Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Kevin J. Mossier Foundation
7201 Ohms Lane #100
Edina, MN 55439-2148

A Employer identification number: 41-1863691

B Telephone number (see the instructions): 952-841-0550

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 2,723,327.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	141,400.	141,400.	141,400.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	541,760.			
	b Gross sales price for all assets on line 6a 2,362,665.				
	7 Capital gain net income (from Part IV, line 2)		541,760.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	683,160.	683,160.	141,400.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	37,845.	37,845.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	1,965.	1,965.		
	c Other prof fees (attach sch) See St 2	47,653.	47,653.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	6,130.	6,130.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	22,693.	22,693.		
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	5,183.	5,183.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	121,469.	121,469.		
	25 Contributions, gifts, grants paid Part XV	1,960,569.			1,960,569.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,082,038.	121,469.	0.	1,960,569.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,398,878.			
	b **Net investment income** (if negative, enter -0-)		561,691.		
	c **Adjusted net income** (if negative, enter -0-)			141,400.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	4,474.	147,299.	147,299.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule) Statement 5	357,865.	203,844.	207,714.
	b Investments – corporate stock (attach schedule) Statement 6	2,009,515.	1,298,556.	1,726,315.
	c Investments – corporate bonds (attach schedule) Statement 7	1,266,010.	589,287.	641,999.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	3,637,864.	2,238,986.	2,723,327.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here** ► ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	7,172,821.	7,172,821.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-3,534,957.	-4,933,835.	
	30 **Total net assets or fund balances** (see instructions)	3,637,864.	2,238,986.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,637,864.	2,238,986.	

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	3,637,864.
2	Enter amount from Part I, line 27a	2	-1,398,878.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,238,986.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,238,986.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	STCL Charles Schwab - 5631 See Statement	P	Various	Various
b	LTCG Charles Schwab - 5631 See Statement	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	108,544.		120,325.	-11,781.
b	2,254,121.		1,700,580.	553,541.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-11,781.
b				553,541.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	541,760.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-11,781.

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.) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	11,234.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	11,234.
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	11,234.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 4,000.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	4,000.
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	7,234.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for 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
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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, column (c), and Part XV.*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Gaasedelen & Goldberg, P.A. Telephone no. ► 952-841-0550

Located at ► 7201 Ohms Lane, Edina, MN ZIP + 4 ► 55439-2148

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	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)?	1 b	N/A	
	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 2012?	1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	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 2012 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 2012.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2012?	4 b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** N/A

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).

6 a 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.

7 a 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 (see instructions).*

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 8		37,845.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 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	3,761,964.
b	Average of monthly cash balances	1b	275,000.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,036,964.
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	4,036,964.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	60,554.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,976,410.
6	**Minimum investment return.** Enter 5% of line 5	6	198,821.

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	198,821.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,234.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,234.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	187,587.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	187,587.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	187,587.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,960,569.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,960,569.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,960,569.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					187,587.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				0.	
b Total for prior years: 20 __, 20 __, 20 __			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	209,510.				
b From 2008	143,853.				
c From 2009	120,814.				
d From 2010	133,768.				
e From 2011	422,580.				
f **Total** of lines 3a through e		1,030,525.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 1,960,569.					
a Applied to 2011, 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 2012 distributable amount					187,587.
e Remaining amount distributed out of corpus		1,772,982.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		2,803,507.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		209,510.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,593,997.			
10 Analysis of line 9:					
a Excess from 2008	143,853.				
b Excess from 2009	120,814.				
c Excess from 2010	133,768.				
d Excess from 2011	422,580.				
e Excess from 2012	1,772,982.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail 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				
See Statement 9				
Total			► 3a	1,960,569.
b Approved for future payment				
Total			► 3b	

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 (See instructions.)
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	141,400.	
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					541,760.
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)				141,400.	541,760.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 683,160.

(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). (See instructions.)
N/A	

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

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

2 a 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: 5/13/13 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name: Jay D. Goldberg	Preparer's signature: Jay D. Goldberg	Date: 5/9/13	Check ☐ if self-employed	PTIN: P00610613
Firm's name ► Gaasedelen & Goldberg, P.A.			Firm's EIN ► 41-1736730	
Firm's address ► 7201 Ohms Lane, Suite 100 Edina, MN 55439			Phone no. (952) 841-0550	

