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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE EAGLE FOUNDATION		A Employer identification number 20-8070601	
Number and street (or P O box number if mail is not delivered to street address) 8357 100TH STREET W		B Telephone number (see instructions) (952) 938-4811	
City or town, state, and ZIP code BLOOMINGTON, MN 55438		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,563,174		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,622,470			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	333,481	333,481		
	4 Dividends and interest from securities.	122,503	122,503		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-119,355			
	b Gross sales price for all assets on line 6a <u>3,289,795</u>				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,959,099	455,984		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	21,204	21,204		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,078	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,544	0		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	52,826	21,204		0
	25 Contributions, gifts, grants paid	955,908			955,908
	26 Total expenses and disbursements. Add lines 24 and 25	1,008,734	21,204		955,908
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	950,365			
	b Net investment income (if negative, enter -0-)		434,780		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II

Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	9,186	1,058,656	1,058,656
	2	Savings and temporary cash investments	2,590,557	173,139	173,139
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	11,611,512	14,027,531	14,331,379
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,211,255	15,259,326	15,563,174	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27		Capital stock, trust principal, or current funds	0	0	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	14,211,255	15,259,326	
30		Total net assets or fund balances (see page 17 of the instructions)	14,211,255	15,259,326	
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,211,255	15,259,326	

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	14,211,255
2	Enter amount from Part I, line 27a	2	950,365
3	Other increases not included in line 2 (itemize) ▶ _____	3	97,706
4	Add lines 1, 2, and 3	4	15,259,326
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,259,326

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-119,355
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	874,245	11,890,558	0 073524
2010	814,970	6,760,229	0 120554
2009	1,206,929	3,933,602	0 306825
2008	659,160	3,654,255	0 180382
2007	602,796	1,795,498	0 335726


2	Total of line 1, column (d).	2	1 017011
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 203402
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	14,067,883
5	Multiply line 4 by line 3.	5	2,861,436
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,348
7	Add lines 5 and 6.	7	2,865,784
8	Enter qualifying distributions from Part XII, line 4.	8	955,908

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,696
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	8,696
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	8,696
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,200	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	12,700
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	5
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,999
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,999	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PHILIP F FANDREI Telephone no ▶(952) 938-4811 Located at ▶8357 100TH ST W BLOOMINGTON MN ZIP +4 ▶55438			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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?	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
MARK D HANSON	V P , SECTY, DIR	0	0	0
12987 PIONEER TRAIL	1 00			
EDEN PRAIRIE, MN 55347				
PHILIP F FANDREI	PRESIDENT, TREAS ,	0	0	0
8357 100TH STREET WEST	DIR			
BLOOMINGTON, MN 55438	1 00			
KARI M HANSON	V P , DIR	0	0	0
9785 DORSCH LANE	1 00			
EDEN PRAIRIE, MN 55437				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	12,927,858
b	Average of monthly cash balances.	1b	1,354,257
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,282,115
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	14,282,115
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	214,232
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,067,883
6	Minimum investment return. Enter 5% of line 5.	6	703,394

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	703,394
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,696
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,696
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	694,698
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	694,698
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	694,698

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	955,908
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	955,908
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	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	955,908
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				694,698
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	513,534			
b From 2008.	478,949			
c From 2009.	1,012,105			
d From 2010.	481,586			
e From 2011.	289,849			
f Total of lines 3a through e.	2,776,023			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 955,908				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				694,698
e Remaining amount distributed out of corpus	261,210			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,037,233			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	513,534			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	2,523,699			
10 Analysis of line 9				
a Excess from 2008. . . .	478,949			
b Excess from 2009. . . .	1,012,105			
c Excess from 2010. . . .	481,586			
d Excess from 2011. . . .	289,849			
e Excess from 2012. . . .	261,210			

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 2012, enter the date of the ruling.

b

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

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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))

MARK D HANSON

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

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 or e-mail of the person to whom applications should be addressed

