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Form 990-PF

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

OMB No 1545-0052

2011

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 2011 or tax year beginning

, and ending

Name of foundation

**A. H. Zeppa Family Foundation**

Number and street (or P O box number if mail is not delivered to street address)

**222 East Superior St. - Suite 326**

City or town, state and ZIP code

**Duluth MN 55802**

G Check all that apply

  
  

Initial return  
Final return  
Address change
  
  

Initial return of a former public charity  
Amended return  
Name changeH Check type of organization  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationFair market value of all assets at  
end of year (from Part II, col. (c),  
line 16) ► \$ 11,711,571 (Part I, column (d) must be on cash basis)J Accounting method  Cash  Accrual  
 Other (specify)

A Employer identification number

**20-6424699**

B Telephone number (see instructions)

**218-726-5430**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 ► **Part I****Analysis of Revenue and Expenses** (The total of  
amounts in columns (b), (c), and (d) may not necessarily equal  
the amounts in column (a) (see instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

|                                |  |           |           |                          |
|--------------------------------|--|-----------|-----------|--------------------------|
| SCANNED NOV 21 2012<br>Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule)                     | 3,891,511 |           |                          |
|                                | 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B |           |           |                          |
|                                | 3 Interest on savings and temporary cash investments                                 | 5,127     | 5,127     | 5,127                    |
|                                | 4 Dividends and interest from securities   |           |           |                          |
|                                | 5a Gross rents   |           |           |                          |
|                                | b Net rental income or (loss)  |           |           |                          |
|                                | 6a Net gain or (loss) from sale of assets not on line 10                             | Stmt 1    | -110,280  |                          |
|                                | b Gross sales price for all assets on line 6a  |           |           |                          |
|                                | 7 Capital gain net income (from Part IV, line 2)                                     |           | 0         | 0                        |
|                                | 8 Net short-term capital gain  |           |           |                          |
|                                | 9 Income modifications   |           |           |                          |
|                                | 10a Gross sales less returns & allowances  |           |           |                          |
|                                | b Less Cost of goods sold  |           |           |                          |
|                                | c Gross profit or (loss) (attach schedule)   |           |           |                          |
|                                | 11 Other income (attach schedule)  | Stmt 2    | 1,161,475 | 1,161,475                |
|                                | 12 Total. Add lines 1 through 11   |           | 4,947,833 | 5,127 1,166,602          |
|                                | 13 Compensation of officers, directors, trustees, etc                                |           | 97,830    | 31,250 32,250            |
|                                | 14 Other employee salaries and wages   |           | 539,590   | 383,844 96,644           |
|                                | 15 Pension plans, employee benefits  |           | 55,903    | 13,514 3,403             |
|                                | 16a Legal fees (attach schedule) See Stmt 3  |           | 6,640     | 2,762 893 224            |
|                                | b Accounting fees (attach schedule)  | Stmt 4    |           | 5,390                    |
|                                | c Other professional fees (attach schedule)  | Stmt 5    |           | 39,373 19,687            |
|                                | 17 Interest  |           |           |                          |
|                                | 18 Taxes (attach schedule) (see instructions)  | Stmt 6    | 45,901    | 36,668 9,233             |
|                                | 19 Depreciation (attach schedule) and depletion                                      | Stmt 7    | 11,309    | 5,935                    |
|                                | 20 Occupancy   |           | 217,775   | 163,030 41,047           |
|                                | 21 Travel, conferences, and meetings   |           | 5,015     | 3,572 899                |
|                                | 22 Printing and publications   |           |           |                          |
|                                | 23 Other expenses (att sch) Stmt 8 Stmt 9  |           | 688,132   | 436 607,747 55,155       |
|                                | 24 Total operating and administrative expenses.                                      |           | 1,712,858 | 54,135 1,215,203 238,855 |
|                                | Add lines 13 through 23  |           | 45,467    |                          |
|                                | 25 Contributions, gifts, grants paid   |           | 1,758,325 | 54,135 1,215,203 284,322 |
|                                | 26 Total expenses and disbursements. Add lines 24 and 25                             |           |           |                          |
|                                | 27 Subtract line 26 from line 12   |           | 3,189,508 |                          |
|                                | a Excess of revenue over expenses and disbursements                                  |           |           | 0                        |
|                                | b Net investment income (if negative, enter -0-)                                     |           |           | 0                        |
|                                | c Adjusted net income (if negative, enter -0-)                                       |           |           | 0                        |

