1 000	MCKESSON CORP	$ 212	$ 208
6,432.350	OVERLAY A PORTFOLIO CLASS 1	$ 67,140	$ 78,225
3,952.880	OVERLAY B PORTFOLIO CLASS 1	$ 40,815	$ 41,229

	NET PORTFOLIO VALUE	**$ 353,044**	**$ 399,705**

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account. 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM								
03/20/2013	01/21/2014	9	MARATHON PETROLEUM CORP	86.45	90 61	778 07	815 52	(37 45)
05/06/2013	01/21/2014	5	MARATHON PETROLEUM CORP	86 45	79 53	432 26	397 65	34 61
03/15/2013	01/27/2014	5	EBAY INC	53 27	50 95	266.33	254 75	11 58
03/19/2013	01/27/2014	5	EBAY INC	53 27	50 91	266 32	254 56	11 76
02/07/2013	01/28/2014	5	PATTERSON COS INC	40 14	37 13	200 71	185 63	15 08
05/24/2013	01/28/2014	10	PATTERSON COS INC	40 14	39 20	401.43	392 05	9 38
03/19/2013	01/31/2014	12	ILLINOIS TOOL WORKS	79 11	61 97	949 31	743 67	205 64
05/07/2013	01/31/2014	7	ILLINOIS TOOL WORKS	79 11	66 49	553 77	465 42	88 35
03/21/2013	02/03/2014	5	CELGENE CORP	151 54	111.95	757 72	559 74	197 98
03/25/2013	02/03/2014	3	INTL BUSINESS MACHINES CORP	174 41	210 92	523 23	632 75	(109 52)
03/11/2013	02/06/2014	3	***EVEREST RE GROUP LTD	137 70	127 20	413 10	381 59	31 51
09/27/2013	02/07/2014	2	PARKER HANNIFIN CORP	118 81	109 03	237 61	218 07	19 54
05/28/2013	02/07/2014	1	WW GRAINGER INC	234 08	258 86	234 08	258 86	(24 78)
05/01/2013	02/14/2014	2	ALLERGAN INC	124 62	99 54	249 24	199 08	50 16
02/25/2013	02/19/2014	6	NOBLE ENERGY INC	66 58	55 03	399 48	330 19	69 29
07/15/2013	02/20/2014	10	KINDER MORGAN INC	33 13	40 22	331 27	402 20	(70 93)
05/28/2013	02/20/2014	1	WW GRAINGER INC	248 56	258 86	248 56	258 86	(10 30)
08/26/2013	02/25/2014	1	WW GRAINGER INC	251 30	253 87	251 30	253 87	(2 57)
11/21/2013	02/25/2014	1	WW GRAINGER INC	251 30	255 28	251 30	255 28	(3 98)
12/03/2013	02/27/2014	20	GENERAL MOTORS CO	36.40	37.90	728 00	757 93	(29.93)
01/27/2014	02/27/2014	1	LINKEDIN CORP - A	212 13	207.98	212 14	207 98	4 16
07/22/2013	03/10/2014	15	PULTE GROUP INC	20 10	19.05	301 50	285 82	15 68
09/27/2013	03/27/2014	2	PARKER HANNIFIN CORP	118 03	109.03	236 07	218 06	18 01
07/23/2013	03/28/2014	4	SCHLUMBERGER LTD	98 14	83 67	392 56	334 66	57 90
11/07/2013	04/09/2014	9	VERISK ANALYTICS INC-CL A	58.98	61.43	530.84	552.88	(22.04)
03/07/2014	04/10/2014	3	***EATON CORP PLC	73 46	76 26	220 38	228 78	(8.40)
06/17/2013	04/10/2014	6	CBS CORP-CLASS B NON VOTING	61.45	47.80	368.71	286.81	81.90
05/30/2013	04/22/2014	3	COSTCO WHOLESALE CORP	113.89	113.08	341 66	339.23	2 43
10/31/2013	04/23/2014	4	HASBRO INC	54.94	52.08	219.76	208.32	11.44
11/11/2013	04/24/2014	1	POLARIS INDUSTRIES INC	138.64	129.69	138 64	129 69	8 95
01/24/2014	04/28/2014	15	FISERV INC	56 38	56 57	845 64	848 55	(2 91)
05/01/2013	04/29/2014	1	ALLERGAN INC	166 14	99 54	166.14	99 54	66.60