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Gaasedelen & Goldberg	$ 1,965.	$ 1,965.		
Total	$ 1,965.	$ 1,965.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting	$ 20,000.	$ 20,000.		
Investment Advisor	27,653.	27,653.		
Total	$ 47,653.	$ 47,653.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 Federal Excise Tax Due	$ 1,805.	$ 1,805.		
2012 Federal Estimated Excise Tax	4,000.	4,000.		
Foreign Tax	325.	325.		
Total	$ 6,130.	$ 6,130.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and Subscriptions	$ 3,175.	$ 3,175.		
Insurance	1,983.	1,983.		
MN Annual Filing Fee	25.	25.		
Total	$ 5,183.	$ 5,183.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
U.S. Government Securities	Cost	$ 203,844.	$ 207,714.
		$ 203,844.	$ 207,714.
	Total	$ 203,844.	$ 207,714.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Common stock	Cost	$ 1,298,556.	$ 1,726,315.
	Total	$ 1,298,556.	$ 1,726,315.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corporate Bonds	Cost	$ 589,287.	$ 641,999.
	Total	$ 589,287.	$ 641,999.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Donald S. Ofstedal 7201 Ohms Lane, Suite 100 Edina, MN 55439	Trustee 2.00	$ 7,569.	$ 0.	$ 0.
Charlie Rounds 7201 Ohms Lane, Suite 100 Edina, MN 55439	Trustee 2.00	7,569.	0.	0.
Helen Dehner 7201 Ohms Lane, Suite 100 Edina, MN 55439	Trustee 2.00	7,569.	0.	0.

Statement 8 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Larry Bye 7201 Ohms Lane, Suite 100 Edina, MN 55439	Trustee 2.00	$ 7,569.	$ 0.	$ 0.
Steve Brandwein 7201 Ohms Lane, Suite 100 Edina, MN 55439	Trustee 2.00	7,569.	0.	0.
	Total	$ 37,845.	$ 0.	$ 0.

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
ACLU Lesbian & Gay Rights 125 Broad Street, 18th Floor New York, NY 10004	None	Public	General Support	$ 70,000.
Lambda Legal Def. & Educ. 120 Wall St., #1500 New York, NY 10005	None	Public	General Support	70,000.
Servicemembers Legal Defense Network P. O. Box 65301 Washington, DC 20035	None	Public	General Support	25,000.
Out Front Minnesota Comm. Svcs 310 - 38th St. E., #204 Minneapolis, MN 55409,	None	Public	General Support	50,000.
PFLAG 1726 M Street NW, Ste 400 Washington, DC 20036	None	Public	General Support	100,000.
Bolder Giving 330 W 38th St, Suite 505 New York, NY 10018	None	Public	General Support	177,000.
Gay and Lesbian Leadership Institute PO Box 96185 Washington, DC 20090	None	Public	General Support	57,500.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Proteus Fund 101 University Drive, Suite A2 Amherst, MA 01002	None	Public	General Support	$ 60,000.
Gill Foundation 2215 Market Street Denver, CO 80205	None	Public	General Support	125,000.
The Center for Victims of Torture 717 E River Parkway Minneapolis, MN 55455	None	Public	General Support	7,569.
One Voice Mixed Chorus 732 Holly Ave, Suite Q St. Paul, MN 55104	None	Public	General Support	25,000.
Freedom to Marry 116 West 23rd St., Suite 500 New York, NY 10011	None	Public	General Support	100,000.
PFLAG Central Oregon P.O. Box 9182 Bend, OR 97708	None	Public	General Support	1,000.
Wellstone Alliance 2446 University Ave W Suite 170 Saint Paul, MN 55114	None	Public	General Support	52,500.
IGLTA Foundation 1201 NE 26th St Suite 103 Fort Lauderdale, FL 33305	None	Public	General Support	292,000.
Maricopa Cty Community College Fdn 2411 West 14th Street Tempe, AZ 85281	None	Public	General Support	20,000.
National Youth Recovery Foundation 223 University Avenue West St. Paul, MN 55114	None	Public	General Support	125,000.
Project 515 1170 15th Ave SE Suite 208 Minneapolis, MN 55414	None	Public	General Support	100,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
San Francisco Zen Center 300 Page Street San Francisco, CA 94102	None	Public	General Support	$ 25,000.
StartOut 1501 Broadway STE 2900 New York, NY 10036	None	Public	General Support	250,000.
Horizons Foundation 550 Montgomery St, Suite 700 San Francisco, CA 94111	None	Public	General Support	150,000.
University of MN Foundation 200 Oak St SE, STE 500 Minneapolis, MN 55455	None	Public	General Support	78,000.
			Total	$ 1,960,569.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AGILENT TECHNOLOGIES INC: A	200.0000	03/28/12	12/20/12	$8,251.46	$8,878.21	($626.75)
Security Subtotal				**$8,251.46**	**$8,878.21**	**($626.75)**
LAM RESEARCH CORPORATION: LRCX	800.0000	10/14/11	07/25/12	$27,663.31	$34,837.03	($7,173.72)
Security Subtotal				**$27,663.31**	**$34,837.03**	**($7,173.72)**
MARATHON PETE CORP: MPC	125.0000	03/25/11	01/13/12	$4,117.67	$5,144.00	($1,026.33)
Security Subtotal				**$4,117.67**	**$5,144.00**	**($1,026.33)**
MAXIM INTEGRATED PRODS: MXIM	1,200.0000	10/10/11	07/17/12	$28,643.53	$29,382.55	($739.02)
Security Subtotal				**$28,643.53**	**$29,382.55**	**($739.02)**
VANGUARD MSCI EMERGING MARKETS ETF: VWO	300.0000	01/24/12	07/25/12	$11,495.63	$12,602.95	($1,107.32)
Security Subtotal				**$11,495.63**	**$12,602.95**	**($1,107.32)**
WALGREEN COMPANY: WAG	825.0000	08/15/11	07/25/12	$28,372.89	$29,480.43	($1,107.54)
Security Subtotal				**$28,372.89**	**$29,480.43**	**($1,107.54)**
Total Short-Term				**$108,544.49**	**$120,325.17**	**($11,780.68)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222724

