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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE BEVERLY FOUNDATION		A Employer identification number 41-1958161
Number and street (or P.O. box number if mail is not delivered to street address) 1660 HIGHWAY 100 S.	Room/suite 230	B Telephone number 952-545-3000
City or town, state, and ZIP code MINNEAPOLIS, MN 55416		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,275,886.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		153,955.	141,840.		STATEMENT 1
4 Dividends and interest from securities		581,229.	578,951.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-1,148,199.			
b Gross sales price for all assets on line 6a 8,771,378.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		76,878.	75,437.		STATEMENT 3
12 Total Add lines 1 through 11		-336,137.	796,228.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		13,007.	6,503.		6,504.
c Other professional fees STMT 5		236,687.	195,762.		40,925.
17 Interest					
18 Taxes STMT 6		9,056.	6,610.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		530.	0.		530.
22 Printing and publications					
23 Other expenses STMT 7		122,071.	120,417.		70.
24 Total operating and administrative expenses. Add lines 13 through 23		381,351.	329,292.		48,029.
25 Contributions, gifts, grants paid		1,200,110.			1,200,110.
26 Total expenses and disbursements. Add lines 24 and 25		1,581,461.	329,292.		1,248,139.
27 Subtract line 26 from line 12		-1,917,598.			
a Excess of revenue over expenses and disbursements			466,936.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,037.	12,163.	12,163.
	2 Savings and temporary cash investments	1,206,222.	607,885.	607,885.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	14,311,423.	13,020,096.	14,284,143.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	12,078,746.	12,055,686.	12,371,695.
	16 Total assets (to be completed by all filers)	27,613,428.	25,695,830.	27,275,886.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	27,613,428.	25,695,830.	
	30 Total net assets or fund balances	27,613,428.	25,695,830.	
	31 Total liabilities and net assets/fund balances	27,613,428.	25,695,830.	

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	27,613,428.
2 Enter amount from Part I, line 27a	2	-1,917,598.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25,695,830.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,695,830.

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				
b SEE ATTACHED STATEMENT				
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			
b			
c			
d			
e 8,771,378.		9,919,577.	-1,148,199.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			-1,148,199.

2 Capital gain net income or (net capital loss)	2	-1,148,199.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	1,315,067.	25,798,114.	.050975
2010	1,296,501.	27,257,055.	.047566
2009	1,475,808.	24,962,127.	.059122
2008	1,440,622.	29,673,230.	.048550
2007	1,582,630.	32,657,575.	.048461

2 Total of line 1, column (d)	2	.254674
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	.050935
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,481,964.
5 Multiply line 4 by line 3	5	1,450,729.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,669.
7 Add lines 5 and 6	7	1,455,398.
8 Enter qualifying distributions from Part XII, line 4 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	8	1,248,139.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,339.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,339.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,339.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,931.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,431.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	31.	
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	5,061.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SHERRI LEMANCZYK Telephone no ► 952-545-3000 Located at ► 1660 HIGHWAY 100 S., SUITE 230, MINNEAPOLIS, MN ZIP+4 ► 55416			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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))		
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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?		X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BEVERLY DEIKEL	PRESIDENT, TREASURER			
1660 HIGHWAY 100 S., SUITE 230				
MINNEAPOLIS, MN 55416	1.00	0.	0.	0.
RONALD FINGERHUT	SECRETARY			
1660 HIGHWAY 100 S., SUITE 230				
MINNEAPOLIS, MN 55416	0.50	0.	0.	0.

