EXTENDED TO AUGUST 17, 2015

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
STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")

A Employer identification number
41-1906698

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4028 ELLIOT AVENUE SOUTH

B Telephone number
612-822-1548

City or town, state or province, country, and ZIP or foreign postal code
MINNEAPOLIS, MN 55407

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2,573,271.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,737.	78,669.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	56,939.			
	b Gross sales price for all assets on line 6a 342,327.				
	7 Capital gain net income (from Part IV, line 2)		56,939.		
	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	135,676.	135,608.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	7,780.	1,945.		5,835.
	c Other professional fees STMT 3	22,445.	22,445.		0.
	17 Interest				
	18 Taxes STMT 4	2,552.	951.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	222.	222.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	32,999.	25,563.		5,835.
	25 Contributions, gifts, grants paid	0.			0.
	26 Total expenses and disbursements. Add lines 24 and 25	32,999.	25,563.		5,835.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	102,677.			
	b Net investment income (if negative, enter -0-)		110,045.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,111.	3,508.	3,508.
	2 Savings and temporary cash investments	242,667.	233,860.	233,860.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	652,994.	520,089.	556,041.
	b Investments - corporate stock STMT 7	760,380.	833,680.	1,348,317.
	c Investments - corporate bonds STMT 8	164,149.	286,308.	306,545.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	50,000.	50,000.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	75,000.	75,000.	75,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,898,301.	2,002,445.	2,573,271.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,898,301.	2,002,445.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,898,301.	2,002,445.	
	31 Total liabilities and net assets/fund balances	1,898,301.	2,002,445.	

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	1,898,301.
2	Enter amount from Part I, line 27a	2	102,677.
3	Other increases not included in line 2 (itemize) ▶ MISC COST ADJUSTMENT	3	1,467.
4	Add lines 1, 2, and 3	4	2,002,445.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,002,445.

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	MORGAN STANLEY #7037 - (SEE ATTACHED)	P	VARIOUS	12/31/14
b	MORGAN STANLEY #7037 - (SEE ATTACHED)	P	VARIOUS	12/31/14
c	MORGAN STANLEY #7037 - (SEE ATTACHED)	P	VARIOUS	12/31/14
d	MORGAN STANLEY #7037 - (SEE ATTACHED)	P	VARIOUS	12/31/14
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	45,048.		41,939.	3,109.
b	50,000.		49,850.	150.
c	138,664.		100,163.	38,501.
d	108,615.		93,436.	15,179.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,109.
b				150.
c				38,501.
d				15,179.
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	56,939.
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	21,728.	2,143,416.	.010137
2012	25,894.	1,988,124.	.013024
2011	30,246.	1,932,698.	.015650
2010	20,276.	1,812,622.	.011186
2009	197,348.	1,698,411.	.116196

2 Total of line 1, column (d)	2	.166193
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	.033239
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,400,062.
5 Multiply line 4 by line 3	5	79,776.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,100.
7 Add lines 5 and 6	7	80,876.
8 Enter qualifying distributions from Part XII, line 4	8	5,835.

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	2,201.
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	2,201.
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	2,201.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,120.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,120.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,919.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 1,919. **Refunded** ▶			11	0.

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

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Part VII-A Statements Regarding Activities (continued)

		Line	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 ▶ THE FOUNDATION Telephone no. ▶ 612-822-1548

Located at ▶ 4028 ELLIOT AVE. S, MINNEAPOLIS, MN ZIP+4 ▶ 55407

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

		Line	Yes	No
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.

			Line	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)?		1b		X
	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: No X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(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
SHAYNA M. BERKOWITZ 4028 ELLIOT AVE S MINNEAPOLIS, MN 55407	PRESIDENT/ADMIN DIRECTOR 12.00	0.	0.	0.
PHYLLIS WIENER 4028 ELLIOT AVE S MINNEAPOLIS, MN 55407	SECRETARY/TREASURER 5.00	0.	0.	0.
SUSAN SOBELSON 6426 13TH AVE S MINNEAPOLIS, MN 55423	DIRECTOR 2.00	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	
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	2,088,987.
b	Average of monthly cash balances	1b	297,624.
c	Fair market value of all other assets	1c	50,000.
d	Total (add lines 1a, b, and c)	1d	2,436,611.
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	2,436,611.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,549.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,400,062.
6	**Minimum investment return.** Enter 5% of line 5	6	120,003.

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	120,003.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 2,201.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,201.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	117,802.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	117,802.
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	117,802.

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	5,835.
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	5,835.
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	5,835.

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				117,802.
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 82,140.				
b From 2010				
c From 2011				
d From 2012 25,894.				
e From 2013 21,728.				
f Total of lines 3a through e	129,762.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 5,835.				
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				5,835.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	111,967.			111,967.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,795.			
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	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	17,795.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013 17,795.				
e Excess from 2014				

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).)

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NONE				
Total			▶ 3a	0.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	78,737.	
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	56,939.	
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.		135,676.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 135,676.

(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).

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

Signature of officer or trustee: [signature] Date: 9/15/15 Title: PRESIDENT

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
LAURI A. ROBERTS, CPA	LAURI A. ROBERTS,	07/27/15		P00298140
Firm's name ▶ WIPFLI LLP			Firm's EIN ▶ 39-0758449	
Firm's address ▶ 7601 FRANCE AVENUE SOUTH, SUITE 400 MINNEAPOLIS, MN 55435			Phone no. 952-548-3400	

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Account Detail

Investment Management Services Active Assets Account

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Investment Objectives †: Capital Appreciation, Income, Speculation, Aggressive Income

Investment Advisory Account
Manager: NORTHSTAR ASSET MANAGEMENT, INC.

† Inform us if your investment objectives, as defined in the Expanded Disclosures, change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and includes positions purchased and omits positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period and may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income (EAI) is calculated on a pre-tax basis and does not include any reduction for applicable non-US withholding taxes, if any. EAI for certain securities may include return of principal or capital gains which could overstate such estimates. For securities that have a defined maturity date within the next 12 months, EAI is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment, and does not reflect changes in its price. Structured products, identified in the Security Description column, appear in various statement product categories. When displayed, accrued interest, annual income and yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period. Treasury regulations require that we report on Form 1099-B, after the close of the tax year, your adjusted cost basis on the sale of covered securities acquired on or after January 1, 2011, and classify the gain or loss as either long-term or short-term. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on statements for informational purposes and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$262.96			
MORGAN STANLEY BANK N.A. #	233,597.50	117.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, BDP, AND MMFs	9.6%	$233,860.46	$117.00 $0.00

 # Bank Deposits are held at either. (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.

Account Detail

Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABENGOA SA SP ADR REP B (ABGB)	2/6/14	102.000	$19.113	$1,949.53	$1,109.25	$(840.28) ST		
	4/23/14	236.000	23.513	5,549.14	2,566.50	(2,982.64) ST		
	5/9/14	3.000	22.370	67.11	32.62	(34.49) ST 1		
	10/2/14	129.000	23.679	3,054.53	1,402.87	(1,651.66) ST		
	Total	470.000		10,620.31	**5,111.25**	(5,509.07) ST	261.00	5.10
Share Price: $10.875								
APPLE INC (AAPL)	5/5/11	70.000	49.863	3,490.42	7,726.60	4,236.18 LT		
	6/9/11	70.000	47.499	3,324.91	7,726.60	4,401.69 LT		
	2/2/12	14.000	65.001	910.02	1,545.32	635.30 LT		
	2/14/13	126.000	66.640	8,396.59	13,907.88	5,511.29 LT		
	7/11/13	35.000	61.064	2,137.25	3,863.30	1,726.05 LT		
	Total	315.000		18,259.19	**34,769.70**	16,510.51 LT	592.00	1.70
Share Price: $110.380; Next Dividend Payable 02/2015								
AQUA AMER INC (WTR)	9/16/10	62.000	16.457	1,020.36	1,655.40	635.04 LT		
	10/15/10	67.000	16.746	1,121.97	1,788.90	666.93 LT		
	2/2/12	184.000	17.831	3,280.91	4,912.80	1,631.89 LT		
	6/6/12	618.000	19.500	12,051.17	16,500.60	4,449.43 LT		
	10/10/12	89.000	20.242	1,801.50	2,376.30	574.80 LT		
	2/14/13	427.000	22.672	9,680.76	11,400.90	1,720.14 LT		
	10/2/14	84.000	23.597	1,982.13	2,242.80	260.67 ST		
	Total	1,531.000		30,938.80	**40,877.70**	9,678.23 LT 260.67 ST	1,010.00	2.47
Share Price. $26.700; Next Dividend Payable 03/2015								
AUTOMATIC DATA PROCESSING INC (ADP)	10/17/03	50.000	30.502	1,525.08	4,168.50	2,643.42 LT		
	10/17/03	100.000	30.541	3,054.09	8,337.00	5,282.91 LT 2		
	1/28/04	31.000	33.771	1,046.89	2,584.47	1,537.58 LT		
	7/10/09	23.000	29.324	674.46	1,917.51	1,243.05 LT		
	6/6/12	321.000	46.282	14,856.56	26,761.77	11,905.21 LT		
	Total	525.000		21,157.08	**43,769.25**	22,612.17 LT	1,029.00	2.35
Share Price: $83.370; Next Dividend Payable 01/01/15								
BASILEA PHARMACEUTICA AG BASEL (BPMUF)	3/18/13	61.000	62.508	3,813.01	5,657.07	1,844.06 LT		
	5/8/13	1.000	62.550	62.55	92.74	30.19 LT		
	10/2/13	33.000	87.646	2,892.33	3,060.38	168.05 LT		
	5/1/14	16.000	107.500	1,720.00	1,483.82	(236.18) ST		
	10/2/14	10.000	97.500	975.00	927.39	(47.61) ST		