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account. 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/16/2013	04/29/2014	2	ALLERGAN INC	166 14	100 95	332 27	201 90	130 37
06/04/2013	04/29/2014	2	COSTCO WHOLESALE CORP	115 68	110 67	231 35	221 35	10 00
07/15/2013	04/29/2014	30	REGAL ENTERTAINMENT GROUP-A	18 96	19 07	568 81	572.10	(3 29)
05/16/2013	05/02/2014	1	ALLERGAN INC	169.26	100 95	169 26	100 95	68 31
06/17/2013	05/02/2014	14	CBS CORP-CLASS B NON VOTING	57.42	47.80	803 86	669 21	134 65
07/17/2013	05/02/2014	5	CBS CORP-CLASS B NON VOTING	57 42	52 68	287 09	263 42	23 67
04/25/2014	05/20/2014	25	NAVIENT CORP	16 00	16 46	400 02	411 44	(11 42)
06/26/2013	05/27/2014	10	GENWORTH FINANCIAL INC-CL A	17 43	11 17	174 25	111 73	62 52
06/26/2013	05/30/2014	10	GENWORTH FINANCIAL INC-CL A	16 99	11 17	169 93	111 73	58 20
11/18/2013	06/06/2014	4	FEDEX CORP	142 92	137 38	571 68	549 52	22 16
11/21/2013	06/06/2014	2	FEDEX CORP	142 92	137 81	285 84	275 62	10 22
06/19/2013	06/09/2014	16 889	ALLIANCEBERNSTEIN GLBL RE-II	10 61	10 07	179 19	170 07	9 12
09/16/2013	06/09/2014	7 189	ALLIANCEBERNSTEIN GLBL RE-II	10 61	9 92	76 28	71 31	4 97
12/20/2013	06/09/2014	71 185	ALLIANCEBERNSTEIN GLBL RE-II	10 61	9 42	755 27	670 56	84 71
03/14/2014	06/09/2014	17 542	ALLIANCEBERNSTEIN GLBL RE-II	10 61	9 85	186 12	172 79	13 33
12/04/2013	06/10/2014	2	MEAD JOHNSON NUTRITION CO	87 72	85 31	175 45	170 61	4 84
12/03/2013	06/12/2014	2	NIKE INC -CL B	74 91	79 02	149 82	158 03	(8 21)
03/31/2014	06/19/2014	1	INTUITIVE SURGICAL INC	402 43	436 61	402 43	436 61	(34 18)
05/01/2014	06/24/2014	2	VERTEX PHARMACEUTICALS INC	93 30	69 01	186 61	138 02	48 59
02/07/2014	06/26/2014	3	F5 NETWORKS INC	107 33	107 16	321 98	321 48	0 50
10/17/2013	07/01/2014	30	GANNETT CO	31.72	26 95	951 56	808 57	142 99
02/03/2014	07/07/2014	3	LORILLARD INC	63.97	48 40	191 91	145 20	46 71
09/27/2013	07/14/2014	2	PARKER HANNIFIN CORP	123 21	109.03	246 42	218.07	28 35
10/31/2013	07/15/2014	7	HASBRO INC	53 83	52 08	376 78	364 56	12 22
02/03/2014	07/15/2014	4	HERSHEY CO/THE	95 04	98 31	380 16	393 25	(13 09)
02/28/2014	07/24/2014	14	EBAY INC	53 29	58 98	746.08	825.75	(79 67)
09/27/2013	07/29/2014	5	PARKER HANNIFIN CORP	119 05	109 03	595 26	545 16	50 10
12/04/2013	08/05/2014	15	GENWORTH FINANCIAL INC-CL A	13 07	15.30	196 03	229 45	(33 42)
04/30/2014	08/05/2014	10	MONDELEZ INTERNATIONAL-W/I	36.03	35 56	360 27	355 57	4 70
12/04/2013	08/26/2014	4	MEAD JOHNSON NUTRITION CO	95.31	85.31	381 25	341 23	40 02
04/11/2014	09/08/2014	3	UNITED TECHNOLOGIES CORP	108.71	114 84	326 14	344 51	(18 37)
06/20/2014	09/08/2014	3	UNITED TECHNOLOGIES CORP	108.71	118 09	326 13	354 27	(28 14)
02/03/2014	09/10/2014	2	HERSHEY CO/THE	91 74	98 31	183 48	196 62	(13 14)

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/19/2014	09/10/2014	6	HERSHEY CO/THE	91 74	106 15	550 45	636 88	(86 43)
02/03/2014	09/30/2014	7	LORILLARD INC	60 08	48 40	420 53	338 80	81 73
05/23/2014	10/01/2014	2	AETNA INC	79 75	76.39	159 50	152 79	6 71
12/17/2013	10/01/2014	2	AMERICAN TOWER CORP	93 12	76 05	186 23	152 09	34 14
11/18/2013	10/01/2014	2	CVS HEALTH CORP	79 11	65 48	158 23	130 97	27 26
07/30/2014	10/01/2014	4	DOLLAR GENERAL CORP	60 00	56 38	240 01	225 51	14 50
02/20/2014	10/01/2014	6	DOW CHEMICAL CO/THE	50 32	47 01	301 91	282 06	19 85
02/28/2014	10/01/2014	1	EBAY INC	55.15	58 98	55 15	58 98	(3 83)
04/28/2014	10/01/2014	3	EBAY INC	55 15	53 21	165 46	159 62	5 84
07/25/2014	10/01/2014	5	EMC CORP/MASS	28 43	29 03	142 13	145 16	(3 03)
02/07/2014	10/01/2014	1	F5 NETWORKS INC	116 40	107 16	116 40	107 16	9 24
04/07/2014	10/01/2014	1	F5 NETWORKS INC	116 40	104 86	116 40	104 86	11 54
10/17/2013	10/01/2014	7	HESS CORP	90 96	82 29	636 72	576 02	60 70
10/28/2013	10/01/2014	1	LINCOLN NATIONAL CORP	51 81	44 38	51 81	44 38	7 43
03/25/2014	10/01/2014	10	LINEAR TECHNOLOGY CORP	43 01	48 69	430 07	486 89	(56 82)
12/04/2013	10/01/2014	2	MEAD JOHNSON NUTRITION CO	95 14	85 31	190 28	170 62	19 66
02/12/2014	10/01/2014	3	MONSTER BEVERAGE CORP	90 32	72 30	270 97	216 89	54 08
12/03/2013	10/01/2014	2	NIKE INC -CL B	87 54	79 02	175 08	158 03	17 05
04/28/2014	10/01/2014	4	SERVICENOW INC	56 69	46 03	226 76	184 13	42 63
03/06/2014	10/01/2014	5	TWENTY-FIRST CENTURY FOX-A	33 67	34 21	168 37	171 07	(2 70)
01/31/2014	10/01/2014	10	XEROX CORP	13 04	10 95	130 40	109 48	20 92
06/17/2014	10/02/2014	4	***COPA HOLDINGS SA-CLASS A	107.80	139 41	431 20	557 64	(126 44)
07/18/2014	10/02/2014	1	***COPA HOLDINGS SA-CLASS A	107 80	153 60	107 80	153 60	(45 80)
09/08/2014	10/03/2014	7	CBS CORP-CLASS B NON VOTING	52.74	59 04	369 21	413 26	(44 05)
08/11/2014	10/14/2014	15	DISCOVERY COMMUNICATION-A	34 57	42.50	518 54	637 55	(119 01)
08/19/2014	10/14/2014	5	DISCOVERY COMMUNICATION-A	34 57	44 43	172 85	222 13	(49 28)
04/28/2014	10/15/2014	10	LINEAR TECHNOLOGY CORP	38 45	43.81	384 52	438 14	(53 62)
05/01/2014	10/15/2014	5	LINEAR TECHNOLOGY CORP	38 45	44 87	192 26	224 34	(32 08)
05/21/2014	10/15/2014	10	LINEAR TECHNOLOGY CORP	38.45	45.12	384.51	451.20	(66 69)
06/13/2014	10/20/2014	5	HALLIBURTON CO	52.93	66 90	264 67	334 51	(69 84)
03/06/2014	10/20/2014	15	TWENTY-FIRST CENTURY FOX-A	32 67	34 21	490 01	513 19	(23 18)
08/19/2014	10/20/2014	5	TWENTY-FIRST CENTURY FOX-A	32.67	35.75	163 34	178 73	(15 39)
09/26/2014	10/20/2014	5	TWENTY-FIRST CENTURY FOX-A	32 67	34 32	163 33	171 62	(8 29)