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

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

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

0

Form 990-PF (2012)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 THE BEVERLY FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH MAKING CHARITABLE GIFTS AND DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES. SINCE THIS FOUNDATION'S	0.
2 CHARITABLE PROGRAMS CONSIST SOLELY OF GRANT-MAKING ACTIVITIES, NO ALLOCATION OF ADMINISTRATIVE EXPENSES BETWEEN GRANT ACTIVITIES, DIRECT CHARITABLE ACTIVITIES AND PROGRAM-	0.
3 RELATED INVESTMENTS IS REQUIRED.	
	0.
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 lines 1 and 2

	Amount
1 NONE	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	13,583,003.
b	Average of monthly cash balances	1b	1,940,505.
c	Fair market value of all other assets	1c	13,392,192.
d	Total (add lines 1a, b, and c)	1d	28,915,700.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,915,700.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	433,736.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,481,964.
6	Minimum investment return. Enter 5% of line 5	6	1,424,098.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,424,098.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,339.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,339.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,414,759.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,414,759.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,414,759.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,248,139.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,248,139.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,248,139.

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.

Form 990-PF (2012)

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				1,414,759.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,175,518.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
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 ▶ \$ 1,248,139.				
a Applied to 2011, but not more than line 2a			1,175,518.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				72,621.
e Remaining amount distributed out of corpus	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.			0.
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.		
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				1,342,138.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 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				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

Prior 3 years

(4) Gross investment income

(c) 2010

(e) Total

MIN22791

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				
ACHIEVE MINNEAPOLIS 111 3RD AVENUE S SUITE 5 MINNEAPOLIS, MN 55401	N/A	PUBLIC	STEP UP PROGRAM	10,000.
ADVANCING WOMEN PROFESSIONALS 520 EIGHTH AVENUE 4TH FLOOR NEW YORK, NY 10018	N/A	PUBLIC	GENERAL OPERATING	10,000.
ALZHEIMER'S ASSOCIATION 7900 WEST 78TH STREET #100 MINNEAPOLIS, MN 55439	N/A	PUBLIC	WALK SPONSOR	1,000.
AMERICAN FRIENDS OF LEKET/TABLE TO TABLE 960 TEANECK ROAD, SUITE 200 TEANECK, NJ 07666	N/A	PUBLIC	GENERAL OPERATING	36,000.
AVENUES FOR HOMELESS YOUTH 1708 OAK PARK AVENUE NORTH MINNEAPOLIS, MN 55411	N/A	PUBLIC	GENERAL OPERATING	15,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,200,110.
b Approved for future payment				
NONE				
Total				3b 0.

THE BEVERLY FOUNDATION

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	PASSTHROUGH LT GAIN	P	VARIOUS	
b	PASSTHROUGH LT GAIN, UBI	P	VARIOUS	
c	PASSTHROUGH ST GAIN	P	VARIOUS	
d	PASSTHROUGH ST GAIN, UBI	P	VARIOUS	
e	SECURITIES LITIGATION	P	VARIOUS	
f	US BANK #4580	P	VARIOUS	
g	US BANK #4580	P	VARIOUS	
h	CAPTIAL WORLD GROWTH & INCOME	P	VARIOUS	
i	CAPITAL WORLD GROWTH & INCOME	P	VARIOUS	
j	BLACK RIVER MULTI STRATEGY FUND	P	VARIOUS	
k	PASSTHROUGH 1256 GAINS	P	VARIOUS	
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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	361,072.		361,072.
b	-21,648.		-21,648.
c	49,271.		49,271.
d	1,728.		1,728.
e	217.		217.
f	830,314.	969,732.	-139,418.
g	5,282,337.	5,642,165.	-359,828.
h	2,780,856.	3,218,694.	-437,838.
i	86,155.	88,986.	-2,831.
j	-712,923.		-712,923.
k	-19,999.		-19,999.
l	133,998.		133,998.
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			361,072.
b			-21,648.
c			49,271.
d			1,728.
e			217.
f			-139,418.
g			-359,828.
h			-437,838.
i			-2,831.
j			-712,923.
k			-19,999.
l			133,998.
m			
n			
o			

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	-1,148,199.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