Account Detail

Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	121.000		9,462.89	**11,221.40**	2,042.30 LT (283.79) ST	—	—
Share Price: $92.739								
CANADIAN NATL RAILWAY CO (CNI)	4/8/04	292.000	10.098	2,948.47	20,121.72	17,173.25 LT		
	6/6/12	395.000	40.345	15,936.30	27,219.45	11,283.15 LT		
	Total	687.000		18,884.77	**47,341.17**	28,456.40 LT	613.00	1.29
Share Price: $68.910, Next Dividend Payable 03/2015								
CHUBB CORP (CB)	7/10/09	166.000	39.048	6,481.96	17,176.02	10,694.06 LT		
	6/6/12	221.000	71.146	15,723.18	22,866.87	7,143.69 LT		
	10/2/14	9.000	91.762	825.86	931.23	105.37 ST		
	Total	396.000		23,031.00	**40,974.12**	17,837.75 LT 105.37 ST	792.00	1.93
Share Price: $103.470, Next Dividend Payable 01/06/15								
CONNECTICUT WATER SERVICES INC (CTWS)	4/24/08	136.000	24.361	3,313.06	4,935.44	1,622.38 LT		
	6/6/12	201.000	28.937	5,816.32	7,294.29	1,477.97 LT		
	2/14/13	33.000	29.995	989.84	1,197.57	207.73 LT		
	5/8/13	1.000	28.880	28.88	36.29	7.41 LT		
	Total	371.000		10,148.10	**13,463.59**	3,315.49 LT	382.00	2.83
Share Price: $36.290; Next Dividend Payable 03/2015								
COSTCO WHOLESALE CORP NEW (COST)	2/6/14	33.000	113.806	3,755.60	4,677.75	922.15 ST		
	4/23/14	104.000	114.526	11,910.67	14,742.00	2,831.33 ST		
	10/2/14	55.000	126.045	6,932.48	7,796.25	863.77 ST		
	Total	192.000		22,598.75	**27,216.00**	4,617.25 ST	273.00	1.00
Share Price: $141.750; Next Dividend Payable 02/2015								
CREE RESEARCH INC (CREE)	2/6/14	32.000	58.930	1,885.75	1,031.04	(854.71) ST		
	4/23/14	102.000	51.445	5,247.35	3,286.44	(1,960.91) ST		
	10/2/14	169.000	35.152	5,940.72	5,445.18	(495.54) ST		
	Total	303.000		13,073.82	**9,762.66**	(3,311.16) ST	—	—
Share Price: $32.220								
CVS HEALTH CORP COM (CVS)	2/13/04	296.000	18.813	5,568.75	28,507.76	22,939.01 LT		
	6/6/12	309.000	44.630	13,790.70	29,759.79	15,969.09 LT		
	Total	605.000		19,359.45	**58,267.55**	38,908.10 LT	847.00	1 45
Share Price: $96.310, Next Dividend Payable 02/2015								
ECOLAB INC (ECL)	10/17/03	185.000	27.420	5,072.76	19,336.20	14,263.44 LT		
	6/6/12	224.000	64.589	14,467.96	23,412.48	8,944.52 LT		
	10/10/12	8.000	63.500	508.00	836.16	328.16 LT		

Account Detail

Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	417.000		20,048.72	**43,584.84**	23,536.12 LT	550.00	1.26
Share Price: $104.520; Next Dividend Payable 01/15/15								
EMC CORP MASS (EMC)	3/5/10	179.000	17.789	3,184.18	5,323.46	2,139.28 LT		
	4/7/10	236.000	18.742	4,423.19	7,018.64	2,595.45 LT		
	6/6/12	1,045.000	24.240	25,330.80	31,078.30	5,747.50 LT		
	Total	1,460.000		32,938.17	**43,420.40**	10,482.23 LT	672.00	1.54
Share Price: $29.740; Next Dividend Payable 01/23/15								
FACEBOOK INC CL-A (FB)	6/6/12	230.000	26.944	6,197.07	17,944.60	11,747.53 LT		
	10/10/12	87.000	19.590	1,704.33	6,787.74	5,083.41 LT		
	2/11/13	205.000	28.586	5,860.11	15,994.10	10,133.99 LT		
	5/8/13	74.000	27.145	2,008.74	5,773.48	3,764.74 LT		
	7/11/13	29.000	25.680	744.71	2,262.58	1,517.87 LT		
	Total	625.000		16,514.96	**48,762.50**	32,247.54 LT	—	—
Share Price: $78.020								
FEDEX CORP (FDX)	7/29/98	121.000	31.350	3,793.41	21,012.86	17,219.45 LT		
	6/6/12	7.000	86.464	605.25	1,215.62	610.37 LT		
	6/6/12	175.000	86.464	15,131.22	30,390.50	15,259.28 LT		
	Total	303.000		19,529.88	**52,618.98**	33,089.10 LT	242.00	0.45
Share Price: $173.660, Next Dividend Payable 01/02/15								
FREEDOM NUTRITIONAL (FRNNZ)	2/20/14	461.000	2.609	1,202.93	1,244.95	42.02 ST		
	4/28/14	971.000	2.833	2,751.13	2,622.23	(128.90) ST		
	10/23/14	928.000	2.641	2,450.94	2,506.10	55.16 ST		
	Total	2,360.000		6,405.00	**6,373.29**	(31.72) ST	83.00	1 30
Share Price: $2.701								
GOOGLE INC-CL A (GOOGL)	12/18/08	17.000	158.819	2,699.92	9,021.22	6,321.30 LT		
	1/30/09	7.000	172.621	1,208.35	3,714.62	2,506.27 LT		
	6/6/12	12 000	290.088	3,481.05	6,367.92	2,886.87 LT		
	10/2/14	26.000	581.708	15,124.40	13,797.16	(1,327.24) ST		
	Total	62.000		22,513.72	**32,900.92**	11,714.44 LT (1,327.24) ST	—	—
Share Price. $530.660								
HARSCO CORP (HSC)	6/2/10	38.000	26.921	1,022.98	717.82	(305.16) LT		
	9/16/10	48.000	24.013	1,152.62	906.72	(245.90) LT		
	7/8/11	9.000	33.476	301.28	170.01	(131.27) LT		
	9/23/11	67.000	19.732	1,322.02	1,265.63	(56.39) LT		
	6/6/12	344.000	19.487	6,703.42	6,498.16	(205.26) LT		

