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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 Open to public Inspection

101	raicii	dai yeai 2012 di tax yeai beyini	iiig		, and ending			
Naı	ne of	foundation				A Employer identification	number	
T.1	, ,	DIBIOAN AND NIII	N WAGNET	TAN EQUADAME	ONT	26 2162072		
		DUNCAN AND NIVI			Room/suite	26-2162073		
		BOX 5628	not delivered to street	audiessy	Additionite	B Telephone number 952-674-2800		
		own, state, and ZIP code				_	. —	
_			55440-562	· 8		C If exemption application is p	ending, check here	
			return		ormer public charity	D 1. Foreign organizations	check here	
•	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Final r		Amended return	officer public charity	1. Foreign organizations	, cricci	
			ss change	Name change		2 Foreign organizations me check here and attach co	eting the 85% test,	
H (	heck			kempt private foundation		1		
	_	ction 4947(a)(1) nonexempt char		Other taxable private founda	ation	E If private foundation state under section 507(b)(1)		
I Fa		rket value of all assets at end of y			Accrual	F If the foundation is in a		
		Part II, col. (c), line 16)	· -	ther (specify)		under section 507(b)(1)		
	\$		L	ımn (d) must be on cash l	basis.)		(-,,	
Pa	art I	Analysis of Revenue and Fyne	neee	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements	
		(The total of amounts in columns (b), necessarily equal the amounts in coli	(c), and (d) may not umn (a) )	expenses per books	income	income	for charitable purposes (cash basis only)	
	1	Contributions, gifts, grants, etc.,	received	6,579,418.		N/A		
	2	Check If the foundation is not re	quired to attach Sch B					
	3	Interest on savings and temporary cash investments		807.	807.		STATEMENT 1	
	4	Dividends and interest from secu	urities	525,405.	525,405.		STATEMENT 2	
	5a	Gross rents		38,291.	38,291.		STATEMENT 3	
	b	Net rental income or (loss)	38,291.					
ā	6a	Net gain or (loss) from sale of assets n		-15,205.				
nue	b	Gross sales price for all assets on line 6a	86,071.					
Revenue	7	Capital gain net income (from Part IV,	ine 2)		0.			
	8	Net short-term capital gain			- F DI	CFIVED		
2013	9	Income modifications Gross sales less returns			1 1/1	3		
7	10a	and allowances			1,01	10	_	
٣		Less Cost of goods sold				V 1 8 2013 13		
€ <b>V</b>	11	Gross profit or (loss) Other income		-30,069.	-53, 281	SPENI IIT	STATEMENT 4	
<u>&gt;0</u>	12	Total Add lines 1 through 11		7,098,647.	511, 222	GDEN, UI	DIVIDUE 4	
Z	13	Compensation of officers, directors, tr	ustees etc	0.	0.		0.	
	14	Other employee salaries and wag			<u> </u>			
뽓	15	Pension plans, employee benefit						
SESTINE		Legal fees						
ď		Accounting fees	STMT 5	3,783.	2,268.		1,515.	
SCA Operating and Administrative Expen	С	Other professional fees	STMT 6	32,822.	32,822.		0.	
<u>š</u>	17	Interest		3,612.	3,612.		0.	
trat	18	Taxes	STMT 7	16,934.	14,434.		0.	
nis	19	Depreciation and depletion						
뗥	20	Occupancy						
Š	21	Travel, conferences, and meeting	gs					
ă	22	Printing and publications			100		1 2 2 2	
ing	23	Other expenses	STMT 8	188,026.	186,000.		1,313.	
<u> rat</u>	24	Total operating and administra		245 155	220 126		2 222	
ŏ	-	expenses. Add lines 13 through	23	245,177.	239,136.		2,828.	
_	25	Contributions, gifts, grants paid		444,775.			444,775.	
	26	Total expenses and disburseme	ents.	689,952.	239,136.		447,603.	
	27	Add lines 24 and 25 Subtract line 26 from line 12:		003,334.	437,130.		441,003	
		Excess of revenue over expenses and	dichireements	6,408,695.				
		Net investment income (if negative		0/200/053	272,086.			
		Adjusted net income (if negative,			,	N/A		

	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	year
	aπ	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	1.		
	2	Savings and temporary cash investments	103,592.	2,277,567.	2,277,567.
	l	A- AA- [	103,372.		2,211,301.
	3			27 020	27 020
		Less: allowance for doubtful accounts		27,939.	27,939.
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
	<i>'</i>	Less: allowance for doubtful accounts			
	١.				
Assets	8	Inventories for sale or use			
\ss		Prepaid expenses and deferred charges			
•	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	7,131,657.	7,286,657.	10,978,793.
	C	Investments - corporate bonds STMT 10	3,786,768.	3,470,362.	3,902,402.
	11	Investments - land, buildings, and equipment basis		İ	
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	2,255,382.	3,619,570.	3,734,207.
	i	F	2,233,302:	3,013,370.	3,734,207.
	14	Land, buildings, and equipment: basis			
		Less accumulated depreciation			
	15	Other assets (describe ► STATEMENT 12)	0.	3,004,000.	3,004,000.
	1				
	16	Total assets (to be completed by all filers)	13,277,400.	19,686,095.	23,924,908.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
S	19	Deferred revenue			
Ę.	20	Loans from officers, directors, trustees, and other disqualified persons			
Ē	21	Mortgages and other notes payable			
Liabilities	l				
	22	Other liabilities (describe			
	l		•	•	
_	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
Š	24	Unrestricted			
ā	25	Temporarily restricted			
Ba		Permanently restricted			
Net Assets or Fund Balances	-"	Foundations that do not follow SFAS 117, check here			
Ξ		and complete lines 27 through 31			
ō		-	15,000,000.	18,000,000.	I
şţ	27	Capital stock, trust principal, or current funds		10,000,000.	1
SS	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	1 606 005	
ţ	29	Retained earnings, accumulated income, endowment, or other funds	-1,722,600.	1,686,095.	
ž	30	Total net assets or fund balances	13,277,400.	19,686,095.	
	31	Total liabilities and net assets/fund balances	13,277,400.	19,686,095.	
		III Analysis of Changes in Net Assets or Fund Ba	alances		
<u> </u>	art	Allalysis of Changes in Net Assets of Fund Do	alalices		
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
•		st agree with end-of-year figure reported on prior year's return)		1	13,277,400.
0	•	r amount from Part I, line 27a		<del></del>	6,408,695.
				2	
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	19,686,095.
		eases not included in line 2 (itemize)			0.
<u>6</u>	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	19,686,095.
					Form <b>990-PF</b> (2012)