May 1, -

Realized Gains and Losses Fiscal Year Ending 12/31/2012

The Beverly Foundation Capital World Growth & Income

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
American Funds Capital World G	07/17/2008	05/24/2012	77,659.503	2,546,455.31	2,998,918.09		-452,462.78	-452,462.78
American Funds Capital World G	09/25/2008	05/24/2012	616.635	20,219.46	21,247.84		-1,028.38	-1,028.38
American Funds Capital World G	12/18/2008	05/24/2012	943.192	30,927.27	25,117.69		5,809.58	5,809.58
American Funds Capital World G	03/23/2009	05/24/2012	575.862	18,882.52	13,407.06		5,475.46	5,475.46
American Funds Capital World G	06/22/2009	05/24/2012	1,230.188	40,337.87	34,088.51		6,249.36	6,249.36
American Funds Capital World G	09/28/2009	05/24/2012	420.224	13,779.15	13,644.67		134.48	134.48
American Funds Capital World G	12/17/2009	05/24/2012	478.331	15,684.47	16,272.83		-588.36	-588.36
American Funds Capital World G	03/22/2010	05/24/2012	417.990	13,705.89	14,115.49		-409.60	-409.60
American Funds Capital World G	06/21/2010	05/24/2012	1,103.939	36,198.16	34,575.37		1,622.79	1,622.79
American Funds Capital World G	09/17/2010	05/24/2012	428.539	14,051.79	14,270.35		-218.56	-218.56
American Funds Capital World G	12/20/2010	05/24/2012	526.952	17,278.76	18,569.79		-1,291.03	-1,291.03
American Funds Capital World G	03/22/2011	05/24/2012	406.700	13,335.69	14,466.39	-3,101.26	-1,130.70	-1,130.70
American Funds Capital World G	06/17/2011	05/24/2012	997.140	32,696.22	35,797.48		-3,101.26	-3,101.26
American Funds Capital World G	09/16/2011	05/24/2012	457.414	14,998.61	14,724.17	274.44	274.44	274.44
American Funds Capital World G	12/16/2011	05/24/2012	753.550	24,708.91	23,480.68	1,228.23	1,228.23	1,228.23
American Funds Capital World G	03/16/2012	05/24/2012	419.373	13,751.24	14,984.18	-1,232.94	-1,232.94	-1,232.94
			87,435.532	2,867,011.32	3,307,680.59	-2,831.53	-437,837.74	-440,669.27
Short Term Gains				86,154.98	88,986.51	-2,831.53		
Total Long Gains				2,780,856.34	3,218,694.08		-437,837.74	
Total (Sales)				2,867,011.32	3,307,680.59	-2,831.53	-437,837.74	-440,669.27
Total Gains				2,867,011.32	3,307,680.59	-2,831.53	-437,837.74	-440,669.27

