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

OMB No 1545-0052

**2010**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning JUL 1, 2010, and ending JUN 30, 2011

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 <b>FREY FOUNDATION</b>		A Employer identification number <b>36-3588505</b>
Number and street (or P O box number if mail is not delivered to street address) <b>90 SOUTH SEVENTH STREET, SUITE 5000</b>	Room/suite	B Telephone number <b>612-359-6200</b>
City or town, state, and ZIP code <b>MINNEAPOLIS, MN 55402</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>24,847,838</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		144.	98,663.		
4 Dividends and interest from securities			507,106.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,418.	<270,836.>		STATEMENT1
12 Total. Add lines 1 through 11		1,562.	334,933.		
13 Compensation of officers, directors, trustees, etc		126,389.	0.		126,389.
14 Other employee salaries and wages		70,833.	0.		70,833.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 2		<1,993.>	12,459.		25.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		147,910.	147,700.		210.
24 Total operating and administrative expenses. Add lines 13 through 23		343,139.	160,159.		197,457.
25 Contributions, gifts, grants paid		1,047,625.			1,047,625.
26 Total expenses and disbursements. Add lines 24 and 25		1,390,764.	160,159.		1,245,082.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,389,202.>			
b Net investment income (if negative, enter -0-)			174,774.		
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	734,684.	581,573.	581,573.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 4	19,890,018.	18,653,927.	24,266,265.
14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers)	20,624,702.	19,235,500.	24,847,838.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ )				
23 Total liabilities (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20,624,702.	19,235,500.	
30 Total net assets or fund balances	20,624,702.	19,235,500.		
31 Total liabilities and net assets/fund balances	20,624,702.	19,235,500.		

**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	20,624,702.
2 Enter amount from Part I, line 27a	2	<1,389,202.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,235,500.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,235,500.

**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.)
<b>1a LOSS FROM WABASH INVESTMENT LIMITED PARTNERSHIP K-1</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
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		26,396.	<26,396.>
b			
c			
d			
e			

  

(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			<26,396.>
b			
c			
d			
e			

  

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center;">2</div> </div> </div>	<26,396.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center;">3</div> </div> </div>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	1,346,917.	23,887,486.	.056386
2008	1,383,128.	25,820,806.	.053566
2007	1,543,348.	33,334,925.	.046298
2006	1,324,780.	28,056,623.	.047218
2005	952,032.	21,634,921.	.044004

2 Total of line 1, column (d)	2	.247472
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	.049494
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	24,276,540.
5 Multiply line 4 by line 3	5	1,201,543.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,748.
7 Add lines 5 and 6	7	1,203,291.
8 Enter qualifying distributions from Part XII, line 4	8	1,245,082.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,748.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,748.
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	1,748.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,322.	
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	3,322.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,574.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 1,574. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		x
c Did the foundation file Form 1120-POL for this year?		x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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		x
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	x	
b If "Yes," has it filed a tax return on Form 990-T for this year?	x	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	x	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	x	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MN, CA		
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		x

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		x
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	x	

Website address **WWW.FREYFOUNDATIONMN.ORG**

14 The books are in care of **JAMES R. FREY** Telephone no. **612-359-6200**  
 Located at **90 S 7TH STREET, SUITE 5000, MINNEAPOLIS, MN** ZIP+4 **55402**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

16 At any time during calendar year 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** **Yes** **No**  
**x**

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>1b</b>	<b>x</b>
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?	<b>1c</b>	<b>x</b>
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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	<b>2b</b>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<b>3b</b>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>x</b>
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?	<b>4b</b>	<b>x</b>

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**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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

x

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		126,389.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOANN GRUESNER - 90 S. 7TH STREET SUITE 5000, MINNEAPOLIS, MN 55402	EXECUTIVE ASSISTANT 40.00	69,410.	0.	1,423.

Total number of other employees paid over \$50,000

0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

[illegible]

**Total** number of others receiving over \$50,000 for professional services

C

<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
------------------	--

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		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

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

1



**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	23,875,076.
b	Average of monthly cash balances	1b	771,158.
c	Fair market value of all other assets	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	24,646,234.
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	24,646,234.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	369,694.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,276,540.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,213,827.

**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	1,213,827.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,748.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,748.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,212,079.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,212,079.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,212,079.