Capital Gains Report

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

January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/05/2014	10/23/2014	5	EOG RESOURCES INC	93 50	107 50	467 50	537 51	(70 01)
06/19/2014	10/23/2014	2	EOG RESOURCES INC	93 50	114 76	187 00	229 52	(42 52)
06/30/2014	10/23/2014	1	EOG RESOURCES INC	93 50	116 93	93 50	116 93	(23 43)
12/05/2013	11/14/2014	3	ASSURANT INC	67.56	63.55	202 67	190 66	12 01
12/05/2013	11/24/2014	3	ASSURANT INC	68 28	63 55	204 83	190 66	14 17
01/31/2014	11/24/2014	2	ASSURANT INC	68 28	65 75	136 56	131 49	5 07
02/04/2014	11/24/2014	2	DTE ENERGY COMPANY	80 49	67 38	160 97	134 75	26 22
01/30/2014	11/24/2014	27	OFFICE DEPOT INC	6 69	4 89	180 64	132 11	48 53
07/18/2014	12/01/2014	3	MURPHY OIL CORP	48 36	66 23	145 08	198 70	(53 62)
05/13/2014	12/02/2014	1	***ACTAVIS PLC	264 33	206 01	264 33	206 01	58 32
05/23/2014	12/02/2014	2	AETNA INC	88 18	76 39	176 37	152 79	23 58
01/31/2014	12/02/2014	2	ASSURANT INC	67 80	65 75	135 60	131 49	4 11
03/05/2014	12/02/2014	11	BROCADE COMMUNICATIONS SYS	11 22	9 85	123 46	108 33	15 13
02/04/2014	12/02/2014	2	DTE ENERGY COMPANY	82 36	67 38	164 71	134 75	29 96
05/27/2014	12/02/2014	2	ESTEE LAUDER COMPANIES-CL A	74 26	75 47	148 52	150 95	(2 43)
01/16/2014	12/02/2014	4	GAMESTOP CORP-CLASS A	35 31	37 98	141 26	151 92	(10 66)
04/11/2014	12/02/2014	1	GOLDMAN SACHS GROUP INC	190 21	153 77	190 21	153 77	36 44
02/12/2014	12/02/2014	2	MONSTER BEVERAGE CORP	109 91	72 30	219 83	144 59	75 24
04/25/2014	12/02/2014	14	SLM CORP	9 85	9 15	137 84	128 08	9 76
02/24/2014	12/02/2014	3	US BANCORP	44 02	40.79	132 06	122 38	9 68
07/23/2014	12/02/2014	1	WELLPOINT INC	128 66	115 39	128 66	115 39	13.27
07/02/2014	12/05/2014	2	CALIFORNIA RESOURCES CORP	6 66	8 28	13 32	16 56	(3 24)
08/18/2014	12/05/2014	1	CALIFORNIA RESOURCES CORP	6 66	12.15	6 66	12.15	(5 49)
12/18/2013	12/08/2014	5	LINCOLN NATIONAL CORP	57.14	50 40	285 69	252 00	33 69
01/31/2014	12/08/2014	5	LINCOLN NATIONAL CORP	57 14	48.02	285.69	240 08	45 61
04/24/2014	12/10/2014	9	DOVER CORP	71.29	86.20	641.64	775.76	(134 12)
06/11/2014	12/10/2014	5	DOVER CORP	71 29	88 84	356.47	444.21	(87.74)
10/03/2014	12/10/2014	2	DOVER CORP	71.29	80.11	142.59	160.21	(17.62)
10/08/2014	12/10/2014	2	DOVER CORP	71 29	77 53	142 58	155 06	(12.48)
11/25/2014	12/10/2014	3	DOVER CORP	71 29	82 81	213 88	248 43	(34 55)
			SUBTOTAL FOR SHORT-TERM			38,501 33	37,454 19	1,047 14

LONG-TERM

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/20/2010	01/10/2014	4	NOBLE ENERGY INC	64 76	37 41	259 04	149.63	109 41