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
ABB LTD ADR FSPONSORED ADR 1 ADR REP 1: ABB	615.0000	08/21/06	07/25/12	$9,752.11	$8,331.07	$1,421.04
Security Subtotal				**$9,752.11**	**$8,331.07**	**$1,421.04**
ABBOTT LABORATORIES: ABT	275.0000	10/06/06	06/06/12	$16,702.79	$12,723.34	$3,979.45
Security Subtotal				**$16,702.79**	**$12,723.34**	**$3,979.45**
ABBOTT LABORATORIES TRADES WITH DUE BILLS: ABT	150.0000	10/06/06	12/20/12	$9,796.78	$6,940.01	$2,856.77
Security Subtotal				**$9,796.78**	**$6,940.01**	**$2,856.77**
AMGEN INCORPORATED: AMGN	150.0000	07/15/08	12/20/12	$13,255.46	$7,871.44	$5,384.02
Security Subtotal				**$13,255.46**	**$7,871.44**	**$5,384.02**
APACHE CORP: APA	143.0341	01/10/02	07/25/12	$11,827.14	$3,277.00 [a]	$8,550.14
APACHE CORP: APA	121.3791	02/21/02	07/25/12	$10,036.55	$2,986.73 [a]	$7,049.82
APACHE CORP: APA	10.5868	12/03/02	07/25/12	$875.40	$276.55 [a]	$598.85
APACHE CORP: APA	200.2758	12/21/01	09/18/12	$18,139.81	$4,461.02 [a]	$13,678.79

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222725

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
APACHE CORP: APA	99.7242	01/10/02	09/18/12	$9,032.43	$2,284.74 [a]	$6,747.69
Security Subtotal				**$49,911.33**	**$13,286.04**	**$36,625.29**
APPLE INC: AAPL	15.0000	08/20/07	04/13/12	$9,097.35	$1,833.46	$7,263.89
APPLE INC: AAPL	20.0000	08/20/07	06/06/12	$11,429.59	$2,444.61	$8,984.98
APPLE INC: AAPL	10.0000	08/20/07	06/12/12	$5,742.02	$1,222.31	$4,519.71
APPLE INC: AAPL	15.0000	08/20/07	10/02/12	$9,838.33	$1,833.46	$8,004.87
APPLE INC: AAPL	10.0000	08/20/07	11/28/12	$5,766.82	$1,222.31	$4,544.51
APPLE INC: AAPL	30.0000	08/20/07	12/12/12	$16,268.39	$3,666.91	$12,601.48
Security Subtotal				**$58,142.50**	**$12,223.06**	**$45,919.44**
ATMOS ENERGY CORP: ATO	125.0000	12/06/07	09/18/12	$4,409.08	$3,404.59	$1,004.49
ATMOS ENERGY CORP: ATO	300.0000	12/06/07	12/20/12	$10,870.22	$8,171.01	$2,699.21
Security Subtotal				**$15,279.30**	**$11,575.60**	**$3,703.70**
AVAGO TECHNOLOGIES F: AVGO	200.0000	03/03/11	12/20/12	$6,375.01	$6,591.33	($216.32)
Security Subtotal				**$6,375.01**	**$6,591.33**	**($216.32)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222726