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	DUNCAN AND NIVII and Losses for Tax on I			NDA'	<u> TION</u>	2	6-2162	2073	Page 3
, (a) List and desc	ribe the kind(s) of property sold (e. arehouse; or common stock, 200 sl	g., real estate,		( <b>b)</b> Ho P - F D - I	w acquired Purchase Donation	(c) Date a		( <b>d)</b> Date (mo., da	
1a									_
b SEE ATTACHED	STATEMENT					·			
<u>c</u>	· · · · · · · · · · · · · · · · · · ·			—					
<u>d</u>	·						_		
(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis xpense of sale				ain or (loss) s (f) minus (ç		<del>·</del>
a		<u> </u>							
b						_			
C					-				
d					•				
e 186,071.			201,27	6.				15	205.
Complete only for assets shown	ng gain in column (h) and owned by	y the foundation	on 12/31/69				ol. (h) gain i		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (1), if any		co		not less than (from col. (f		
<u>a</u>									
<u>b</u>									
<u>c</u>		<del>- </del>		-					
<u>d</u>		+		-				1 5	205
_e		1		$\overline{}$				-13	205
2 Capital gain net income or (net ca	apıtal loss) 🥤 lf (loss), enter -		7 7	}	2			-15	205
3 Net short-term capital gain or (lo		and (6):		٦					
If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8					2		N/A		
Part V Qualification U	Inder Section 4940(e) fo	r Reduced	Tax on Net	Inve	stment In	come	14/11		
(For optional use by domestic private									
, , ,	,			,					
If section 4940(d)(2) applies, leave t	his part blank.								
Was the foundation liable for the sec	ction 4942 tax on the distributable a	mount of any ye	ar in the base per	rod?				Yes	X No
If "Yes," the foundation does not qua	lify under section 4940(e). Do not o	complete this pa	rt.						
	each column for each year; see the			ntries.					
(a) Base period years	(b)			(c)			Dietrib	(d)	
Calendar year (or tax year beginn	ing in) Adjusted qualifying d	istributions	Net value of no	ncharit	able-use asset	e		ution ratio	
2011		89,401.				<u> </u>	(col. (b) divi		
2010	1				<u>192,09</u>	5.	(col. (b) divi	ided by col.	30225
2009		84,705.		15,	228,25	5.	(col. (b) div	. 0 . 0	30225 31829
	4	03,626.		15, 11,	228,25 379,92	5. 5. 7.	(col. (b) div	. 0 . 0 . 0	30225 31829 35468
2008	4			15, 11,	228,25	5. 5. 7.	(col. (b) div	. 0 . 0 . 0	30225 31829 35468
2008 2007	4	03,626.		15, 11,	228,25 379,92	5. 5. 7.	(col. (b) div	. 0 . 0 . 0	30225 31829 35468
2007	4	03,626.		15, 11,	228,25 379,92	5. 5. 7.	(col. (b) div	. 0 . 0 . 0 . 1	30225 31825 35468 53231
2007  2 Total of line 1, column (d)	5	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7.	(col. (b) div	. 0 . 0 . 0 . 1	30225 31825 35468 53231
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the	5-year base period - divide the total	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	(col. (b) div	.0 .0 .0 .1	30225 31829 35468 53233
2007  2 Total of line 1, column (d)	5-year base period - divide the total	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7.	(col. (b) div	.0 .0 .0 .1	30225 31829 35468 53233
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existe	5-year base period - divide the total	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	(col. (b) divi	.0 .0 .0 .1	30225 31829 35468 53233 50753
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existe	5-year base period - divide the total	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	(col. (b) divi	.0 .0 .0 .1	30225 31829 35468 53233 50753
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existed.  4 Enter the net value of noncharital	5-year base period - divide the total	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	(col. (b) divi	.0 .0 .0 .1 .2 .0	30225 31825 35468 53231 50753 52688
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existed.  4 Enter the net value of noncharital	5-year base period - divide the total	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	(col. (b) divi	.0 .0 .0 .1	30225 31825 35468 53233 50753 52688
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existed.  4 Enter the net value of noncharital.  5 Multiply line 4 by line 3	5-year base period - divide the total ence if less than 5 years ble-use assets for 2012 from Part >	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	(col. (b) divi	.0 .0 .0 .1 .2 .0 9,351	30225 31825 35468 53233 50753 52688 ,266
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existed.  4 Enter the net value of noncharital.  5 Multiply line 4 by line 3	5-year base period - divide the total ence if less than 5 years ble-use assets for 2012 from Part >	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	(col. (b) divi	.0 .0 .0 .1 .2 .0 9,351	30225 31825 35468 53233 50753 52688 ,266
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existed.  4 Enter the net value of noncharital.  5 Multiply line 4 by line 3.  6 Enter 1% of net investment income.	5-year base period - divide the total ence if less than 5 years ble-use assets for 2012 from Part >	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5	1	.0 .0 .0 .1 .2 .0 9,351 1,213	30225 31825 35468 53231 50753 62688 ,266
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existed  4 Enter the net value of noncharital  5 Multiply line 4 by line 3	5-year base period - divide the total ence if less than 5 years ble-use assets for 2012 from Part >	03,626. 26,550.		15, 11, 3,	228,25 379,92 436,31	5. 5. 7. 1.	1	.0 .0 .0 .1 .2 .0 9,351	30225 31825 35468 53231 50753 62688 ,266
2007  2 Total of line 1, column (d)  3 Average distribution ratio for the the foundation has been in existed  4 Enter the net value of noncharital  5 Multiply line 4 by line 3  6 Enter 1% of net investment incom  7 Add lines 5 and 6  8 Enter qualifying distributions from	5-year base period - divide the total ence if less than 5 years ble-use assets for 2012 from Part >	03,626. 26,550. Il on line 2 by 5,	or by the number	15, 11, 3,	228,25 379,92 436,31	5	1	.0 .0 .0 .1 .2 .0 9,351 1,213	30225 31825 35468 53233 50753 52688 ,266 ,092

	ngo-PF(2012) W. DUNCAN AND NIVIN MACMILLAN FOUNDATION Int VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4		21620			Page 4
		340 -	- 566 1118	uu	Cuoi	15)
1a	Exempt operating foundations described in section 4940(d)(2), check here  and enter "N/A" on line 1.					
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				- 4	4.0
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1			<b>5,4</b>	<u>42.</u>
	of Part I, line 27b					
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2				40.
_	Add lines 1 and 2	3			5 <u>,4</u>	
_	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				<u>0.</u>
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5			5 <u>,4</u>	42.
	Credits/Payments:					
	2012 estimated tax payments and 2011 overpayment credited to 2012  6a 7,403.					
	Exempt foreign organizations - tax withheld at source	1				
	Tax paid with application for extension of time to file (Form 8868)  6 6,000.					
	Backup withholding erroneously withheld 6d 6	_		4		^ ~
	Total credits and payments. Add lines 6a through 6d	7		Ι.	3,4	<u>03.</u>
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	8				
	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			7,9	<u>61.</u>
	Enter the amount of line 10 to be: Credited to 2013 estimated tax   7,961. Refunded   rt VII-A   Statements Regarding Activities	11				<u>0.</u>
					Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın	-		162	-
	any political campaign?		1-	1a		X
D	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b		<u> </u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	ea or				
	distributed by the foundation in connection with the activities			.		7.7
	Did the foundation file Form 1120-POL for this year?		-	1c		<u> </u>
a	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:					
	(1) On the foundation. ► \$ 0 • (2) On foundation managers. ► \$ 0 •	-				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					
_	managers. > \$0.			,		v
Z	Has the foundation engaged in any activities that have not previously been reported to the IRS?		-	2		X
^	If "Yes," attach a detailed description of the activities.		ì			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, of the other sumilar instruments? If "Yes," attack a conformed copy of the changes	ונ		,		v
4-	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes  Did the foundation have unrelated business gross income of \$1,000 or more during the year?		 	3	Х	X
				4a	X	
_	If "Yes," has it filed a tax return on Form 990-T for this year?  Was there a liquidation, termination, dissolution, or substantial contraction during the year?		-	4b 5	Λ	X
5	If "Yes," attach the statement required by General Instruction T		-	J		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					
J	By language in the governing instrument, or					
	<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state</li> </ul>	a law				
	remain in the governing instrument?	, ICTAA		6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		$\vdash$	7	X	<del> </del>
'	If "Yes," complete Part II, col. (c), and Part XV.		<b>⊢</b>	'	Λ	<u> </u>
Q٠	Enter the states to which the foundation reports or with which it is registered (see instructions)					
va	MN					
ь	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			l		
u	of each state as required by General Instruction G? If "No," attach explanation			ВЬ	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calc	ndar	<u> </u>	00	47	
3	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	muai		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			10		X
	and acceptance of the state of		Form		-PF	
					- 1	/

