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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
SEWELL FAMILY FOUNDATION

A Employer identification number
41-1861892

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

Room/suite

B Telephone number (see instructions)
(952) 841-2222

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,861,106

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,707	2,707		
	4	Dividends and interest from securities	57,101	57,101		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	111,416			
	b	Gross sales price for all assets on line 6a 928,835				
	7	Capital gain net income (from Part IV, line 2)		111,416		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	171,224	171,224		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	22,360	11,180		11,180
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,472	3,472		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	900			900
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,732	14,652		12,080
	25	Contributions, gifts, grants paid	132,490			132,490
	26	**Total expenses and disbursements.** Add lines 24 and 25	159,222	14,652		144,570
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	12,002			
	b	**Net investment income** (if negative, enter -0-)		156,572		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	283,407	291,635	291,635
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,089,837	2,093,611	2,444,471
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	200,000	125,000	125,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,573,244	2,510,246	2,861,106
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,573,244	2,510,246	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,573,244	2,510,246	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,573,244	2,510,246	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,573,244
2	Enter amount from Part I, line 27a	2	12,002
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,585,246
5	Decreases not included in line 2 (itemize) ▶	5	75,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,510,246

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	111,416
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	-5,625

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	413,213	2,750,233	0 150247
2010	128,830	2,724,081	0 047293
2009	112,219	2,355,522	0 047641
2008	319,619	3,171,983	0 100763
2007	404,461	3,656,448	0 110616

2	**Total** of line 1, column (d).	2	0 456560
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 091312
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,720,382
5	Multiply line 4 by line 3.	5	248,404
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,566
7	Add lines 5 and 6.	7	249,970
8	Enter qualifying distributions from Part XII, line 4.	8	144,570

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,131
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	3,131
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,131
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,241		
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	3,741
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	9
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	601
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 601	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶NA

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

Located at ▶5200 WEST 73RD ST EDINA MN ZIP+4 ▶55439

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

			Yes	No
16	At any time during calendar year 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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
GLORIA SEWELL 16 PARK LANE MINNEAPOLIS, MN 55416	PRES/DIRECTO 2 00	0	0	0
FREDERICK SEWELL 16 PARK LANE MINNEAPOLIS, MN 55416	VICE PRES/DI 1 00	0	0	0

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 ▶				

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. . . . . ▶

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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,352,800
b	Average of monthly cash balances		1b	284,009
c	Fair market value of all other assets (see instructions)		1c	125,000
d	**Total** (add lines 1a, b, and c)		1d	2,761,809
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	2,761,809
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	41,427
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,720,382
6	**Minimum investment return.** Enter 5% of line 5		6	136,019

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	136,019
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,131		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,131
3	Distributable amount before adjustments Subtract line 2c from line 1			3	132,888
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	132,888
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	132,888

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	144,570
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	144,570
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	144,570

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				132,888
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 230,261				
b From 2008. 161,890				
c From 2009.				
d From 2010.				
e From 2011. 279,375				
f **Total** of lines 3a through e.	671,526			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 144,570				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				132,888
e Remaining amount distributed out of corpus	11,682			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	683,208			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	230,261			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	452,947			
10 Analysis of line 9				
a Excess from 2008. . . . 161,890				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . . 279,375				
e Excess from 2012. . . . 11,682				

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)

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

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

NONE

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

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

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

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

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				132,490
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					2,707
4 Dividends and interest from securities. . . .			14	57,101	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			18		
8 Gain or (loss) from sales of assets other than inventory			18	111,416	
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). .				168,517	2,707

13 Total. Add line 12, columns (b), (d), and (e). **13** 171,224

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-11-14 | ******

Signature of officer or trustee | Date | Title

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 ☐	PTIN
SARAH B BUDENSKE	SARAH B BUDENSKE	2013-11-15		