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

| 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   | 249,967           | 68,816         | 68,816                |
|                             | 2   | Savings and temporary cash investments  | 19,520            |                |                       |
|                             | 3   | Accounts receivable ►   |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ►  |                   |                |                       |
|                             | 4   | Pledges receivable ►  |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ►  |                   |                |                       |
|                             | 5   | Grants receivable   | 620,000           | 3,891,511      | 3,891,511             |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) |                   |                |                       |
|                             | 7   | Other notes and loans receivable (att schedule) ►   | 0                 |                |                       |
|                             |     | Less allowance for doubtful accounts ►  |                   |                |                       |
|                             | 8   | Inventories for sale or use   | 1,320             |                |                       |
|                             | 9   | Prepaid expenses and deferred charges   |                   |                |                       |
|                             | 10a | Investments—U S and state government obligations (attach schedule)  |                   |                |                       |
|                             | b   | Investments—corporate stock (attach schedule)   |                   |                |                       |
|                             | c   | Investments—corporate bonds (attach schedule)   |                   |                |                       |
| Liabilities                 | 11  | Investments—land, buildings, and equipment basis ►  |                   |                |                       |
|                             |     | Less accumulated depreciation (attach sch) ►  |                   |                |                       |
|                             | 12  | Investments—mortgage loans  |                   |                |                       |
|                             | 13  | Investments—other (attach schedule) See Statement 10  | 13,657,969        | 13,779,850     | 7,743,395             |
|                             | 14  | Land, buildings, and equipment basis ► 31,239 Stmt 11   | 23,390            | 11,728         | 7,849                 |
|                             |     | Less accumulated depreciation (attach sch) ►  |                   |                |                       |
|                             | 15  | Other assets (describe ►)   | )                 |                |                       |
|                             | 16  | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                              |                   | 14,560,504     | 17,748,026            |
|                             |     |   |                   |                | 11,711,571            |
|                             | 17  | Accounts payable and accrued expenses   |                   |                |                       |
| Net Assets or Fund Balances | 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 ►) See Statement 12 )   | 400,017           | 395,258        |                       |
|                             | 23  | Total liabilities (add lines 17 through 22)   | 400,017           | 395,258        |                       |
|                             |     | 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  |                   |                |                       |
| Net Assets or Fund Balances |     | 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  | 14,160,487        | 17,352,768     |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg, and equipment fund   |                   |                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds  |                   |                |                       |
|                             | 30  | Total net assets or fund balances (see instructions)  | 14,160,487        | 17,352,768     |                       |
|                             | 31  | Total liabilities and net assets/fund balances (see instructions)   | 14,560,504        | 17,748,026     |                       |

## 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 | 14,160,487 |
| 2 | Enter amount from Part I, line 27a   | 2 | 3,189,508  |
| 3 | Other increases not included in line 2 (itemize) ► See Statement 13  | 3 | 2,773      |
| 4 | Add lines 1, 2, and 3  | 4 | 17,352,768 |
| 5 | Decreases not included in line 2 (itemize) ► See Statement 14  | 5 |            |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30  | 6 | 17,352,768 |

Form 990-PF (2011) A.H. Zeppa Family Foundation  
Part IV Capital Gains and Losses for Tax on Investment Income

20-6424699

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| (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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.)            | (d) Date sold<br>(mo., day, yr.)   |
|--|---|--|---|--|
| 1a N/A   |   |  |   |  |
| b  |   |  |   |  |
| c  |   |  |   |  |
| d  |   |  |   |  |
| e  |   |  |   |  |
|  | (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable)   | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)   |
| a  |   |  |   |  |
| b  |   |  |   |  |
| c  |   |  |   |  |
| d  |   |  |   |  |
| e  |   |  |   |  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69  |   |  |   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|  | (i) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69         | (k) Excess of col (i)<br>over col (j), if any   |  |
| a  |   |  |   |  |
| b  |   |  |   |  |
| c  |   |  |   |  |
| d  |   |  |   |  |
| e  |   |  |   |  |
| 2 Capital gain net income or (net capital loss)  | If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 |  | 2   |  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 |   |  | 3   |  |

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

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

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

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

 Yes  No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2010   | 32,646                                   | 12,840,010                                   | 0.002543  |
| 2009   | 533,617                                  | 10,198,328                                   | 0.052324  |
| 2008   | 2,322,949                                | 10,316,016                                   | 0.225179  |
| 2007   | 2,030,726                                | 6,500,236                                    | 0.312408  |
| 2006   | 4,707,417                                | 4,662,973                                    | 1.009531  |

2 Total of line 1, column (d) 2 1.601985

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 0.320397

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 11,231,172

5 Multiply line 4 by line 3 5 3,598,434

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7 3,598,434

8 Enter qualifying distributions from Part XII, line 4 8 719,857

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<br>Date of ruling or determination letter<br>(attach copy of letter if necessary—see instructions) | 1  |          |   |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b  |    |          |   |
| 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        |   |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)   | 4  | 0        |   |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-  | 5  | 0        |   |
| 6  | <b>Credits/Payments</b>  |    |          |   |
| a  | 2011 estimated tax payments and 2010 overpayment credited to 2011  | 6a | 2,919    |   |
| 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  | 2,919    |   |
| 8  | Enter any penalty for underpayment of estimated tax Check here <input 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 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 2,919    |   |
| 11 | Enter the amount of line 10 to be Credited to 2012 estimated tax ►   | 11 | Refunded |   |

**Part VII-A Statements Regarding Activities**

|    |     |    |
|----|-----|----|
|    | Yes | No |
| 1a |     | X  |
| 1b |     | X  |
| 1c |     | X  |
| 2  |     | X  |
| 3  |     | X  |
| 4a |     | X  |
| 4b |     | X  |
| 5  |     | X  |
| 6  |     | X  |
| 7  |     | X  |
| 8b |     | X  |
| 9  |     | X  |
| 10 |     | X  |

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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

1c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

MN

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

**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

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► [www.zeppa.org](http://www.zeppa.org) 13

14 The books are in care of ► Tony Cuneo

Telephone no ► 218-726-5430

222 East Superior Street - #326

Located at ► Duluth

MN

ZIP+4 ► 55802

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

16 At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►

|  |  |  |
|--|--|--|
|  |  |  |
|  |  |  |
|  |  |  |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)  Yes  No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ►

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 2011? N/A 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  No

If "Yes," list the years ► 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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 2011 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 2011) N/A 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? N/A 4a