	990-PF (2012) W. DUNCAN AND NIVIN MACMILLAN FOUNDATION 26-2162	20/3		Page 5
	rt 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		<u>X</u>
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		<u>X</u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► STEVEN HORNIG Telephone no. ► 952-67			
	Located at ► P.O. BOX 5628, MINNEAPOLIS, MN ZIP+4 ►55	440	<u>-56</u>	<u>28                                    </u>
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	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		_X_
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			i
	country	<u>.                                    </u>		
Pa	rt 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.	<u> </u>	Yes	No
1a	During the year did the foundation (either directly or indirectly):			Ī
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			i
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			i
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)		!	
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)?	1b_		
	Organizations relying on a current notice regarding disaster assistance check here		1	
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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
	defined in section 4942(j)(3) or 4942(j)(5)):			
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2012? Yes X No			
	If "Yes," list the years <b>&gt;</b> , , ,			
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			1
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
	<b>&gt;</b>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?	ł		
b	of "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	1		1
	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,			1
	Form 4720, to determine if the foundation had excess business holdings in 2012)  N/A	3b		1
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	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		Х
		rm <b>99</b> 0	)-PF	
	· •		,	,

Part VII-B   Statements Regarding Activities for Which	Form 4720 May Re F	TON Control	<u> 26 - 21620</u>	7.5 Page 6
<del></del>	1 Offit 4720 May De I	required (continu	dea)	
<ul><li>5a During the year did the foundation pay or incur any amount to:</li><li>(1) Carry on propaganda, or otherwise attempt to influence legislation (section)</li></ul>	on 4045(e\\2	□ v₀	s X No	
(2) Influence the outcome of any specific public election (see section 4955);			S [25] NO	
any voter registration drive?	, or to carry on, all cony or main	Ve	s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposi	00?		s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization		,		
509(a)(1), (2), or (3), or section 4940(d)(2)?	1011 d03011500 111 50011011	☐ Ye	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literar	v or educational nurnoses, or f			
the prevention of cruelty to children or animals?	y, or oddodnoral perposes, or .		es X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify u	inder the exceptions described i			
section 53.4945 or in a current notice regarding disaster assistance (see inst		rtogatationo	N/A	5b
Organizations relying on a current notice regarding disaster assistance check				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption		ined		
expenditure responsibility for the grant?		I/A 🔲 Ye	es No	
If "Yes," attach the statement required by Regulations section 53.49				
6a Did the foundation, during the year, receive any funds, directly or indirectly, t				
a personal benefit contract?			s X No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a	a personal benefit contract?			6b X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax	x shelter transaction?	Ye	es 🗶 No	
b If "Yes," did the foundation receive any proceeds or have any net income attri	butable to the transaction?		N/A	7b
Part VIII Information About Officers, Directors, Trus	stees, Foundation Ma	nagers, Highly	y	
	iu aammanaatian			
1 List all officers, directors, trustees, foundation managers and the		(c) Compensation	(d) Contributions to	(a) Eynense
(a) Name and address	(b) Title, and average hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NIVIN S. MACMILLAN	_PRESIDENT			
PO BOX 5628			_	_
MINNEAPOLIS, MN 55440-5628	0.00	0,	0.	0.
STEVEN A. HORNIG	SECRETARY/TRE	EASURER		
PO BOX 5628			1	
MINNEAPOLIS, MN 55440-5628	0.00	0.	0.	0.
MICHELLA L. JOHNSON	_DIRECTOR			
PO BOX 5628				
MINNEAPOLIS, MN 55440-5628	0.00	0.	0.	0.
	_			
	-			ļ
2 Compensation of five highest-paid employees (other than those i	ncluded on line 1). If none.	enter "NONE."	<u> </u>	
(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	<del>'</del>		İ	
		İ		
	_			
		-		
	_			
Total number of other employees and core OCO 000		1		0
Total number of other employees paid over \$50,000				

Form **990-PF** (2012)

Form 990-PF (2012) W. DUNCAN AND NIVIN MACMILLAN FOUL		162073 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "N	IONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	_	
	<u>.                                    </u>	
	<del></del>	-
Total number of others receiving over \$50,000 for professional services  Part IX-A   Summary of Direct Charitable Activities		<u>▶</u> 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistica		Expenses
number of organizations and other beneficiaries served, conferences convened, research papers product  N/A	ea, etc.	·
1N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on line	es 1 and 2.	Amount
1 <u>N/A</u>	······································	
2		
All other program-related investments. See instructions.		
3		
Total Add lines 1 through 2		

Form **990-PF** (2012)

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Part X Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes; Average monthly fair market value of securities 17,339,070. 1a 2,010,513. Average of monthly cash balances 1b 296,372. c Fair market value of all other assets 1c 19,645,955. 1d Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 19,645,955. 3 Subtract line 2 from line 1d 3 294,689. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 19.351.266. Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V. line 4 5 Minimum investment return Enter 5% of line 5 967,563. Distributable Amount (see instructions) (Section 4942(1)(3) and (1)(5) private operating foundations and certain Part XI foreign organizations check here 🕨 [ and do not complete this part.) 967,563. 1 Minimum investment return from Part X, line 6 5,442. Tax on investment income for 2012 from Part VI, line 5 2a Income tax for 2012. (This does not include the tax from Part VI.) 3,332. Add lines 2a and 2b 958,789. 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 958,789. 5 Add lines 3 and 4 5 6 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 958 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 447,603. Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 Program-related investments - total from Part IX-B 1b 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: Suitability test (prior IRS approval required) 3a Cash distribution test (attach the required schedule) 3b 447,603. Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income, Enter 1% of Part I, line 27b 5 Adjusted qualifying distributions. Subtract line 5 from line 4 6 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

Form **990-PF** (2012)

4940(e) reduction of tax in those years.