Account Detail

Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	10/2/14	78.000	20.589	1,605.95	1,473.42	(132.53) ST		
	Total	584.000		12,108.27	**11,031.76**	(943.98) LT (132.53) ST	479.00	4.34
Share Price $18.890; Next Dividend Payable 02/2015								
HOME DEPOT INC (HD)	2/21/08	247.000	27.650	6,829.55	25,927.59	19,098.04 LT		
	6/6/12	203.000	50.350	10,221.05	21,308.91	11,087.86 LT		
	Total	450.000		17,050.60	**47,236.50**	30,185.90 LT	846.00	1.79
Share Price: $104.970; Next Dividend Payable 03/2015								
IDEX CORPORATION DELAWARE (IEX)	10/17/08	6.000	22.652	135.91	467.04	331.13 LT		
	10/23/08	118.000	21.439	2,529.75	9,185.12	6,655.37 LT		
	11/6/08	92.000	22.141	2,037.00	7,161.28	5,124.28 LT		
	6/6/12	323.000	39.005	12,598.62	25,142.32	12,543.70 LT		
	Total	539.000		17,301.28	**41,955.76**	24,654.48 LT	604.00	1.43
Share Price: $77.840; Next Dividend Payable 01/2015								
IDEXX LABS (IDXX)	11/11/09	38.000	52.880	2,009.43	5,634.26	3,624.83 LT		
	12/10/09	41.000	52.223	2,141.14	6,079.07	3,937.93 LT		
	6/6/12	32.000	85.162	2,725.20	4,744.64	2,019.44 LT		
	5/8/13	5.000	87.400	437.00	741.35	304.35 LT		
	Total	116.000		7,312.77	**17,199.32**	9,886.55 LT	—	—
Share Price: $148.270								
INTEL CORP (INTC)	10/17/08	28.000	15.758	441.23	1,016.12	574.89 LT		
	12/18/08	500.000	14.838	7,419.20	18,145.00	10,725.80 LT		
	6/6/12	599.000	25.936	15,535.90	21,737.71	6,201.81 LT		
	10/10/12	281.000	21.742	6,109.39	10,197.49	4,088.10 LT		
	Total	1,408.000		29,505.72	**51,096.32**	21,590.60 LT	1,267.00	2.47
Share Price: $36.290, Next Dividend Payable 03/2015								
INTL BUSINESS MACHINES CORP (IBM)	10/23/08	5.000	84.206	421.03	802.20	381.17 LT		
	11/12/08	25.000	79.949	1,998.72	4,011.00	2,012.28 LT		
	12/18/08	43.000	85.264	3,666.35	6,898.92	3,232.57 LT		
	6/6/12	76.000	193.120	14,677.12	12,193.44	(2,483.68) LT		
	5/8/13	9.000	204.060	1,836.54	1,443.96	(392.58) LT		
	7/11/13	9.000	192.740	1,734.66	1,443.96	(290.70) LT		
	10/1/13	10.000	185.670	1,856.70	1,604.40	(252.30) LT		
	2/14/14	1.000	183.660	183.66	160.44	(23.22) ST		
	10/2/14	14.000	187.311	2,622.36	2,246.16	(376.20) ST		
	12/2/14	36.000	162.315	5,843.35	5,775.84	(67.51) ST		

Account Detail

Investment Management Services Active Assets Account STILL AIN'T SATISFIED-A
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	228.000		34,840.49	36,580.32	2,206.76 LT (466.93) ST	1,003.00	2.74
Share Price: $160.440; Next Dividend Payable 03/2015								
JOHNSON & JOHNSON (JNJ)	10/29/03	107.000	49.762	5,324.55	11,188.99	5,864.44 LT		
	2/14/13	186.000	76.060	14,147.16	19,450.02	5,302.86 LT		
	Total	293.000		19,471.71	30,639.01	11,167.30 LT	820.00	2.67
Share Price: $104.570; Next Dividend Payable 03/2015								
KEURIG GREEN MOUNTAIN INC (GMCR)	6/26/06	40.000	2.751	110.05	5,295.79	5,185.74 LT 1		
	6/6/12	28.000	24.403	683.27	3,707.05	3,023.78 LT		
	6/6/12	5.000	24.402	122.01	661.97	539.96 LT 1		
	Total	73.000		915.33	9,664.83	8,749.48 LT	84.00	0.86
Share Price: $132.395; Next Dividend Payable 01/2015								
KUBOTA CP ADR (KUBTY)	4/3/09	63.000	30.289	1,908.23	4,564.98	2,656.75 LT		
	4/15/09	50.000	30.011	1,500.56	3,623.00	2,122.44 LT		
	4/23/09	14.000	30.543	427.60	1,014.44	586.84 LT		
	6/3/09	95.000	35.970	3,417.11	6,883.70	3,466.59 LT		
	6/3/09	28.000	35.970	1,007.15	2,028.88	1,021.73 LT		
	6/6/12	133.000	42.812	5,694.02	9,637.18	3,943.16 LT		
	5/8/13	31.000	73.440	2,276.64	2,246.26	(30.38) LT		
	10/1/13	37.000	73.450	2,717.65	2,681.02	(36.63) LT		
	2/14/14	12.000	69.550	834.60	869.52	34.92 ST		
	5/1/14	82.000	65.060	5,334.92	5,941.72	606.80 ST		
	Total	545.000		25,118.48	39,490.70	13,730.50 LT 641.72 ST	640.00	1.62
Share Price: $72.460								
MEAD JOHNSON NUTRITION COMPANY (MJN)	2/1/12	11.000	73.991	813.90	1,105.94	292.04 LT		
	4/3/12	8.000	83.269	666.15	804.32	138.17 LT		
	6/6/12	41.000	81.070	3,323.87	4,122.14	798.27 LT		
	7/18/12	39.000	73.483	2,865.84	3,921.06	1,055.22 LT		
	2/8/13	68.000	77.383	5,262.06	6,836.72	1,574.66 LT		
	Total	167.000		12,931.82	16,790.18	3,858.36 LT	251.00	1.49
Share Price. $100.540; Next Dividend Payable 01/02/15								
NOVO NORDISK A/S ADR (NVO)	9/20/05	500.000	5.048	2,523.77	21,160.00	18,636.23 LT 1		
	6/6/12	450.000	27.017	12,157.69	19,044.00	6,886.31 LT		
	7/11/13	33.000	32.850	1,084.05	1,396.56	312.51 LT		

Security Mark of Right

Account Detail

Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	983.000		15,765.51	**41,600.56**	25,835.05 LT	596.00	1.43
Share Price: $42.320								
NOVOZYMES A/S SHS-B- (NVZMF)	5/5/05	250.000	9.970	2,492.50	10,554.53	8,062.03 LT		
	6/26/06	175.000	12.950	2,266.25	7,388.17	5,121.92 LT		
	6/6/12	494.000	26.940	13,308.36	20,855.76	7,547.40 LT		
	Total	919.000		18,067.11	**38,798.47**	20,731.35 LT	373.00	0.96
Share Price. $42.218; Next Dividend Payable 03/2015								
PRAXAIR INC (PX)	5/21/10	42.000	76.366	3,207.38	5,441.52	2,234.14 LT		
	9/16/10	29 000	88.895	2,577.96	3,757.24	1,179.28 LT		
	2/3/11	34.000	94.821	3,223.92	4,405.04	1,181.12 LT		
	6/6/12	182.000	103.773	18,886.60	23,579.92	4,693.32 LT		
	10/10/12	2.000	104.210	208.42	259.12	50.70 LT		
	2/14/13	8.000	111.154	889.23	1,036.48	147.25 LT		
	Total	297.000		28,993.51	**38,479.32**	9,485.81 LT	772.00	2.00
Share Price: $129.560, Next Dividend Payable 03/2015								
PROCTER & GAMBLE (PG)	6/26/06	44.000	55.704	2,450.98	4,007.96	1,556.98 LT 1		
	4/15/09	35.000	48.518	1,698.13	3,188.15	1,490.02 LT		
	6/6/12	80.000	61.583	4,926.63	7,287.20	2,360.57 LT		
	2/14/13	131.000	76.923	10,076.89	11,932.79	1,855.90 LT		
	Total	290.000		19,152.63	**26,416.10**	7,263.47 LT	746.00	2.82
Share Price: $91.090; Next Dividend Payable 02/2015								
SIMS METALS MANAGEMENT LIMITED (SMSMY)	6/6/12	235.000	10.210	2,399.37	2,284.91	(114.46) LT		
	7/18/12	328.000	9.043	2,966.20	3,189.14	222.94 LT		
	7/11/13	371.000	8.165	3,029.03	3,607.23	578.20 LT		
	5/1/14	33.000	8.880	293.04	320.86	27.82 ST		
	10/2/14	268.000	9.680	2,594.24	2,605.76	11.52 ST		
	Total	1,235.000		11,281.88	**12,007.90**	686.68 LT 39.34 ST	95.00	0.79
Share Price: $9.723								
STAPLES INC (SPLS)	1/30/13	6.000	13.498	80.99	108.72	27.73 LT 1		
	1/30/13	431.000	13.498	5,817.46	7,809.72	1,992.26 LT		
	5/1/14	28.000	12.587	352.44	507.36	154.92 ST		
	10/2/14	546.000	12.011	6,558.06	9,893.52	3,335 46 ST		
	Total	1,011.000		12,808.95	**18,319.32**	2,019.99 LT 3,490.38 ST	485.00	2.64
Share Price: $18.120, Next Dividend Payable 01/15/15								