PHILIP F FANDREI
8357 100TH ST WEST
BLOOMINGTON, MN 55438
(952) 938-4811

b

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

ORGANIZATION OR INDIVIDUAL SHOULD SUBMIT A DETAILED DESCRIPTION OF THE INDIVIDUAL OR ORGANIZATION AND THE PROPOSED ACTIVITIES AND PURPOSES OF THE ORGANIZATION OR INDIVIDUAL

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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	955,908
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					333,481
4	Dividends and interest from securities. . . .					122,503
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					-119,355
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). . . .		0		0	336,629
13	Total. Add line 12, columns (b), (d), and (e).					336,629

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

***** 2013-08-06 *****

Signature of officer or trustee Date Title

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

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

**Paid
Preparer
Use
Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00067338
DENNIS ALDRICH	DENNIS ALDRICH	2013-08-06		
Firm's name <input checked="checked" type="checkbox"/>	Judd Ostermann & Demro Ltd		Firm's EIN <input checked="checked" type="checkbox"/> 41-1462873	
	2209 Bard Avenue			
Firm's address <input checked="checked" type="checkbox"/>	Faribault, MN 55021		Phone no (507) 334-5516	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
COOK & DUP PAGE COUNTY PARTIAL CALL	P	2012-01-17	2012-11-06
EASTMAN KODAK SENIOR NOTE	P	2011-01-31	2012-01-05
SEARS HOLDING CORP SENIOR SECD	P	2011-09-19	2012-01-09
RIVERSIDE COUNTY CA REDEV AGY	P	2011-06-30	2012-01-19
ALBERTSON INC MED TERM NOTE	P	2011-03-30	2012-01-30
ALBERTSONS INC DEBENTURES	P	2011-05-31	2012-01-30
ALBERTSONS INC MEDIUM TERM NOTES	P	2010-05-14	2012-01-30
ALBERTSONS INC MEDIUM TERM NOTES	P	2011-04-29	2012-01-30
FEDERAL HOME LOAN MTG PARTIAL CALLS	P	2011-03-23	2012-01-17
SUPER VALUE INC SENIOR NOTE	P	2010-11-30	2012-02-06
SYNOVNS FINANCIAL CORP	P	2011-06-30	2012-02-14
MERRILL LYNCH & CO INC NOTE	P	2008-04-30	2012-05-07
AVIS BUDGET CAR RENT LLC	P	2010-06-29	2012-05-15
SAN JOSE CA REDEV TAX ALLOC	P	2012-02-27	2012-06-07
CIT GROUP INC NEW SENIOR NOTE	P	2011-07-29	2012-06-14
BAYONNE NJ RFDG PENSION	P	2011-05-31	2012-06-15
FEDL HOME LOAN MTG CORP	P	2011-07-13	2012-06-15
FEDL HOME LOAN MTG CORP	P	2011-03-29	2012-06-15
FEDL HOME LOAN MTG CORP	P	2011-03-23	2012-06-15
DEAN FOODS CO NEW SENIOR NOTES	P	2010-05-14	2012-06-26
MGM MIRAGE SENIOR NOTES	P	2011-01-10	2012-06-26
GOVT NATIONAL MTG ASSN	P	2010-04-20	2012-07-20
HANESBRANDS INC SENIOR NOTE	P	2011-02-11	2012-08-06
BROADVIEW NETWORKS HLDGS	P	2011-05-31	2012-08-07
GOVT NATL MTG ASSN	P	2011-03-21	2012-08-16
FIRST HORIZON MTG TR REMIC	P	2012-08-20	2012-08-28
BEST BUY INC NOTE	P	2012-03-08	2012-08-22
PENNEY JC CORP INC SENIOR NOTE	P	2010-11-30	2012-08-22
NEXTEL COMM PARTIAL CALL	P	2012-08-16	2012-08-24
FIRST HORIZON MTG TR REMIC	P	2011-03-17	2012-08-28

