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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

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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

Name of foundation
SEWELL FAMILY FOUNDATION

A Employer identification number
41-1861892

Number and street (or P O box number if mail is not delivered to street address) Room/suite
5200 WEST 73RD STREET

B Telephone number (see page 10 of the instructions)
(952) 841-2222

City or town, state, and ZIP code
EDINA, MN 55439

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 ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,022,446

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 page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	58,506	58,506		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	131,689			
	b	Gross sales price for all assets on line 6a 661,564				
	7	Capital gain net income (from Part IV, line 2)		131,689		
	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) (attach schedule)				
	11	Other income (attach schedule)	2,986	146		
	12	**Total.** Add lines 1 through 11	193,181	190,341		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	21,411	10,706		10,705
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	900			900
	22	Printing and publications				
	23	Other expenses (attach schedule)	25			25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,336	10,706		11,630
	25	Contributions, gifts, grants paid	117,200			117,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	139,536	10,706		128,830
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	53,645			
	b	**Net investment income** (if negative, enter -0-)		179,635		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	336,366	203,743	203,743
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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)			
	b	Investments—corporate stock (attach schedule)	2,214,561	2,400,829	2,818,703
	c	Investments—corporate bonds (attach schedule)			
	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)	2,550,927	2,604,572	3,022,446
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,550,927	2,604,572	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,550,927	2,604,572	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,550,927	2,604,572	

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	2,550,927
2	Enter amount from Part I, line 27a	2	53,645
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,604,572
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	2,604,572

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	131,689
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	3,375

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	112,219	2,355,522	0 047641
2008	319,619	3,171,983	0 100763
2007	404,461	3,656,448	0 110616
2006	226,726	3,577,613	0 063374
2005	323,672	3,389,975	0 095479

2	**Total** of line 1, column (d).	2	0 417873
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 083575
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	2,724,081
5	Multiply line 4 by line 3.	5	227,665
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,796
7	Add lines 5 and 6.	7	229,461
8	Enter qualifying distributions from Part XII, line 4.	8	128,830

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	3,593
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	
3	Add lines 1 and 2			3	3,593
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,593
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	315		
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	315
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	7
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,285
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 2011 estimated tax** ▶	0	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NA

14 The books are in care of ▶KATHY LONGO Telephone no ▶(952) 841-2222

Located at ▶7200 WEST 73RD ST EDINA MN ZIP+4 ▶55439

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 |

			Yes	No
16	At any time during calendar year 2010, 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		

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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 page 22 of the 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 page 22 of the instructions)? **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? ☐ 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

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? **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 page 22 of the 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
GLORIA SEWELL 16 PARK LANE MINNEAPOLIS, MN 55416	PRESIDENT 2 00	0	0	0
FREDERICK SEWELL 16 PARK LANE MINNEAPOLIS, MN 55416	VICE-PRES 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ▶

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 page 23 of the 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. . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,542,565
b	Average of monthly cash balances	1b	222,999
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,765,564
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,765,564
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	41,483
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,724,081
6	**Minimum investment return.** Enter 5% of line 5	6	136,204

Part XI Distributable Amount (see page 25 of the 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	136,204
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,593		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,593
3	Distributable amount before adjustments Subtract line 2c from line 1			3	132,611
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	132,611
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	132,611

Part XII Qualifying Distributions (see page 25 of the 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	128,830
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	128,830
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	128,830

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					132,611
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2010					
a From 2005.	161,823				
b From 2006.	55,955				
c From 2007.	230,261				
d From 2008.	161,890				
e From 2009.					
f **Total** of lines 3a through e.		609,929			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 128,830					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .					
d Applied to 2010 distributable amount.					128,830
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		3,781			3,781
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		606,148			
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		158,042			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		448,106			
10 Analysis of line 9					
a Excess from 2006. . . .	55,955				
b Excess from 2007. . . .	230,261				
c Excess from 2008. . . .	161,890				
d Excess from 2009. . . .					
e Excess from 2010. . . .					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

See Additional Data Table

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

NONE

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

GLORIA SEWELL
5200 WEST 73RD ST
EDINA,MN 55439
(952) 841-2222

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

TAX-EXEMPT LETTER, PAST AND PRESENT INFO ON PROGRAMS, BUDGET, ETC

c Any submission deadlines

NONE

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

NONE

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 Additional Data Table				
Total . . . . ▶ **3a**				117,200
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	58,506	
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			18	146	
8 Gain or (loss) from sales of assets other than inventory			18	131,689	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a REFUND OF FEDERAL TAXES			41	2,840	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				193,181	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 193,181