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account· 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/07/2011	01/10/2014	1	NOBLE ENERGY INC	64 76	46 54	64 76	46 54	18 22
02/22/2012	01/10/2014	3	SCHLUMBERGER LTD	87 04	80.05	261 12	240 16	20 96
08/27/2012	01/10/2014	1	SCHLUMBERGER LTD	87 04	75 13	87.04	75 13	11 91
08/27/2012	01/10/2014	1	SCHLUMBERGER LTD	87 04	75 13	87 04	75 13	11 91
07/19/2012	01/21/2014	15	AT&T INC	33 39	35 48	500 91	532 18	(31 27)
07/20/2012	01/23/2014	1	CHIPOTLE MEXICAN GRILL-CL A	503 05	318 24	503 05	318 24	184 81
05/27/2009	01/24/2014	8 967	BERNSTEIN INTERMEDIATE	13 51	12 23	121 15	109 67	11 48
05/27/2010	01/24/2014	6 546	OVERLAY A PORTFOLIO	12 09	10 26	79 14	67 16	11 98
08/24/2012	01/27/2014	5	EBAY INC	53 27	47 21	266 33	236 07	30 26
05/19/2011	01/30/2014	5	CITIGROUP INC	48 37	41 37	241 86	206 86	35 00
09/24/2012	02/03/2014	2	INTL BUSINESS MACHINES CORP	174 41	205 50	348 82	411 01	(62 19)
08/28/2012	02/03/2014	4	PHILIP MORRIS INTERNATIONAL	76 37	91 02	305 49	364 07	(58 58)
05/19/2011	02/05/2014	5	CITIGROUP INC	47 00	41 37	235 01	206 87	28 14
04/20/2012	02/07/2014	2	COGNIZANT TECH SOLUTIONS-A	96 98	72 17	193 96	144 35	49 61
07/09/2012	02/10/2014	4	ANSYS INC	80 50	58 52	322 00	234 07	87 93
02/29/2012	02/10/2014	1	PRECISION CASTPARTS CORP	256 78	168 16	256 78	168 16	88 62
03/07/2011	02/11/2014	4	NOBLE ENERGY INC	66 35	46.53	265 40	186 14	79 26
08/27/2012	02/11/2014	1	SCHLUMBERGER LTD	89 97	75 13	89 97	75 13	14 84
09/14/2012	02/11/2014	2	SCHLUMBERGER LTD	89 97	77 91	179 94	155 82	24 12
03/07/2011	02/19/2014	1	NOBLE ENERGY INC	66 58	46 54	66.58	46.54	20 04
06/08/2012	02/20/2014	1	CHEVRON CORP	114 58	100 20	114 58	100 20	14 38
08/17/2012	02/20/2014	5	CHEVRON CORP	114 58	112 91	572 92	564 56	8 36
01/07/2013	02/20/2014	5	KINDER MORGAN INC	33 13	37 03	165 63	185 14	(19 51)
05/21/2012	02/20/2014	3	WAL-MART STORES INC	73 35	62.92	220 05	188 75	31 30
08/16/2012	02/20/2014	3	WAL-MART STORES INC	73 35	72.11	220 05	216 34	3 71
01/17/2013	02/26/2014	45	CONAGRA FOODS INC	28 42	31 55	1,278 86	1,419.56	(140.70)
11/09/2012	02/27/2014	2	LINKEDIN CORP - A	212 13	98 39	424 27	196 77	227 50
05/22/2012	03/04/2014	4	REYNOLDS AMERICAN INC	55 12	41.41	220 46	165 64	54 82
08/23/2012	03/06/2014	1	BIOGEN IDEC INC	338 55	145.07	338.55	145.07	193 48
08/24/2012	03/07/2014	1	INTERCONTINENTAL EXCHANGE IN	212.71	136.36	212.71	136.36	76.35
09/11/2012	03/10/2014	10	PULTE GROUP INC	20 10	14 64	201 00	146 44	54 56
09/13/2012	03/10/2014	5	PULTE GROUP INC	20 10	15 43	100 50	77 15	23 35
09/13/2012	03/10/2014	10	PULTE GROUP INC	20 10	15 43	201 00	154.29	46 71