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	( <b>d)</b> 2012
1 Distributable amount for 2012 from Part XI,	00.000			
line 7				958,789.
2 Undistributed income, if any, as of the end of 2012				330,103.
a Enter amount for 2011 only			387,807.	
b Total for prior years:			301,001.	
y rotal for prior years.		0.		
3 Excess distributions carryover, if any, to 2012:	· · · · · · · · · · · · · · · · · · ·	0 •		7
a From 2007				
<b>b</b> From 2008				
c From 2009			:	
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: > \$ 447,603.				
a Applied to 2011, but not more than line 2a			387,807.	
b Applied to undistributed income of prior			307,007.	
		0.		
years (Election required - see instructions)	······································	0.		
c Treated as distributions out of corpus	0.			
(Election required - see instructions)	<u> </u>			59,796.
d Applied to 2012 distributable amount	0.			33,730.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			<b></b>
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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.	i:	
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 instr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				898,993.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0 <u>.</u>			
8 Excess distributions carryover from 2007			·	
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.	•		- · ·	
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				
				5 OOO DE (0040)

Part XIV Private Operating F	OUDDATIONS (See In				.62073 Page 10	
	•	<del>-</del>	II-A, question 9)	N/A		
1 a If the foundation has received a ruling o						
foundation, and the ruling is effective for	· · · · · · · · · · · · · · · · · · ·	-	un anatura	4040(3)(2) 25 4	040(-)(5)	
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)  a Enter the lesser of the adjusted net Tax year Prior 3 years						
2 a Enter the lesser of the adjusted net	Tax year (a) 2012	<b>(b)</b> 2011	(c) 2010	(d) 2009	(e) Total	
income from Part I or the minimum	(4) 2012	(0) 2011	(6) 2010	(d) 2003	(c) Iotal	
investment return from Part X for						
each year listed			<del> </del>			
<b>b</b> 85% of line 2a			<del></del>		_	
c Qualifying distributions from Part XII,						
line 4 for each year listed		<del></del>	<del>-</del>	<del></del>	<del></del>	
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		<del></del>	<del> </del>	1		
alternative test relied upon:						
a "Assets" alternative test - enter:						
(1) Value of all assets				<del> </del>		
(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		1				
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 Info			if the foundatio	n had \$5,000 or m	ore in assets	
at any time during t	he year-see inst	ructions.)	<del></del>			
1 Information Regarding Foundation	n Managers:					
a List any managers of the foundation wh			tributions received by th	e foundation before the clo	ose of any tax	
year (but only if they have contributed n	nore than \$5,000). (See s	section 507(a)(2).)				
STEVEN A. HORNIG						
<ul> <li>b List any managers of the foundation wh other entity) of which the foundation has</li> </ul>			(or an equally large por	tion of the ownership of a p	partnership or	
NONE						
2 Information Regarding Contributi	ion, Grant, Gift, Loan	, Scholarship, etc., P	rograms:			
Check here <b>X</b> if the foundation of the foundation makes gifts, grants, etc.						
a The name, address, and telephone num	· · · · · · · · · · · · · · · · · · ·			oomploto itomo za, o, o, an		
a The hame, address, and telephone hom	Dei of e-mail of the perst	лі то многії арріісацона	Siloulu de adul esseu.			
<b>b</b> The form in which applications should b	e submitted and informa	ition and materials they s	should include:			
c Any submission deadlines:					<u>.</u>	
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields	s, kinds of institutions, or	other factors:		

3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient show any relationship to any foundation manager or substantial contributor Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient a Paid during the year 1000 FRIENDS OF FLORIDA NONE PUBLIC CHARITY UNRESTRICTED PO BOX 5948 1,000. TALLAHASSEE, FL 32314 ABBOTT NORTHWESTERN HOSPITAL NONE PUBLIC CHARITY UNRESTRICTED FOUNDATION 800 EAST 28TH STREET MINNEAPOLIS, MN 55407 100,500. AFTON HISTORICAL SOCIETY PRESS NONE PUBLIC CHARITY UNRESTRICTED PO BOX 100 AFTON, MN 55001 5,000, ALLIANCE FRANCAISE PUBLIC CHARITY UNRESTRICTED NONE 113 1ST STREET NORTH MINNEAPOLIS, MN 55401 75, PUBLIC CHARITY UNRESTRICTED BOYS & GIRLS CLUB OF MARTIN COUNTY NONE PO BOX 910 HOBE SOUND FL 33475 10 000 SEE CONTINUATION SHEET(S) ➤ 3a Total 444.775. **b** Approved for future payment NONE Total **▶** 3b

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

Enter gross amounts unless otherwise indicated.	Unrelated business income			by section 512, 513, or 514	(e)		
	(a) Business	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income		
1 Program service revenue:	code	-	1 4306	7.0.00			
a							
b			<del>                                     </del>		<del></del>		
c		<del></del>			<del></del>		
d	<del> </del>						
f							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash			امما				
investments			14	807.			
4 Dividends and interest from securities			14	525,405.	<del></del>		
5 Net rental income or (loss) from real estate:		-					
a Debt-financed property				22 22			
b Not debt-financed property			14	38,291.			
6 Net rental income or (loss) from personal							
property							
7 Other investment income	900001	23,212.	14	-53,281.			
8 Gain or (loss) from sales of assets other							
than inventory			14	-15,205.			
9 Net income or (loss) from special events					-		
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a							
b	<del>        </del>						
c							
d	<del>                                     </del>						
40 Cobbata Add and areas (b) (d) and (a)	-	22 212	<del>  </del>	406 017			
12 Subtotal. Add columns (b), (d), and (e)	<u> </u>	23,212.	LL	496,017.			
13 Total. Add line 12, columns (b), (d), and (e)				13	519,229.		
(See worksheet in line 13 instructions to verify calculations.)			_				
Part XVI-B Relationship of Activities	to the Accom	plishment of Ex	empt F	Purposes			
Line No. Explain below how each activity for which inco			contribute	ed importantly to the accomp	olishment of		
the foundation's exempt purposes (other than	by providing lunus	tor such purposes).					
				<del></del>			
					·		
					<del></del>		
					<del></del>		
	<del>-</del>				<del></del>		
					<del></del>		
		· <del>-</del>					

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION Form 990-PF (2012) 26-2162073 Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash 1a(1) X 1a(2) (2) Other assets **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) X 1b(2) (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations X 1b(6) Sharing of facilities, equipment, mailing lists, other assets, or paid employees 1c 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. (c) Name of noncharitable exempt organization (a) Line no (b) Amount involved (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (b) Type of organization (c) Description of relationship (a) Name of organization N/A Under penalties of perjury, I de s return, including accompanying schedules and statements, and to the best of my knowledge Declaration of preparer (other than taxpaver ed og all information of which preparer has any knowledge return with the preparer shown below (see instr )? Sign Here X Yes DIRECTOR Signature of officer or trustee Date Title Check PTIN Print/Type preparer's name Preparer's signature Date self- employed **Paid** P00035775 JULIE A. LORENZ **Preparer** Firm's EIN ► 41-1697170 Firm's name ► WAYCROSSE, **Use Only** 

Firm's address ► 15407 MCGINTY ROAD WEST WAYZATA, MN 55391

Form **990-PF** (2012)

952-674-2800

Phone no.