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 status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
BOLDER OPTIONS 2100 STEVENS AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL OPERATING	3,000.
CENTER SCHOOL NA-WAY-EE 2421 BLOOMINGTON AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC	CAPITAL/OPERATING SUPPORT	20,000.
CHILDREN'S THEATRE COMPANY 2400 THIRD AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL OPERATING	9,000.
EAST SIDE NEIGHBORHOOD SERVICES INC 1700 2ND STREET NE MINNEAPOLIS, MN 55413	N/A	PUBLIC	ELIJAH'S CUP	30,000.
EMERGE 1101 W BROADWAY AVENUE MINNEAPOLIS, MN 55411	N/A	PUBLIC	ELIJAH'S CUP	15,000.
EMERGENCY FOODSHELF NETWORK 8501 54TH AVENUE N NEW HOPE, MN 55428	N/A	PUBLIC	GENERAL OPERATING	340.
FREE THE CHILDREN 201 CALIFORNIA STREET, SUITE 430 SAN FRANCISCO, CA 94111	N/A	PUBLIC	GENERAL OPERATING	20,000.
FRIENDS OF THE ARAVA INSTITUTE 179 BOYLSTON STREET 3RD FLOOR JAMAICA PLAIN, MA 02130	N/A	PUBLIC	ALUMNI PROGRAM	25,000.
FRIENDS OF THE MISSISSIPPI RIVER 360 ROBERT ST N #400 ST. PAUL, MN 55101	N/A	PUBLIC	GENERAL OPERATING	5,000.
GREATER MINNEAPOLIS CRISIS NURSERY 5400 GLENWOOD AVENUE GOLDEN VALLEY, MN 55422	N/A	PUBLIC	GENERAL OPERATING	360.
Total from continuation sheets				1,128,110.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HADASSAH 50 WEST 58TH STREET NEW YORK, NY 10019	N/A	PUBLIC	GENERAL OPERATING	5,000.
HAND IN HAND P.O. BOX 80102 PORTLAND, OR 97280	N/A	PUBLIC	GENERAL OPERATING	10,000.
HANDS ACROSS THE SEA, INC. 411 WALNUT STREET #4218 GREEN COVE SPRINGS, FL 32043	N/A	PUBLIC	GENERAL OPERATING	5,000.
HERZL CAMP 7204 W 27TH STREET #226 ST. LOUIS PARK, MN 55426	N/A	PUBLIC	CAPITAL CAMPAIGN	20,000.
ISRAEL GUIDE DOG CENTER FOR THE BLIND 968 EASTON ROAD, SUITE H WARRINTON, PA 18976	N/A	PUBLIC	GENERAL OPERATING	25,000.
ISRAEL PROJECT 2020 K STREET NW #7600 WASHINGTON, DC 20006	N/A	PUBLIC	STRATEGIC FUNDING/GENERAL OPERATING	50,000.
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVENUE W #150 ST. PAUL, MN 55114	N/A	PUBLIC	GENERAL OPERATING	20,000.
JEWISH COMMUNITY RELATIONS COUNCIL 12 N 12TH STREET SUITE 480 MINNEAPOLIS, MN 55403	N/A	PUBLIC	GENERAL OPERATING	65,000.
JEWISH FAMILY & CHILDREN'S SERVICE 13100 WAYZATA BLVD #400 MINNETONKA, MN 55305	N/A	PUBLIC	ELIJAH'S CUP/JVS	55,000.
KESHET 284 ARMORY STREET JAMAICA PLAIN, MA 02130	N/A	PUBLIC	GENERAL OPERATING	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LINK, THE 1210 GLENWOOD AVENUE MINNEAPOLIS, MN 55405	N/A	PUBLIC	GENERAL OPERATING	5,000.
MINNEAPOLIS JEWISH FEDERATION 13100 WAYZATA BLVD #200 MINNETONKA, MN 55305	N/A	PUBLIC	GENERAL OPERATING	250,000.
MN CHILD CARE RESOURCE & REFERRAL NETWORK 380 LAFAYETTE FRONTAGE ROAD, SUITE 103 SAINT PAUL, MN 55107	N/A	PUBLIC	GENERAL OPERATING	6,000.
NATIONAL COUCIL OF JEWISH WOMEN 475 RIVERSIDE DRIVE, SUITE 1901 NEW YORK, MN 10115	N/A	PUBLIC	GENERAL OPERATING	5,000.
NECHAMA-JEWISH RESPONSE TO DISASTER 7260 WASHINGTON AVENUE SOUTH EDEN PRAIRIE, MN 55344	N/A	PUBLIC	TORNADO RELIEF-N MPLS/GENERAL OPERATING	10,000.