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 2011? N/A 4b

## 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   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No        |    |   |
|    | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No        |    |   |
|    | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No        |    |   |
|    | (3) Provide a grant to an individual for travel, study, or other similar purposes?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No        |    |   |
|    | (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here | N/A<br>► <input type="checkbox"/>  | 5b |   |
| 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?<br>If "Yes," attach the statement required by Regulations section 53.4945-5(d)   | N/A <input type="checkbox"/> Yes <input type="checkbox"/> No               |    |   |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No        |    |   |
| b  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?<br>If "Yes," file Form 8870  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No        | 6b | X |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No        |    |   |
| b  | If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>N/A | 7b |   |

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

## 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address                       | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| Alan H. Zeppa<br>222 E. Superior St. #326  | Duluth<br>MN 55802  | Trustee<br>20.00                          | 0   | 0                                     |
| Anthony Cuneo<br>222 E. Superior St. #326  | Duluth<br>MN 55802  | Co-Exec. Dir<br>40.00                     | 62,500  | 12,393                                |
| Kathryn Eldred<br>222 E. Superior St. #326 | Duluth<br>MN 55802  | Co-Exec. Dir<br>40.00                     | 35,330  | 4,629                                 |
|  |   |   |   |                                       |

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

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

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

► 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| <b>NONE</b>   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

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 See Statement 15****2****3****4****Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

**1 222 Arts Center equity****313,949****2 Duluth Festival Opera loan****96,145**

All other program-related investments See instructions

**3****Zeitgeist Arts equity  
Vine mortgage****25,441****Total. Add lines 1 through 3****435,535**Form **990-PF** (2011)

**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 |    | 1a | 0                 |
| a | Average monthly fair market value of securities  |    | 1b | <b>159,450</b>    |
| b | Average of monthly cash balances   |    | 1c | <b>11,242,755</b> |
| c | Fair market value of all other assets (see instructions)   |    | 1d | <b>11,402,205</b> |
| d | <b>Total</b> (add lines 1a, b, and c)  |    |    |                   |
| 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  | <b>11,402,205</b> |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)   |    | 4  | <b>171,033</b>    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 |    | 5  | <b>11,231,172</b> |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5   |    | 6  | <b>561,559</b>    |

**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  |  |
| 2a | Tax on investment income for 2011 from Part VI, line 5  | 2a |    |  |
| b  | Income tax for 2011 (This does not include the tax from Part VI)  | 2b |    |  |
| c  | Add lines 2a and 2b   |    | 2c |  |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1                                    |    | 3  |  |
| 4  | Recoveries of amounts treated as qualifying distributions   |    | 4  |  |
| 5  | Add lines 3 and 4   |    | 5  |  |
| 6  | Deduction from distributable amount (see instructions)  |    | 6  |  |
| 7  | <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1 |    | 7  |  |

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

|   |   |  |    |                |
|---|---|--|----|----------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   |  | 1a | <b>284,322</b> |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26   |  | 1b | <b>435,535</b> |
| b | Program-related investments—total from Part IX-B  |  |    |                |
| 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  | <b>719,857</b> |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) |  | 5  | 0              |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   |  | 6  | <b>719,857</b> |

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)**

1 Distributable amount for 2011 from Part XI,  
line 7

2 Undistributed income, if any, as of the end of 2011

a Enter amount for 2010 only

b Total for prior years 20 \_\_\_\_\_, 20 \_\_\_\_\_, 20 \_\_\_\_\_

3 Excess distributions carryover, if any, to 2011

a From 2006

b From 2007

c From 2008

d From 2009

e From 2010

f Total of lines 3a through e

4 Qualifying distributions for 2011 from Part XII,  
line 4 ► \$ 719,857

a Applied to 2010, but not more than line 2a

b Applied to undistributed income of prior years  
(Election required—see instructions)

c Treated as distributions out of corpus (Election  
required—see instructions)

d Applied to 2011 distributable amount

e Remaining amount distributed out of corpus

5 Excess distributions carryover applied to 2011  
(If an amount appears in column (d), the same  
amount must be shown in column (a))

6 Enter the net total of each column as  
indicated below:

a Corpus Add lines 3f, 4c, and 4e Subtract line 5

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 instructions

e Undistributed income for 2010 Subtract line  
4a from line 2a Taxable amount—see  
instructions

f Undistributed income for 2011 Subtract lines  
4d and 5 from line 1 This amount must be  
distributed in 2012

7 Amounts treated as distributions out of corpus  
to satisfy requirements imposed by section  
170(b)(1)(F) or 4942(g)(3) (see instructions)

8 Excess distributions carryover from 2006 not  
applied on line 5 or line 7 (see instructions)

9 Excess distributions carryover to 2012.  
Subtract lines 7 and 8 from line 6a

10 Analysis of line 9

a Excess from 2007

b Excess from 2008

c Excess from 2009

d Excess from 2010

e Excess from 2011

**Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling |  |  |  | ►   | <b>N/A</b> |
| b   | Check box to indicate whether the foundation is a private operating foundation described in section   |  |  |  | <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) |            |
| 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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

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

**N/A**

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

**N/A****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  
**Tony Cuneo 218-726-5430**

**222 East Superior Street - #326 Duluth MN 55802**

b The form in which applications should be submitted and information and materials they should include  
**Standard application form available from Foundation.**

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  | 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>Name and address (home or business)</b>               |   |                                |                                  |               |
| <b>a Paid during the year</b><br><b>See Statement 16</b> |   |                                |                                  | <b>44,867</b> |
| <b>Total</b>   |   |                                | <b>► 3a</b>                      | <b>44,867</b> |
| <b>b Approved for future payment</b><br><b>N/A</b>       |   |                                |                                  |               |
| <b>Total</b>   |   |                                | <b>► 3b</b>                      |               |