#### Schedule B (Form 990, 990-EZ,

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

**2012** 

Name of the organization

**Employer identification number** 

	<u>W.</u>	DUNCAN AND NIVIN MACMILLAN FOUNDATION	26-2162073				
Organiz	ation type (check o	ne).					
Filers of	:	Section:					
Form 99	0 or 990-EZ	501(c)( ) (enter number) organization					
		4947(a)(1) nonexempt chantable trust <b>not</b> treated as a private foundation					
		527 political organization					
Form 99	0-PF	X 501(c)(3) exempt private foundation					
		4947(a)(1) nonexempt charitable trust treated as a private foundation					
		501(c)(3) taxable private foundation					
Note. Or General	nly a section 501(c)	s covered by the <b>General Rule</b> or a <b>Special Rule.</b> (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule, (8), or (10) organization can check boxes for both the General Rule and a Special Rule, (8), or (10) organization can check boxes for both the General Rule and a Special Rule, (8), or (10) organization can check boxes for both the General Rule and a Special Rule.					
	contributor Comp		,,				
Special	Rules						
	509(a)(1) and 170(	c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regib)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the gill 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 lf 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 <b>General Rule</b> applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year						
but it mi	ust answer "No" on	nat is not covered by the General Rule and/or the Special Rules does not file Schedule E Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

#### W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional	ll space is needed	
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
1	W. DUNCAN MACMILLAN TRUST ESTATE  P.O. BOX 5628  MINNEAPOLIS, MN 55440	\$_3,300,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	W. DUNCAN MACMILLAN TRUST ESTATE P.O. BOX 5628	\$ <u>3,004,000</u> .	Person Payroll Noncash X
	MINNEAPOLIS, MN 55440		(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	W. DUNCAN MACMILLAN TRUST ESTATE  P.O. BOX 5628  MINNEAPOLIS, MN 55440	\$ 275,418.	Person Payroll Noncash X (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d)
NO.	Name, address, and ZIP + 4	\$	Person Payroll Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

#### W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

Part II	Noncash Property (see instructions). Use duplicate copies of Pa	art 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
2	INTEREST IN SETH EASTMAN LLC		22/27/12
		<u>3,004,000.</u>	02/27/12
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	2.425% INTEREST IN ARDEN HILLS ASSOCIATES		
	ASSOCIATES	ss275,418.	01/01/12
(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
		<b>\$</b>	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
			90. 990-EZ. or 990-PF) (2012)

Name of orga	anization		Employer ide	ntification number
W. DUN Part III	ICAN AND NIVIN MACMILLA  Exclusively religious, charitable, etc., indiv year Complete columns (a) through (e) and the the total of exclusively religious, charitable, etc.	vidual contributions to section 501(one following line entry. For organization, contributions of \$1,000 or less fo	)(7), (8), or (10) organizations that total m ons completing Part III, enter	L62073 ore than \$1,000 for the
(a) No. from Part I	Use duplicate copies of Part III if addition  (b) Purpose of gift	(c) Use of gift	(d) Description of ho	w gift is held
-		(e) Transfer of git	t	
-	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to tra	ansferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of ho	w gift is held
	<b>T</b>	(e) Transfer of git		
	Transferee's name, address, ar	10 ZIP + 4	Relationship of transferor to tra	ansferee
(a) No.				<del></del>
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of ho	w gift is held
	Transferee's name, address, ar	(e) Transfer of gif	Relationship of transferor to tra	ansferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of ho	w aift is hald
Part I		(6,000 0.3.1	(4) 20001, piloti oi 110	girt to ricit
-		(e) Transfer of git		
-	Transferee's name, address, ar	· · · · · · · · · · · · · · · · · · ·	Relationship of transferor to tra	ansferee

N/A

26-2162073

PAGE OF Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold P - Purchase D - Donation 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 1a TAXABLE BOND FUND PASS THROUGH P P b TAXABLE BOND FUND PASS THROUGH c GLOBAL EQUITY FUND PASS THROUGH d GLOBAL EOUITY FUND PASS THROUGH e US ALL CAP EQUITY PASS THROUGH P f US ALL CAP EQUITY PASS THROUGH d GLOBAL BOND FUND PASS THROUGH P h GLOBAL BOND FUND PASS THROUGH P INTL EQUITY II PASS THROUGH INTL EQUITY II PASS THROUGH P k NON-TRADITIONAL STRATEGIES FUND I NON-TRADITIONAL STRATEGIES FUND P P m NON-TRADITIONAL STRATEGIES FUND n NON-TRADITIONAL STRATEGIES FUND P o NON-TRADITIONAL STRATEGIES FUND P (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 77. 77. а 18,126. 18,126. b 69,440 -69,440. C 1,869 -1,869. d 53,619 -53,619. e 68,485. 68,485. 4,894. 4,894. g 37,745. 37,745. h 51,752. -51,752. 1 12,395. -12.395.24,478. 24,478. k 30,475. 30,475. 4,880. -4,880. m 7,321. -<mark>7,321.</mark> П 1,791 1,791. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 77. 18,126. b -69,440. C đ <u>-1,869.</u> -53,619. 68,485. f 4,894. a <u>37,745.</u> h -51,752. -12,395. 24,478. 30,475. -4,880. m -7,321. n 1,791. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) -15,205. 2 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

# W. DUNCAN AND NIVIN MACMILLAN FOUNDATION 26-2162073 Part XV | Supplementary Information

Part XV Supplementary Information	Part XV Supplementary Information				
3 Grants and Contributions Paid During the	Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount	
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution		
BROWN UNIVERSITY PO BOX 1893 PROVIDENCE RI 02912	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.	
CHRIST MEMORIAL CHAPEL PO BOX 582 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	13,000.	
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401	NONE	PUBLIC CHARITY	ANDREW H. H. KAUFMAN SCHOLARSHIP ENDOWMENT	2,000 <u>.</u>	
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000,	
GUTHRIE THEATER FOUNDATION PO BOX 86 MINNEAPOLIS, MN 55486	NONE	PUBLIC CHARITY	UNRESTRICTED	40,000.	
HELP US HELP THEM C/O THE PEGASUS FOUNDATION P.O. BOX 787 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.	
HIGHPOINT CENTER FOR PRINTMAKING 912 LAKE STREET WEST MINNEAPOLIS, MN 55408	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.	
HOBE SOUND COMMUNITY CHEST, INC. PO BOX 511 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	8,500,	
HOBE SOUND NATURE CENTER P.O. BOX 214 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	1,250,	
INTERFAITH OUTREACH 110 GRAND AVENUE SOUTH WAYZATA, MN 55391	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.	
Total from continuation sheets		<del></del>		328,200.	