NEIGHBORHOOD INVOLVEMENT PROGRAM 2431 HENNEPIN AVENUE MINNEAPOLIS, MN 55405	N/A	PUBLIC	GENERAL OPERATING	5,000.
NEW ISRAEL FUND 1101 14TH STREET NW 6TH FLOOR WASHINGTON, DC 20005	N/A	PUBLIC	KEDMA FRIENDS ASSOCIATION	25,000.
PACER CENTER 8161 NORMANDALE BLVD. MINNEAPOLIS, MN 55437	N/A	PUBLIC	GENERAL OPERATING	20,000.
PARKINSON'S ASSN OF MINNESOTA 2205 ZEALAND AVENUE NORTH GOLDEN VALLEY, MN 55427	N/A	PUBLIC	WALK SPONSOR	1,850.
PASSTHROUGH FROM FLAG PRIVATE EQUITY, L.P.-CASH CONTRIBUTIONS 1266 EAST MAIN STREET, 5TH FLOOR STAMFORD, CT 06902	N/A	PUBLIC	GENERAL OPERATIONS	4.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PASSTHROUGH FROM WALTON STREET REAL ESTATE FUND VI, LP - CASH CONTRIBUTIONS 900 NORTH MICHIGAN AVE., SUITE 1900 CHICAGO, IL 60611	N/A	PUBLIC	GENERAL OPERATIONS	106.
PEF ISRAEL ENDOWMENT FUNDS 317 MADISON AVENUE #607 NEW YORK, NY 10017	N/A	PUBLIC	IMPACT SE	15,000.
PEF ISRAEL ENDOWMENT FUNDS 317 MADISON AVENUE #607 NEW YORK, NY 10017	N/A	PUBLIC	ISRAEL FAMILY PLANNING ASSOCIATION	25,000.
PEF ISRAEL ENDOWMENT FUNDS 317 MADISON AVENUE #607 NEW YORK, NY 10017	N/A	PUBLIC	MEET	20,000.
PEF ISRAEL ENDOWMENT FUNDS 317 MADISON AVENUE #607 NEW YORK, NY 10017	N/A	PUBLIC	MEET	30,000.
PERSPECTIVES FAMILY CENTER 3381 GORHAM AVENUE ST. LOUIS PARK, MN 55426	N/A	PUBLIC	MAIN STREET COLLABORATIVE	8,000.
PILLSBURY UNITED COMMUNITIES 1200 N 37TH AVENUE MINNEAPOLIS, MN 55412	N/A	PUBLIC	ELIJAH'S CUP/TORNADO RELIEF-N MPLS	15,000.
PLANNED PARENTHOOD 1200 LAGOON AVENUE MINNEAPOLIS, MN 55408	N/A	PUBLIC	CLINIC UPGRADE PROJECT	30,000.
PROJECT FOR PRIDE IN LIVING, INC 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL OPERATING	15,000.
RESOURCE FOUNDATION 237 W 35TH STREET #1203 NEW YORK, NY 10001	N/A	PUBLIC	DOMINICAN SUPPORT	65,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RESOURCE WEST 915 MAINSTREET HOPKINS, MN 55343	N/A	PUBLIC	GENERAL OPERATING	10,000.
SAFE AVENUES P.O. BOX 568 WILLMAR, MN 56201	N/A	PUBLIC	GENERAL OPERATING	12,000.
SHOLOM FOUNDATION 3610 PHILLIPS PARKWAY ST. LOUIS PARK, MN 55426	N/A	PUBLIC	GENERAL OPERATING	25,000.
SOJOURNER PROJECT, INC. P.O. BOX 272 HOPKINS, MN 55343	N/A	PUBLIC	GENERAL OPERATING	12,000.
STEP 6812 W LAKE STREET ST. LOUIS PARK, MN 55426	N/A	PUBLIC	HOLIDAY FOOD SUPPORT/CAPITAL CAMPAIGN	20,000.
STORE TO DOOR 1935 WEST COUNTY ROUAD B2 ROSEVILLE, MN 55113	N/A	PUBLIC	GENERAL OPERATING	5,000.
SUSAN G. ROMAN BREAST CANCER FOUNDATION 301 SOUTH AVENUE BLOOMINGTON, MN 55425	N/A	PUBLIC	GENERAL OPERATING	1,250.
TAOS WALDORF SCHOOL PO BOX 2276 EL PRADO, NM 87529	N/A	PUBLIC	GENERAL OPERATING	4,000.
TEENS ALONE INC. 915 MAINSTREET HOPKINS, MN 55343	N/A	PUBLIC	GENERAL OPERATING	15,000.
TREE TRUST 2231 EDGEWOOD AVE S. ST. LOUIS PARK, MN 55426	N/A	PUBLIC	GENERAL OPERATING	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
VAIL PLACE 15 9TH AVENUE SOUTH HOPKINS, MN 55343	N/A	PUBLIC	GENERAL OPERATING	13,200.
WIDECAST 1348 RUSTICVIEW DRIVE BALLWIN, MO 63011	N/A	PUBLIC	DOMSETCO PROJECT	40,000.