Firm's name ▶ S B BUDENSKE CPA LTD

Firm's EIN ▶

Firm's address ▶ 7205 OHMS LN STE 200 EDINA, MN 554392148

Phone no (952) 820-4664

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)
AQR DIV ARBITRAGE 650 45 SH	P	2011-03-23	2012-03-06
ISHARES MSCI EMRG MKT 200 SH	P	2011-11-10	2012-03-06
ISHARES RUSSELL 1000 247 SH	P	2012-02-02	2012-03-06
JPMORGAN STRAT INC 23 556 SH	P	2010-09-30	2012-12-06
JPMORGAN STRAT INC 721 826 SH	P	2011-09-19	2012-03-06
LOOMIS SAYLES BOND 75 751 SH	P	2011-07-26	2012-05-14
PIMCO TOTAL RET 16 869 SH	P	2010-12-09	2012-03-06
SCHWAB FUND US 296 022 SH	P	2012-02-02	2012-09-17
ARTISAN INTL SMALL CAP 204 92 SH	P	2011-03-23	2012-03-06
ISHARES NASDAQ BIO FD 100 SH	P	2005-05-25	2012-02-02
ISHARES RUSSELL 2000 82 SH	P	2012-02-02	2012-08-10
JPMORGAN STRAT INC 22 689 SH	P	2010-10-29	2012-12-06
JPMORGAN STRAT INC 8 401 SH	P	2011-09-27	2012-03-06
LOOMIS SAYLES BOND 0 698 SH	P	2011-08-12	2012-05-14
PIMCO TOTAL RET 79 264 SH	P	2010-12-31	2012-03-06
THIRD AVE SMALL CAP 317 919 SH	P	2008-10-24	2012-09-17
ARTISAN INTL SMALL CAP 535 467 SH	P	2008-10-02	2012-03-06
ISHARES NASDAQ BIO FD 200 SH	P	2005-05-25	2012-02-02
ISHARES RUSSELL MIDCAP GR 121 SH	P	2011-03-23	2012-08-10
JPMORGAN STRAT INC 27 336 SH	P	2010-11-30	2012-12-06
JPMORGAN STRAT INC 8 365 SH	P	2011-11-27	2012-03-06
LOOMIS SAYLES BOND 70 029 SH	P	2012-04-23	2012-05-14
PIMCO TOTAL RET 65 703 SH	P	2011-01-31	2012-03-06
THIRD AVE SMALL CAP 54 977 SH	P	2010-12-21	2012-09-17
ARTISAN INTL SMALL CAP 2 679 SH	P	2010-12-16	2012-03-06
ISHARES NASDAQ BIO FD 102 SH	P	2005-05-25	2012-02-02
JENSEN QUALITY GROWTH 627 306 SH	P	2008-03-13	2012-02-02
JPMORGAN STRAT INC 8 317 SH	P	2010-12-14	2012-12-06
LOOMIS SAYLES BOND 890 491 SH	P	2007-01-12	2012-03-06
OAKMARK SELECT FUND 629 896 SH	P	2008-10-27	2012-05-14

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)
PIMCO TOTAL RET 4371 937 SH	P	2009-05-28	2012-09-17
VANGUARD GROWTH 1223 53 SH	P	2005-05-04	2012-02-02
VANGUARD BOND INDEX 26 SH	P	2012-08-10	2012-09-17
ISHARES NASDAQ BIO FD 100 SH	P	2005-05-25	2012-02-02
JENSEN QUALITY GROWTH 13 458 SH	P	2010-12-16	2012-02-02
JPMORGAN STRAT INC 25 031 SH	P	2010-12-31	2012-12-06
LOOMIS SAYLES BOND 65 065 SH	P	2010-10-26	2012-03-06
OAKMARK SELECT FUND 171 31 SH	P	2008-10-27	2012-03-06
PIMCO TOTAL RET 3 976 SH	P	2009-05-29	2012-09-17
VANGUARD GROWTH 24 558 SH	P	2008-12-19	2012-02-02
VANGUARD BOND INDEX 241 SH	P	2012-05-14	2012-09-17
IVA INTL FD 419 922 SH	P	2010-09-20	2012-08-10
JENSEN QUALITY GROWTH 17 79 SH	P	2011-06-21	2012-02-02
JPMORGAN STRAT INC 19 768 SH	P	2011-01-31	2012-12-06
LOOMIS SAYLES BOND 66 885 SH	P	2011-01-25	2012-03-06
OAKMARK SELECT FUND 7 96 SH	P	2010-12-16	2012-03-06
PIMCO TOTAL RET 41 767 SH	P	2009-06-30	2012-09-17
VANGUARD GROWTH 22 77 SH	P	2009-03-24	2012-02-02
VANGUARD BOND INDEX 59 SH	P	2012-08-10	2012-09-17
IVA INTL FD 126 492 SH	P	2010-12-15	2012-08-10
JPMORGAN STRAT INC 8 643	P	2011-03-29	2012-02-02
JPMORGAN STRAT INC 4 552 SH	P	2011-04-22	2012-12-06
LOOMIS SAYLES BOND 65 014 SH	P	2011-02-22	2012-03-06
OAKMARK SELECT FUND 165 625 SH	P	2008-10-27	2012-08-10
PIMCO TOTAL RET 43 319 SH	P	2009-07-31	2012-09-17
VANGUARD GROWTH 20 241 SH	P	2009-06-23	2012-02-02
VANGUARD BOND INDEX 310 8061 SH	P	2012-05-14	2012-12-06
IVA INTL FD 156 13 SH	P	2010-12-15	2012-08-10
JPMORGAN STRAT INC 9 011 SH	P	2011-04-29	2012-02-02
JPMORGAN STRAT INC 4 091 SH	P	2011-05-19	2012-12-06

