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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 GHR FOUNDATION		A Employer identification number 45-3996122
Number and street (or P.O. box number if mail is not delivered to street address) 10350 BREN ROAD WEST	Room/suite	B Telephone number (952) 656-4806
City or town, state, and ZIP code MINNETONKA, MN 55343-9002		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 294,168,291.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		0.		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		256,787.	1,403,741.		STATEMENT1
4 Dividends and interest from securities		115,016.	2,778,707.		STATEMENT2
5a Gross rents		10,735,159.	6,579,166.		STATEMENT3
b Net rental income or (loss) 10,735,159.					
6a Net gain or (loss) from sale of assets not on line 10		-3,187,444.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			11,007,629.		
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		15,594,975.	193,084.		STATEMENT4
12 Total. Add lines 1 through 11		23,514,493.	21,962,327.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5		54,561.	0.		46,700.
b Accounting fees STMT 6		32,995.	0.		32,995.
c Other professional fees STMT 7		1,307,473.	1,861,793.		1,084,194.
17 Interest			156,962.		
18 Taxes STMT 8		244,150.	84,302.		0.
19 Depreciation and depletion		1,927,579.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		99,981.	2,241.		95,804.
22 Printing and publications					
23 Other expenses STMT 9		3,112,806.	223.		112,471.
24 Total operating and administrative expenses. Add lines 13 through 23		6,779,545.	2,105,521.		1,372,164.
25 Contributions, gifts, grants paid		-2,607,535.			14,024,205.
26 Total expenses and disbursements. Add lines 24 and 25		4,172,010.	2,105,521.		15,396,369.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		19,342,483.			
b Net investment income (If negative, enter -0-)			19,856,806.		
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			
	2 Savings and temporary cash investments	11,654,202.	31,529,819.	31,529,819.
	3 Accounts receivable ▶ 26,279.			
	Less: allowance for doubtful accounts ▶	100,742.	26,279.	26,279.
	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	3,024,863.	716,660.	716,660.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	4,108,824.	4,650,501.	4,650,501.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 96,526,778.			
	Less: accumulated depreciation ▶ 14,535,297.	111,584,550.	81,991,481.	87,750,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	155,500,937.	169,495,032.	169,495,032.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	285,974,118.	288,409,772.	294,168,291.
	17 Accounts payable and accrued expenses	1,079,398.	403,585.	
	18 Grants payable	163,371,157.	146,739,417.	
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 ▶ DEFERRED TAX LIABILITY)	655,000.	565,500.	
	23 Total liabilities (add lines 17 through 22)	165,105,555.	147,708,502.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
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	120,868,563.	140,701,270.		
30 Total net assets or fund balances	120,868,563.	140,701,270.		
31 Total liabilities and net assets/fund balances	285,974,118.	288,409,772.		

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	120,868,563.
2 Enter amount from Part I, line 27a	2	19,342,483.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	490,224.
4 Add lines 1, 2, and 3	4	140,701,270.
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	140,701,270.

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 STATEMENTS				
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			11,007,629.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			11,007,629.	
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>		11,007,629.
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>		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	14,086,228.	290,087,659.	.048559
2010	13,297,884.	280,525,732.	.047403
2009	13,356,088.	271,666,456.	.049164
2008	9,465,878.	278,391,397.	.034002
2007	4,997,945.	212,755,274.	.023492
2 Total of line 1, column (d)			2 .202620
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 .040524
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 288,335,172.
5 Multiply line 4 by line 3			5 11,684,495.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 198,568.
7 Add lines 5 and 6			7 11,883,063.
8 Enter qualifying distributions from Part XII, line 4			8 15,396,369.

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 <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	198,568.
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	198,568.
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	198,568.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	160,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	90,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	250,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	51,432.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 51,432. Refunded <input checked="" type="checkbox"/>	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
b 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
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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? Website address N/A	13	X	
14	The books are in care of KRISTEN GRUBB Telephone no. (952) 656-4806 Located at 10350 BREN ROAD WEST, MINNETONKA, MN ZIP+4 55343			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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	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?	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)?