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
BECTON DICKINSON & CO: BDX	511.5789	05/14/01	03/12/12	$39,146.43	$15,891.48 [a]	$23,254.95
BECTON DICKINSON & CO: BDX	238.4211	05/22/01	03/12/12	$18,244.17	$7,655.70 [a]	$10,588.47
Security Subtotal				**$57,390.60**	**$23,547.18**	**$33,843.42**
BHP BILLITON LTD ADR FSPONSORED ADR 1 ADR REP 2: BHP	425.0000	08/10/09	07/25/12	$26,750.07	$26,400.60	$349.47
Security Subtotal				**$26,750.07**	**$26,400.60**	**$349.47**
BRISTOL-MYERS SQUIBB CO: BMY	300.0000	03/03/11	06/06/12	$10,185.42	$7,853.46	$2,331.96
BRISTOL-MYERS SQUIBB CO: BMY	200.0000	03/03/11	10/02/12	$6,757.50	$5,235.64	$1,521.86
Security Subtotal				**$16,942.92**	**$13,089.10**	**$3,853.82**
CATERPILLAR INC: CAT	200.0000	05/10/07	07/11/12	$15,921.49	$14,766.95	$1,154.54
CATERPILLAR INC: CAT	200.0000	05/10/07	07/25/12	$16,642.15	$14,766.94	$1,875.21
CATERPILLAR INC: CAT	200.0000	11/06/08	07/25/12	$16,642.15	$7,750.55	$8,891.60
Security Subtotal				**$49,205.79**	**$37,284.44**	**$11,921.35**
CISCO SYSTEMS INC: CSCO	148.0000	03/23/01	04/27/12	$2,956.28	$2,902.65 [a]	$53.63

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222727

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
CISCO SYSTEMS INC: CSCO	552.0000	10/22/01	04/27/12	$11,026.11	$9,310.58 [a]	$1,715.53
CISCO SYSTEMS INC: CSCO	300.0000	11/20/02	04/27/12	$5,992.45	$4,337.70 [a]	$1,654.75
CISCO SYSTEMS INC: CSCO	200.0000	06/13/03	04/27/12	$3,994.97	$3,486.00 [a]	$508.97
CISCO SYSTEMS INC: CSCO	500.0000	03/11/05	04/27/12	$9,987.42	$9,164.90 [a]	$822.52
CISCO SYSTEMS INC: CSCO	200.0000	11/07/08	04/27/12	$3,994.97	$3,528.75	$466.22
Security Subtotal				**$37,952.20**	**$32,730.58**	**$5,221.62**
COCA COLA 4.875%19BONDS DUE 03/15/19TENDER EXP:: 191216AM2	75,000.0000	04/29/10	07/23/12	$90,485.00	$79,150.75	$11,334.25
					$78,247.78	*$12,237.22* [b]
Security Subtotal				**$90,485.00**	**$79,150.75**	**$11,334.25**
CONOCOPHILLIPS: COP	200.0000	03/07/11	07/25/12	$10,653.41	$12,235.79	($1,582.38)
CONOCOPHILLIPS: COP	200.0000	03/07/11	12/20/12	$11,827.38	$12,235.78	($408.40)
Security Subtotal				**$22,480.79**	**$24,471.57**	**($1,990.78)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222728

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
CONOCOPHILLIPS 4.75XXX**MATURED** DUE 10/15/12: 20825CAE4	100,000.0000	09/08/04	10/15/12	$100,000.00	$100,791.00 [a]	($791.00)
					$100,000.00	*$0.00* [b]
Security Subtotal				**$100,000.00**	**$100,791.00**	**($791.00)**
COSTCO WHSL CORP NEW: COST	38.0080	08/04/00	04/16/12	$3,296.02	$1,329.80 [a]	$1,966.22
COSTCO WHSL CORP NEW: COST	11.9920	08/14/00	04/16/12	$1,039.93	$436.26 [a]	$603.67
COSTCO WHSL CORP NEW: COST	100.0000	08/04/00	09/18/12	$10,193.92	$3,498.75 [a]	$6,695.17
COSTCO WHSL CORP NEW: COST	100.0000	08/04/00	10/02/12	$10,010.23	$3,498.75 [a]	$6,511.48
COSTCO WHSL CORP NEW: COST	123.9830	08/04/00	12/12/12	$12,170.68	$4,337.86 [a]	$7,832.82
COSTCO WHSL CORP NEW: COST	26.0170	05/04/01	12/12/12	$2,553.94	$900.71 [a]	$1,653.23
Security Subtotal				**$39,264.72**	**$14,002.13**	**$25,262.59**
DANAHER CORP DEL: DHR	750.0000	08/17/04	12/12/12	$41,323.37	$18,601.58 [a]	$22,721.79
Security Subtotal				**$41,323.37**	**$18,601.58**	**$22,721.79**
DR PEPPER SNAPPLE GROUP: DPS	750.0000	09/02/10	07/25/12	$32,608.80	$28,467.50	$4,141.30