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)
LOOMIS SAYLES BOND 0 144 SH	P	2011-05-24	2012-03-06
TRP EUROPEAN STK 140 965 SH	P	2011-03-23	2012-03-06
PIMCO TOTAL RET 41 962 SH	P	2009-08-31	2012-09-17
VANGUARD GROWTH 804 41 SH	P	2010-09-20	2012-02-02
VANGUARD BOND INDEX 2 1939 SH	P	2012-11-08	2012-12-06
IVA INTL FD 42 233 SH	P	2010-12-15	2012-08-10
JPMORGAN STRAT INC 0 698 SH	P	2011-05-20	2012-02-02
JPMORGAN STRAT INC 9 011 SH	P	2011-05-23	2012-12-06
LOOMIS SAYLES BOND 72 445 SH	P	2011-06-15	2012-03-06
TRP EUROPEAN STK 886 774 SH	P	2011-03-23	2012-03-06
PIMCO TOTAL RET 2639 796 SH	P	2009-09-03	2012-09-17
VANGUARD GROWTH 18 553 SH	P	2010-09-23	2012-02-02
VANGUARD BOND INDEX 100 SH	P	2012-08-10	2012-09-17
IVA INTL FD 947 236 SH	P	2011-11-10	2012-08-10
JPMORGAN STRAT INC 8 401 SH	P	2011-08-31	2012-02-02
JPMORGAN STRAT INC 0 698 SH	P	2011-06-13	2012-12-06
LOOMIS SAYLES BOND 76 449 SH	P	2011-07-26	2012-03-06
PIMCO TOTAL RET 21 679 SH	P	2010-12-08	2012-12-06
PIMCO TOTAL RET 54 546 SH	P	2009-12-31	2012-09-17
VANGUARD GROWTH 16 559 SH	P	2010-12-23	2012-02-02
CENTURY SMALL CAP 166 787 SH	P	2004-07-09	2012-09-17
ISHARES TRUST S&P 403 SH	P	2011-03-23	2012-05-14
JPMORGAN STRAT INC 3279 184 SH	P	2011-09-19	2012-02-02
JPMORGAN STRAT INC 1 358 SH	P	2011-10-21	2012-12-06
LOOMIS SAYLES BOND 299 195 SH	P	2007-01-12	2012-05-14
PIMCO TOTAL RET 16 754 SH	P	2010-12-09	2012-12-06
PIMCO TOTAL RET 21 679 SH	P	2010-12-08	2012-09-17
VANGUARD GROWTH 13 391 SH	P	2011-06-23	2012-02-02
CENTURY SMALL CAP 941 707 SH	P	2004-07-09	2012-03-06
ISHARES TRUST S&P 119 SH	P	2009-05-28	2012-02-02