Part XV Supplementary Informatio				<del>,</del>
3 Grants and Contributions Paid During the	Year (Continuation)  If recipient is an individual,		T	
Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (nome of business)	or substantial contributor	recipient	_	
JUPITER ISLAND GARDEN CLUB 8965 S.E. BRIDGE ROAD #9	NONE	PUBLIC CHARITY	UNRESTRICTED	
HOBE SOUND, FL 33455				500
JUPITER ISLAND MEDICAL CLINIC	NONE	PUBLIC CHARITY	UNRESTRICTED	
100 ESTRADA SQUARE				
HOBE SOUND, FL 33455				2,500
JUPITER MEDICAL CENTER FOUNDATION	NONE	PUBLIC CHARITY	UNRESTRICTED	
1210 SOUTH OLD DIXIE HIGHWAY JUPITER, FL 33458				2,000
				2,000
LOAVES AND FISHES	NONE	PUBLIC CHARITY	INDESTRICTED	
PO BOX 98	NONE	FOREIC CHARITI	DNRESTRICTED	
HOBE SOUND, FL 33475				1,000
AALTZ JUPITER THEATER	NONE	PUBLIC CHARITY	UNRESTRICTED	
1001 EAST INDIANTOWN ROAD				
JUPITER, FL 33477		<del> </del>		1,000
MINNEAPOLIS HEART INSTITUTE	NONE	PUBLIC CHARITY	UNRESTRICTED	
920 EAST 28TH STREET, SUITE 100 MINNEAPOLIS, MN 55407				5,000
				,
MINNEAPOLIS INSTITUTE OF ARTS	NONE	PUBLIC CHARITY	INRESTRICTED	
2400 3RD AVE S				
MINNEAPOLIS, MN 55404				50,200
MINNESOTA LAND TRUST	NONE	PUBLIC CHARITY	UNRESTRICTED	
2536 UNIVERSITY AVENUE WEST, SUITE 24	0			1 000
ST PAUL, MN 55114	· <del> </del>			1,000
ATMANDICOTAL LANDAGA DE ARROCATA	L.O.V.D.			
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DRIVE	NONE	PUBLIC CHARITY	UNKESTRICTED	
CHASKA, MN 55318				1,350
MINNESOTA PUBLIC RADIO	NONE	PUBLIC CHARITY	UNRESTRICTED	
480 CEDAR STREET				
ST PAUL MN 55101  Total from continuation sheets	<u> </u>	<u> </u>		1,000.

Part XV Supplementary Informatio	·		<del> </del>	
3 Grants and Contributions Paid During the	Year (Continuation)  If recipient is an individual,	1		
, Recipient  Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (nome or business)	or substantial contributor	recipient		
MINNESOTA ZOO	NONE	PUBLIC CHARITY	UNRESTRICTED	
.3000 ZOO BOULEVARD APPLE VALLEY, MN 55124				500
NATURE CONSERVANCY	NONE	PUBLIC CHARITY	UNRESTRICTED	
1101 WEST RIVER PARKWAY, SUITE 200 MINNEAPOLIS, MN 55415				75,000
PLANNED PARENTHOOD 571 VANDALIA STREET, SUITE 323	NONE	PUBLIC CHARITY	UNRESTRICTED	
ST PAUL, MN 55114				100
PROJECT FOR PRIDE IN LIVING	NONE	PUBLIC CHARITY	UNRESTRICTED	
1305 EAST FRANKLIN AVE MINNEAPOLIS, MN 55404				1,000
ST. JOHNS UNIVERSITY P.O. BOX 7222	NONE	PUBLIC CHARITY	UNRESTRICTED	
COLLEGEVILLE, MN 56321				500
THE COWLES CENTER	NONE	PUBLIC CHARITY	INRESTRICTED	
528 HENNEPIN AVE, SUITE 200 MINNEAPOLIS, MN 55403				250
•	NONE	PUBLIC CHARITY		230
THREE RIVERS PARK DISTRICT-LOWERY	NONE	FOBLIC CHARITI	TWIN CITIES OSPREY	
PO BOX 270 VICTORIA, MN 55386			PROJECT	250
TWIN CITIES PUPLIC TELEVISION 172 EAST 4TH STREET	NONE	PUBLIC CHARITY	UNRESTRICTED	
ST PAUL, MN 55101				1,000
WALKER ART CENTER	NONE	PUBLIC CHARITY	UNRESTRICTED	
1750 HENNEPIN AVENUE MINNEAPOLIS, MN 55403				1,000
JARROW MONTESSORI SCHOOL 3900 ORANGE COURT	NONE	PUBLIC CHARITY	UNRESTRICTED	
BOULDER CO 80304  Total from continuation sheets				50

