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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

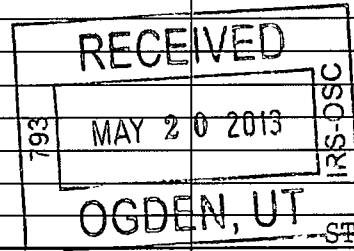
2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation RIVER ROAD FOUNDATION 25556110		A Employer identification number 41-2008605
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 651- 466-8213
P O BOX 64713; TRUST TAX SERVICES		
City or town, state, and ZIP code ST. PAUL, MN 55164-0713		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,374,929. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,136.	21,136.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,936.			
	b Gross sales price for all assets on line 6a	355,037.			
	7 Capital gain net income (from Part IV, line 2)		23,936.		
	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)	1,957.	1,882.			
12 Total Add lines 1 through 11	47,029.	46,954.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,500.	750.	NONE	750.
	c Other professional fees (attach schedule) STMT 4	18,329.	17,159.		1,170.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	103.	103.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	25.			25.
	24 Total operating and administrative expenses. Add lines 13 through 23	19,957.	18,012.	NONE	1,945.
	25 Contributions, gifts, grants paid	69,000.			69,000.
26 Total expenses and disbursements Add lines 24 and 25	88,957.	18,012.	NONE	70,945.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-41,928.				
b Net investment income (if negative, enter -0-)		28,942.			
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		123,829.	38,702.	38,702.
	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 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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 7		1,020,990.	1,064,202.	1,336,227.
	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 ▶ STMT 9)		148.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,144,967.	1,102,904.	1,374,929.	
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)				NONE	
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		2,183,426.	2,183,426.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-1,038,459.	-1,080,522.	
	30	Total net assets or fund balances (see instructions)		1,144,967.	1,102,904.	
31	Total liabilities and net assets/fund balances (see instructions)		1,144,967.	1,102,904.		

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	1,144,967.
2	Enter amount from Part I, line 27a	2	-41,928.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,103,039.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	135.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,102,904.

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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 PUBLICLY TRADED SECURITIES					
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 355,037.		331,101.	23,936.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			23,936.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	23,936.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	62,984.	1,427,429.	0.044124
2010	61,603.	1,316,951.	0.046777
2009	80,016.	1,175,504.	0.068070
2008	100,145.	1,616,697.	0.061944
2007	93,749.	2,078,757.	0.045099
2 Total of line 1, column (d)			2 0.266014
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 0.053203
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,445,372.
5 Multiply line 4 by line 3			5 76,898.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 289.
7 Add lines 5 and 6			7 77,187.
8 Enter qualifying distributions from Part XII, line 4			8 70,945.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	579.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	579.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	579.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	563.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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 ☐ \$ _____ (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.		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) ☐ 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

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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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ U S BANK NATIONAL ASSOCIATION Telephone no ▶ (651) 466-8213			
Located at ▶ 101 E 5TH STREET, ST PAUL, MN ZIP+4 ▶ 55101				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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? ☐ Yes ☒ No If "Yes," list the years ▶		
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 ▶		
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	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?	4b	X

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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)?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? ☐ Yes ☒ 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?**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
BRUCE A. LILLY 4419 FREMONT AVENUE S, MINNEAPOLIS, MN 55409	PRESIDENT/DIRECTOR 2		- 0 -	- 0 -
MARY P. LILLY 4419 FREMONT AVENUE S, MINNEAPOLIS, MN 55409	DIRECTOR 2			
DAVID M. LILLY 18 SUMMIT COURT, ST PAUL, MN 55102	TREASURER/DIRECTOR 2			
PETER R. KENEFICK US BANK 101 EAST 5TH ST, ST PAUL, MN 55101	SECRETARY 2			

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 <u>NONE</u> -----	
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 <u>NONE</u> -----	
2 -----	
All other program-related investments See instructions	
3 <u>NONE</u> -----	
Total. Add lines 1 through 3	

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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	1,387,513.
b	Average of monthly cash balances	1b	79,870.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,467,383.
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	NONE
3	Subtract line 2 from line 1d	3	1,467,383.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,011.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,445,372.
6	Minimum investment return. Enter 5% of line 5	6	72,269.