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)
JPMORGAN STRAT INC 24 917 SH	P	2011-10-31	2012-02-02
JPMORGAN STRAT INC 4 552 SH	P	2011-03-29	2012-03-06
LOOMIS SAYLES BOND 67 943 SH	P	2011-03-22	2012-05-14
PIMCO TOTAL RET 35 709 SH	P	2011-10-31	2012-12-06
PIMCO TOTAL RET 368 379 SH	P	2010-12-08	2012-09-17
VANGUARD GROWTH 6 588 SH	P	2011-09-22	2012-02-02
ISHARES MSCI EMRG MKT 2699 00 SH	P	2011-09-19	2012-06-25
ISHARES RUSSELL 1000 37 SH	P	2011-12-02	2012-08-10
JPMORGAN STRAT INC 2972 929 SH	P	2010-02-24	2012-12-06
JPMORGAN STRAT INC 4 091 SH	P	2011-04-25	2012-03-06
LOOMIS SAYLES BOND 4323 319 SH	P	2011-03-25	2012-05-14
PIMCO TOTAL RET 794 528 SH	P	2011-11-10	2012-12-06
PIMCO TOTAL RET 805 644 SH	P	2010-12-08	2012-09-17
VANGUARD GROWTH 7 922	P	2011-12-22	2012-02-02
ISHARES MSCI EMRG MKT 310 SH	P	2012-05-14	2012-06-25
ISHARES RUSSELL 1000 164 SH	P	2012-05-14	2012-08-10
JPMORGAN STRAT INC 23 546 SH	P	2010-07-30	2012-12-06
JPMORGAN STRAT INC 9 011 SH	P	2011-04-29	2012-03-06
LOOMIS SAYLES BOND 0 144 SH	P	2011-06-10	2012-05-14
PIMCO TOTAL RET 536 413 SH	P	2009-09-03	2012-03-06
PIMCO TOTAL RET 16 869 SH	P	2010-12-09	2012-09-17
ISHARES MSCI EMRG MKT 178 SH	P	2011-09-19	2012-03-06
ISHARES RUSSELL 1000 246 SH	P	2011-12-01	2012-03-06
JPMORGAN STRAT INC 24 411 SH	P	2010-08-31	2012-12-06
JPMORGAN STRAT INC 0 698 SH	P	2011-05-20	2012-03-06
LOOMIS SAYLES BOND 70 325 SH	P	2011-07-02	2012-05-14
PIMCO TOTAL RET 21 679 SH	P	2010-12-08	2012-03-06
SCHWAB FUND US 764 647 SH	P	2012-02-02	2012-08-10

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)
7,200		7,350	-150
8,458		7,961	497
18,730		18,402	328
278		276	2
8,296		8,358	-62
1,104		1,172	-68
187		195	-8
3,200		3,016	184
3,916		4,035	-119
11,898		6,639	5,259
6,537		6,663	-126
268		268	
97		98	-1
10		11	-1
881		860	21
7,162		4,767	2,395
10,233		7,866	2,367
23,796		13,279	10,517
7,292		7,142	150
323		321	2
96		98	-2
1,020		1,022	-2
730		713	17
1,238		1,146	92
51		52	-1
12,136		6,772	5,364
17,527		16,115	1,412
98		98	
12,987		12,718	269
19,300		9,115	10,185

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)
50,426		45,175	5,251
38,660		28,636	10,024
2,195		2,202	-7
11,899		6,639	5,260
376		363	13
296		296	
949		935	14
5,256		2,479	2,777
46		41	5
776		455	321
20,345		20,261	84
6,502		6,455	47
497		500	-3
233		236	-3
975		963	12
244		217	27
482		436	46
719		410	309
4,981		4,998	-17
1,959		2,006	-47
99		103	-4
54		55	-1
948		941	7
5,300		2,397	2,903
500		460	40
640		406	234
26,407		26,130	277
2,418		2,476	-58
103		109	-6
48		50	-2

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)
2		2	
2,030		2,234	-204
484		452	32
25,417		21,000	4,417
186		186	
654		670	-16
8		8	
106		109	-3
1,057		1,116	-59
12,770		13,980	-1,210
30,448		28,527	1,921
586		478	108
8,442		8,471	-29
14,667		15,100	-433
96		97	-1
8		8	
1,115		1,184	-69
252		252	
629		589	40
523		485	38
4,600		3,658	942
54,449		52,718	1,731
37,607		37,970	-363
16		16	
4,359		4,273	86
195		193	2
250		252	-2
423		400	23
24,300		20,654	3,646
15,830		10,801	5,029