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GOLDMAN SACHS GROUP INC	P	2012-02-29	2012-09-04
FEDL NATL MTG ASSN	P	2011-05-31	2012-09-25
GOVT NATL MTG ASSN	P	2011-03-21	2012-10-16
BANK OF AMERICA CORP	P	2011-10-28	2012-10-31
TESORO CORP SR NOTE SERIES	P	2010-04-23	2012-11-02
ABITI CONS COMP	P	2007-02-26	2012-11-07
ARCELORMITTAL SA NOTE	P	2012-03-08	2012-11-14
ARCELORMITTAL SA NOTE USD	P	2011-08-25	2012-11-14
BOLINGBROOK ILSER FGIC	P	2012-02-03	2012-11-14
HARTFORD FINANCIAL SERVICES GROUP	P	2012-04-11	2012-11-14
PRUDENTIAL FINANCIAL INC	P	2008-05-12	2012-11-15
NEXTEL COMMUNICATIONS INC	P	2010-02-24	2012-11-19
WILLACY CNTY TX PARTIAL CALL	P	2011-07-27	2012-12-03
GOVT NATL MTG ASSN	P	2010-04-16	2012-12-17
ASSURED GUARANTY MUNI HLDS	P	2012-03-06	2012-08-30
ENTERTAINMENT PROPERTIES TR	P	2012-10-01	2012-11-05
PS BUSINESS PARKS INC	P	2012-07-03	2012-10-09
Capital Gains Dividends	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
17,195		20,000	-2,805
58,640		184,021	-125,381
76,951		90,269	-13,318
102,827		100,339	2,488
59,165		61,341	-2,176
78,016		90,270	-12,254
48,722		51,643	-2,921
70,200		83,377	-13,177
27,000		27,000	0
188,955		185,993	2,962
150,000		148,519	1,481
50,000		49,630	370
52,000		52,209	-209
70,367		72,140	-1,773
121,322		117,283	4,039
202,886		183,188	19,698
700		880	-180
33,496		34,251	-755
17,000		17,367	-367
105,345		99,660	5,685
104,293		98,781	5,512
10,663		9,580	1,083
215,058		203,363	11,695
64,445		102,912	-38,467
4,628		4,830	-202
148,854		148,854	0
90,290		103,298	-13,008
88,442		99,036	-10,594
24,000		24,000	0
147,673		162,920	-15,247

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
91,000		92,408	-1,408
9,012		11,023	-2,011
1,185			1,185
40,000		40,000	0
50,552		52,009	-1,457
8			8
49,553		51,132	-1,579
87,691		95,658	-7,967
57,829		50,794	7,035
56,255		50,661	5,594
100,000		100,000	0
26,000		24,252	1,748
5,000		5,000	0
5,437		2,845	2,592
48,671		51,542	-2,871
100,000		103,007	-3,007
50,000		51,865	-1,865
82,469			82,469

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,805
			-125,381
			-13,318
			2,488
			-2,176
			-12,254
			-2,921
			-13,177
			0
			2,962
			1,481
			370
			-209
			-1,773
			4,039
			19,698
			-180
			-755
			-367
			5,685
			5,512
			1,083
			11,695
			-38,467
			-202
			0
			-13,008
			-10,594
			0
			-15,247

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,408
			-2,011
			1,185
			0
			-1,457
			8
			-1,579
			-7,967
			7,035
			5,594
			0
			1,748
			0
			2,592
			-2,871
			-3,007
			-1,865
			82,469