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		No
	(2) Other assets.	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
	(4) Reimbursement arrangements.	**1b(4)**		No
	(5) Loans or loan guarantees.	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2011-11-13	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	SARAH B BUDENSKE	2011-11-13		
Firm's name	BUDENSKE & WILSON PLLP		Firm's EIN	
Firm's address	7205 OHMS LN STE 200 EDINA, MN 554392148		Phone no (952) 820-4664	

Additional Data

Software ID:
Software Version:
EIN: 41-1861892
Name: SEWELL FAMILY FOUNDATION

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

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
A	ARTISAN INTL SMALL CAP 417 362 SHS	P	2006-12-20	2010-09-20
B	PIMCO TOTAL RETURN 375 941 SHS	P	2009-09-03	2010-09-20
C	BERKSHIRE HATHAWAY CL 750 00 SHS	P	2005-09-15	2010-06-22
D	PIMCO TOTAL RETURN 58 842 SHS	P	2010-08-31	2010-09-20
E	CENTURY SMALL CAP SEL 809 061 SHS	P	2004-07-09	2010-06-22
F	SCHWAB FUNDAMENTAL EM 849 257 SHS	P	2010-02-23	2010-06-22
G	FAIRHOLME FUND 548 78 SHS	P	2009-12-22	2010-09-20
H	SCHWAB FUNDAMENTAL EM 589 391 SHS	P	2010-02-23	2010-09-20
I	HARBOR INTL GR 484 155 SHS	P	2008-03-13	2010-09-20
J	SPARX JAPAN FD 8446 967 SHS	P	2008-10-03	2010-09-20
K	HARDING LOEVNER EM 266 473 SHS	P	2008-10-24	2010-02-23
L	SPARX JAPAN FD 355 308 SHS	P	2010-06-22	2010-09-20
M	HARDING LOEVNER EM 8 082 SHS	P	2009-12-17	2010-02-23
N	T ROWE PRICE NEW ASIA FD 3846 217 SH	P	2008-10-02	2010-02-23
O	ISHARES RUSSELL 2000 120 SHS	P	2009-05-28	2010-06-22
P	VANGUARD GNMA PORTF 9168 303 SHS	P	2009-05-28	2010-02-23
Q	LOOMIS SAYLES BD CL I 220 523 SHS	P	2007-01-12	2010-06-22
R	VANGUARD GROWTH INDEX 772 607 SHS	P	2005-01-11	2010-06-22
S	LOOMIS SAYLES BD CL I 147 124 SHS	P	2010-04-27	2010-06-22
T	VANGUARD GROWTH INDEX 33 195 SHS	P	2010-03-24	2010-06-22
U	LOOMIS SAYLES BD CL I 354 3108 SHS	P	2007-01-12	2010-09-20
V	MID CAP SPDRS 374 SHS	P	2008-10-24	2010-02-23
W	MOSAIC MID CAP 515 996 SHS	P	2003-04-10	2010-06-22
X	OAKMARK SEL FD 218 862 SHS	P	2009-05-28	2010-06-22
Y	PIMCO LOW DURATION FD 5149 3825 SHS	P	2009-12-22	2010-06-22

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

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
A	7,500		6,131	1,369
B	4,306		4,063	243
C	59,855		41,360	18,495
D	674		679	-5
E	14,980		17,744	-2,764
F	8,000		8,004	-4
G	17,980		16,631	1,349
H	6,000		5,405	595
I	5,480		7,004	-1,524
J	102,921		87,944	14,977
K	109,272		61,021	48,251
L	4,329		4,204	125
M	331		337	-6
N	58,528		39,988	18,540
O	7,988		5,879	2,109
P	98,509		97,905	604
Q	2,987		3,149	-162
R	19,157		18,428	729
S	1,993		2,044	-51
T	823		851	-28
U	4,980		5,057	-77
V	49,722		34,132	15,590
W	5,000		4,830	170
X	5,500		3,992	1,508
Y	53,889		53,093	796

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
A				1,369
B				243
C				18,495
D				-5
E				-2,764
F				-4
G				1,349
H				595
I				-1,524
J				14,977
K				48,251
L				125
M				-6
N				18,540
O				2,109
P				604
Q				-162
R				729
S				-51
T				-28
U				-77
V				15,590
W				170
X				1,508
Y				796

Form 990PF Part XV Line 1a - 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).