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)
286		289	-3
52		54	-2
990		985	5
415		390	25
4,249		3,978	271
208		178	30
100,045		105,512	-5,467
2,402		2,163	239
35,105		34,503	602
47		49	-2
62,990		62,768	222
9,238		8,661	577
9,292		8,701	591
250		232	18
11,491		12,167	-676
10,646		10,410	236
278		275	3
104		108	-4
2		2	
5,961		5,797	164
195		195	
7,527		6,959	568
15,514		14,379	1,135
288		284	4
8		8	
1,025		1,087	-62
241		252	-11
7,700		7,792	-92

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	
			-150
			497
			328
			2
			-62
			-68
			-8
			184
			-119
			5,259
			-126
			-1
			-1
			21
			2,395
			2,367
			10,517
			150
			2
			-2
			-2
			17
			92
			-1
			5,364
			1,412
			269
			10,185

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	
			5,251
			10,024
			-7
			5,260
			13
			14
			2,777
			5
			321
			84
			47
			-3
			-3
			12
			27
			46
			309
			-17
			-47
			-4
			-1
			7
			2,903
			40
			234
			277
			-58
			-6
			-2

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	
			-204
			32
			4,417
			-16
			-3
			-59
			-1,210
			1,921
			108
			-29
			-433
			-1
			-69
			40
			38
			942
			1,731
			-363
			86
			2
			-2
			23
			3,646
			5,029

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	
			-3
			-2
			5
			25
			271
			30
			-5,467
			239
			602
			-2
			222
			577
			591
			18
			-676
			236
			3
			-4
			164
			568
			1,135
			4
			-62
			-11
			-92

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

GLORIA SEWELL
FREDERICK SEWELL

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN COMPOSERS FORUM 332 MINNESOTA ST STE E145 ST PAUL,MN 55101	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	250
ANIMAL HUMANE SOCIETY 845 MEADOW LANE NORTH 1 GOLDEN VALLEY,MN 55422	NONE	PUBLIC	COMMUNITY SERVICE	5,000
BALLET WORKS INC 528 HENNEPIN AV STE 205 MINNEAPOLIS,MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	50,000
CANTUS 1221 NICOLLET AVE STE 231 MINNEAPOLIS,MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
CELLO AN AMERICAN EXPERIENCE 804 IVANHOE DRIVE NORTHFIELD,MN 55057	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	3,000
CHAMBER MUSIC AMERICA 305 7TH AVE NEW YORK,NY 10001	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
CHILDREN'S THEATRE COMPANY 2400 3RD AVE S MINNEAPOLIS,MN 55404	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
CHORUS AMERICA 1156 15TH ST NW SUITE 310 WASHINGTON,DC 20005	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
CURTIS INSTITUTE OF MUSIC 1726 LOCUST ST PHILADELPHIA,PA 19103	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
DANCE USA 1111 16TH STREET NW STE 3 WASHINGTON,DC 20036	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
DULUTH SUPERIOR SYMPHONY ORCHESTRA 331 W SUPERIOR ST STE 100 DULUTH,MN 55802	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
FRIENDS OF ARTARIA STRING 1693 PORTLAND AVE ST PAUL,MN 55104	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,940
FRIENDS OF THE ST PAUL CHAMBER ORCH 408 SAIT PETER ST ST PAUL,MN 55102	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
GLOBAL GRASSROOTS 45 LYNE ROAD SUITE 206 HANOVER,NH 03755	NONE	PUBLIC	COMMUNITY SERVICE	2,500
GREATER TC YOUTH SYMPHONY 528 HENNEPIN AVE 404 MINNEAPOLIS,MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LAKE COUNTRY SCHOOL 3755 PLEASANT AVE S MINNEAPOLIS,MN 55409	NONE	PUBLIC	COMMUNITY SERVICE AND EDUC	1,000
LEARNING THROUGH MUSIC CONSULTING 4608 WEST 56TH ST EDINA,MN 55424	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	300
MACPHAIL CENTER FOR THE ARTS 501 S SECOND ST MINNEAPOLIS,MN 55401	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
MADELINE ISLAND MUSIC CAM 118 E 26TH ST 200 MINNEAPOLIS,MN 55404	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
MINNESOTA OPERA 620 NORTH FIRST STREET MINNEAPOLIS,MN 55401	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,000
MINNESOTA YOUTH SYMPHONIES 790 CLEVELAND AVE S STE 2 ST PAUL,MN 55116	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
MINNEAPOLIS PATHWAYS 3115 HENNEPIN AVE S MINNEAPOLIS,MN 55408	NONE	PUBLIC	COMMUNITY SERVICE	1,000
PENUMBRA THEATRE COMPANY 270 NORTH KENT STREET ST PAUL,MN 55102	NONE	PUBLIC	ARTS EDUCATION AND APPRECIATION	1,000
PLANNED PARENTHOOD OF MN 1965 FORD PARKWAY ST PAUL,MN 55116	NONE	PUBLIC	COMMUNITY SERVICE	10,000
RAMSEY COUNTY HISTORICAL SOCIETY 75 WEST 5TH ST STE 323 ST PAUL,MN 55102	NONE	PUBLIC	EDUCATION, COMMUNITY SERVICE	7,500
REIF ARTS COUNCIL 720 NW CONIFER DR GRAND RAPIDS,MN 55744	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
THE SINGERS MN CHORAL ARTISTS 528 HENNEPIN AVE STE 216 MINNEAPOLIS,MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
SPRINGBOARD FOR THE ARTS 308 PRINCE ST STE 270 ST PAUL,MN 55101	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
THURSDAY MUSICAL 6620 NEWTON AV S RICHFIELD,MN 55423	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
UNITY CHURCH - UNITARIAN 732 HOLLY AVE N GROTTO ST ST PAUL,MN 55104	NONE	PUBLIC	COMMUNITY SERVICE	4,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UPSTREAM ARTS 3501 CHICAGO AVE S MINNEAPOLIS,MN 55407	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
YMCA CAMP WIDJIWAGAN 3788 NORTH ARM ROAD ELY,MN 55731	NONE	PUBLIC	COMMUNITY SERVICE	1,000
Total . . . . ▶ **3a**				132,490