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Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
STRAUMANN HOLDING CHF.1 ORD (SAUHF)	2/6/14	9.000	203.546	1,831.91	2,271.17	439.26 ST		
	4/24/14	28.000	208.993	5,851.81	7,065.87	1,214.06 ST		
	10/2/14	17.000	222.550	3,783.35	4,289.99	506.64 ST		
	Total	54.000		11,467.07	**13,627.03**	2,159.96 ST	204.00	1.49
Share Price: $252.352								
STRYKER CORP (SYK)	3/15/13	159.000	66.095	10,509.15	14,998.47	4,489.32 LT		
	5/8/13	3.000	66.250	198.75	282.99	84.24 LT		
	2/14/14	99.000	83.271	8,243.85	9,338.67	1,094.82 ST		
	~~5/1/14~~	~~38.000~~	~~77.286~~	~~2,936.88~~	~~3,584.54~~	~~647.66 ST~~		
	10/2/14	143.000	82.018	11,728.60	13,489.19	1,760.59 ST		
	Total	442.000		33,617.23	**41,693.86**	4,573.56 LT 3,503.07 ST	610.00	1.46
Share Price: $94.330; Next Dividend Payable 01/30/15								
SUNOPTA INC (STKL)	2/6/14	204.000	9.321	1,901.52	2,417.40	515.88 ST		
	5/1/14	128.000	11.806	1,511.18	1,516.80	5.62 ST		
	10/2/14	637.000	12.666	8,068.31	7,548.45	(519.86) ST		
	Total	969.000		11,481.01	**11,482.65**	1.64 ST	—	—
Share Price: $11.850								
TELENOR AS (TELNF)	3/15/13	328.000	21.977	7,208.46	6,627.76	(580.70) LT		
	7/11/13	33.000	20.650	681.45	666.81	(14.64) LT		
	2/14/14	153.000	21.310	3,260.43	3,091.60	(168.83) ST		
	10/2/14	36.000	21.660	779.76	727.43	(52.33) ST		
	Total	550.000		11,930.10	**11,113.63**	(595.34) LT (221.16) ST	514.00	4.62
Share Price: $20.207; Next Dividend Payable 05/2015								
TEVA PHARMACEUTICALS ADR (TEVA)	10/15/08	99.000	38.095	3,771.36	5,693.49	1,922.13 LT		
	9/23/11	47.000	35.160	1,652.52	2,702.97	1,050.45 LT		
	6/6/12	636.000	39.527	25,139.11	36,576.36	11,437.25 LT		
	10/10/12	24.000	39.526	948.62	1,380.24	431.62 LT		
	5/8/13	34.000	38.515	1,309.52	1,955.34	645.82 LT		
	10/1/13	30.000	37.700	1,131.00	1,725.30	594.30 LT		
	Total	870.000		33,952.13	**50,033.70**	16,081.57 LT	1,001.00	2.00
Share Price: $57.510; Next Dividend Payable 03/2015								
THE FEMALE HEALTH CO. (FHCO)	3/10/10	51.000	6.091	310.65	199.92	(110.73) LT 1		
	2/2/12	2.000	4.945	9.89	7.84	(2.05) LT R		
	6/6/12	128.000	5.148	658.89	501.76	(157.13) LT R		

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Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	2/8/13	349.000	7.291	2,544.67	1,368.08	(1,176.59) LT R		
	2/12/13	46.000	7.202	331.27	180.32	(150.95) LT R		
	5/8/13	88.000	8.064	709.59	344.96	(364.63) LT R		
	2/14/14	124.000	6.875	852.56	486.08	(366.48) ST		
	10/2/14	1,018.000	4.424	4,503.12	3,990.56	(512.56) ST		
	Total	1,806.000		9,920.64	**7,079.52**	(1,962.08) LT (879.04) ST	506.00	7.14
Share Price: $3.920								
TJX COS INC NEW (TJX)	5/7/09	70.000	14.326	1,002.84	4,800.60	3,797.76 LT		
	5/14/09	220.000	13.472	2,963.73	15,087.60	12,123.87 LT		
	7/1/09	38.000	15.681	595.87	2,606.04	2,010.17 LT		
	6/6/12	27.000	41.907	1,131.49	1,851.66	720.17 LT 1		
	6/6/12	196.000	41.907	8,213.80	13,441.68	5,227.88 LT		
	Total	551.000		13,907.73	**37,787.58**	23,879.85 LT	386.00	1.02
Share Price: $68.580; Next Dividend Payable 03/2015								
TOMRA SYSTEMS ASA NOK 1 ORD (TMRAF)	12/18/08	421.000	3.450	1,452.45	3,228.71	1,776.26 LT		
	6/6/12	829.000	7.740	6,416.46	6,357.73	(58.73) LT		
	2/14/13	48.000	8.430	404.64	368.11	(36.53) LT		
	10/2/14	257.000	7.590	1,950.63	1,970.97	20.34 ST		
	Total	1,555.000		10,224.18	**11,925.55**	1,681.00 LT 20.34 ST	280.00	2.34
Share Price: $7.669; Next Dividend Payable 05/2015								
VITASOY INTL HLDGS HKD .25 ORD (VTSYF)	9/24/09	672.000	0.620	416.64	972.26	555.62 LT		
	2/2/12	1,357.000	0.784	1,064.43	1,963.34	898.91 LT		
	6/8/12	8,385.000	0.779	6,530.24	12,131.66	5,601.42 LT		
	Total	10,414.000		8,011.31	**15,067.28**	7,055.95 LT	271.00	1.79
Share Price: $1.447								
VODAFONE GROUP PLC (VOD)	3/24/09	95.000	32.536	3,090.95	3,246.15	155.20 LT		
	4/23/09	157.000	33.018	5,183.77	5,364.69	180.92 LT		
	6/6/12	399.000	48.150	19,211.75	13,633.83	(5,577.92) LT		
	10/2/14	448.000	32.337	14,487.11	15,308.16	821.05 ST		
	Total	1,099.000		41,973.58	**37,552.83**	(5,241.80) LT 821.05 ST	1,980.00	5.27
Share Price: $34.170; Next Dividend Payable 02/04/15								

Account Detail

Investment Management Services Active Assets Account

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WESTERN UN CO (WU)	4/15/09	111.000	14.510	1,610.60	1,988.01	377.41 LT		
	11/1/12	538.000	12.565	6,759.81	9,635.58	2,875.77 LT		
	2/14/14	21.000	16.277	341.81	376.11	34.30 ST		
	5/1/14	63.000	15.848	998.41	1,128.33	129.92 ST		
	10/2/14	20.000	16.076	321.51	358.20	36.69 ST		
	Total	753.000		10,032.14	**13,486.23**	3,253.18 LT 200.91 ST	377.00	2.79
Share Price: $17.910, Next Dividend Payable 03/2015								
WHITEWAVE FOODS CORP CL A (WWAV)	2/6/14	83.000	23.598	1,958.61	2,904.17	945.56 ST		
	4/23/14	190.000	29.006	5,511.16	6,648.10	1,136.94 ST		
	10/2/14	65.000	35.597	2,313.82	2,274.35	(39.47) ST		
	Total	338.000		9,783.59	**11,826.62**	2,043.03 ST	—	—
Share Price: $34.990								
WHOLE FOODS MARKETS INC (WFM)	12/18/08	298.000	5.323	1,586.39	15,025.16	13,438.77 LT		
	6/6/12	364.000	45.354	16,508.75	18,352.88	1,844.13 LT		
	2/14/13	24.000	43.589	1,046.14	1,210.08	163.94 LT		
	5/8/13	8.000	51.290	410.32	403.36	(6.96) LT		
	5/1/14	8.000	50.376	403.01	403.36	0.35 ST		
	10/2/14	248.000	37.556	9,313.81	12,504.16	3,190.35 ST		
	Total	950.000		29,268.42	**47,899.00**	15,439.88 LT 3,190.70 ST	494.00	1.03
Share Price. $50.420; Next Dividend Payable 01/2015								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	55.2%	$833,679.80	$1,348,317.17	$505,704.45 LT $8,932.79 ST	$23,030.00 $0.00	1.71%