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

Enter gross amounts unless otherwise indicated

1 Program service revenue  
a Zeitgeist Arts, LLC  
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  
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 \_\_\_\_\_  
b See Statement 17  
c \_\_\_\_\_  
d \_\_\_\_\_  
e \_\_\_\_\_  
12 Subtotal Add columns (b), (d), and (e)  
13 Total. Add line 12, columns (b), (d), and (e)

(See worksheet in line 13 instructions to verify calculations)

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

| Line No.<br>▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions ) |
|---------------|--|
| 1a            | <b>Philanthropic social venture supporting the arts.</b>   |
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**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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
  - (2) Other assets
- b Other transactions
  - (1) Sales of assets to a noncharitable exempt organization
  - (2) Purchases of assets from a noncharitable exempt organization
  - (3) Rental of facilities, equipment, or other assets
  - (4) Reimbursement arrangements
  - (5) Loans or loan guarantees
  - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
| N/A         |                     |   |  |
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**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

**Sign  
Here**

 Anthony Cane  
Signature of officer or trustee

X 11/14/12

1

**Trustee**

**Title**

|   |  |                      |           |
|---|--|----------------------|-----------|
| Signature of officer or trustee                                   |  | Date                 | File No.  |
| <b>Paid<br/>Preparer</b><br><b>Use Only</b>                       | Print/Type preparer's name                             | Preparer's signature | Date      |
|   | Sharlene M. Killorin                                   | Sharlene M. Killorin | 11/14/12  |
|   | Firm's name ► Esterbrooks Scott Signorelli et.al., Ltd | PTIN                 | P00036756 |
| Firm's address ► 302 W. Superior St., Ste.200<br>Duluth, MN 55802 | Firm's EIN ►   | 41-1414667           |           |
|   | Phone no   | 218-727-6846         |           |

**Schedule B**  
 (Form 990, 990-EZ,  
 or 990-PF)

Department of the Treasury  
 Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

A.H. Zeppa Family Foundation

Employer identification number

**20-6424699**

Organization type (check one)

Filers of: Section:

Form 990 or 990-EZ  501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF  501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

A.H. Zeppa Family Foundation

Employer identification number

20-6424699

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|---|----------------------------|---|
| 1          | Hurlbut-Zeppa Charitable Trust A7<br>222 East Superior St. - Suite 326<br><br>Duluth MN 55802 | \$ 522,643                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
| 2          | Hurlbut-Zeppa Charitable Trust A10<br>222 East Superior St. - #326<br><br>Duluth MN 55802     | \$ 1,033,562               | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
| 3          | Hurlbut-Zeppa Charitable Trust A12<br>222 East Superior St. - #326<br><br>Duluth MN 55802     | \$ 2,335,306               | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |

Name of organization

A.H. Zeppa Family Foundation

Employer identification number

20-6424699

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|--|--|----------------------|
| 1                         | Promissory Note                              | \$ 262,643                                     | 12/31/11             |
| 2                         | Promissory Note                              | \$ 863,562                                     | 12/31/11             |
| 3                         | Promissory Note                              | \$ 2,145,306                                   | 12/31/11             |
|                           | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |  | \$   |                      |
|                           | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                           |  | \$   |                      |

Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2011**Attachment  
Sequence No **179**

Name(s) shown on return

**A.H. Zeppa Family Foundation**Identifying number  
**20-6424699**

Business or activity to which this form relates

**Indirect Depreciation****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I

|    |  |                              |                  |
|----|--|------------------------------|------------------|
| 1  | Maximum amount (see instructions)  | 1                            | 500,000          |
| 2  | Total cost of section 179 property placed in service (see instructions)  | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation (see instructions)   | 3                            | 2,000,000        |
| 4  | Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-   | 4                            |                  |
| 5  | Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property  | (b) Cost (business use only) | (c) Elected cost |
|    |  |                              |                  |
|    |  |                              |                  |
| 7  | Listed property Enter the amount from line 29  | 7                            |                  |
| 8  | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7  | 8                            |                  |
| 9  | Tentative deduction Enter the smaller of line 5 or line 8  | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2010 Form 4562  | 10                           |                  |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)                    | 11                           |                  |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11   | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12   | 13                           |                  |

**Note:** Do not use Part II or Part III below for listed property Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

|    |   |    |  |
|----|---|----|--|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 |  |
| 15 | Property subject to section 168(f)(1) election  | 15 |  |
| 16 | Other depreciation (including ACRS)   | 16 |  |

**Part III MACRS Depreciation (Do not include listed property) (See instructions.)****Section A**

|    |   |    |       |
|----|---|----|-------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2011  | 17 | 3,879 |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► |    |       |

**Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property            |                                      |  |                     |                |            |                            |
| b 5-year property              |                                      |  |                     |                |            |                            |
| c 7-year property              |                                      |  |                     |                |            |                            |
| d 10-year property             |                                      |  |                     |                |            |                            |
| e 15-year property             |                                      |  |                     |                |            |                            |
| f 20-year property             |                                      |  |                     |                |            |                            |
| g 25-year property             |                                      |  | 25 yrs              |                | S/L        |                            |
| h Residential rental property  |                                      |  | 27 5 yrs            | MM             | S/L        |                            |
|                                |                                      |  | 27 5 yrs            | MM             | S/L        |                            |
| i Nonresidential real property |                                      |  | 39 yrs              | MM             | S/L        |                            |
|                                |                                      |  |                     | MM             | S/L        |                            |

**Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

|                |  |  |        |    |     |  |
|----------------|--|--|--------|----|-----|--|
| 20a Class life |  |  |        |    | S/L |  |
| b 12-year      |  |  | 12 yrs |    | S/L |  |
| c 40-year      |  |  | 40 yrs | MM | S/L |  |

**Part IV Summary (See instructions)**

|    |  |    |       |
|----|--|----|-------|
| 21 | Listed property Enter amount from line 28  | 21 |       |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 3,879 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs  | 23 |       |

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2011)

DAA

There are no amounts for Page 2

Form 4562

Department of the Treasury  
Internal Revenue Service (99)Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment  
Sequence No 179

Name(s) shown on return

A.H. Zeppa Family Foundation

Identifying number  
20-6424699

Business or activity to which this form relates

Zeitgeist Arts, LLC

## Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

|    |  |                              |                  |
|----|--|------------------------------|------------------|
| 1  | Maximum amount (see instructions)  | 1                            | 500,000          |
| 2  | Total cost of section 179 property placed in service (see instructions)  | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation (see instructions)   | 3                            | 2,000,000        |
| 4  | Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-   | 4                            |                  |
| 5  | Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property  | (b) Cost (business use only) | (c) Elected cost |
|    |  |                              |                  |
|    |  |                              |                  |
| 7  | Listed property Enter the amount from line 29  | 7                            |                  |
| 8  | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7  | 8                            |                  |
| 9  | Tentative deduction Enter the smaller of line 5 or line 8  | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2010 Form 4562  | 10                           |                  |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)                    | 11                           |                  |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11   | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12   | 13                           |                  |

Note: Do not use Part II or Part III below for listed property Instead, use Part V

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

|    |   |    |  |
|----|---|----|--|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 |  |
| 15 | Property subject to section 168(f)(1) election  | 15 |  |
| 16 | Other depreciation (including ACRS)   | 16 |  |

## Part III MACRS Depreciation (Do not include listed property) (See instructions.)

## Section A

|    |   |    |       |
|----|---|----|-------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2011  | 17 | 7,430 |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► |    |       |

## Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property            |                                      |  |                     |                |            |                            |
| b 5-year property              |                                      |  |                     |                |            |                            |
| c 7-year property              |                                      |  |                     |                |            |                            |
| d 10-year property             |                                      |  |                     |                |            |                            |
| e 15-year property             |                                      |  |                     |                |            |                            |
| f 20-year property             |                                      |  |                     |                |            |                            |
| g 25-year property             |                                      | 25 yrs   |                     | S/L            |            |                            |
| h Residential rental property  |                                      | 27 5 yrs   | MM                  | S/L            |            |                            |
|                                |                                      | 27 5 yrs   | MM                  | S/L            |            |                            |
| i Nonresidential real property |                                      | 39 yrs   | MM                  | S/L            |            |                            |
|                                |                                      |  | MM                  | S/L            |            |                            |

## Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

|                |  |        |    |     |     |  |
|----------------|--|--------|----|-----|-----|--|
| 20a Class life |  |        |    |     | S/L |  |
| b 12-year      |  | 12 yrs |    | S/L |     |  |
| c 40-year      |  | 40 yrs | MM | S/L |     |  |

## Part IV Summary (See instructions)

|    |  |    |       |
|----|--|----|-------|
| 21 | Listed property Enter amount from line 28  | 21 |       |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 7,430 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs  | 23 |       |

For Paperwork Reduction Act Notice, see separate instructions.

DAA

Form 4562 (2011)  
There are no amounts for Page 2

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

|                       | Description |               | How Received |            | Cost      | Expense | Depreciation | Net Gain / Loss |
|-----------------------|-------------|---------------|--------------|------------|-----------|---------|--------------|-----------------|
|                       | Whom Sold   | Date Acquired | Date Sold    | Sale Price |           |         |              |                 |
| H/Z Invest Ptrsp No 1 | Various     | Various       | \$ Purchase  | \$ 22,933  | \$ 22,933 | \$      |              | \$ -22,933      |
| H/Z Invest Ptrsp No 2 | Various     | Various       | \$ Purchase  | \$ 87,347  | \$ 87,347 | \$      |              | \$ -87,347      |
| Total                 |             |               | \$ 0         | \$ 110,280 | \$ 0      | \$ 0    | \$ 0         | \$ -110,280     |

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

| Description                 | Revenue per Books |            | Net Investment Income | Adjusted Net Income |
|-----------------------------|-------------------|------------|-----------------------|---------------------|
|                             | \$ 1,215,203      | \$ 114,017 |                       |                     |
| Zeitgeist Arts, LLC         |                   |            |                       | \$ 1,215,203        |
| Portfolio management income |                   |            |                       | \$ 114,017          |
| H/Z Invest. Partsp. #1      |                   |            |                       | -5,520              |
| H/Z Invest. Partsp. #2      |                   |            |                       | -34,794             |
| 222 Arts Center R/E LLC     |                   |            |                       | -27,061             |
| Brooklyn Hotel Partners LLC |                   |            |                       | -100,370            |
| Total                       | \$ 1,161,475      | \$ 0       | \$ 0                  | \$ 1,161,475        |

**Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees**

| Description         | Total    |          | Net Investment | Adjusted Net | Charitable Purpose |
|---------------------|----------|----------|----------------|--------------|--------------------|
|                     | \$ 5,523 | \$ 2,762 |                |              |                    |
| Foundation          | \$ 1,117 | \$ 893   | \$ 893         | \$ 893       | \$ 224             |
| Zeitgeist Arts, LLC |          |          |                |              |                    |
| Total               | \$ 6,640 | \$ 2,762 | \$ 2,762       | \$ 2,762     | \$ 224             |

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### Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

| Description | Total    | Net Investment | Adjusted Net | Charitable Purpose |
|-------------|----------|----------------|--------------|--------------------|
| Foundation  | \$ 5,390 | \$ 5,390       | \$ 0         | \$ 0               |
| Total       | \$ 5,390 | \$ 0           | \$ 0         | \$ 0               |

### Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

| Description | Total     | Net Investment | Adjusted Net | Charitable Purpose |
|-------------|-----------|----------------|--------------|--------------------|
| CapRock     | \$ 39,373 | \$ 19,687      | \$ 0         | \$ 0               |
| Total       | \$ 39,373 | \$ 19,687      | \$ 0         | \$ 0               |

### Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

| Description         | Total     | Net Investment | Adjusted Net | Charitable Purpose |
|---------------------|-----------|----------------|--------------|--------------------|
| Federal excise tax  | \$ 0      | \$ 0           | \$ 0         | \$ 0               |
| Other               | \$ 45,901 | \$ 0           | \$ 36,668    | \$ 9,233           |
| Zeitgeist Arts, LLC | \$ 45,901 | \$ 0           | \$ 36,668    | \$ 9,233           |
| Total               | \$ 45,901 | \$ 0           | \$ 36,668    | \$ 9,233           |

### Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation

|               | Description            |          | Prior Year Depreciation | Method | Life | Current Year Depreciation | Net Investment Income | Adjusted Net Income |
|---------------|------------------------|----------|-------------------------|--------|------|---------------------------|-----------------------|---------------------|
| Date Acquired | Cost Basis             |          |                         |        |      |                           |                       |                     |
| 1/05/09       | Audio/visual equipment | \$ 8,288 | \$ 4,443                | 200DB  | 5    | \$ 1,538                  | \$ 59                 | \$ 1,229            |
| 3/24/09       | Splicer                | 400      | 214                     | 200DB  | 5    | 75                        | 59                    | 59                  |

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**Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)**

|                               |            | Description |           | Prior Year Depreciation | Method | Life | Current Year Depreciation | Net Investment Income | Adjusted Net Income |
|-------------------------------|------------|-------------|-----------|-------------------------|--------|------|---------------------------|-----------------------|---------------------|
| Date Acquired                 | Cost Basis |             |           |                         |        |      |                           |                       |                     |
| Dell computer                 |            |             |           |                         |        |      |                           |                       |                     |
| 8/28/09                       | \$ 873     | \$ 468      | 200DB     |                         |        | 5    | \$ 162                    | \$                    | \$ 130              |
| Mac computers                 | (2)        | 1,312       | 703 200DB |                         |        | 5    | 244                       |                       | 195                 |
| Apple laptop                  |            |             |           |                         |        |      |                           |                       |                     |
| 9/05/09                       | 2,712      | 1,454       | 200DB     |                         |        | 5    | 503                       |                       | 402                 |
| Stage equipment               |            |             |           |                         |        |      |                           |                       |                     |
| 9/22/09                       | 891        | 478         | 200DB     |                         |        | 5    | 165                       |                       | 131                 |
| Shelving                      |            |             |           |                         |        |      |                           |                       |                     |
| 9/24/09                       | 1,774      | 951         | 200DB     |                         |        | 5    | 329                       |                       | 263                 |
| Computer accessories & equip. |            |             |           |                         |        |      |                           |                       |                     |
| 8/27/09                       | 2,318      | 1,243       | 200DB     |                         |        | 5    | 430                       |                       | 344                 |
| Teatro equipment - various    |            |             |           |                         |        |      |                           |                       |                     |
| 5/31/10                       | 7,080      | 1,605       | 200DB     |                         |        | 5    | 2,190                     |                       | 1,749               |
| Zinema equipment - various    |            |             |           |                         |        |      |                           |                       |                     |
| 5/31/10                       | 1,535      | 348         | 200DB     |                         |        | 5    | 475                       |                       | 379                 |
| Overhead equipment - various  |            |             |           |                         |        |      |                           |                       |                     |
| 5/31/10                       | 4,262      | 966         | 200DB     |                         |        | 5    | 1,319                     |                       | 1,054               |
| Computer                      |            |             |           |                         |        |      |                           |                       |                     |
| 2/14/07                       | 1,791      | 1,499       | 200DB     |                         |        | 5    | 206                       |                       |                     |
| Desk & chairs                 |            |             |           |                         |        |      |                           |                       |                     |
| 1/11/08                       | 1,837      | 1,053       | 200DB     |                         |        | 7    | 224                       |                       |                     |
| Office furniture              |            |             |           |                         |        |      |                           |                       |                     |
| 5/31/08                       | 14,843     | 8,517       | 200DB     |                         |        | 7    | 1,807                     |                       |                     |
| Computer equipment            |            |             |           |                         |        |      |                           |                       |                     |
| 5/31/08                       | 9,748      | 7,034       | 200DB     |                         |        | 5    | 1,123                     |                       |                     |
| Computer software - various   |            |             |           |                         |        |      |                           |                       |                     |
| 5/31/08                       | 1,639      | 1,183       | 200DB     |                         |        | 5    | 188                       |                       |                     |
| Chairs                        |            |             |           |                         |        |      |                           |                       |                     |
| 1/04/10                       | 1,381      | 225         | 200DB     |                         |        | 7    | 331                       |                       |                     |

**Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)**

| <u>Description</u> |           |           | <u>Date Acquired</u> | <u>Cost Basis</u> | <u>Prior Year Depreciation</u> | <u>Method</u> | <u>Life</u> | <u>Current Year Depreciation</u> | <u>Net Investment Income</u> | <u>Adjusted Net Income</u> |
|--------------------|-----------|-----------|----------------------|-------------------|--------------------------------|---------------|-------------|----------------------------------|------------------------------|----------------------------|
|                    |           |           |                      |                   |                                |               |             |                                  |                              |                            |
| Total              | \$ 62,684 | \$ 32,384 |                      |                   |                                |               |             | \$ 11,309                        | \$ 0                         | \$ 5,935                   |

**Statement 8 - Form 990-PF, Part I, Line 23 - Amortization**

| <u>Description</u> |  |  | <u>Date Acquired</u> | <u>Cost Basis</u> | <u>Prior Year Amortization</u> | <u>Life</u> | <u>Current Year Amortization</u> | <u>Net Investment Income</u> | <u>Adjusted Net Income</u> | <u>COGS</u> |
|--------------------|--|--|----------------------|-------------------|--------------------------------|-------------|----------------------------------|------------------------------|----------------------------|-------------|
| Liquor license     |  |  | 12/01/08             | \$ 30,469         | \$ 2,200                       | 15          | \$ 2,031                         | \$ 0                         | \$ 1,623                   |             |
| Total              |  |  |                      | \$ 30,469         | \$ 2,200                       |             | \$ 2,031                         | \$ 0                         | \$ 1,623                   |             |

**Statement 9 - Form 990-PF, Part I, Line 23 - Other Expenses**

| <u>Description</u>            |  |  | <u>Total</u> | <u>Net Investment</u> | <u>Adjusted Net</u> | <u>Charitable Purpose</u> |
|-------------------------------|--|--|--------------|-----------------------|---------------------|---------------------------|
| Zeitgeist Arts, LLC           |  |  |              |                       |                     |                           |
| Administration                |  |  | 3,788        |                       | 3,026               | 762                       |
| Bank charges                  |  |  | 40,336       |                       | 32,223              | 8,113                     |
| Business expenses - other     |  |  | 5,009        |                       | 4,002               | 1,007                     |
| Equipment lease & repair & su |  |  | 15,367       |                       | 12,276              | 3,091                     |
| Event production              |  |  | 106,912      |                       | 85,408              | 21,504                    |
| Miscellaneous                 |  |  |              |                       |                     |                           |
| Office                        |  |  | 656          |                       | 524                 | 132                       |
| Research & development        |  |  | 1,133        |                       | 905                 | 228                       |
| Telephone                     |  |  | 5,696        |                       | 4,550               | 1,146                     |
| Utilities                     |  |  | 3,662        |                       | 2,925               | 737                       |
| Uniforms                      |  |  | 1,645        |                       | 1,314               | 331                       |
| Insurance                     |  |  | 18,307       |                       | 14,625              | 3,682                     |
| Special Events                |  |  | 1,191        |                       | 951                 | 240                       |

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### Statement 9 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

| Description                | Total      | Net Investment | Adjusted Net | Charitable Purpose |
|----------------------------|------------|----------------|--------------|--------------------|
| Contracted service         | \$ 3,427   | \$             | \$ 2,738     | \$ 689             |
| Reimbursed expenses        | -31,968    |                | -25,538      | -6,430             |
| Advertising                | 99,053     |                | 79,130       | 19,923             |
| Cost of Goods Sold         | 387,065    |                | 387,065      |                    |
|                            |            |                |              |                    |
| Expenses                   | 436        |                |              |                    |
| Bank service charges       | 875        |                |              |                    |
| Business entertainment     | 939        |                |              |                    |
| Communications & publicity | 127        |                |              |                    |
| Telecommunications         | 13,766     |                |              |                    |
| Contract services          | 3,600      |                |              |                    |
| Dues & subscriptions       | 809        |                |              |                    |
| Employee appreciation      | 1,167      |                |              |                    |
| Insurance                  | 1,717      |                |              |                    |
| Miscellaneous              | 3,632      |                |              |                    |
| Office supplies            | 2,746      |                |              |                    |
| Gardner Building expenses  | 30,168     |                |              |                    |
| Parking                    | 1,560      |                |              |                    |
| Reimbursed expenses        | -37,038    |                |              |                    |
| Gifts                      | 754        |                |              |                    |
| Total                      | \$ 686,101 | \$ 436         | \$ 606,124   | \$ 55,155          |

**Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments**

| <b>Description</b>                | <b>Beginning<br/>of Year</b> | <b>End of<br/>Year</b> | <b>Basis of<br/>Valuation</b> | <b>Fair Market<br/>Value</b> |
|-----------------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| Brooklyn Hotel Partners, LLC      | \$ 337,642                   | \$ 277,274             | Cost                          | \$ 277,274                   |
| Damiano Center loan               | 302                          | 302                    | Cost                          | 302                          |
| Duluth Festival Opera loan        | 12,872                       | 6,698                  | Cost                          | 6,698                        |
| Gardner building                  | 637,078                      | 637,078                | Cost                          | 250,000                      |
| Hurlbut-Zeppa Investment Part. #1 | 472,330                      | 444,105                | Cost                          | 444,105                      |
| Hurlbut-Zeppa Investment Part. #2 | 10,913,183                   | 10,790,452             | Cost                          | 5,675,420                    |
| Neighborhood Housing loan fund    | 400,000                      | 400,000                | Cost                          | 400,000                      |
| Vine mortgage                     | 117,999                      | 112,654                | Cost                          | 112,654                      |
| Zeitgeist Arts, LLC               | 16,618                       | 47,403                 | Cost                          |                              |
| 222 Arts Center LLC member loan   | 90,000                       | 90,000                 | Cost                          | 90,000                       |
| 222 Arts Center LLC equity        | 659,945                      | 973,884                | Cost                          | 486,942                      |
| <b>Total</b>                      | <b>\$ 13,657,969</b>         | <b>\$ 13,779,850</b>   |                               | <b>\$ 7,743,395</b>          |

**Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

| <b>Description</b>    | <b>Beginning<br/>Net Book</b> | <b>End<br/>Cost / Basis</b> | <b>End Accumulated<br/>Depreciation</b> | <b>Net<br/>FMV</b> |
|-----------------------|-------------------------------|-----------------------------|---|--------------------|
| Furniture & equipment | \$ 11,728                     | \$ 31,239                   | \$ 23,390                               | \$ 7,849           |
| <b>Total</b>          | <b>\$ 11,728</b>              | <b>\$ 31,239</b>            | <b>\$ 23,390</b>                        | <b>\$ 7,849</b>    |

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## Federal Statements

### Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities

| Description                      | Beginning<br>of Year | End of<br>Year    |
|----------------------------------|----------------------|-------------------|
| Credit card liabilities          | \$ 438               | \$ 1,315          |
| Payroll liabilities              | -421                 | -6,057            |
| Loan from Hurlbut/Zeppa Trust A7 | 400,000              | 400,000           |
| Total                            | <u>\$ 400,017</u>    | <u>\$ 395,258</u> |

### Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases

| Description                      | Amount          |
|----------------------------------|-----------------|
| Partnership book/tax differences | \$ 2,773        |
| Total                            | <u>\$ 2,773</u> |

### Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases

| Description                     | Amount   |
|---------------------------------|----------|
| Partnership book/tax difference | \$ _____ |
| Total                           | \$ 0     |

**Federal Statements****Statement 15 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities****Description**

Zeitgeist Arts, LLC is a philanthropic social venture that seeks to create socially responsible and environmentally sustainable enterprises that support and celebrate the arts. Zeitgeist Arts is presently comprised of Teatro Zuccone (a black-box theater and musical performance venue), Zinema 2 (an independent movie theater), and Zeitgeist Arts Cafe (contemporary American comfort cuisine).

## Federal Statements

### Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

#### Description

Standard application form available from Foundation.

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

#### Description

None.

### Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

#### Description

None.

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**Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

| Name                               | Address | Relationship | Status  | Purpose    | Amount        |
|------------------------------------|---------|--------------|---------|------------|---------------|
| Zeitgeist Arts Cafe                |         |              | Charity | Operations | 988           |
| Duluth MN 55802                    |         |              |         |            |               |
| Renegade Theatre                   |         |              | Charity | Operations | 30,782        |
| Duluth MN 55802                    |         |              |         |            |               |
| Duluth Festival Opera              |         |              | Charity | Operations | 1,100         |
| Duluth MN 55802                    |         |              |         |            |               |
| Institute for a Sustainable Future |         |              | Charity | Operations | 100           |
| Duluth MN 55802                    |         |              |         |            |               |
| Spirit Lake Poetry Series          |         |              | Charity | Operations | 100           |
| Duluth MN 55802                    |         |              |         |            |               |
| Life House                         |         |              | Charity | Operations | 100           |
| Duluth MN 55802                    |         |              |         |            |               |
| Choice Unlimited                   |         |              | Charity | Operations | 100           |
| Duluth MN 55802                    |         |              |         |            |               |
| CHUM                               |         |              | Charity | Operations | -500          |
| Duluth MN 55802                    |         |              |         |            |               |
| Woodland Hills                     |         |              | Charity | Operations | 100           |
| Duluth MN 55802                    |         |              |         |            |               |
| Duluth Sustainable Summit 2010     |         |              | Charity | Operations | 100           |
| Community Action Duluth            |         |              |         |            |               |
| Duluth MN 55802                    |         |              |         |            |               |
| Fit City of Duluth                 |         |              | Charity | Operations | 7,724         |
| Duluth MN 55802                    |         |              |         |            |               |
| Total                              |         |              |         |            | 4,173         |
|                                    |         |              |         |            | <u>44,867</u> |

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## Federal Statements

### Statement 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

| Description                 | Business Code | Unrelated Amount | Exclusion Code | Exclusion Amount  | Related Income |
|-----------------------------|---------------|------------------|----------------|-------------------|----------------|
| Portfolio management income |               | \$               | 41             | \$ 114,017        | \$             |
| H/Z Invest. Partsp. #1      |               |                  | 14             | -5,520            |                |
| H/Z Invest. Partsp. #2      |               |                  | 14             | -34,794           |                |
| 222 Arts Center R/E LLC     |               |                  | 14             | -27,061           |                |
| Brooklyn Hotel Partners LLC |               |                  | 14             | -100,370          |                |
| Total                       |               | \$ <u>0</u>      |                | \$ <u>-53,728</u> | \$ <u>0</u>    |