Capital Gains Report

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

January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/14/2013	03/13/2014	10	***AMDOCS LTD	45 20	35 97	452 03	359 69	92 34
08/24/2012	03/14/2014	1	INTERCONTINENTAL EXCHANGE IN	204 80	136 37	204 80	136 37	68 43
10/24/2012	03/24/2014	5	LIBERTY MEDIA CORP	133 76	99 10	668 79	495 52	173 27
09/14/2012	03/24/2014	3	SCHLUMBERGER LTD	93 30	77 91	279.90	233 72	46 18
04/20/2012	03/28/2014	2	COGNIZANT TECH SOLUTIONS-A	49.92	36.09	99 84	72 18	27 66
04/24/2012	03/28/2014	3	COGNIZANT TECH SOLUTIONS-A	49 92	36 11	149 75	108 32	41 43
02/29/2012	04/04/2014	1	PRECISION CASTPARTS CORP	254 04	168 16	254 04	168 16	85 88
08/14/2012	04/10/2014	11	***EATON CORP PLC	73.46	44 40	808 07	488 37	319 70
05/19/2011	04/14/2014	5	CITIGROUP INC	47 31	41 37	236 55	206 86	29 69
05/27/2009	04/23/2014	31 688	BERNSTEIN INTERMEDIATE	13 61	12 23	431 28	387 54	43 74
02/06/2012	04/23/2014	10	CIT GROUP INC	46 72	40 69	467 19	406 91	60 28
02/09/2012	04/23/2014	5	CIT GROUP INC	46 72	41 89	233 59	209 45	24 14
04/27/2012	04/23/2014	5	CIT GROUP INC	46 72	37 95	233 59	189 75	43 84
09/19/2012	04/23/2014	7	FIDELITY NATIONAL INFORMATION	53.10	32 42	371 67	226 95	144 72
05/27/2010	04/23/2014	18 476	OVERLAY A PORTFOLIO	12 52	10 26	231 32	189 56	41 76
10/04/2011	04/24/2014	2	***LYONDELLBASELL INDU-CL A	91.71	21 37	183 42	42 74	140 68
05/22/2012	04/24/2014	7	REYNOLDS AMERICAN INC	53 84	41 41	376 91	289 87	87 04
05/19/2011	04/24/2014	3	STARBUCKS CORP	70 47	37 21	211 40	111 64	99 76
11/14/2012	04/25/2014	1	AMAZON.COM INC	305 71	224 40	305 71	224 40	81 31
08/24/2012	04/25/2014	1	INTERCONTINENTAL EXCHANGE IN	202.49	136 36	202 49	136 36	66 13
06/02/2009	04/25/2014	5	PFIZER INC	30.72	15 01	153 58	75 06	78 52
07/09/2012	04/29/2014	2	ANSYS INC	76 08	58 52	152 15	117 03	35 12
04/24/2012	04/29/2014	5	COGNIZANT TECH SOLUTIONS-A	47.96	36 11	239 82	180 53	59 29
07/18/2012	05/05/2014	10	VERIZON COMMUNICATIONS INC	47 17	45 82	471 69	458.21	13 48
07/24/2012	05/06/2014	16	MACY'S INC	55 66	34 24	890 55	547 90	342 65
12/15/2010	05/13/2014	4	VIACOM INC-CLASS B	83.87	38 73	335.50	154 94	180 56
06/03/2011	05/13/2014	2	VIACOM INC-CLASS B	83 87	49 78	167 75	99 56	68 19
12/04/2012	05/20/2014	1	INTERCONTINENTAL EXCHANGE IN	188 50	131 32	188 50	131 32	57 18
11/14/2012	05/21/2014	1	AMAZON COM INC	304 66	224 39	304 66	224 39	80 27
05/01/2013	05/21/2014	1	AMAZON COM INC	304 66	247 54	304 66	247 54	57 12
07/09/2012	05/23/2014	2	ANSYS INC	74.59	58 52	149 17	117 04	32 13
03/22/2013	06/02/2014	2	CHUBB CORP	92 61	86 14	185 23	172 27	12 96
11/09/2010	06/02/2014	15	HEALTH NET INC	40 24	28 78	603 57	431 76	171 81

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/27/2009	06/09/2014	1,229 075	ALLIANCEBERNSTEIN GLBL RE-II	10 61	6 14	13,040 49	7,546 52	5,493 97
12/28/2009	06/09/2014	189 161	ALLIANCEBERNSTEIN GLBL RE-II	10 61	7 82	2,007 00	1,479 24	527 76
12/27/2010	06/09/2014	105 610	ALLIANCEBERNSTEIN GLBL RE-II	10 61	8 69	1,120 52	917 75	202 77
12/27/2011	06/09/2014	29 575	ALLIANCEBERNSTEIN GLBL RE-II	10 61	7 91	313 79	233 94	79 85
06/20/2012	06/09/2014	18 360	ALLIANCEBERNSTEIN GLBL RE-II	10 61	8.69	194 80	159 55	35 25
09/18/2012	06/09/2014	10 508	ALLIANCEBERNSTEIN GLBL RE-II	10 61	9 66	111 49	101 51	9 98
12/24/2012	06/09/2014	79 820	ALLIANCEBERNSTEIN GLBL RE-II	10 61	9 58	846 89	764 68	82 21
03/18/2013	06/09/2014	14 883	ALLIANCEBERNSTEIN GLBL RE-II	10 61	10 33	157 91	153 74	4 17
10/06/2011	06/09/2014	3	WALT DISNEY CO/THE	85 47	31 76	256 40	95 29	161 11
04/24/2012	06/10/2014	2	COGNIZANT TECH SOLUTIONS-A	47 64	36.10	95 29	72 21	23 08
04/29/2013	06/10/2014	3	COGNIZANT TECH SOLUTIONS-A	47 64	31 42	142 93	94.25	48 68
07/25/2012	06/10/2014	1	TIME INC	23 00	22 18	23 00	22 18	0 82
08/20/2012	06/10/2014	1	TIME INC	23 00	8 83	23 00	8 83	14 17
06/22/2012	06/10/2014	2	UNION PACIFIC CORP	101 87	57 48	203 74	114 95	88 79
01/31/2011	06/16/2014	5	KROGER CO	47 12	21 59	235 61	107 96	127 65
02/03/2012	06/16/2014	10	KROGER CO	47 12	24 04	471 22	240 40	230 82
06/04/2013	06/19/2014	2	COSTCO WHOLESALE CORP	116 24	110 67	232 48	221 34	11 14
07/18/2012	06/19/2014	5	VERIZON COMMUNICATIONS INC	49 42	45 82	247 12	229 10	18 02
08/16/2012	06/19/2014	3	WAL-MART STORES INC	76 06	72 11	228 19	216 34	11 85
05/20/2013	06/19/2014	6	WAL-MART STORES INC	76 06	77 69	456 37	466 16	(9 79)
02/08/2010	06/24/2014	2	DANAHER CORP	80 04	35 30	160 09	70 60	89 49
03/10/2011	06/24/2014	1	DANAHER CORP	80 04	50 84	80 04	50 84	29 20
11/26/2012	06/24/2014	5	VERTEX PHARMACEUTICALS INC	93 30	40 48	466 52	202 41	264 11
09/24/2012	06/25/2014	8	TJX COMPANIES INC	53.28	44 25	426 24	354 02	72 22
05/11/2010	06/27/2014	2	APPLE INC	91 52	36 02	183 05	72 04	111 01
01/24/2013	06/30/2014	14	VALERO ENERGY CORP	50 56	34 77	707 82	486 78	221.04
07/25/2012	07/16/2014	3	TIME WARNER INC	83.49	36.79	250 46	110.36	140 10
01/24/2013	07/17/2014	6	VALERO ENERGY CORP	49 33	34.77	295.98	208.62	87.36
02/14/2013	07/17/2014	10	VALERO ENERGY CORP	49 33	43 12	493 30	431 21	62 09
09/24/2012	07/21/2014	2	TJX COMPANIES INC	52 23	44 26	104 46	88 51	15 95
09/28/2012	07/21/2014	8	TJX COMPANIES INC	52 23	44.63	417 83	357 04	60 79
09/28/2012	07/28/2014	7	TJX COMPANIES INC	52 68	44 63	368 78	312 41	56 37
04/09/2013	07/28/2014	5	TJX COMPANIES INC	52 68	47 28	263 42	236 38	27 04