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Account Detail

Investment Management Services Active Assets Account

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MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
NEW YORK ST MUN BD BK AGY RECO VERY	7/29/10	5,000.000	$103.306	$5,165.30			$251.00	4.59
ACT A2 BUILD AMERICA BOND			$101.808	$5,090.41	$5,467.70	$377.29 LT	$32.08	
CUSIP 64988VDS9								
Unit Price: $109.354; Coupon Rate 5.022%; Matures 05/15/2019; Int. Semi-Annually May/Nov 15; Yield to Maturity 2.737%; Subject to Federal Tax; S&P AA; Insurer:SECD MKT ASSURED GUARA; Issued 05/26/10								
PORTLAND ORE URBAN RENEWAL & REDEV	6/21/10	60,000.000	102.971	61,782.40			3,470.00	5.23
CUSIP 736746UE6			101.817	61,090.34	66,249.00	5,158.66 LT A	154.23	
Unit Price: $110.415; Coupon Rate 5.784%; Matures 06/15/2020; Int. Semi-Annually Jun/Dec 15; Yield to Maturity 3.660%; Subject to Federal Tax; Moody A1; Issued 06/24/10								
OAKLAND CALIF REDEV AGY REV	5/19/09	50,000.000	99.315	49,657.50			4,250.00	7.21
CUSIP 672321KE5			99.573	49,786.40	58,880.00	9,093.60 LT A	1,416.66	
Unit Price: $117.760; Coupon Rate 8.500%, Matures 09/01/2020; Int. Semi-Annually Mar/Sep 01; Yield to Maturity 4.873%; Subject to Federal Tax; S&P A-; Issued 05/20/09								
OREGON SCH BRDS ASSN-A OY 6.22	1/14/11	30,000.000	58.879	17,663.80			—	—
CUSIP 686053CL1			71.464	21,439.05	24,141.30	2,702.25 LT A	—	
Unit Price: $80.471, Zero Coupon, Matures 06/30/2021; Subject to Federal Tax; Moody AA2 S&P AA-; Insurer.NATIONAL PUBLIC FINANC; Issued 04/21/03								
DECATUR MICH PUB SCHS QSCBD SCH	5/21/10	95,000.000	102.580	97,451.30			6,128.00	5.71
BLDG & SITE-A			102.124	97,017.48	107,140.05	10,122.57 LT A	1,021.25	
CUSIP 243312DA0								
Unit Price: $112.779; Coupon Rate 6.450%, Matures 05/01/2027; Int. Semi-Annually May/Nov 01; Callable $100.00 on 05/01/20; Yield to Call 3.780%; Subject to Federal Tax; S&P AA-; Issued 06/22/10								
BREA CALIF PUB FING AUTH LEASE REV	5/14/10	90,000.000	103.888	93,499.00			6,196.00	6.42
BABDP			103.574	93,216.66	96,471.90	3,255.24 LT A	1,548.90	
CUSIP 106283DG6								
Unit Price: $107.191; Coupon Rate 6.884%; Matures 04/01/2036; Int. Semi-Annually Apr/Oct 01; Callable $100.00 on 04/01/20; Yield to Call 5.295%; Subject to Federal Tax, S&P AA; Issued 05/06/10								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MUNICIPAL BONDS	330,000.000	$325,219.30			$20,295.00	5.66%
		$327,640.34	$358,349.95	$30,709.61 LT	$4,173.12	
TOTAL MUNICIPAL BONDS (incl accr.int.)	14.8%		$362,523.07			

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Investment Management Services Active Assets Account

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CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CALVERT SOCIAL INVESTMENT FOUNDATION	6/8/11	5,000.000	$99.125	$4,956.25			$100.00	2.00
CUSIP 13161EJ81			$99.125	$4,956.25	$5,000.00	$43.75 LT	$4.44	
Unit Price: $100.000; Coupon Rate 2.000%; Matures 06/15/2016; Int. Semi-Annually Jun/Dec 15; Yield to Maturity 2.000%; Issued 06/20/11								
THE NATURE CONSERVANCY	10/14/09	150,000.000	109.817	164,725.00			9,450.00	5.55
CUSIP 63902HAA7			105.134	157,701.63	170,038.50	12,336.87 LT A	4,725.00	
Unit Price: $113.359; Coupon Rate 6.300%; Matures 07/01/2019; Int. Semi-Annually Jan/Jul 01; Yield to Maturity 3.097%; Moody AA2 S&P AA-; Issued 07/01/09								
INTL FINANCE CORP	11/10/14	25,000.000	99.500	24,875.00			313.00	1.25
CUSIP 45950VEJ1			99.500	24,875.00	24,913.75	38.75 ST	40.79	
Unit Price: $99.655; Coupon Rate 1.250%; Matures 11/15/2019; Int. Semi-Annually May/Nov 15; Callable $100.00 on 11/15/16; Yield to Maturity 1.323%; First Coupon 05/15/15; Stepped; Moody AAA S&P AAA; Issued 11/14/14								
CALVERT SOCIAL INVESTMENT FOUN DATION/CALVERT COMMUNITY INVES	4/15/14	50,000.000	98.925	49,462.50			1,125.00	2.25
CUSIP 13161G5P3			98.925	49,462.50	50,000.00	537.50 ST	781.24	
Unit Price: $100.000, Coupon Rate 2.250%; Matures 04/15/2021; Interest Paid Annually Apr 15; Yield to Maturity 2.250%; First Coupon 04/15/15; Issued 04/21/14								
CALVERT SOCIAL INVESTMENT FOUN DATION/CALVERT COMMUNITY INVES	4/15/14	50,000.000	98.625	49,312.50			1,500.00	3.00
CUSIP 13161G5Q1			98.625	49,312.50	50,000.00	687.50 ST	1,041.66	
Unit Price. $100.000; Coupon Rate 3.000%; Matures 04/15/2024; Interest Paid Annually Apr 15; Yield to Maturity 3.000%; First Coupon 04/15/15; Issued 04/21/14								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	280,000.000	$293,331.25			$12,488.00	4.16%
		$286,307.88	$299,952.25	$12,380.62 LT $1,263.75 ST	$6,593.13	
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	12.5%		$306,545.38			

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
UNITED STATES TREASURY NOTE-INFLATION INDEXED	4/7/09	10,000.000	$104.822	$10,332.54			$235.00	1.97
CUSIP 912828JX9			$104.822	$11,593.03	$11,883.97	$290.94 LT	$107.92	
Unit Price: $107.453; Coupon Rate 2.125%; Matures 01/15/2019; Int. Semi-Annually Jan/Jul 15; Factor 1.10597000; Moody AAA; Issued 01/15/09, Current Face 11,059.700								

Account Detail — Investment Management Services Active Assets Account — STILL AIN'T SATISFIED-A
P.O. BOX 301840