WIKIMEDIA FOUNDATION, INC. P.O. BOX 894879 LOS ANGELES, CA 90189	N/A	PUBLIC	GENERAL OPERATING	4,000.
WILDERNESS INQUIRY, INC. 808 14TH AVE SE MINNEAPOLIS, MN 55414	N/A	PUBLIC	GENERAL OPERATING	1,000.
WILDERNESS WATCH P.O. BOX 9175 MISSOULA, MT 59807	N/A	PUBLIC	GENERAL OPERATING	10,000.
YOUTH FARM AND MARKET PROJECT 128 W 33RD STREET, #2 MINNEAPOLIS, MN 55408	N/A	PUBLIC	GENERAL OPERATING	1,000.
YOUTHCARE 2701 UNIVERSITY AVENUE SE #205 MINNEAPOLIS, MN 55414	N/A	PUBLIC	WOMENS MENTORING PROGRAM	10,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PASSTHROUGH INTEREST INCOME	141,378.
PASSTHROUGH INTEREST INCOME, UBI	3,854.
PASSTHROUGH TAX EXEMPT INTEREST	8,261.
PASSTHROUGH US OBLIGATION INTEREST	462.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	153,955.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GROWTH	16,495.	0.	16,495.
PASSTHROUGH DIVIDEND INCOME	155,506.	0.	155,506.
PASSTHROUGH DIVIDEND INCOME, UBI	2,278.	0.	2,278.
US BANK INVESTMENTS	540,948.	133,998.	406,950.
TOTAL TO FM 990-PF, PART I, LN 4	715,227.	133,998.	581,229.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH OTHER INCOME	10,010.	10,010.	
PASSTHROUGH OTHER INCOME, UBI	-16,184.	0.	
STATE TAX REFUND	1,200.	0.	
PASSTHROUGH SEC. 1231, 988 & SUB PART F	65,427.	65,427.	
PASSTHROUGH SEC. 1231, 988 & SUB PART F, UBI	16,425.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	76,878.	75,437.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	13,007.	6,503.		6,504.	
TO FORM 990-PF, PG 1, LN 16B	13,007.	6,503.		6,504.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ARL & ASSOCIATES	40,925.	0.		40,925.	
ASSET MANAGEMENT FEES	195,762.	195,762.		0.	
TO FORM 990-PF, PG 1, LN 16C	236,687.	195,762.		40,925.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	5,775.	5,775.		0.	
PASSTHROUGH FOREIGN TAXES					
PAID	835.	835.		0.	
FEDERAL & STATE TAX	2,446.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	9,056.	6,610.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	70.	0.		70.	
PASSTHROUGH INVESTMENT INT. EXP.	9,724.	9,724.		0.	
PASSTHROUGH OTHER EXPENSES	111,962.	110,693.		0.	
PASSTHROUGH NONDEDUCTIBLE EXPENSES	315.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	122,071.	120,417.		70.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CAPITAL WORLD GROWTH & INCOME FUND	0.	0.		
PIMCO FDS TOTAL RETURN FUND	5,260,251.	5,501,611.		
DODGE & COX INTERNATIONAL STOCK	0.	0.		
MUNDER MID CAP CORE GROWTH FUND	0.	0.		
ROYCE TOTAL RETURN FD	0.	0.		
PRIMECAP ODYSSEY FDS	0.	0.		
VANGUARD PRIMECAPA CORE	0.	0.		
CENTRAL FD CDA LTD CL A	0.	0.		
MARKET VECTORS AGRIBUSINESS	0.	0.		
MARKET VECTORS GOLD MINERS ETF	0.	0.		
VANGUARD SEPCIALIZED PORT. GOLD	0.	0.		
SWEDISH EXP CR CORP	0.	0.		
PERKINS MID CAP VALUE FD J SH	0.	0.		
VANGUARD FTSE ALL WORLD EX-US ETF	2,174,988.	2,624,220.		
VANGUARD TOTAL STOCK MARKET ETF	5,074,982.	5,601,963.		
PIMCO COMMODITY REAL RETURN STRATEGY	509,875.	556,349.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,020,096.	14,284,143.		