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
DR PEPPER SNAPPLE GROUP: DPS	250.0000	09/02/10	12/12/12	$11,359.80	$9,489.17	$1,870.63
Security Subtotal				**$43,968.60**	**$37,956.67**	**$6,011.93**
DU PONT E I DE NEMOUR&CO: DD	125.0000	10/07/08	12/12/12	$5,585.05	$4,572.76	$1,012.29
Security Subtotal				**$5,585.05**	**$4,572.76**	**$1,012.29**
DUKE ENERGY CORP NEW: DUK	200.0000	01/17/08	11/27/12	$12,363.37	$11,841.35	$522.02
Security Subtotal				**$12,363.37**	**$11,841.35**	**$522.02**
F M C CORP NEW: FMC	250.0000	05/04/09	06/06/12	$12,507.27	$6,399.55	$6,107.72
F M C CORP NEW: FMC	150.0000	05/04/09	11/28/12	$8,290.89	$3,839.73	$4,451.16
Security Subtotal				**$20,798.16**	**$10,239.28**	**$10,558.88**
FED HM LN MTG 5%14NOTES DUE 07/15/14: 3134A4UU6	100,000.0000	10/19/04	07/23/12	$109,203.00	$103,878.80 [a]	$5,324.20
					$100,927.32	*$8,275.68* [b]
Security Subtotal				**$109,203.00**	**$103,878.80**	**$5,324.20**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222730

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
FED NATL MTG 4.375%12NOTES DUE 09/15/12: 31359MPF4	50,000.0000	05/12/05	09/15/12	$50,000.00	$50,142.30 [a]	($142.30)
					$50,000.00	*$0.00* [b]
Security Subtotal				**$50,000.00**	**$50,142.30**	**($142.30)**
GOOGLE INC CLASS A: GOOG	15.0000	01/31/06	06/06/12	$8,687.11	$6,494.73	$2,192.38
GOOGLE INC CLASS A: GOOG	11.8966	01/31/06	11/28/12	$8,048.03	$5,151.01	$2,897.02
GOOGLE INC CLASS A: GOOG	3.1034	08/16/06	11/28/12	$2,099.44	$1,193.11	$906.33
Security Subtotal				**$18,834.58**	**$12,838.85**	**$5,995.73**
HOME DEPOT INC: HD	100.0000	11/08/10	09/18/12	$5,866.22	$3,145.06	$2,721.16
HOME DEPOT INC: HD	150.0000	11/08/10	10/02/12	$9,072.05	$4,717.58	$4,354.47
HOME DEPOT INC: HD	150.0000	11/08/10	11/27/12	$9,621.28	$4,717.58	$4,903.70
Security Subtotal				**$24,559.55**	**$12,580.22**	**$11,979.33**
I T T CORPORATION NEW: ITT	232.8880	10/29/03	01/09/12	$4,765.64	$2,976.55 [a]	$1,789.09
I T T CORPORATION NEW: ITT	139.4400	03/11/04	01/09/12	$2,853.39	$1,928.17 [a]	$925.22

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222731

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
I T T CORPORATION NEW: ITT	139.6719	08/31/04	01/09/12	$2,858.14	$2,120.96 [a]	$737.18
Security Subtotal				**$10,477.17**	**$7,025.68**	**$3,451.49**
IBM INTERNATIONA 5.05XXX**MATURED** DUE 10/22/12: 44924EAB6	100,000.0000	10/18/07	10/22/12	$100,000.00	$100,070.00	($70.00)
					$100,000.00	*$0.00* [b]
Security Subtotal				**$100,000.00**	**$100,070.00**	**($70.00)**
INTEL CORP: INTC	100.0000	11/16/06	05/17/12	$2,622.09	$2,236.59	$385.50
INTEL CORP: INTC	26.2347	06/13/03	06/05/12	$665.75	$560.63 [a]	$105.12
INTEL CORP: INTC	173.7653	11/16/06	06/05/12	$4,409.59	$3,886.42	$523.17
INTEL CORP: INTC	97.0982	06/13/03	06/06/12	$2,514.93	$2,074.99 [a]	$439.94
INTEL CORP: INTC	2.9018	10/04/06	06/06/12	$75.16	$60.27	$14.89
Security Subtotal				**$10,287.52**	**$8,818.90**	**$1,468.62**
INTL BUSINESS MACHINES: IBM	25.0000	06/23/10	06/06/12	$4,827.94	$3,256.24	$1,571.70
INTL BUSINESS MACHINES: IBM	80.0000	01/14/08	07/17/12	$14,816.99	$8,286.12	$6,530.87
INTL BUSINESS MACHINES: IBM	95.0000	01/14/08	07/25/12	$18,139.44	$9,839.77	$8,299.67