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
AUGSBURG COLLEGE 2211 RIVERSIDE AVENUE SOUTH MINNEAPOLIS,MN 55454	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
AUGUSTANA COLLEGE 639 38TH STREET ROCK ISLAND,IL 61201	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	12,500
BETHEL UNIVERSITY 3900 BETHEL DR ARDEN HILLS,MN 55112	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	70,000
BETHUNE COOKMAN UNIVERSITY 640 DR MARY MCLEOD BETHUNE BLVD DAYTONA BEACH,FL 32114	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
BOB JONES UNIVERSITY 1700 WADE HAMPTON BLVD GREENVILLE,SC 29614	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	25,000
CENTRAL LAKES COLLEGE 501 WEST COLLEGE DRIVE BRAINERD,MN 56401	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
CONCORDIA COLLEGE MOORHEAD 901 8TH ST S MOORHEAD,MN 56562	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	60,000
CONCORDIA UNIVERSITY-ST PAUL 275 SYNDICATE ST N ST PAUL,MN 55104	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	120,000
CROWN COLLEGE 8700 COLLEGE VIEW DRIVE ST BONIFACIUS,MN 55375	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	15,000
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PKWY DALLAS,TX 75211	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
DELASALLE HIGH SCHOOL 1 DELASALLE DR MINNEAPOLIS,MN 55401	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	30,000
FLATHEAD VALLEY COMM COLLEGE 777 GRANDVIEW DR KALISPELL,MT 59901	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
FLORIDA STATE UNIVERSITY 600 W COLLEGE AVE TALLAHASSEE,FL 32306	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
IOWA STATE UNIVERSITY 1750 BEARDSHEAR HALL AMES,IA 50011	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	9,500
LIBERTY UNIVERSITY 1971 UNIVERSITY BLVD LYNCHBURG,VA 24502	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	15,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DRIVE NASHVILLE,TN 37204	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	7,900
LUTHER COLLEGE 700 COLLEGE DR DECORAH,IA 52101	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
MARANATHA BAPTIST BIBLE COLLEGE 745 W MAIN ST WATERTOWN,WI 53094	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	10,000
MINNESOTA LIFE COLLEGE 7501 LOGAN AVE S STE 2A RICHFIELD,MN 55423	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	8,500
MINNESOTA STATE UNIVERSITY MANKATO 228 WIECKLING CTR MANKATO,MN 56001	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	10,000
MN STATE UNIVERSITY MOORHEAD 1104 7TH ST S MOORHEAD,MN 56560	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
MOODY BIBLE INSTITUTE 820 N LASALLE BLVD CHICAGO,IL 60610	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	10,000
NATIONAL AMERICAN UNIVERSITY 7801 METRO PARKWAY BLOOMINGTON,MN 55425	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
NORMANDALE COMM COLLEGE 9700 FRANCE AVE S BLOOMINGTON,MN 55431	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	14,874
NORTH DAKOTA STATE UNIVERSITY 1340 ADMINISTRATION AVE FARGO,ND 58102	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
NORTHWESTERN COLLEGE 3003 SNELLING AVE N ST PAUL,MN 55113	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	80,000
RASMUSSEN COLLEGE 8300 NORMAN CENTER DRIVE BLOOMINGTON,MN 55437	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	10,000
RIDGEWATER COLLEGE 2101 15TH AVE NW WILMAR,MN 56201	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	7,500
SOTHEBYS INSTITUTE OF ART 570 LEXINGTON AVE 6TH FLOOR NEW YORK,NY 10022	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ST MARYS COLLEGE OF MARYLAND 18952 E FISHER RD ST MARYS CITY,MD 20686	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
ST MARYS UNIVERSITY-WINONA 700 TERRACE HEIGHTS WINONA,MN 55987	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	2,500
TRINITY WESTERN UNIVERSITY 7600 GLOVER RD LANGLEY,BC V2Y1Y1 CA	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
TRUMAN STATE UNIVERSITY 100 E NORMAL KIRKSVILLE,MO 63501	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY OF FLORIDA 2000 SOUTHWEST ARCHER RD GAINSVILLE,FL 32603	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY OF IOWA 4 JESSUP HALL IOWA CITY,IA 52242	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	15,000
UNIVERSITY OF MINNESOTA 1425 UNIVERSITY AVE SE MINNEAPOLIS,MN 55455	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	32,500
UNIVERSITY OF MINNESOTA- DULUTH 10 UNIVERSITY DR 104 DULUTH,MN 55812	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	15,000
UNIVERSITY OF MISSOURI 125 JESSE HALL COLUMBIA,MO 65211	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY OF NC CHARLOTTE 9201 UNIVERSITY CITY BLVD CHARLOTTE,NC 28223	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY OF NORTH DAKOTA 3100 UNIVERSITY AVE STOP 8157 GRAND FORKS,ND 58202	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY OF WISCONSIN- STOUT 712 S BROADWAY ST MENOMONIE,WI 54751	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
WARTBURG COLLEGE 222 9TH ST NW WAVERLY,IA 50677	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
WINONA STATE UNIVERSITY PO BOX 5838 WINONA,MN 55987	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ALEXANDRIA TECHNICAL & COMMUNITY COLLEGE 1601 JEFFERSON STREET ALEXANDRIA,MN 56308	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ALLEN COLLEGE 1990 HEATH STREET WATERLOO,IA 50703	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	7,500


Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
ANOKA TECHNICAL COLLEGE 1355 US 10 ANOKA,MN 55303	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
AUGUSTANA COLLEGE-SD 2001 SOUTH SUMMIT AVENUE SIOUX FALLS,SD 57197	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	2,500
AZUSA PACIFIC UNIVERSITY 921 EAST ALOSTA AVENUE AZUSA,CA 91702	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
BETHANY LUTHERAN COLLEGE 700 LUTHER DRIVE MANKATO,MN 56001	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	2,500
BISMARCK STATE COLLEGE 1500 EDWARDS AVENUE BISMARCK,ND 58506	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	2,500
CONCORDIA ACADEMY 2400 NORTH DALE STREET ST PAUL,MN 55113	NONE	501(C)(3)	TUITION REDUCTION	4,375
CONCORDIA UNIVERSITY-ANN ARBOR 4090 GEDDES ROAD ANN ARBOR,MI 48105	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	1,431
CONCORDIA UNIVERSITY-TEXAS 11400 CONCORDIA UNIVERSITY DRIVE AUSTIN,TX 78726	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
DUNWOODY COLLEGE OF TECHNOLOGY 818 DUNWOODY BLVD MINNEAPOLIS,MN 55403	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	1,106
YOUNG LIFE-EDEN PRAIRIE PO BOX 771 CHANHASSEN,MN 55317	NONE	501(C)(3)	COMMUNITY BETTERMENT	8,000
ELMHURST COLLEGE 190 SOUTH PROSPECT AVENUE ELMHURST,IL 60126	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
EVEREST INSTITUTE 1000 BLUE GENTIAN ROAD 250 EAGAN,MN 55121	NONE	EDUCATIOANL INSTITUT	TUITION REDUCTION	5,000
GEORGIA HIGHLANDS COLLEGE 25 COURTHOUSE ROAD DALLAS,GA 30132	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
GEORGIA STATE UNIVERSITY 33 GILMER STREET ATLANTA,GA 30303	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
GRACE COLLEGE & SEMINARY 200 SEMINARY DRIVE WINONA LAKE,IN 46590	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
HAMLIN UNIVERSITY 1536 HEWITT AVENUE ST PAUL, MN 55104	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
HEAVY METAL TRUCK TRAINING 11098 CLARK ROAD INVER GROVE HEIGHTS, MN 55077	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	3,165
HEROIC LEADERSHIP INSTITUTE & PATHWAY VINEYARD PO BOX 1610 LEWISTON, ME 04241	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ITT TECHNICAL INSTITUTE 1615 75TH ST SW EVERETT, WA 98203	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
MASTERS INSTITUTE 2700 RICE STREET ST PAUL, MN 55117	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
MITCHELL TECHNICAL INSTITUTE 1800 EAST SPRUCE STREET MITCHELL, SD 57301	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
MINNESOTA COMMUNITY & TECHNICAL COLLEGE 1900 28TH AVENUE SOUTH MOORHEAD, MN 56560	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	2,057
MINNESOTA SCHOOL OF COSMETOLOGY 1750 WEIR DRIVE WOODBURY, MN 55125	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
NASNOTAH HOUSE SEMINARY 2777 MISSION ROAD NASHOTAH, WI 53058	NONE	501(C)(3)	TUITION REDUCTION	5,000
NORTH CENTRAL UNIVERSITY 910 ELLIOT AVE SOUTH MINNEAPOLIS, MN 55404	NONE	501(C)(3)	TUITION REDUCTION	40,000
SOUTH CENTRAL COLLEGE 1225 3RD STREET SW FARIBAULT, MN 55021	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
SOUTHWEST MINNESOTA STATE UNIVERSITY 1501 STATE STREET MARSHALL, MN 56258	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ST CATHERINES UNIVERSITY 601 25TH AVENUE SOUTH MINNEAPOLIS, MN 55454	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	7,500
ST CLOUD UNIVERSITY 720 4TH AVENUE SOUTH ST CLOUD, MN 56301	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ST MARYS UNIVERSITY-MINNEAPOLIS 2500 PARK AVENUE MINNEAPOLIS, MN 55404	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	10,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
ST OLAF COLLEGE 1520 ST OLAF AVENUE NORTHFIELD,MN 55057	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
MINNESOTA TEEN CHALLENGE 1619 PORTLAND AVENUE SOUTH MINNEAPOLIS,MN 55404	NONE	501(C)(3)	TUITION REDUCTION	5,000
TROCARE COLLEGE 360 CHOATE AVENUE BUFFALO,NY 14220	NONE	EDUCATIOANL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY CATOLICA BOLIVIANA 2AV 14DE SEPTIEMBRE LA PAZ,BOLIVIA BL	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	7,500
UNIVERSITY OF COLORADO-BOULDER UNIVERSITY OF COLORADO AT BOULDER BOULDER,CO 80309	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY OF NORTH TEXAS 1155 UNION CIRCLE DENTON,TX 76203	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
UNIVERSITY OF SOUTHERN MISSISSIPPI 118 COLLEGE DRIVE HATTIESBURG,MS 39406	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	10,000
UNIVERSITY OF ST THOMAS 2115 SUMMIT AVENUE ST PAUL,MN 55105	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	15,000
WESTERN WASHINGTON UNIVERSITY 516 HIGH STREET BELLINGHAM,WA 98225	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ARGOSY UNIVERSITY 1515 CENTRAL PARKWAY EAGAN,MN 55121	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ASSOC FREE LUTHERAN BIBLE SCHOOL 3134 E MEDICINE LAKE ROAD PLYMOUTH,MN 55441	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
ASSOC OF FREE LUTHERAN THEO SEMIN 3120 E MEDICINE LAKE BLVD PLYMOUTH,MN 55441	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
CAMPUS CRUSADE CHRIST 100 LAKE HART DR ORLANDO,FL 32832	NONE	EDUCATIONAL INSTITUT	TUITION REDUCTION	5,000
Total  3a				955,908