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	72,269.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	579.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	579.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,690.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	71,690.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,690.

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	70,945.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,945.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,945.

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				71,690.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			68,837.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 70,945.				
a Applied to 2011, but not more than line 2a . . .			68,837.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				2,108.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				69,582.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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 foundation 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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> SEE STATEMENT 15					69,000.
Total ► 3a					69,000.
b <i>Approved for future payment</i>					
Total ► 3b					

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AMERICAN TOWER CORP	589.	589.
APPLE INC	1,590.	1,590.
C H ROBINSON WORLDWIDE INC	576.	576.
CHEVRON CORPORATION	1,545.	1,545.
CUMMINS INC	420.	420.
DEERE & CO	748.	748.
DOMINION RESOURCES INC	1,496.	1,496.
EMERSON ELEC CO	869.	869.
HONEYWELL INTERNATIONAL INC	1,112.	1,112.
INTERNATIONAL BUSINESS MACHINES CORP	908.	908.
INTUIT INC	180.	180.
ISHARES DOW JONES US OIL EQUIP FD	194.	194.
ORACLE CORPORATION	123.	123.
POWERSHARES QQQ NASDAQ 100	290.	290.
POWERSHARES DYNAMIC CONSUMER STAPLES	824.	824.
PRAXAIR INC	410.	410.
PROCTER & GAMBLE CO	1,293.	1,293.
QUALCOMM INC	579.	579.
RYDEX S&P EQUAL WEIGHTED INDEX FD	259.	259.
SCHLUMBERGER LTD	712.	712.
SOCIEDAD QUIMICA MINERA A D R	542.	542.
3M CO	365.	365.
US BANCORP	923.	923.
UNION PACIFIC CORP	1,344.	1,344.
VANGUARD UTILITIES ETF	809.	809.
VENTAS INC	1,316.	1,316.
WELLS FARGO CO	217.	217.
WHOLE FOODS MKT INC	903.	903.
	-----	-----
TOTAL	21,136.	21,136.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX REFUND	75.	
JP MORGAN FUND	1,882.	1,882.
	-----	-----
TOTALS	1,957.	1,882.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,500.	750.		750.
TOTALS	1,500.	750.	NONE	750.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
US BANK FEES	5,852.	4,682.	1,170.
INVESTMENT FEES	12,477.	12,477.	
	-----	-----	-----
TOTALS	18,329.	17,159.	1,170.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	103.	103.
	-----	-----
TOTALS	103.	103.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

FILING FEES

25.

25.

TOTALS

25.

25.

RIVER ROAD FOUNDATION 25556110

41-2008605

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
EMERSON ELEC CO	22,152.	22,152.	28,598.
SCHLUMBERGER LTD	26,593.	26,593.	
VMWARE INC CL A	34,917.	34,917.	34,644.
MICHAEL KORS HOLDINGS LTD		34,985.	33,731.
ORACLE CORPORATION	54,836.		
QUALCOMM INC	16,121.	16,121.	37,116.
RYDEX S&P EQUAL WGTED INDX FD	34,978.		
SOURCEFIRE INC		35,053.	30,551.
3M CO	15,287.		
CHEVRON CORP	35,793.	22,878.	33,523.
PROCTOR & GAMBLE CO	38,183.	38,183.	39,716.
AMAZON COM INC	35,462.	35,462.	50,174.
EXPRESS SCRIPTS HLDNGS		35,015.	31,158.
AMERICAN TOWER CORP	33,315.	33,315.	50,535.
VARIAN MED SYS INC	41,277.	41,277.	48,325.
INTERNATIONAL BUSINESS MACHINE	27,591.	27,591.	52,676.
PRAXAIR INC	34,696.		
UNION PACIFIC CORP	54,914.	31,085.	39,853.
C H ROBINSON WORLDWIDE INC	23,932.		
DEERE & CO	29,869.	29,869.	36,124.
MARKET VECTORS OIL SERVICES ET	36,817.		
US BANCORP	34,200.	34,200.	41,522.
LULULEMON ATHLETICA INC	35,199.	25,812.	41,927.
APPLE INC	29,565.	29,565.	159,652.
SOCIEDAD QUIMICA MINERA ADR		35,037.	32,451.
JP MORGAN ALERIAN MLP INDX ETN	34,265.	34,265.	35,768.
ISHARES DOW JONES US OIL EQUIP	41,936.	41,936.	30,453.
ISHARES S&P SMALLCAP 600 INDX	49,073.		
HONEYWELL INTERNATIONAL INC	29,331.	29,331.	46,206.