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222732

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
KEVIN J MOSSIER FOUNDATION
CHARLES ROUNDS & STEVEN BRANDWEIN

Account Number
4976-5631

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
INTL BUSINESS MACHINES: IBM	50.0000	01/14/08	12/20/12	$9,691.63	$5,178.83	$4,512.80
Security Subtotal				**$47,476.00**	**$26,560.96**	**$20,915.04**
JOHNSON CONTROLS INC: JCI	600.0000	07/31/09	07/25/12	$14,193.63	$15,614.93	($1,421.30)
Security Subtotal				**$14,193.63**	**$15,614.93**	**($1,421.30)**
JPMORGAN CHASE & CO: JPM	925.0000	07/23/08	05/18/12	$30,913.57	$38,627.70	($7,714.13)
Security Subtotal				**$30,913.57**	**$38,627.70**	**($7,714.13)**
KIMBERLY-CLARK CORP: KMB	200.0000	05/16/06	10/02/12	$17,277.26	$12,336.99	$4,940.27
KIMBERLY-CLARK CORP: KMB	150.0000	05/16/06	11/27/12	$12,913.41	$9,252.75	$3,660.66
Security Subtotal				**$30,190.67**	**$21,589.74**	**$8,600.93**
KRAFT FOODS 5.375%20BONDS DUE 02/10/20: 50075NBA1	100,000.0000	04/19/10	07/24/12	$120,839.00	$102,949.00	$17,890.00
					$102,395.67	*$18,443.33* [b]
Security Subtotal				**$120,839.00**	**$102,949.00**	**$17,890.00**
MARATHON OIL CORP: MRO	200.0000	03/25/11	07/25/12	$5,023.24	$6,083.56	($1,060.32)
Security Subtotal				**$5,023.24**	**$6,083.56**	**($1,060.32)**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222733

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
MARATHON PETE CORP: MPC	675.0000	11/07/05	01/13/12	$22,235.39	$16,146.18	$6,089.21
MARATHON PETE CORP: MPC	100.0000	06/24/10	01/13/12	$3,294.13	$2,673.09	$621.04
Security Subtotal				**$25,529.52**	**$18,819.27**	**$6,710.25**
MICROSOFT CORP: MSFT	225.0000	08/26/05	06/21/12	$6,883.10	$6,066.48 [a]	$816.62
Security Subtotal				**$6,883.10**	**$6,066.48**	**$816.62**
ORACLE 5.25%16BONDS DUE 01/15/16: 68402LAC8	100,000.0000	02/26/08	07/23/12	$115,488.00	$99,770.00	$15,718.00
Security Subtotal				**$115,488.00**	**$99,770.00**	**$15,718.00**
PFIZER INCORPORATED: PFE	175.0000	02/26/10	10/02/12	$4,366.48	$3,101.79	$1,264.69
Security Subtotal				**$4,366.48**	**$3,101.79**	**$1,264.69**
PHILLIPS 66: PSX	400.0000	01/30/09	07/25/12	$14,004.92	$8,680.36	$5,324.56
PHILLIPS 66: PSX	200.0000	03/07/11	07/25/12	$7,002.46	$7,272.58	($270.12)
Security Subtotal				**$21,007.38**	**$15,952.94**	**$5,054.44**
QUALCOMM INC: QCOM	115.0000	03/11/05	06/06/12	$6,700.23	$4,314.72	$2,385.51
QUALCOMM INC: QCOM	100.0000	03/11/05	10/02/12	$6,170.11	$3,751.94	$2,418.17