INTERESTED PARTY COPY

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
FED HOME LN BK	11/20/09	40,000.000	$102.913	$41,165.20			$1,500.00	3.57
CUSIP 3133XUKV4			$100.785	$40,313.82	$41,978.80	$1,664.98 LT	$466.66	
Unit Price. $104.947; Coupon Rate 3.750%; Matures 09/09/2016, Int. Semi-Annually Mar/Sep 09; Yield to Maturity .795%; Moody AAA S&P AA+; Issued 08/07/09								
FED NATL MTG ASSN STEP - 08/13/17	4/10/13	10,000.000	99.500	9,950.00			200.00	2.07
02.50			99.500	9,950.00	9,638.40	(311.60) LT	76.66	
CUSIP 3136G0VJ7								
Unit Price: $96.384; Coupon Rate 2.000%; Matures 08/13/2027; Int. Semi-Annually Feb/Aug 13; Callable $100.00 on 02/13/15; Yield to Maturity 2.333%; Stepped; S&P AA+; Issued 08/13/12								
FED NATL MTG ASSN STEP - 09/27/16	10/23/12	10,000.000	99.600	9,960.00			213.00	2.15
02.50			99.600	9,960.00	9,890.10	(69.90) LT	55.48	
CUSIP 3136G0D73								
Unit Price: $98.901; Coupon Rate 2.125%; Matures 09/27/2027; Int. Semi-Annually Mar/Sep 27; Callable $100.00 on 03/27/15; Yield to Maturity 2.224%; Stepped; Moody AAA S&P AA+; Issued 09/27/12								
FED NATL MTG ASSN STEP - 12/27/21	12/21/12	5,000.000	100.025	5,001.25			150.00	3.02
04.00			100.022	5,001.11	4,959.40	(41.71) LT	1.66	
CUSIP 3136G1A82								
Unit Price: $99.188; Coupon Rate 3.000%, Matures 12/27/2027; Int. Semi-Annually Jun/Dec 27; Callable $100.00 on 03/27/15; Yield to Maturity 3.076%; Stepped; Moody AAA S&P AA+; Issued 12/27/12								
FED NATL MTG ASSN STEP - 06/27/18	6/4/13	15,000.000	99.650	14,947.50			450.00	2.98
03.25			99.650	14,947.50	15,052.65	105.15 LT	4.99	
CUSIP 3136G1NS4								
Unit Price: $100.351; Coupon Rate 3.000%; Matures 06/27/2028; Int. Semi-Annually Jun/Dec 27; Callable $100.00 on 03/27/15; Yield to Maturity 2.968%; Stepped; Moody AAA S&P AA+; Issued 06/27/13								
FED NATL MTG ASSN STEP - 06/28/17	9/12/12	100,000.000	100.750	100,750.00			3,000.00	3.01
03.25			100.683	100,683.43	99,376.00	(1,307.43) LT	24.99	
CUSIP 3136G0PD7								
Unit Price: $99.376; Coupon Rate 3.000%; Matures 06/28/2032; Int. Semi-Annually Jun/Dec 28; Callable $100.00 on 03/28/15; Yield to Maturity 3.046%; Stepped; Moody AAA S&P AA+; Issued 06/28/12								
FEDERAL AGENCIES		180,000.000		$181,773.95			$5,513.00	3.05%
				$180,855.86	$180,895.35	$39.49 LT	$630.44	

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GOVERNMENT SECURITIES	190,000.000	$192,106.49			$5,748.00	2.98%
		$192,448.89	$192,779.32	$330.43 LT	$738.36	
TOTAL GOVERNMENT SECURITIES (incl.accr.int.)	7.9%		$193,517.68			

Account Detail

Investment Management Services Active Assets Account

STILL-AIN'T SATISFIED-A
PO BOX 301840

INTERESTED PARTY COPY

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$1,640,076.91	$2,433,259.15	$549,125.11 LT $10,196.54 ST	$61,678.00 $11,504.61	2.52%
TOTAL VALUE (includes accrued interest)			$2,444,763.76			

1 - This information reflects your requested adjustments to the transaction details.
2 - You, or a third party, have provided the transaction details for this position.
A - You executed this transaction elsewhere and later transferred the security to this account. Another financial institution has provided the transaction detail for this position.
R - The cost basis for this tax lot was adjusted due to a reclassification of income.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

ACTIVITY

CASH FLOW ACTIVITY BY DATE

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/1	12/1	Qualified Dividend	INTEL CORP				$316.80
12/1	12/1	Qualified Dividend	AQUA AMER INC				252.62
12/2	12/2	Dividend	TEVA PHARMACEUTICALS ADR ADJ GROSS DIV AMOUNT 41.39 FOREIGN TAX PAID IS 41.39				0.00
12/2	12/2	Qualified Dividend	TEVA PHARMACEUTICALS ADR				234.55
12/2	12/5	Sold	CDK GLOBAL INC COM	ACTED AS AGENT	175.000	39.7861	6,962.41
12/2	12/5	Bought	INTL BUSINESS MACHINES CORP	ACTED AS AGENT	36.000	162.3152	(5,843.35)
12/4	12/4	Qualified Dividend	TJX COS INC NEW				96.43
12/8	12/8	Dividend	KUBOTA CP ADR ADJ GROSS DIV AMOUNT 42.28 FOREIGN TAX PAID IS 42.28				0.00
12/8	12/8	Qualified Dividend	KUBOTA CP ADR				233.83
12/8	12/8	Service Fee*	KUBOTA CP ADR	AGENT CUSTODY FEE $0.0240/SH			(13.08)
12/9	12/9	Qualified Dividend	JOHNSON & JOHNSON				205.10
12/10	12/10	Qualified Dividend	INTL BUSINESS MACHINES CORP				211.20
12/15	12/15	Interest Income	PORTLAND ORE U BE 5784 20JN15	CUSIP: 736746UE6			1,735.20
12/15	12/15	Qualified Dividend	PRAXAIR INC				193.05
12/15	12/15	Qualified Dividend	CONNECTICUT WATER SERVICES INC				95.53
12/18	12/18	Qualified Dividend	HOME DEPOT INC				211.50
12/27	12/27	Interest Income	FNMA 3000 *28JN27	CUSIP: 3136G1NS4			225.00
12/27	12/27	Interest Income	FNMA 30000*27DE27	CUSIP: 3136G1A82			43.75
12/28	12/28	Interest Income	FNMA 3000 *32JN28	CUSIP: 3136G0PD7			1,500.00
12/29	12/29	Qualified Dividend	CDK GLOBAL INC COM				21.00
12/30	12/30	Dividend	VITASOY INTL HLDGS HKD .25 ORD				42.95

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
MORGAN STANLEY	36,591.	0.	36,591.	36,591.	
MORGAN STANLEY	42,192.	0.	42,192.	42,124.	
MORGAN STANLEY US GOV'T INT	579.	0.	579.	579.	
MORGAN STANLEY BOND AMORTIZATION	-2,329.	0.	-2,329.	-2,329.	
MORGAN STANLEY OID	1,340.	0.	1,340.	1,340.	
MORGAN STANLEY US GOV'T OID	364.	0.	364.	364.	
TO PART I, LINE 4	78,737.	0.	78,737.	78,669.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,780.	1,945.		5,835.
TO FORM 990-PF, PG 1, LN 16B	7,780.	1,945.		5,835.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	22,445.	22,445.		0.
TO FORM 990-PF, PG 1, LN 16C	22,445.	22,445.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	951.	951.		0.
PRIOR YEAR BALANCE DUE	481.	0.		0.
1ST QUARTER ESTIMATE	280.	0.		0.
2ND QUARTER ESTIMATE	840.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,552.	951.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	222.	222.		0.
TO FORM 990-PF, PG 1, LN 23	222.	222.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - MORGAN STANLEY		X	327,640.	362,523.
US GOVERNMENT BONDS - MORGAN STANLEY	X		192,449.	193,518.
TOTAL U.S. GOVERNMENT OBLIGATIONS			192,449.	193,518.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			327,640.	362,523.
TOTAL TO FORM 990-PF, PART II, LINE 10A			520,089.	556,041.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED - MORGAN STANLEY	833,680.	1,348,317.
TOTAL TO FORM 990-PF, PART II, LINE 10B	833,680.	1,348,317.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME - MORGAN STANLEY	286,308.	306,545.
TOTAL TO FORM 990-PF, PART II, LINE 10C	286,308.	306,545.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOSTON COMMUNITY	COST	25,000.	25,000.
BCC SUN INVESTOR II	COST	25,000.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,000.	50,000.

FORM 990-PF	OTHER ASSETS	STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - THE NEIGHBORHOOD RECYCLING CORP., DBA EUREKA RECYCLING	75,000.	75,000.	75,000.
TO FORM 990-PF, PART II, LINE 15	75,000.	75,000.	75,000.