Capital Gains Report

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

January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/17/2012	07/29/2014	2	BERKSHIRE HATHAWAY INC-CL B	128 00	84 52	256 01	169 03	86 98
03/10/2011	07/29/2014	3	DANAHER CORP	74 23	50 85	222 68	152 54	70 14
06/26/2013	08/05/2014	20	GENWORTH FINANCIAL INC-CL A	13 07	11 17	261 37	223 47	37 90
05/01/2013	08/15/2014	4	BOEING CO/THE	123.38	91 33	493.50	365 33	128 17
04/29/2013	08/15/2014	5	COGNIZANT TECH SOLUTIONS-A	44 85	31 42	224 26	157 09	67 17
05/17/2013	08/15/2014	10	COGNIZANT TECH SOLUTIONS-A	44 85	31.84	448 52	318 35	130 17
09/04/2012	08/15/2014	1	PRECISION CASTPARTS CORP	240 62	160 26	240 62	160 26	80 36
12/04/2012	08/19/2014	1	INTERCONTINENTAL EXCHANGE IN	185 83	131 31	185 83	131 31	54 52
03/11/2013	09/04/2014	1	***EVEREST RE GROUP LTD	163 97	127 20	163 97	127 20	36 77
09/21/2012	09/04/2014	6	MEDTRONIC INC	64 32	43 37	385 91	260 23	125 68
07/17/2012	09/05/2014	1	BERKSHIRE HATHAWAY INC-CL B	138 10	84 51	138 10	84 51	53 59
08/21/2012	09/05/2014	3	BERKSHIRE HATHAWAY INC-CL B	138 10	85 72	414 28	257 15	157 13
08/23/2013	09/05/2014	1	LINCOLN NATIONAL CORP	54 39	44 18	54 39	44 18	10 21
08/23/2013	09/05/2014	11	LINCOLN NATIONAL CORP	54 39	44 18	598 24	485 99	112 25
07/25/2012	09/05/2014	6	TIME WARNER INC	76 97	36.78	461 80	220 71	241 09
06/22/2012	09/05/2014	3	UNION PACIFIC CORP	107 73	57 47	323 19	172 42	150 77
05/11/2010	09/26/2014	5	APPLE INC	99 55	36 02	497 77	180 09	317 68
06/12/2013	09/26/2014	3	GILEAD SCIENCES INC	107 20	51 79	321 60	155 37	166.23
05/27/2009	09/30/2014	30 887	BERNSTEIN INTERMEDIATE	13.72	12 23	423 77	377 75	46 02
06/15/2012	09/30/2014	5	MCDONALD'S CORP	95.00	90 45	475 00	452 24	22 76
05/27/2010	09/30/2014	18.119	OVERLAY A PORTFOLIO	12 87	10.26	233 19	185.90	47 29
06/03/2011	09/30/2014	2	VIACOM INC-CLASS B	77 10	49 77	154.20	99 55	54 65
06/10/2011	09/30/2014	6	VIACOM INC-CLASS B	77 10	48 40	462 59	290 39	172 20
09/19/2013	10/01/2014	3	***AON PLC	86.55	75 33	259 65	225 98	33 67
03/11/2013	10/01/2014	1	***EVEREST RE GROUP LTD	160 64	127 20	160 64	127 20	33.44
05/01/2012	10/01/2014	2	***LYONDELLBASELL INDU-CL A	104 58	43 06	209 15	86 12	123 03
05/16/2013	10/01/2014	1	ALLERGAN INC	178 20	100 95	178 20	100 95	77 25
05/13/2013	10/01/2014	2	AMERICAN EXPRESS CO	85.68	69 80	171 36	139 60	31 76
04/29/2013	10/01/2014	10	AMERICAN INTERNATIONAL GROUP	52 92	41 10	529 25	411 01	118 24
05/11/2010	10/01/2014	5	APPLE INC	98.78	36 02	493.89	180 09	313 80
12/12/2012	10/01/2014	15	BANK OF AMERICA CORP	16 85	10.62	252 72	159 23	93 49
05/27/2009	10/01/2014	372 642	BERNSTEIN INTERMEDIATE	13 78	12.23	5,135 00	4,557 41	577 59
08/23/2012	10/01/2014	1	BIOGEN IDEC INC	322 11	145.08	322 11	145 08	177 03