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222734

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
QUALCOMM INC: QCOM		200.0000	03/11/05	11/27/12	$12,477.17	$7,503.87	$4,973.30
QUALCOMM INC: QCOM		25.0000	03/11/05	12/20/12	$1,569.78	$937.98	$631.80
QUALCOMM INC: QCOM		75.0000	05/09/05	12/20/12	$4,709.33	$2,703.42	$2,005.91
Security Subtotal					**$31,626.62**	**$19,211.93**	**$12,414.69**
REINSURANCE GP AMER NEW: RGA		170.0000	08/31/10	10/02/12	$9,762.60	$7,412.81	$2,349.79
Security Subtotal					**$9,762.60**	**$7,412.81**	**$2,349.79**
ROWE T PRICE GROUP INC: TROW		250.0000	12/05/03	11/27/12	$16,220.69	$5,317.48 [a]	$10,903.21
ROWE T PRICE GROUP INC: TROW		200.0000	12/05/03	12/12/12	$13,050.96	$4,253.98 [a]	$8,796.98
Security Subtotal					**$29,271.65**	**$9,571.46**	**$19,700.19**
SCHLUMBERGER LTD	F: SLB	75.0000	04/29/04	07/25/12	$5,081.60	$2,282.11 [a]	$2,799.49
SCHLUMBERGER LTD	F: SLB	150.0000	03/07/11	07/25/12	$10,163.21	$13,550.04	($3,386.83)
SCHLUMBERGER LTD	F: SLB	163.8183	04/29/04	09/18/12	$12,397.18	$4,984.70 [a]	$7,412.48
SCHLUMBERGER LTD	F: SLB	436.1817	05/12/04	09/18/12	$33,008.65	$12,285.81 [a]	$20,722.84
Security Subtotal					**$60,650.64**	**$33,102.66**	**$27,547.98**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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CG1C1701-000333 222735

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
SENIOR HOUSING PPTYS TR REIT: SNH	285.0000	11/18/11	12/20/12	$6,671.87	$6,159.99	$511.88
Security Subtotal				**$6,671.87**	**$6,159.99**	**$511.88**
SIGNET JEWELERS LTD F: SIG	675.0000	12/16/10	07/19/12	$30,444.55	$29,180.70	$1,263.85
Security Subtotal				**$30,444.55**	**$29,180.70**	**$1,263.85**
SIMON PROPER GRP 5.65%20BONDS DUE 02/01/20: 828807CD7	50,000.0000	02/25/10	07/24/12	$59,581.50	$49,613.50	$9,968.00
Security Subtotal				**$59,581.50**	**$49,613.50**	**$9,968.00**
SYMANTEC CORP: SYMC	415.0000	04/13/09	07/25/12	$6,190.33	$6,763.21	($572.88)
SYMANTEC CORP: SYMC	600.0000	09/10/09	07/25/12	$8,949.87	$9,523.63	($573.76)
SYMANTEC CORP: SYMC	700.0000	07/12/10	07/25/12	$10,441.51	$10,291.25	$150.26
Security Subtotal				**$25,581.71**	**$26,578.09**	**($996.38)**
T J X COS INC: TJX	600.0000	08/06/08	02/13/12	$20,487.98	$10,385.35	$10,102.63
T J X COS INC: TJX	250.0000	08/06/08	02/23/12	$9,051.32	$4,327.23	$4,724.09
T J X COS INC: TJX	600.0000	08/06/08	05/16/12	$25,265.78	$10,385.35	$14,880.43

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222736

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
T J X COS INC: TJX	250.0000	08/06/08	11/14/12	$10,541.76	$4,327.23	$6,214.53
T J X COS INC: TJX	100.0000	08/06/08	12/12/12	$4,280.48	$1,730.89	$2,549.59
T J X COS INC: TJX	150.0000	11/11/08	12/12/12	$6,420.73	$1,709.53	$4,711.20
Security Subtotal				**$76,048.05**	**$32,865.58**	**$43,182.47**
TEVA PHARM INDS LTD ADRFSPONSORED ADR 1 ADR REP 10: TEVA	487.0000	07/20/05	06/25/12	$19,525.06	$15,065.30	$4,459.76
Security Subtotal				**$19,525.06**	**$15,065.30**	**$4,459.76**
TRAVELERS COMPANIES INC: TRV	150.0000	06/21/10	06/06/12	$9,211.64	$7,733.53	$1,478.11
TRAVELERS COMPANIES INC: TRV	100.0000	07/28/09	11/27/12	$7,105.66	$4,361.49	$2,744.17
TRAVELERS COMPANIES INC: TRV	100.0000	06/21/10	11/27/12	$7,105.67	$5,155.69	$1,949.98
TRAVELERS COMPANIES INC: TRV	100.0000	07/28/09	12/12/12	$7,356.19	$4,361.49	$2,994.70
Security Subtotal				**$30,779.16**	**$21,612.20**	**$9,166.96**
UNION PACIFIC CORP: UNP	100.0000	05/23/08	06/06/12	$10,957.80	$7,567.49	$3,390.31
UNION PACIFIC CORP: UNP	100.0000	05/23/08	11/27/12	$12,265.98	$7,567.49	$4,698.49