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX6698
Account Number: 473 027037 008

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABENGOA SA SP ADR REP B	CUSIP: 00289R201	Symbol: ABGB						
	0.091	05/09/14	05/09/14	$2.13	$2.04	$0.00	$0.09	$0.00
ANNIE'S INC	CUSIP: 03600T104	Symbol:						
	53.000	10/01/13	09/09/14	$2,446.94	$2,633.69	$0.00	($186.75)	$0.00
	84.000	02/14/14	09/09/14	$3,878.17	$3,107.11	$0.00	$771.06	$0.00
	44.000	05/01/14	09/09/14	$2,031.42	$1,445.00	$0.00	$586.42	$0.00
Security Subtotal	181.000			$8,356.53	$7,185.80	$0.00	$1,170.73	$0.00
APPLE INC	CUSIP: 037833100	Symbol: AAPL						
	5.000	02/14/13	02/04/14	$2,543.10	$2,332.39	$0.00	$210.71	$0.00
DREAMWORKS ANIMATION SKG INC	CUSIP: 26153C103	Symbol: DWA						
	81.000	05/01/14	10/02/14	$1,997.99	$2,014.44	$0.00	($16.45)	$0.00
ECOSPHERE TECH INC	CUSIP: 27922X105	Symbol: ESPH						
	4,326.000	02/06/14	10/09/14	$414.42	$1,215.61	$0.00	($801.19)	$0.00
	1,225.000	04/23/14	10/09/14	$117.35	$226.01	$0.00	($108.66)	$0.00
Security Subtotal	5,551.000			$531.77	$1,441.62	$0.00	($909.85)	$0.00
FACEBOOK INC CL-A	CUSIP: 30303M102	Symbol: FB						
	76.000	02/11/13	02/05/14	$4,766.29	$2,172.53	$0.00	$2,593.76	$0.00
IDEXX LABS	CUSIP: 45168D104	Symbol: IDXX						
	9.000	05/08/13	02/14/14	$1,114.36	$786.60	$0.00	$327.76	$0.00

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1099 Consolidated Tax Statement
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Identification Number: 26-4310632

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.
Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Continued)
(Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
KEURIG GREEN MOUNTAIN INC	CUSIP: 49271M100 Symbol: GMCR							
	5.000	05/01/14	07/09/14	$617.09	$461.80	$0.00	$155.29	$0.00
NOVO NORDISK A/S ADR	CUSIP: 670100205 Symbol: NVO							
	7.000	07/11/13	02/14/14	$307.22	$229.95	$0.00	$77.27	$0.00
NUANCE COMMUNICATIONS INC	CUSIP: 67020Y100 Symbol: NUAN							
	6.000	07/11/13	07/02/14	$110.10	$114.00	$0.00	($3.90)	$0.00
	53.000	10/01/13	07/02/14	$972.55	$1,001.22	$0.00	($28.67)	$0.00
Security Subtotal	59.000			$1,082.65	$1,115.22	$0.00	($32.57)	$0.00
STAPLES INC	CUSIP: 855030102 Symbol: SPLS							
	6.000	05/08/13	02/05/14	$77.09	$85.02	$0.00	($7.93)	$0.00
TJX COS INC NEW	CUSIP: 872540109 Symbol: TJX							
	27.000	02/14/13	02/05/14	$1,536.55	$1,222.56	$0.00	$313.99	$0.00
TW TELECOM INC CL A	CUSIP: 87311L104 Symbol:							
	39.000	02/06/14	06/18/14	$1,579.48	$1,107.52	$0.00	$471.96	$0.00
	90.000	04/23/14	06/18/14	$3,644.94	$2,762.72	$0.00	$882.22	$0.00
Security Subtotal	129.000			$5,224.42	$3,870.24	$0.00	$1,354.18	$0.00

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1099 Consolidated Tax Statement
Tax Year 2014   Copy B For Recipient

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)   OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VERIZON COMMUNICATIONS	CUSIP: 92343V104 Symbol: VZ							
	0.022	02/21/14	02/21/14	$1.04	$1.06	$0.00	($0.02)	$0.00
	314.000	02/21/14	04/23/14	$14,882.05	$15,108.11	$0.00	($226.06)	$0.00
Security Subtotal	**314.022**			**$14,883.09**	**$15,109.17**	**$0.00**	**($226.08)**	**$0.00**
VOCERA COMM INC	CUSIP: 92857F107 Symbol: VCRA							
	70.000	02/06/14	09/10/14	$555.53	$1,108.72	$0.00	($553.19)	$0.00
	183.000	04/23/14	09/10/14	$1,452.33	$2,801.44	$0.00	($1,349.11)	$0.00
Security Subtotal	**253.000**			**$2,007.86**	**$3,910.16**	**$0.00**	**($1,902.30)**	**$0.00**
Total Short Term Covered Securities				**$45,048.14**	**$41,939.54**	**$0.00**	**$3,108.60**	**$0.00**

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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Identification Number: 26-4310632

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS   OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FHLMC 3000 *28DE27		CUSIP: 3134G4R59		Symbol:				
	50,000.000	12/19/13	06/27/14	$50,000.00	$49,850.00	$0.00	$150.00	$0.00
Total Short Term Noncovered Securities				**$50,000.00**	**$49,850.00**	**$0.00**	**$150.00**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$95,048.14**	**$91,789.54**	**$0.00**	**$3,258.60**	**$0.00**

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX6698
Account Number: 473 027037 008

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ANNIE'S INC	CUSIP: 03600T104 Symbol:							
	59.000	07/11/13	09/09/14	$2,723.95	$2,653.08	$0.00	$70.87	$0.00
APPLE INC	CUSIP: 037833100 Symbol: AAPL							
	22.000	06/06/12	02/04/14	$11,189.67	$12,564.51	$0.00	($1,374.84)	$0.00
	4.000	10/10/12	02/04/14	$2,034.49	$2,557.28	$0.00	($522.79)	$0.00
Security Subtotal	26.000			$13,224.16	$15,121.79	$0.00	($1,897.63)	$0.00
AUTOMATIC DATA PROCESSING INC	CUSIP: 053015103 Symbol: ADP							
	40.000	06/06/12	02/05/14	$2,944.93	$2,119.14	$0.00	$825.79	$0.00
CANADIAN NATL RAILWAY CO	CUSIP: 136375102 Symbol: CNI							
	7.000	06/06/12	07/09/14	$461.30	$282.42	$0.00	$178.88	$0.00
	38.000	06/06/12	10/02/14	$2,620.54	$1,533.11	$0.00	$1,087.43	$0.00
Security Subtotal	45.000			$3,081.84	$1,815.53	$0.00	$1,266.31	$0.00
CDK GLOBAL INC COM	CUSIP: 12508E101 Symbol: CDK							
	0.004	06/06/12	09/30/14	$0.11	$0.08	$0.00	$0.03	$0.00
	107.000	06/06/12	12/02/14	$4,257.02	$2,149.49	$0.00	$2,107.53	$0.00
Security Subtotal	107.004			$4,257.13	$2,149.57	$0.00	$2,107.56	$0.00
CVS HEALTH CORP COM	CUSIP: 126650100 Symbol: CVS							
	1.000	06/06/12	07/09/14	$76.40	$44.63	$0.00	$31.77	$0.00
	14.000	06/06/12	10/02/14	$1,120.01	$624.82	$0.00	$495.19	$0.00
Security Subtotal	15.000			$1,196.41	$669.45	$0.00	$526.96	$0.00
DREAMWORKS ANIMATION SKG INC	CUSIP: 26153C103 Symbol: DWA							
	47.000	02/01/12	10/02/14	$1,159.33	$845.47	$0.00	$313.86	$0.00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.
Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Continued)
(Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DREAMWORKS ANIMATION SKG INC(Cont.)	CUSIP: 26153C103 Symbol: DWA							
	51.000	04/03/12	10/02/14	$1,257.99	$907.22	$0.00	$350.77	$0.00
	181.000	06/06/12	10/02/14	$4,464.65	$3,253.98	$0.00	$1,210.67	$0.00
	103.000	07/18/12	10/02/14	$2,540.65	$2,034.54	$0.00	$506.11	$0.00
	21.000	05/08/13	10/02/14	$518.00	$451.26	$0.00	$66.74	$0.00
Security Subtotal	403.000			$9,940.82	$7,492.47	$0.00	$2,448.15	$0.00
FACEBOOK INC CL-A	CUSIP: 30303M102 Symbol: FB							
	34.000	05/18/12	02/05/14	$2,132.29	$1,336.75	$0.00	$795.54	$0.00
	77.000	02/11/13	02/14/14	$5,165.84	$2,201.11	$0.00	$2,964.73	$0.00
	15.000	02/11/13	10/02/14	$1,159.66	$428.79	$0.00	$730.87	$0.00
Security Subtotal	126.000			$8,457.79	$3,966.65	$0.00	$4,491.14	$0.00
FEDEX CORP	CUSIP: 31428X106 Symbol: FDX							
	2.000	06/06/12	10/02/14	$318.09	$172.93	$0.00	$145.16	$0.00
GOOGLE INC-CL A	CUSIP: 38259P508 Symbol: GOOGL							
	4.000	06/06/12	02/14/14	$4,815.07	$2,316.99	$0.00	$2,498.08	$0.00
GREEN MOUNTAIN COFFEE INC	CUSIP: 393122106 Symbol:							
	74.000	06/06/12	02/14/14	$8,526.71	$1,805.80	$0.00	$6,720.91	$0.00
ILL TOOL WORKS INC	CUSIP: 452308109 Symbol: ITW							
	63.000	03/04/11	02/04/14	$4,857.81	$3,422.66	$0.00	$1,435.15	$0.00
	100.000	09/23/11	02/04/14	$7,710.80	$4,303.14	$0.00	$3,407.66	$0.00
	248.000	06/06/12	02/04/14	$19,122.79	$13,646.15	$0.00	$5,476.64	$0.00