RIVER ROAD FOUNDATION 25556110

41-2008605

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
POWERSHARES DYNAMIC CONSUM STA	35,347.	35,347.	38,768.
DOMINION RESOURCES INC	34,887.	34,887.	36,726.
VANGUARD UTILITIES ETF	19,992.	19,992.	20,331.
ISHARES SILVER TR	30,610.	30,610.	29,370.
POWERSHARES QQQ NASDAQ 100		34,928.	33,347.
SPDR GOLD TRUST	20,022.	20,022.	37,265.
VENTAS INC	29,830.	29,830.	38,185.
CUMMINS INC		35,304.	32,505.
DYCOM INDS INC		58,646.	65,261.
WELLS FARGO CO		35,010.	33,667.
WHOLE FOODS MKT INC		34,984.	36,099.
	-----	-----	-----
TOTALS	1,020,990.	1,064,202.	1,336,227.
	=====	=====	=====

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
ACCRUED INTEREST	17.
RETURN OF CAPITAL	131.

TOTALS	148.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ROUNDING

4.

PRIOR YEAR ROC ADJUSTMENT

131.

TOTAL

135.
=====

RIVER ROAD FOUNDATION 25556110
FORM 990PF, PART XV - LINES 2a - 2d
=====

41-2008605

RECIPIENT NAME:

PETER R. KENEFICK

ADDRESS:

101 EAST FIFTH STREET
ST PAUL, MN 55101

RECIPIENT'S PHONE NUMBER: 651-466-8213

FORM, INFORMATION AND MATERIALS:

APPLICATIONS MAY BE SUBMITTED IN LETTER FORM OUTLINING THE REQUEST
TOGETHER WITH SUCH SUPPORTING MATERIALS AS THE APPLICANT DESIRES.

SUBMISSION DEADLINES:

NOVEMBER 1ST

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED STATEMENT

STATEMENT 11

=====

RECIPIENT NAME:

PUBLIC ART ST. PAUL

ADDRESS:

253 EAST 4TH STREET #201

ST. PAUL, MN 55101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

WILDER FOUNDATION

ADDRESS:

919 LAFOND AVENUE

ST. PAUL, MN 55104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

ST PAUL RIVERFRONT

CORPORATION

ADDRESS:

25 WEST SIXTH STREET

ST PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

PRO CHOICE RESOURCES

ADDRESS:

250 3RD AVE N, STE 625

MINNEAPOLIS, MN 55401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

COLGATE UNIVERSITY

ADDRESS:

13 OAK DRIVE

HAMILTON, NY 13346

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 26,500.

RECIPIENT NAME:

NORTHERN CLAY CENTER

ADDRESS:

2424 E FRANKLIN AVE

MINNEAPOLIS, MN 55406

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 6,000.

=====

RECIPIENT NAME:

CABLE NATURAL HISTORY
MUSEUM

ADDRESS:

PO BOX 416
CABLE, WI 54821-0416

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

MN HUMANITIES COMMISSION

ADDRESS:

987 IVY AVE E
ST. PAUL, MN 55106-2046

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ST PAUL ACADEMY AND SUMMIT SCHOOL

ADDRESS:

1712 RANDOLPH AVE
ST PAUL, MN 55105-2194

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

THE FAMILY PARTNERSHIP

ADDRESS:

414 S 8TH STREEET

MINNEAPOLIS, MN 55404-1081

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PORTICO

ADMINISTRATIVE OFFICES

ADDRESS:

2610 UNIVERSITY AVE W SUITE 100

SAINT PAUL, MN 55114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MICHAEL J FOX FOUNDATION

TEAM FOX

ADDRESS:

GRAND CENTRAL STATION PO BOX 4777

NEW YORK, NY 10163

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

69,000.

=====