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222737

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
UNION PACIFIC CORP: UNP	100.0000	05/23/08	12/12/12	$12,576.67	$7,567.50	$5,009.17
Security Subtotal				**$35,800.45**	**$22,702.48**	**$13,097.97**
V F CORPORATION: VFC	150.0000	06/03/10	04/16/12	$22,375.05	$11,661.69	$10,713.36
V F CORPORATION: VFC	50.0000	06/03/10	06/22/12	$7,128.64	$3,887.23	$3,241.41
V F CORPORATION: VFC	25.0000	06/03/10	09/18/12	$3,987.99	$1,943.61	$2,044.38
V F CORPORATION: VFC	75.0000	06/03/10	11/12/12	$11,975.49	$5,830.84	$6,144.65
V F CORPORATION: VFC	75.0000	06/03/10	12/12/12	$11,261.88	$5,830.85	$5,431.03
Security Subtotal				**$56,729.05**	**$29,154.22**	**$27,574.83**
VALERO ENERGY 6.125%17BONDS DUE 06/15/17: 91913YAM2	50,000.0000	01/21/09	07/23/12	$59,665.50	$44,134.00	$15,531.50
					$46,124.83	*$13,540.67* [b]
Security Subtotal				**$59,665.50**	**$44,134.00**	**$15,531.50**
VANGUARD MSCI EMERGING MARKETS ETF: VWO	100.0000	04/17/09	07/25/12	$3,831.88	$2,714.37	$1,117.51

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222738

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
VANGUARD MSCI EMERGING MARKETS ETF: VWO	500.0000	04/17/09	12/12/12	$21,936.56	$13,571.87	$8,364.69
Security Subtotal				**$25,768.44**	**$16,286.24**	**$9,482.20**
VERIZON COMMUNICATIONS: VZ	550.0000	11/11/08	01/24/12	$20,694.30	$15,404.92	$5,289.38
VERIZON COMMUNICATIONS: VZ	200.0000	11/11/08	02/23/12	$7,596.07	$5,601.79	$1,994.28
VERIZON COMMUNICATIONS: VZ	800.0000	06/22/10	02/23/12	$30,384.30	$21,967.40	$8,416.90
Security Subtotal				**$58,674.67**	**$42,974.11**	**$15,700.56**
VIACOM INC 5.625XXX** CALLED **DUE 08/15/12@ 100.5% EFF: 925524AT7	50,000.0000	09/08/04	07/11/12	$50,251.50	$52,284.00 [a]	($2,032.50)
					$50,032.99	*$218.51* [b]
Security Subtotal				**$50,251.50**	**$52,284.00**	**($2,032.50)**
WASHINGTON REIT 4.95%20BONDS DUE 10/01/20: 939653AL5	25,000.0000	12/15/10	07/24/12	$26,938.75	$23,971.50	$2,967.25
					$24,106.75	*$2,832.00* [b]
WASHINGTON REIT 4.95%20BONDS DUE 10/01/20: 939653AL5	25,000.0000	12/16/10	07/24/12	$26,938.75	$23,988.25	$2,950.50
					$24,121.19	*$2,817.56* [b]
Security Subtotal				**$53,877.50**	**$47,959.75**	**$5,917.75**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000333 222739

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
XYLEM INC: XYL	465.7760	10/29/03	04/20/12	$12,730.33	$8,954.54 [a]	$3,775.79
XYLEM INC: XYL	278.8801	03/11/04	04/20/12	$7,622.20	$5,800.62 [a]	$1,821.58
XYLEM INC: XYL	280.3439	08/31/04	04/20/12	$7,662.21	$6,403.44 [a]	$1,258.77
Security Subtotal				**$28,014.74**	**$21,158.60**	**$6,856.14**
3M COMPANY: MMM	175.0000	08/31/04	12/20/12	$16,397.46	$14,243.68	$2,153.78
Security Subtotal				**$16,397.46**	**$14,243.68**	**$2,153.78**
Total Long-Term				**$2,254,121.05**	**$1,705,983.30**	**$548,137.75**
					$1,700,580.23	***$553,540.82*** [b]
Total Realized Gain or (Loss)				**$2,362,665.54**	**$1,826,308.47**	**$536,357.07**
					$1,820,905.40	***$541,760.14*** [b]

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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