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization THE EAGLE FOUNDATION	Employer identification number 20-8070601
--------------------------------------------------	----------------------------------------------

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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 THE EAGLE FOUNDATION	Employer identification number 20-8070601
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	AUTO MARK INC 12987 PIONEER TRAIL EDEN PRAIRIE, MN 55347	\$ 1,600,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>2</u>	CORNERSTONE AUTO 17219 HIGHWAY 10 NW ELK RIVER, MN 55330	\$ 9,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE EAGLE FOUNDATION	Employer identification number 20-8070601
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE EAGLE FOUNDATION	Employer identification number 20-8070601
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

TY 2012 Investments - Other Schedule

Name: THE EAGLE FOUNDATION

EIN: 20-8070601

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STEEL NICOLAUS BROKERAGE ACCT	AT COST	7,068,911	7,187,622
FINANCIAL NETWORK BROKERAGE ACCT	AT COST	6,958,620	7,143,757

TY 2012 Other Expenses Schedule**Name:** THE EAGLE FOUNDATION**EIN:** 20-8070601

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	1	0		0
OFFICE EXPENSE	132	0		0
LABOR	14,411	0		0

TY 2012 Other Increases Schedule

Name: THE EAGLE FOUNDATION

EIN: 20-8070601

Description	Amount
Unrestricted net assets	97,706

TY 2012 Other Professional Fees Schedule

Name: THE EAGLE FOUNDATION

EIN: 20-8070601

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	21,204	21,204		0

TY 2012 Substantial Contributors Schedule

Name: THE EAGLE FOUNDATION

EIN: 20-8070601

Name	Address
AUTO MARK INC	12987 PIONEER TRAIL EDEN PRAIRIE, MN 55347

TY 2012 Taxes Schedule**Name:** THE EAGLE FOUNDATION**EIN:** 20-8070601

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORM 990 PF	17,053	0		0
MN MIN FEE	25	0		0