MINNEAPOLIS INSTITUTE OF ARTS AND MINNEAPOLIS, NN 55404  MILKWEED EDITIONS MINNEAPOLIS, NN 55404  MINNEAPOLIS, NN 55405  MINNEAPOLIS, NN 55405  MINNEAPOLIS, NN 55405  MINNEAPOLIS, NN 55406  MINNEAPOLIS, MN	Part XV Supplementary Information				
Name and address (home or business)  Stow any relationship to substantial contribution or substantial contribution	3 Grants and Contributions Paid During the Ye		<b>T</b>		_
MINNEFORMA CENTER FOR THE ARTS  NONE  MINNEFORMA CENTER FOR THE ARTS  2240 NORTH SHORE DRIVE  MAYZATA, MN 55391-9347  MINNEAPOLIS INSTITUTE OF ARTS  NONE  PUBLIC CHARITY DIRECTOR'S OFFICE  1,000.  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  NONE  PUBLIC CHARITY DIRECTOR'S OFFICE  1011 WASHINGTON AVE S, OPEN BOCK, #300  MINNEAPOLIS, MN 55404  NONE  PUBLIC CHARITY UNRESTRICTED  PO BOX 860785  PORT ST LUCIE, FL 34988  NONE  PUBLIC CHARITY UNRESTRICTED  NONE  PUBLIC CHARITY UNRESTRICTED  NONE  PUBLIC CHARITY UNRESTRICTED  1011 WASHINGTON AVE S, OPEN BOCK, #300  MINNEAPOLIS, MN 55403  NONE  PUBLIC CHARITY UNRESTRICTED  10200  MINNEAPOLIS, MN 55403  PUBLIC CHARITY UNRESTRICTED  10300  MINNEAPOLIS, MN 55404  PUBLIC CHARITY UNRESTRICTED  10400 SRD AVE S  MINNEAPOLIS INSTITUTE OF ARTS  2400 3RD AVE S  MINNEAPOLIS INSTITUTE OF ARTS  25000  MINNEAPOLIS INSTITUTE OF ARTS  ART PUBLIC CHARITY ORDER TO THE ART ORDER TO THE ART ORDER TO THE ART ORDER TO THE ART ORD		show any relationship to			Amount
2240 NORTH SHORE DRIVE MAYZATA, MH 55391-3347  MINNEAPOLIS INSTITUTE OF ARTS AND SE MINNEAPOLIS, MN 55404  NONE PUBLIC CHARITY DIRECTOR'S OFFICE  1011 WASHINGTON ARE 8, OPEN BOCK, #300 MINNEAPOLIS, MN 55404  NONE PUBLIC CHARITY DIRECTOR'S OFFICE  102.  MINNEAPOLIS, MN 55404  NONE PUBLIC CHARITY DIRECTOR'S OFFICE  103,000, MINNEAPOLIS, MN 55404  NONE PUBLIC CHARITY DIRECTOR'S OFFICE  104.  MINNEAPOLIS, MN 55404  PUBLIC CHARITY DIRECTOR'S OFFICE  105.  MINNEAPOLIS, MN 55404  PUBLIC CHARITY DIRECTOR'S OFFICE  106.  MINNEAPOLIS, MN 55404  PUBLIC CHARITY DIRECTOR'S OFFICE  107.  MINNEAPOLIS, MN 55404  PUBLIC CHARITY DIRECTOR'S OFFICE  108.  MINNEAPOLIS, MN 55404  PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY DIRECTOR'S OFFICE  109.  MINNEAPOLIS INSTITUTE OF ARTS	Name and address (home or business)	or substantial contributor		oona batton	
AND APE S MINNEAPOLIS, MN 55404  MILKWEED EDITIONS 1011 MASHINGTON AVE S, OPEN BOCK, \$300 MINNEAPOLIS, MN 55415  NONE  FUBLIC CHARITY INRESTRICTED  100,  ROSEANN GREGORY CANCER FOUNDATION PO BOX 880785 FORT ST LUCIE, FL 34988  MINNESOTA ORCHESTRA 1111 NICOLLET MAIL MINNEAPOLIS, NN 55403  HOBE SOUND EARLY LEARNING CENTER 11580 S E GOMEZ AVE HOBE SOUND, FL 33455  MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, NN 55404  MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S 3400 3RD	2240 NORTH SHORE DRIVE	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000,
1011 WASHINGTON AVE S, OPEN BOCK, #300 MINNEAPOLIS, MN 55415  ROSEANN GREGORY CANCER FOUNDATION NONE PO BOX 880785 PORT ST LUCIE, FL 34988  MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS, MN 55403  HOBE SOUND EARLY LEARNING CENTER 11580 S GOMEZ AVE HOBE SOUND, FL 33455  MINNEAPOLIS INSTITUTE OF ARTS 1000  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS 1000  MINNEAPOLI	2400 3RD AVE S	NONE	PUBLIC CHARITY	DIRECTOR'S OFFICE	30,000.
FO BOX 880785 PORT ST LUCIE, FL 34988  MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS, MN 55403  HOBE SOUND EARLY LEARNING CENTER 11580 S E GOMEZ AVE HOBE SOUND, FL 33455  MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS MINNEA	1011 WASHINGTON AVE S, OPEN BOCK, #300	NONE	PUBLIC CHARITY	UNRESTRICTED	100,
1111 NICOLLET MALL MINNEAPOLIS, MN 55403  HOBE SOUND EARLY LEARNING CENTER 11580 S E GOMEZ AVE HOBE SOUND, FL 33455  MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS INSTITUTE OF ARTS MINNEAPOLIS MN 55404  EQUALITY MN (PROJECT 515 EDUCATION CAMPAIGN)  EQUALITY MN (PROJECT 515 EDUCATION CAMPAIGN)  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414  5,000	PO BOX 880785	NONE	PUBLIC CHARITY	UNRESTRICTED	50,
11580 S E GOMEZ AVE HOBE SOUND, FL 33455  MINNEAPOLIS INSTITUTE OF ARTS MONE  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  EQUALITY MN (PROJECT 515 EDUCATION CAMPAIGN)  1170 157H AVE SE STE 208  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414	1111 NICOLLET MALL	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000,
ART PURCHASE  MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS ANDRE PUBLIC CHARITY CONSERVATION FUND  MINNEAPOLIS, MN 55404  EQUALITY MN (PROJECT 515 EDUCATION CAMPAIGN)  1170 15TH AVE SE STE 208  MINNEAPOLIS, MN 55414  MINNEAPOLIS, MN 55414  ART PURCHASE  25,000  PUBLIC CHARITY NEW PICTURES PHOTOGRAPHY EXHIBITION CONSERVATION FUND  PUBLIC CHARITY PROJECT 515 EDUCATION CAMPAIGN  5,000	11580 S E GOMEZ AVE	NONE	PUBLIC CHARITY	UNRESTRICTED	500,
2400 3RD AVE S MINNEAPOLIS, MN 55404  MINNEAPOLIS INSTITUTE OF ARTS NONE PUBLIC CHARITY CONSERVATION FUND  2400 3RD AVE S MINNEAPOLIS, MN 55404  EQUALITY MN (PROJECT 515 EDUCATION CAMPAIGN) 1170 15TH AVE SE STE 208 MINNEAPOLIS, MN 55414  PHOTOGRAPHY EXHIBITION SERIES 25,000  PUBLIC CHARITY CONSERVATION FUND  2,500  PUBLIC CHARITY PROJECT 515 EDUCATION CAMPAIGN  5,000	2400 3RD AVE S	NONE	PUBLIC CHARITY	ART PURCHASE	25,000,
2400 3RD AVE S MINNEAPOLIS, MN 55404  EQUALITY MN (PROJECT 515 EDUCATION CAMPAIGN)  1170 15TH AVE SE STE 208 MINNEAPOLIS, MN 55414  5,000	2400 3RD AVE S	NONE	PUBLIC CHARITY	PHOTOGRAPHY EXHIBITION	25,000 <b>.</b>
CAMPAIGN) 1170 15TH AVE SE STE 208 MINNEAPOLIS, MN 55414 5,000	2400 3RD AVE S	NONE	PUBLIC CHARITY	CONSERVATION FUND	2,500 <u>,</u>
	CAMPAIGN)		PUBLIC CHARITY		
Total from continuation sheets	Ť	<u> </u>	<u>.l</u>		5,000.

Part XV Supplementary Information 3 Grants and Contributions Paid During the	Year (Continuation)			
, Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
MERICAN DAIBETES ASSOCIATION	NONE	PUBLIC CHARITY	UNRESTRICTED	
100 GAMBLE DRIVE, SUITE 394				
T. LOUIS PARK, MN 55416				100
		ļ		
			•	
	_			
Total from continuation sheets	<u> </u>		1	

FORM 990-PF INTEREST ON SAVINGS	AND TEMPORARY CA	ASH INVESTMENTS	STATEMENT	1
SOURCE			AMOUNT	
WXCLC, INC.			80	07.
TOTAL TO FORM 990-PF, PART I, LI	NE 3, COLUMN A		80	07.
FORM 990-PF DIVIDENDS A	ND INTEREST FROM	SECURITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A)	)
ARDEN HILLS ASSOCIATES GLOBAL BOND FUND GLOBAL EQUITY FUND	57,738. 85,376.	0. 0. 0.	57,73 85,3	
INTERNATIONAL EQUITY FUND II NON-TRADITIONAL STRATEGIES FUND TAXABLE BOND FUND	67,493. 91,693. 114,392.	0. 0. 0.	67,49 91,69 114,39	93. 93.
U.S. ALL CAP EQUITY FUND	108,712.	0.	108,7	
TOTAL TO FM 990-PF, PART I, LN 4	525,405.	0.	525,40	05.
FORM 990-PF R	ENTAL INCOME		STATEMENT	3
KIND AND LOCATION OF PROPERTY		ACTIVITY NUMBER	GROSS RENTAL INCO	OME
NON-TRADITIONAL STRATEGIES FUND ARDEN HILLS ASSOCIATES		1 2	-19 38,48	97.
TOTAL TO FORM 990-PF, PART I, LI	NE 5A		38,29	91.