GLORIA SEWELL
FREDERICK SEWELL

Form 990PF Part XV Line 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*				
BALLET WORKS INC 528 HENNEPIN AV STE 205 MINNEAPOLIS, MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	61,000
CHAMBER MUSIC AMERICA 305 7TH AVE NEW YORK, NY 10001	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
CENTER FOR THE ARTS OLSON MEM HIGHWAY MINNEAPOLIS, MN 55401	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
DANCE USA 1111 16TH STREET NW STE 3 WASHINGTON, DC 20036	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
FRASER COMMUNITY SERVICES 2400 W 64TH STREET MINNEAPOLIS, MN 55423	NONE	PUBLIC	COMMUNITY SERVICE	2,000
FRIENDS OF ARTARIA STRING 1693 PORTLAND AVE ST PAUL, MN 55104	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	6,200
GRANTMAKERS IN THE ARTS 4055 21ST AVE W STE 100 SEATTLE, WA 981991247	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
GREATER TC YOUTH SYMPHONI 528 HENNEPIN AVE 404 MINNEAPOLIS, MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
HEADWATERS SCHOOL OF MUSI 519 MINNESOTA AVE BEMIDJI, MN 56601	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,000
LAKE COUNTRY SCHOOL 3755 PLEASANT AVE S MINNEAPOLIS, MN 55409	NONE	PUBLIC	EDUCATION	250
LYMPHOMA RESEARCH FOUNDAT 115 BROADWAY STE 1301 NEW YORK, NY 10006	NONE	PUBLIC	COMMUNITY SERVICE	500
MADELINE ISLAND MUSIC CAM 118 E 26TH ST 200 MINNEAPOLIS, MN 55404	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
MN CONSERVATORY ARTS 1164 WEST HOWARD STREET WINONA, MN 55987	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
MINNESOTA OPERA 620 NORTH FIRST STREET MINNEAPOLIS, MN 55401	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
MOUNDS PARK ACADEMY 2051 LARPENTEUR AV E ST PAUL, MN 55109	NONE	PUBLIC	EDUCATION	5,250
Total . . . . ▶ **3a**				117,200

Form 990PF Part XV Line 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*				
PENUMBRA THEATRE COMPANY 270 NORTH KENT STREET ST PAUL, MN 55102	NONE	PUBLIC	ARTS EDUCATION AND APPRECIATION	1,000
PLANNED PARENTHOOD OF MN 1965 FORD PARKWAY ST PAUL, MN 55116	NONE	PUBLIC	COMMUNITY SERVICE	10,000
THE RIALTO COMM THEATRE 418 MAIN STREET DEER LODGE, MT 59722	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
ST PAUL CHAMBER ORCHESTRA 408 SAINT PETER ST 300 ST PAUL, MN 55102	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
THURSDAY MUSICAL 6620 NEWTON AV S RICHFIELD, MN 55423	NONE	PUBLIC	ARTS EDUCATION AND APPRECIATION	2,500
Total . . . . ▶ **3a**				117,200

TY 2010 Compensation Explanation

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Person Name	Explanation
GLORIA SEWELL	
FREDERICK SEWELL	

TY 2010 Investments Corporate Stock Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY	41,360	60,082
ARTISAN ITNL FUND	63,415	85,846
ASHTON VEREDUS SELECT GROWTH	108,328	125,902
CENTURY SMALL CAP SELECT	185,117	214,004
FAIRHOLME FUND	14,288	16,655
FIRST EAGLE FUND	148,813	184,978
HARBOR INTERNATIONAL GRWTH	84,339	85,978
HARDING LOEVNER EM		
ISHARES RUSSELL 2000	72,707	116,108
ISHARES S&P INDEX	80,145	111,479
ISHARES TR NASDAQ BIO	41,497	58,387
IVA INTERNATIONAL	164,152	180,345
JENSEN J	126,810	137,612
JP MORGAN MKT NEUTRAL	75,853	75,458
JP MORGAN STRATEGIC INCOME	101,393	103,328
LOOMIS SAYLES BOND CL I	203,331	211,123
MID CAP SPDRS		
MOSAIC MID CAP	80,811	99,877
OAKMARK SELECT FUND	55,869	106,277
PIMCO COMM REAL RETURN	52,911	65,204
PIMCO EM INFRASTRUCTURE	52,381	53,073
PIMCO LOW DURATION FUND		
PIMCO TOTAL RETURN FUND	266,216	268,720
SCHWAB FUNDAMENTAL EMERGING	147,473	171,204
SPARX JAPAN FUND	30,106	25,141
SPARX JAPAN FUND		
T ROWE PRICE NEW ASIA FUND		
THIRD AVE VALUE SMALL CAP	83,082	115,285
VANGUARD GNMA PORTFOLIO		
VANGUARD GROWTH INDEX	120,432	146,637

TY 2010 Other Expenses Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS	25			25

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TY 2010 Other Income Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	146	146	
REFUND OF FEDERAL TAXES	2,840		

TY 2010 Other Professional Fees Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	21,411	10,706		10,705