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account. 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/01/2013	10/01/2014	1	BOEING CO/THE	124 53	91 33	124 53	91 33	33 20
07/20/2011	10/01/2014	5	CITIGROUP INC	51 30	38 67	256 48	193 34	63 14
07/22/2011	10/01/2014	5	CITIGROUP INC	51 30	40 18	256 48	200 90	55 58
07/29/2011	10/01/2014	5	CITIGROUP INC	51.30	38 33	256 48	191 63	64 85
10/25/2011	10/01/2014	10	CITIGROUP INC	51 30	31 16	512 96	311 56	201 40
08/23/2013	10/01/2014	1	COSTCO WHOLESALE CORP	124 56	112 97	124 56	112 97	11 59
03/10/2011	10/01/2014	1	DANAHER CORP	74 48	50 84	74 48	50 84	23 64
02/24/2012	10/01/2014	3	DANAHER CORP	74 48	53 30	223 45	159 89	63 56
05/29/2013	10/01/2014	5	ELECTRONIC ARTS INC	34 94	23 17	174 70	115 84	58 86
09/19/2012	10/01/2014	3	FIDELITY NATIONAL INFORMATION	55 65	32 42	166 94	97 27	69 67
10/31/2012	10/01/2014	15	FORD MOTOR CO	14 60	10 87	219 00	163 07	55 93
08/23/2013	10/01/2014	2	HALLIBURTON CO	62 13	48 56	124 27	97 12	27 15
08/05/2011	10/01/2014	10	HEWLETT-PACKARD CO	34 44	32 48	344 35	324 79	19 56
05/30/2012	10/01/2014	2	HOME DEPOT INC	90 96	49 60	181 92	99 21	82 71
06/30/2010	10/01/2014	1	JOHNSON & JOHNSON	104 01	59 22	104 01	59 22	44 79
09/22/2010	10/01/2014	1	JOHNSON & JOHNSON	104 01	62 29	104 00	62 29	41 71
02/03/2012	10/01/2014	4	KROGER CO	51 54	24.04	206 18	96 16	110 02
08/23/2013	10/01/2014	3	LINCOLN NATIONAL CORP	51 81	44 18	155 43	132 54	22 89
09/21/2012	10/01/2014	7	MEDTRONIC INC	62 39	43 37	436 72	303 60	133 12
09/13/2013	10/01/2014	3	OCCIDENTAL PETROLEUM CORP	94 30	91 03	282 91	273 09	9 82
05/27/2010	10/01/2014	488 189	OVERLAY A PORTFOLIO	12 70	10 26	6,200 00	5,008 82	1,191 18
05/27/2010	10/01/2014	286 772	OVERLAY B PORTFOLIO	10 81	10 29	3,100 00	2,950 88	149 12
06/30/2009	10/01/2014	25	PFIZER INC	29.03	15.14	725 82	378 60	347 22
02/11/2013	10/01/2014	1	SHERWIN-WILLIAMS CO/THE	213 15	163 92	213 15	163 92	49 23
05/19/2011	10/01/2014	1	STARBUCKS CORP	74 47	37 21	74 47	37 21	37 26
07/13/2012	10/01/2014	2	STARBUCKS CORP	74 47	53 09	148 93	106 18	42 75
07/25/2012	10/01/2014	2	TIME WARNER INC	73 88	36 78	147 77	73 57	74 20
06/22/2012	10/01/2014	3	UNION PACIFIC CORP	105.46	57.47	316.37	172 42	143 95
06/27/2012	10/01/2014	1	VISA INC - CLASS A SHRS	210 02	122 91	210 02	122 91	87 11
10/06/2011	10/01/2014	1	WALT DISNEY CO/THE	87 30	31 76	87 30	31 76	55 54
12/13/2011	10/01/2014	2	WALT DISNEY CO/THE	87.30	36 69	174 61	73 38	101 23
03/22/2012	10/01/2014	10	WELLS FARGO & COMPANY	51.22	33 42	512 19	334 25	177 94
07/30/2012	10/06/2014	4	BECTON DICKINSON & CO	123 07	76 04	492 29	304 16	188 13