**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	1,245,082.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,245,082.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,748.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,243,334.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,212,079.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008	63,700.			
e From 2009	153,979.			
f Total of lines 3a through e	217,679.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 1,245,082.				
a Applied to 2009, 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 2010 distributable amount				1,212,079.
e Remaining amount distributed out of corpus	33,003.			
5 Excess distributions carryover applied to 2010 (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	250,682.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	250,682.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	63,700.			
d Excess from 2009	153,979.			
e Excess from 2010	33,003.			

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 2010, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or		4942(i)(5)
---------------	--	------------

- 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.

[illegible]

**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 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 STATEMENT 6

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

NONE

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

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

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

SEE STATEMENT 7

- 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
<b>a</b> <i>Paid during the year</i> SEE STATEMENT A				
<b>Total</b>			▶ <b>3a</b>	1,407,625.
<b>b</b> <i>Approved for future payment</i>  NONE				
<b>Total</b>			▶ <b>3b</b>	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	144.	
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CLASS ACTION PROCEEDS			14	1,418.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,562.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,562.

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

[illegible]



Froy Foundation  
 EIN 36-3588505  
 Form 990-PF - Part XV, Line 3a, Grants and Contributions Paid During the Year

Recipient	Address	501 (c) (3) Status	Purpose of Grant	Amount
Family Housing Fund	Midwest Plaza West, Ste 1825, 801 Nicollet Mall, Mpls, MN 55402	Current	Innovations Fund	100,000
Project for Pride in Living, Inc	1035 East Franklin Avenue, Minneapolis, MN 55404	Current	PPL's Self-Sufficiency Program	100,000
Admission Possible	450 N. Syndicate St #200, St Paul, MN 55104	Current	General Operating Support	77,000
Open Arms of Minnesota	2500 Bloomington Ave S, Minneapolis, MN 55404	Current	Nutrition Program for Individuals Living w/ Chronic and Progressive Diseases	75,000
Youth Frontiers, Inc	6009 Excelsior Boulevard, Minneapolis, MN 55416	Current	General Operating Support	75,000
Twin Cities Rise!	800 Washington Avenue North, Minneapolis, MN 55401	Current	Pay for Performance	70,000
Aeon (aka Central Community Housing Trust)	822 S #rd Street, Ste 300, Minneapolis, MN 55415	Current	Resident Connections	50,000
Annerst H. Wilder Foundation	451 Lexington Parkway N., St Paul, MN 55104	Current	General Operating Support	50,000
Macalester College	1600 Grand Ave Saint Paul, Minnesota 55105-1889	Current	General Operating Support	50,000
Teach for America	119 N 4th St #200 Minneapolis, MN 55408	Current	General Operating Support	50,000
East Side Learning Center	409 Case Avenue, St Paul, MN 55130	Current	General Operating Support	40,000
Open Arms of Minnesota	2500 Bloomington Ave S, Minneapolis, MN 55404	Current	General Operating Support	37,355
Lutheran Social Service of Minnesota	2485 Como Avenue, St Paul, MN 55108	Current	LSS Park Avenue Apartments	30,000
Loaves and Fishes	1917 Logan Avenue South Minneapolis, MN 55403	Current	General Operating Support	25,000
St John's University	P O Box 2000, Collegeville, MN 56321	Current	Annual Fund	25,000
Walk-In Counseling Center	2421 Chicago Avenue South, Minneapolis, MN 55404	Current	General Operating Support	21,000
San Miguel Middle School	3800 Pleasant Ave S Minneapolis, MN 55409	Current	Grad Support	20,000
Coalition of Immokalee Workers	110 South 2nd Street Immokalee, FL 34142	Current	General Operating Support	15,000
Boy Scouts of America/Northern Star Council	393 Marshall Ave, St Paul, MN 55102-1795	Current	Friends of Scouting	12,000
Church of St Patrick Edina	6820 Saint Patricks Ln, Edina, MN 55439-1633	Current	General Operating Support	10,000
Minneapolis Institute of Arts	2400 Third Ave S., Minneapolis, MN 55404	Current	General Operating Support	9,500
Our Lady of Grace	5071 Eden Avenue Minneapolis, MN 55436-2364	Current	General Operating Support	9,000
Jeremiah Program	1510 Laurel Ave, Ste 100, Minneapolis, MN 55403	Current	General Operating Support	8,000
University of St Thomas	2115 Summit Avenue, St Paul, MN 55105	Current	General Operating Support	8,000
Wilderness Inquiry	808 14th Ave SE, Minneapolis, MN 55414-1516	Current	General Operating Support	8,000
Minnesota Council of Foundations	100 Portland Avenue South, Suite 225, Minneapolis, MN 55401-2575	Current	Grant Membership	7,665
MN Orchestral Association	1111 Nicollet Mall, Minneapolis, MN 55403	Current	General Operating Support	7,500
Ordway Center for Performing Arts	345 Washington St., St Paul, MN 55102	Current	General Operating Support	6,000
Alliance Housing	2211 Clinton Ave, Minneapolis, MN 55404	Current	General Operating Support	5,000
Annerst H. Wilder Foundation	451 Lexington Parkway N., St Paul, MN 55104	Current	General Operating Support	5,000
ARC Twin Cities	2441 University Ave #110, St Paul, MN 55114	Current	General Operating Support	5,000
Northstar Museum of Boys & Girls Scouting	2640 Seventh Ave. E, North Saint Paul, MN, 55109	Current	General Operating Support	5,000
Mayo Clinic	Siebens Building, 200 First Street SW, Rochester, MN 55905	Current	Physical Therapy Alumni Fund	4,000
University of Minnesota - Duluth	1049 University Dr, Duluth, MN 55812-3011	Current	General Operating Support	4,000