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TY 2012 Compensation Explanation

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Person Name	Explanation
GLORIA SEWELL	
FREDERICK SEWELL	

TY 2012 Investments Corporate Stock Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AQR DIVERSIFIED ARB CLASS 1	65,074	64,013
ARTISAN ITNL FUND	69,827	78,904
ARTIO TOTAL RETURN	97,301	95,546
BAIRD MID CAP	74,777	75,448
CENTURY SMALL CAP SELECT	115,793	160,488
FIRST EAGLE FUND	163,749	207,245
GOODHAVEN FUND	80,393	88,573
ISHARES MSCI EMRG MKT FUND		
ISHARES RUSSELL 1000 GROWTH	44,154	51,475
ISHARES RUSSELL 2000	85,370	126,308
ISHARES RUSSELL MIDCAP GROWTH	72,245	76,868
ISHARES S&P INDEX	73,826	110,934
ISHARES TR NASDAQ BIO		
IVA INTERNATIONAL	168,293	178,362
JENSEN QUALITY GROWTH FUND	166,960	193,351
JP MORGAN STRATEGIC INCOME	57,387	59,086
LOOMIS SAYLES BOND CL I	184,712	203,032
NEUBERGER BERMAN CORE	38,931	38,168
OAKMARK SELECT FUND	90,332	137,260
PIMCO TOTAL RETURN FUND	79,421	83,989
SCHWAB RAFI 1500	66,469	64,147
T ROWE PRICE EUROPEAN	52,443	54,602
THIRD AVE VALUE SMALL CAP	70,897	102,751
VANGUARD GROWTH INDEX		
VANGUARD BOND INDEX	61,281	61,526
WISDOMTREE EMERGING MKTS	113,976	132,395

TY 2012 Other Assets Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT	200,000	125,000	125,000

TY 2012 Other Decreases Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Description	Amount
FOREGIVENESS OF PROG. RELATED INV.	75,000

TY 2012 Other Professional Fees Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	22,360	11,180		11,180

TY 2012 Taxes Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL AND FOREIGN	3,472	3,472		