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/14/2012	10/06/2014	1	BECTON DICKINSON & CO	123 07	78 94	123 07	78 94	44 13
05/20/2013	10/08/2014	2	ALLERGAN INC	188 10	99 96	376 20	199 92	176 28
01/28/2010	10/10/2014	1	GOOGLE INC-CL A	565 02	267 28	565 02	267 28	297 74
08/23/2013	10/20/2014	13	HALLIBURTON CO	52 93	48 56	688 13	631 25	56 88
05/27/2009	10/27/2014	30 834	BERNSTEIN INTERMEDIATE	13 84	12 23	426 74	377 10	49 64
05/27/2010	10/27/2014	19 403	OVERLAY A PORTFOLIO	12 47	10 26	241 96	199 07	42 89
06/22/2012	11/12/2014	4	UNION PACIFIC CORP	120 66	57 48	482 63	229 90	252 73
10/28/2013	11/17/2014	4	LINCOLN NATIONAL CORP	56 05	44 38	224 21	177 53	46 68
09/21/2012	11/24/2014	2	MEDTRONIC INC	72 56	43 37	145 13	86 74	58 39
11/13/2012	11/24/2014	5	MEDTRONIC INC	72 56	41 59	362 83	207 96	154 87
08/19/2013	11/24/2014	5	MEDTRONIC INC	72 56	54 12	362 82	270 62	92 20
05/23/2013	11/26/2014	4	***AMDOCS LTD	48 30	35 77	193 18	143 07	50 11
06/18/2012	12/02/2014	19 960	AB DISCOVERY GROWTH FND CL ADV	10 02	7.00	200 00	139 72	60 28
06/18/2012	12/02/2014	8 658	AB DISCOVERY VALUE FUND CL ADV	23 10	16 02	200 00	138 70	61 30
05/20/2013	12/02/2014	1	ALLERGAN INC	210 94	99 96	210 94	99 96	110 98
05/13/2013	12/02/2014	2	AMERICAN EXPRESS CO	92 93	69 80	185 87	139 60	46 27
11/12/2013	12/02/2014	3	AMPHENOL CORP-CL A	53 12	40 61	159 35	121 83	37 52
05/11/2010	12/02/2014	2	APPLE INC	115 09	36 02	230 18	72 04	158 14
12/12/2012	12/02/2014	7	BANK OF AMERICA CORP	17 11	10 61	119 74	74 30	45 44
09/14/2012	12/02/2014	1	BECTON DICKINSON & CO	141 07	78 94	141 07	78 94	62 13
05/27/2009	12/02/2014	330.920	BERNSTEIN INTERMEDIATE	13 81	12.23	4,570 00	4,047 15	522 85
05/27/2009	12/02/2014	116 425	BERNSTEIN INTERNATIONAL	15 89	12 38	1,850 00	1,441 34	408 66
05/17/2013	12/02/2014	1	BOEING CO/THE	132.19	98.89	132 19	98 89	33 30
04/05/2013	12/02/2014	2	CAPITAL ONE FINANCIAL CORP	82 52	54.22	165.04	108 44	56 60
03/30/2011	12/02/2014	5	COMCAST CORP-CLASS A	57 12	24 70	285 61	123 49	162.12
02/24/2012	12/02/2014	2	DANAHER CORP	83 65	53 30	167 29	106 59	60 70
09/19/2012	12/02/2014	2	FIDELITY NATIONAL INFORMATION	61 47	32 42	122.95	64 84	58 11
10/31/2012	12/02/2014	9	FORD MOTOR CO	15 86	10.87	142 72	97 84	44 88
06/12/2013	12/02/2014	2	GILEAD SCIENCES INC	102 56	51 79	205 12	103 58	101 54
08/19/2011	12/02/2014	4	HEWLETT-PACKARD CO	39.17	23 52	156 69	94 09	62 60
05/30/2012	12/02/2014	2	HOME DEPOT INC	98 28	49 60	196 55	99 21	97 34
09/22/2010	12/02/2014	2	JOHNSON & JOHNSON	108 43	62 29	216 87	124 58	92 29
02/03/2012	12/02/2014	1	KROGER CO	59 57	24 04	59 57	24 04	35 53

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134) January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/06/2012	12/02/2014	2	KROGER CO	59 57	24.05	119 13	48 10	71 03
11/06/2013	12/02/2014	3	LINCOLN NATIONAL CORP	56 26	46 90	168 77	140 71	28 06
09/12/2012	12/02/2014	5	MICROSOFT CORP	48 57	30 91	242 86	154 56	88 30
02/27/2013	12/02/2014	1	MONSANTO CO	119 05	99 95	119 05	99 95	19 10
09/13/2013	12/02/2014	2	OCCIDENTAL PETROLEUM CORP	80 69	87 36	161 37	174 71	(13 34)
05/27/2010	12/02/2014	287 405	OVERLAY A PORTFOLIO	13 10	10 26	3,765 00	2,948 78	816 22
05/27/2010	12/02/2014	135 825	OVERLAY B PORTFOLIO	10.97	10 29	1,490 00	1,397 64	92 36
08/30/2010	12/02/2014	5	PFIZER INC	31 58	16 09	157 89	80 45	77 44
08/28/2012	12/02/2014	2	PHILIP MORRIS INTERNATIONAL	87 33	91 02	174 67	182 04	(7 37)
11/11/2013	12/02/2014	1	POLARIS INDUSTRIES INC	154 51	129 69	154 51	129 69	24 82
09/04/2012	12/02/2014	1	PRECISION CASTPARTS CORP	235 73	160 26	235 73	160 26	75 47
08/17/2012	12/02/2014	5	VERIZON COMMUNICATIONS INC	49 20	44 10	246 00	220 50	25 50
06/27/2012	12/02/2014	1	VISA INC - CLASS A SHRS	260 10	122 91	260 10	122 91	137 19
05/13/2013	12/03/2014	3	AMERICAN EXPRESS CO	91.34	69 80	274 02	209 40	64 62
09/13/2013	12/05/2014	5	CALIFORNIA RESOURCES CORP	6 66	11 02	33 29	55 11	(21 82)
11/06/2013	12/08/2014	2	LINCOLN NATIONAL CORP	57 14	46 90	114 28	93 80	20 48
05/21/2012	12/23/2014	5	ALTRIA GROUP INC	50 44	31 79	252 22	158 95	93 27
08/17/2012	12/23/2014	2	ALTRIA GROUP INC	50 44	35 34	100 89	70 67	30 22
09/14/2012	12/23/2014	1	BECTON DICKINSON & CO	138 62	78 93	138 62	78 93	59 69
11/09/2012	12/23/2014	3	BECTON DICKINSON & CO	138.62	75 39	415 86	226 16	189 70
05/23/2013	12/24/2014	4	***AMDOCS LTD	47.50	35 77	190 00	143 07	46 93
11/09/2012	12/29/2014	1	***PARTNERRE LTD	115 26	79.79	115 26	79 79	35 47
11/19/2012	12/29/2014	2	***PARTNERRE LTD	115 26	79 75	230 52	159 51	71 01
	SUBTOTAL FOR LONG-TERM					99,136 61	73,116 96	26,019 65

CIL - COVERED[1]

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
	07/02/2014		TIME INC			8 55	0 00	8 55
	12/19/2014		CALIFORNIA RESOURCES CORP			4 72	0 00	4 72
	SUBTOTAL FOR CIL - COVERED					13 27	0.00	13.27
TOTAL						$137,651 21	$110,571 15	$27,080 06