Frey Foundation  
EIN 36-3588505  
Form 990-PF - Part XV, Line 3a, Grants and Contributions Paid During the Year

Recipient	Address	501 (c) (3) Status	Purpose of Grant	Amount
Family Housing Fund	Midwest Plaza West, Ste 1825, 801 Nicollet Mall, Mpls, MN 55402	Current	Innovations Fund	100,000
Second Harvest Heartland	1140 Gervais Ave, St Paul, MN 55109-2020	Current	Challenge Grant	2,649
MN Historical Society	345 Kellogg Blvd, W, St Paul, MN 55102	Current	MN Greatest Generation Project	2,500
Hope Community, Inc	611 East Franklin Avenue, Mpls, MN 55404	Current	Christmas in July	2,000
The Banyan Community	2528 16th Ave S, Minneapolis, MN 55404	Current	General Operating Support	2,000
Alliance of the Streets	330 E 22nd St, Minneapolis, MN 55404-2664	Current	General Operating Support	1,500
Bolder Options	2100 Stevens Ave, Minneapolis, MN 55404-2533	Current	General Operating Support	1,500
Holy Name of Jesus Christ	155 County Road 24, Wayzata, MN 55391	Current	Capital Campaign - Property Improvements	1,040
CLUES - Comundades Latinas Unidas EN Servicio	720 East Lake Street, Minneapolis, MN 55407	Current	General Operating Support	1,000
CommonBond Communities	328 W Kellogg Blvd, St Paul, MN 55102	Current	General Operating Support	1,000
Edina Community Foundation	5280 Grandview Sq #101, Edina, MN 55436-1675	Current	General Operating Support	1,000
Evans Scholarship Foundation	One Briar Road, Golf, IL 60029-0301	Current	General Operating Support	1,000
Minnesota Historical Society	345 W Kellogg Blvd, St Paul, MN 55102-1906	Current	General Operating Support	1,000
St Stephen's Human Services	2211 Clinton Ave, Minneapolis, MN 55404	Current	General Operating Support	1,000
Summit Academy	835 Olson Memorial Highway Minneapolis, MN 55405	Current	General Operating Support	1,000
William Mitchell College of Law	875 Summit Ave, St Paul, MN 55104-3076	Current	General Operating Support	1,000
Beth El Synagogue	5224 W 26th St, St Louis Park, MN 55416	Current	General Operating Support	750
Edina Youth Juggling Association	5702 Normandale RD, Edina, MN 55424	Current	General Operating Support	500
Fun Time Early Childhood	102 12th St North • Naples, Florida 34102	Current	General Operating Support	500
MN Jewish Foundation	790 Cleveland Ave S # 227 Saint Paul, MN 55116-3859	Current	General Operating Support	466
Nechama Jewish Disaster Relief	4330 S Cedar Lake Road, Minneapolis, MN 55416	Current	General Operating Support	100
Pacer Center	8161 Normandale Blvd, Bloomington, MN 55437	Current	General Operating Support	100
				<u>1,047,625</u>



FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM WABASH INVESTMENT, LP CLASS ACTION PROCEEDS	1,418.	<272,254.> 1,418.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,418.	<270,836.>	

FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX EXPENSE	<2,018.>	0.		0.
FOREIGN TAX PAID - FROM WABASH INVESTMENT	0.	12,459.		0.
MN FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	<1,993.>	12,459.		25.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WABASH MANAGEMENT FEE	147,700.	147,700.		0.
BANK FEES	20.	0.		20.
CHECK ORDER	190.	0.		190.
TO FORM 990-PF, PG 1, LN 23	147,910.	147,700.		210.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	4
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WABASH INVESTMENT, LP	COST	18,653,927.	24,266,265.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,653,927.	24,266,265.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	5
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EUGENE U. FREY 90 S. 7TH STREET SUITE 5000. MINNEAPOLIS, MN 55402	DIRECTOR 1-10	0.	0.	0.
MARY F. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1-10	0.	0.	0.
JAMES R. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	PRESIDENT & DIRECTOR 30-40	93,665.	0.	0.
MARY W. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1-10	0.	0.	0.
JOHN J. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1-10	0.	0.	0.
JANE E. LETOURNEAU 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1-10	0.	0.	0.
CAROL F. WOLFE 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	VP, PROGRAM MANAGER, & DIR 1-20	32,724.	0.	0.
DAN T. WOLFE 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1-10	0.	0.	0.

PETER J. FREY	DIRECTOR			
90 S. 7TH STREET SUITE 5000	1-10	0.	0.	0.
MINNEAPOLIS, MN 55402				
SARAH F. WILSON	DIRECTOR			
90 S. 7TH STREET SUITE 5000	1-10	0.	0.	0.
MINNEAPOLIS, MN 55402				
ANDREW F. WOLFE	DIRECTOR			
90 S. 7TH STREET SUITE 5000	01-10	0.	0.	0.
MINNEAPOLIS, MN 55402				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	126,389.	0.	0.
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FORM 990-PF	PART XV - LINE 1A	STATEMENT	6
	LIST OF FOUNDATION MANAGERS		

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NAME OF MANAGER

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EUGENE U. FREY  
 MARY F. FREY  
 JAMES R. FREY  
 MARY W. FREY  
 JOHN J. FREY  
 JANE E. LETOURNEAU  
 CAROL F. WOLFE  
 DAN T. WOLFE

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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAMES R. FREY  
90 SOUTH 7TH STREET, SUITE 500  
MINNEAPOLIS, MN 55402

TELEPHONE NUMBER

612-359-6200

FORM AND CONTENT OF APPLICATIONS

CONTACT THE FREY FOUNDATION FOR A GRANT APPLICATION AND GUIDELINES

ANY SUBMISSION DEADLINES

QUARTERLY, FEBRUARY 15, MAY 15, AUGUST 15, AND NOVEMBER 15. IF DEADLINE FALLS ON A WEEKEND OR HOLIDAY, DEADLINE IS NEXT BUSINESS DAY.

RESTRICTIONS AND LIMITATIONS ON AWARDS

FREY FOUNDATION FOCUSES ITS GRANTS IN THE AREAS OF DISABILITY ISSUES, EDUCATION, AND HUMAN SERVICES.

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

<b>Type or print</b>	Name of exempt organization	<b>Employer identification number</b>
	FREY FOUNDATION	36-3588505
	Number, street, and room or suite no. If a P O box, see instructions	
	90 SOUTH 7TH STREET SUITE 5000	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MINNEAPOLIS, MN 55402	

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

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

• The books are in the care of ► JAMES R. FREY

Telephone No ► 612-359-6200

FAX No ► \_\_\_\_\_

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☐ calendar year 20 \_\_\_\_ or
- ☒ tax year beginning JULY 1, 20 10, and ending JUNE 30, 20 11

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	3,322
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	3,322
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	0.00

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**For Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

<b>Type or print</b> File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	FREY FOUNDATION	36-3588505
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	90 SOUTH 7TH STREET SUITE 5000	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
MINNEAPOLIS, MN 55402		

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

04

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ► JAMES R. FREY

Telephone No ► 612-359-6200

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until MAY 15, 20 12.
- 5 For calendar year \_\_\_\_\_, or other tax year beginning JULY 1, 20 10, and ending JUNE 30, 20 11.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension  
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	3,322.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	3,322.
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Sarah Redden

Title ► CPA

Date ► 2/10/12