FORM 990-PF	OTHER	INCOME	·	STATEMENT	4
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	E
U.S. ALL CAP EQUITY FUND	_	697.	697.		
TAXABLE BOND FUND		1,561.	1,561.		
GLOBAL EQUITY FUND		-256. 605.	-256. 605.		
INTERNATIONAL EQUITY FUND II GLOBAL BOND FUND		-42,876.			
NON-TRADITIONAL STRATEGIES FU	ND -	42,070.	42,070		
ROYALTY INCOME		604.	604.		
NON-TRADITIONAL STRATEGIES FU	ND -				
OTHER INCOME		11,738.	11,738.		
NON-TRADITIONAL STRATEGIES FU	ND -	25 254	25 254		
ORDINARY INCOME NON-TRADITIONAL STRATEGIES FU	INTO -	-25,354.	-25,354.		
ORDINARY INCOME		23,212.	0.		
TOTAL TO FORM 990-PF, PART I,	- TIME 11	-30,069.	-53,281.		
FORM 990-PF	ACCOUNT	'ING FEES		STATEMENT	5
	(A) EXPENSES	(B) NET INVEST-	(C) ADJUSTED	(D) CHARITABI	
DESCRIPTION	PER BOOKS				$\mathbf{L}\mathbf{E}$
WAYCROSSE FEES	3,783	2,268	•	1,51	
TO FORM 990-PF, PG 1, LN 16B					S —
=	3,783	2,268	<u> </u>	1,51	S 5.
<u>=</u>		2,268  CSSIONAL FEES		1,51	S 5.
<u>=</u>		CSSIONAL FEES  (B)  NET INVEST-		STATEMENT (D) CHARITAB	5. 5. 6
FORM 990-PF C	THER PROFI (A) EXPENSES	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	STATEMENT  (D)  CHARITABI  PURPOSE	5. 5. 6
FORM 990-PF C	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME 32,822	(C) ADJUSTED NET INCOME	STATEMENT (D) CHARITAB	5. 5. 6. S.

FORM 990-PF	TAX	ES	S	ratement 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID -		•		
GLOBAL BOND FUND	83.	83.		0.
FOREIGN TAXES PAID - U.S. ALL CAP EQUITY FUND	110.	110.		0.
FOREIGN TAXES PAID -				
GLOBAL EQUITY FUND FOREIGN TAXES PAID -	6,269.	6,269.		0.
INTERNATIONAL EQUITY FUND				
II	7,130.	7,130.		0.
FEDERAL INCOME TAXES	2,500.	0.		0.
STATE TAXES PAID - NON-TRADITIONAL STRATEGIES				
FUND	56.	56.		0.
FOREIGN TAXES PAID -				
NON-TRADITIONAL STRATEGIES FUND	786.	786.		0.
-	760.	700.		
TO FORM 990-PF, PG 1, LN 18	16,934.	14,434.		0.
FORM 990-PF	OTHER E	AFENSES	<u>5</u>	TATEMENT 8
	(A)	(B)	(C)	(D)
DEGODIDETON	EXPENSES	NET INVEST- MENT INCOME	ADJUSTED NET INCOME	CHARITABLE
DESCRIPTION	PER BOOKS	MH:NT INCOME		
			MET INCOME	PURPOSES
MN SECRETARY OF STATE ORDINARY AND NECESSARY	25.	0.		
ORDINARY AND NECESSARY BUSINESS EXPENSE	25. 1,985.	0.		PURPOSES
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II		0.		PURPOSES 25.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND	1,985.	0. 0. 9,124.	MET INCOME	PURPOSES 25. 1,288. 0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL	1,985. 9,124. 20,688.	0. 0. 9,124. 20,688.	MET INCOME	PURPOSES 25. 1,288. 0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND	1,985. 9,124.	0. 0. 9,124. 20,688.	MET INCOME	PURPOSES 25.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND INVESTMENT FEES - U.S. ALL CAP FUND	1,985. 9,124. 20,688.	0. 0. 9,124. 20,688. 12,792.	NET INCOME	PURPOSES 25. 1,288. 0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND INVESTMENT FEES - U.S. ALL CAP FUND INVESTMENT FEES - GLOBAL	1,985. 9,124. 20,688. 12,792. 19,002.	0. 0. 9,124. 20,688. 12,792. 19,002.	NET INCOME	PURPOSES  25.  1,288.  0.  0.  0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND INVESTMENT FEES - U.S. ALL CAP FUND	1,985. 9,124. 20,688. 12,792.	0. 0. 9,124. 20,688. 12,792. 19,002.	NET INCOME	PURPOSES  25.  1,288.  0.  0.  0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND INVESTMENT FEES - U.S. ALL CAP FUND INVESTMENT FEES - GLOBAL EQUITY FUND NON-TRADITIONAL STRATEGIES FUND	1,985. 9,124. 20,688. 12,792. 19,002.	0. 0. 9,124. 20,688. 12,792. 19,002. 35,507.	NET INCOME	PURPOSES  25.  1,288.  0.  0.  0.  0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND INVESTMENT FEES - U.S. ALL CAP FUND INVESTMENT FEES - GLOBAL EQUITY FUND NON-TRADITIONAL STRATEGIES FUND NON-TRADITIONAL STRATEGIES	1,985. 9,124. 20,688. 12,792. 19,002. 35,507. 88,295.	0. 0. 9,124. 20,688. 12,792. 19,002. 35,507. 88,295.	NET INCOME	PURPOSES  25. 1,288. 0. 0. 0. 0. 0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND INVESTMENT FEES - U.S. ALL CAP FUND INVESTMENT FEES - GLOBAL EQUITY FUND NON-TRADITIONAL STRATEGIES FUND	1,985. 9,124. 20,688. 12,792. 19,002. 35,507.	0. 0. 9,124. 20,688. 12,792. 19,002. 35,507. 88,295.	NET INCOME	PURPOSES  25. 1,288. 0. 0.
ORDINARY AND NECESSARY BUSINESS EXPENSE INVESTMENT FEES - INTERNATIONAL EQUITY FUND II INVESTMENT FEES - TAXABLE BOND FUND INVESTMENT FEES - GLOBAL BOND FUND INVESTMENT FEES - U.S. ALL CAP FUND INVESTMENT FEES - GLOBAL EQUITY FUND NON-TRADITIONAL STRATEGIES FUND NON-TRADITIONAL STRATEGIES FUND-NDE	1,985. 9,124. 20,688. 12,792. 19,002. 35,507. 88,295.	0. 0. 9,124. 20,688. 12,792. 19,002. 35,507. 88,295.	NET INCOME	PURPOSES  25. 1,288. 0. 0. 0. 0. 0.

TO FORM 990-PF, PG 1, LN 23

FORM 990-PF CO	ORPORATE STOCK		STATEMENT
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
US ALL CAP EQUITY FUND GLOBAL EQUITY FUND INTERNATIONAL EQUITY FUND II		2,513,207. 2,750,720. 2,022,730.	4,696,359 3,602,670 2,679,764
TOTAL TO FORM 990-PF, PART II, LIN	NE 10B	7,286,657.	10,978,793
FORM 990-PF CO	ORPORATE BONDS		STATEMENT 1
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
GLOBAL BOND FUND TAXABLE BOND FUND		1,261,800. 2,208,562.	1,381,386 2,521,016
TOTAL TO FORM 990-PF, PART II, LIN	NE 10C	3,470,362.	3,902,402
FORM 990-PF OTI	HER INVESTMENTS		STATEMENT 1
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NON-TRADITIONAL STRATEGIES FUND ARDEN HILLS ASSOCIATES REAL RETURN FUND	COST COST COST	2,730,175. 276,655. 612,740.	2,865,947 275,418 592,842
TOTAL TO FORM 990-PF, PART II, LII	NE 13	3,619,570.	3,734,207

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SETH EASTMAN LLC (ARTWORK)	0.	3,004,000.	3,004,000.
TO FORM 990-PF, PART II, LINE 15	0.	3,004,000.	3,004,000.