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ILL TOOL WORKS INC (Cont.)	CUSIP: 452308109	Symbol: ITW						
Security Subtotal	411.000			$31,691.40	$21,371.95	$0.00	$10,319.45	$0.00
INTEL CORP	CUSIP: 458140100	Symbol: INTC						
	86.000	06/06/12	07/09/14	$2,641.40	$2,230.53	$0.00	$410.87	$0.00
	129.000	06/06/12	10/02/14	$4,328.99	$3,345.80	$0.00	$983.19	$0.00
Security Subtotal	215.000			$6,970.39	$5,576.33	$0.00	$1,394.06	$0.00
KEURIG GREEN MOUNTAIN INC	CUSIP: 49271M100	Symbol: GMCR						
	46.000	06/06/12	07/09/14	$5,677.19	$1,122.53	$0.00	$4,554.66	$0.00
KURITA WATER INDS LTD COMMON	CUSIP: J37221116	Symbol: KTWIF						
	367.000	06/06/12	02/04/14	$7,525.61	$8,259.41	$0.00	($733.80)	$0.00
	46.000	10/10/12	02/04/14	$943.26	$983.48	$0.00	($40.22)	$0.00
Security Subtotal	413.000			$8,468.87	$9,242.89	$0.00	($774.02)	$0.00
MEAD JOHNSON NUTRITION COMPANY	CUSIP: 582839106	Symbol: MJN						
	1.000	04/03/12	10/02/14	$94.47	$83.27	$0.00	$11.20	$0.00
NOVOZYMES A/S SHS-B-	CUSIP: K7317J133	Symbol: NVZMF						
	142.000	06/06/12	02/05/14	$6,109.88	$3,825.48	$0.00	$2,284.40	$0.00
NUANCE COMMUNICATIONS INC	CUSIP: 67020Y100	Symbol: NUAN						
	155.000	02/08/13	02/14/14	$2,295.51	$3,106.68	$0.00	($811.17)	$0.00
	1.000	02/08/13	05/01/14	$16.22	$20.04	$0.00	($3.82)	$0.00
	181.000	05/08/13	07/02/14	$3,321.37	$3,472.63	$0.00	($151.26)	$0.00
Security Subtotal	337.000			$5,633.10	$6,599.35	$0.00	($966.25)	$0.00

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
STAPLES INC		CUSIP: 855030102	Symbol: SPLS					
	329.000	01/30/13	02/05/14	$4,227.14	$4,440.71	$0.00	($213.57)	$0.00
TJX COS INC NEW		CUSIP: 872540109	Symbol: TJX					
	10.000	06/06/12	02/05/14	$569.09	$419.07	$0.00	$150.02	$0.00
	151.000	06/06/12	07/09/14	$8,217.71	$6,327.97	$0.00	$1,889.74	$0.00
Security Subtotal	161.000			$8,786.80	$6,747.04	$0.00	$2,039.76	$0.00
VITASOY INTL HLDGS HKD .25 ORD		CUSIP: Y93794108	Symbol: VTSYF					
	1,100.000	06/08/12	02/14/14	$1,506.97	$856.68	$0.00	$650.29	$0.00
VODAFONE GROUP PLC		CUSIP: 92857W308	Symbol: VOD					
	0.272	06/06/12	02/21/14	$14.38	$13.10	$0.00	($1.72)	$0.00
Total Long Term Covered Securities				**$138,664.29**	**$100,162.73**	**$0.00**	**$38,501.56**	**$0.00**

Security Mark at Right

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.
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Long Term - Noncovered Securities
(Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CDK GLOBAL INC COM	CUSIP: 12508E101 Symbol (Box 1d): CDK							
	33.000	10/17/03	12/02/14	$1,312.91	$441.89	$0.00	$871.02	$0.00
	17.000	10/17/03	12/02/14	$676.35	$220.66	$0.00	$455.69	$0.00
	10.000	01/28/04	12/02/14	$397.85	$151.47	$0.00	$246.38	$0.00
	8.000	07/10/09	12/02/14	$318.28	$97.59	$0.00	$220.69	$0.00
Security Subtotal	**68.000**			**$2,705.39**	**$911.61**	**$0.00**	**$1,793.78**	**$0.00**
FNMA 20000*27JL30	CUSIP: 3136G0UJ8 Symbol (Box 1d):							
	10,000.000	09/13/12	07/30/14	$10,000.00	$10,008.20	$0.00	($8.20)	$0.00
FNMA 30000*28FB28	CUSIP: 3136G1ES4 Symbol (Box 1d):							
	20,000.000	02/19/13	05/28/14	$20,000.00	$19,960.00	$0.00	$40.00	$0.00
GOOGLE INC CL C	CUSIP: 38259P706 Symbol (Box 1d): GOOG							
	17.000	12/18/08	10/02/14	$9,704.09	$2,691.29	$0.00	$7,012.80	$0.00
	7.000	01/30/09	10/02/14	$3,995.80	$1,204.48	$0.00	$2,791.32	$0.00
	12.000	06/06/12	10/02/14	$6,849.94	$3,469.92	$0.00	$3,380.02	$0.00
Security Subtotal	**36.000**			**$20,549.83**	**$7,365.69**	**$0.00**	**$13,184.14**	**$0.00**

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
US TSY NOTE TIIN 1250 14APRG	CUSIP: 912828KM1 Symbol (Box 1d):							
	50,000.000	04/23/09	04/15/14	$55,360.00	$55,190.17	$0.00	$169.83	$0.00
Total Long Term Noncovered Securities				**$108,615.22**	**$93,435.67**	**$0.00**	**$15,179.55**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$247,279.51**	**$193,598.40**	**$0.00**	**$53,681.11**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$342,327.65**	**$285,387.94**	**$0.00**	**$56,939.71**	**$0.00**

Form 1099-B Total Reportable Amounts Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	**$342,327.65**		
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)	**$142,102.27**		
Total IRS Reportable Adjustments (Box 1g)		**$0.00**	
Total Fed Tax Withheld (Box 4)			**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations; therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis.

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Security Mark at Right

M3SB TX3 (REV 1/14)

Form 8868
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")	Enter filer's identifying number Employer identification number (EIN) or 41-1906698
	Number, street, and room or suite no. If a P O. box, see instructions. 4028 ELLIOT AVENUE SOUTH	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55407	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ THE FOUNDATION 4028 ELLIOT AVE. S - MINNEAPOLIS, MN 55407

Telephone No. ▶ 612-822-1548 Fax No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2014 or
▶ [ ] tax year beginning ______________ , and ending ______________ .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 3,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 3,000.

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