FORM 990-PF

OTHER ASSETS

STATEMENT

9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BLACK RIVER MULTI STRATEGY FUND	1,948,847.	0.	0.
CERBERUS INT'L	1,342,907.	1,309,090.	1,457,225.
DAVIDSON KEMPNER PARTNERS	3,175,016.	3,387,740.	3,515,077.
FLAG VENTURE PARTNERS IV, L.P.	755,262.	703,499.	720,224.
FLAG PRIVATE EQUITY LP	275,459.	181,691.	267,002.
FLAG GLOBAL PARTNERS LP	-4,703.	178,841.	169,811.
FORTRESS CREDIT OPP	749,296.	661,438.	714,250.
FORTRESS MSR	0.	124,930.	0.
GREENLIGHT MASTERS OFFSHORE LTD	1,000,000.	1,000,000.	1,000,000.
GREENLIGHT CAPITAL OFFSHORES GOLD	0.	1,000,000.	1,000,000.
LYRICAL-ANTHEUS REALTY PARTNERS III, LP	276,659.	301,110.	313,549.
PCM PROVIDENT	0.	250,000.	0.
POWERSHARES DB COMMODITY IND	0.	531,653.	554,822.
SHEPHERD INV. INTERNATIONAL LTD.	452,489.	319,549.	319,549.
STYX INTERNATIONAL FUND, LTD	181,494.	-204,944.	-204,944.
SUN CAPITAL PARTNERS V, LP	323,220.	439,775.	673,816.
WALTON STREET REAL ESTATE IV, LP	602,800.	871,314.	871,314.
YORK TOTAL RETURN UNIT	1,000,000.	1,000,000.	1,000,000.
TO FORM 990-PF, PART II, LINE 15	12,078,746.	12,055,686.	12,371,695.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDBEVERLY DEIKEL
1660 HIGHWAY 100 S., SUITE 230
MINNEAPOLIS, MN 55416TELEPHONE NUMBER

952-545-3000

FORM AND CONTENT OF APPLICATIONSLETTER OF REQUEST, ACCOMPANIED BY AUDITED FINANCIAL STATEMENT, TAX RETURN,
OR EQUIVALENT FORM INDICATING FINANCIAL DATAANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

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

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE BEVERLY FOUNDATION	Employer identification number (EIN) or 41-1958161
	Number, street, and room or suite no. If a P.O. box, see instructions. 1660 HIGHWAY 100 S., NO. 230	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55416	

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

04

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

SHERRI LEMANCZYK

- The books are in the care of ► **1660 HIGHWAY 100 S., SUITE 230 - MINNEAPOLIS, MN 55416**
Telephone No. ► **952-545-3000** FAX No. ► **952-545-9381**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► ☒ calendar year **2012** or
 ► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	14,431.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	6,931.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	7,500.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1 2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE BEVERLY FOUNDATION	41-1958161
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1660 HIGHWAY 100 S., NO. 230	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MINNEAPOLIS, MN 55416	

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

04

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

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

SHERRI LEMANCZYK

- The books are in the care of ☒ 1660 HIGHWAY 100 S., SUITE 230 - MINNEAPOLIS, MN 55416
Telephone No. ☒ 952-545-3000 FAX No. ☒ 952-545-9381

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	14,431.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	14,431.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☒ Sherry M. Lemanczyk Title ☒ APR Act Date ☒ 7-29-2013

Form 8868 (Rev. 1-2013)