☒ Yes ☐ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?☐**5b**

X

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**6b**

X

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

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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
SEE STATEMENT 13		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

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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
ADLER MANAGEMENT, LLC 10350 BREN ROAD WEST, MINNETONKA, MN 55343	MANAGEMENT	981,221.
OPUS INVESTMENTS, LLC 10350 BREN ROAD WEST, MINNETONKA, MN 55343	PROPERTY MANAGEMENT SERVICES	187,674.
DAKOTA HOLDINGS, LLC PO BOX 86, SDS 12-2903, MINNEAPOLIS, MN 55486	PROPERTY MANAGEMENT SERVICES	104,336.
OPUS HOLDING, LLC 10350 BREN ROAD WEST, MINNETONKA, MN 55343	TAX AND ADMINISTRATIVE SERVICES	83,278.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	110,566,911.
b Average of monthly cash balances	1b	20,123,228.
c Fair market value of all other assets	1c	162,035,924.
d Total (add lines 1a, b, and c)	1d	292,726,063.
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	292,726,063.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,390,891.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	288,335,172.
6 Minimum investment return. Enter 5% of line 5	6	14,416,759.

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	14,416,759.
2a Tax on investment income for 2012 from Part VI, line 5	2a	198,568.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	25,361.
c Add lines 2a and 2b	2c	223,929.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	14,192,830.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	14,192,830.
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	14,192,830.

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	15,396,369.
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	15,396,369.
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	198,568.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,197,801.

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				14,192,830.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			13,481,520.	
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: \blacktriangleright \$ 15,396,369.				
a Applied to 2011, but not more than line 2a			13,481,520.	
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				1,914,849.
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				12,277,981.
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				

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 14				14,024,205.
Total			▶ 3a	14,024,205.
b Approved for future payment				
SEE STATEMENT 15				3,714,327.
Total			▶ 3b	3,714,327.

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

SOURCEAMOUNT

INTEREST

256,787.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

256,787.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
DIVIDENDS	115,016.	0.	115,016.		
TOTAL TO FM 990-PF, PART I, LN 4	115,016.	0.	115,016.		

FORM 990-PF

RENTAL INCOME

STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
GROSS RENT	1	10,735,159.
TOTAL TO FORM 990-PF, PART I, LINE 5A		10,735,159.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	15,593,056.	0.	
SECURITIES LITIGATION	1,919.	0.	
OTHER INVESTMENT INCOME	0.	193,084.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,594,975.	193,084.	

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	54,561.	0.		46,700.
TO FM 990-PF, PG 1, LN 16A	54,561.	0.		46,700.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	32,995.	0.		32,995.
TO FORM 990-PF, PG 1, LN 16B	32,995.	0.		32,995.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	982,464.	1,847,246.		809,253.
CONSULTING FEES	325,009.	14,547.		274,941.
TO FORM 990-PF, PG 1, LN 16C	1,307,473.	1,861,793.		1,084,194.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	265,150.	0.		0.
FOREIGN TAXES PAID	0.	84,302.		0.
DEFERRED TAXES	-21,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	244,150.	84,302.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	49,692.	0.		49,672.
BANK FEES	40,252.	223.		0.
PROFESSIONAL DEVELOPMENT AND CONFERENCES	18,777.	0.		17,509.
OTHER	70,945.	0.		45,290.
RENTAL	2,158,809.	0.		0.
AMORTIZATION	774,331.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,112,806.	223.		112,471.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	4,650,501.	4,650,501.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,650,501.	4,650,501.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LOEB ARBITRAGE FUND	FMV	12,962,896.	12,962,896.
NORTHSTAR SEIDLER MEZZANINE PARTNERS II, LP	FMV	443,100.	443,100.
CARLYLE/RIVERSTONE GLOBAL ENERGY AND POWER FUND I, LP	FMV	19,718.	19,718.
CARLYLE EUROPE PARTNERS II, LP	FMV	616,750.	616,750.
ADLER CP IV	FMV	801,844.	801,844.
ADLER EUROPEAN GROWTH	FMV	249,712.	249,712.
ADLER ASIAN PRIVATE EQUITY	FMV	770,817.	770,817.
ADLER ENERGY INFRASTRUCTURE IV, LLC	FMV	1,997,928.	1,997,928.
CMC-HERTZ PARTNERS LP	FMV	1,120,765.	1,120,765.
CJP II INTERNATIONAL	FMV	3,782,660.	3,782,660.
ADLER CPV, LLC	FMV	5,080,881.	5,080,881.
ADLER PRIVATE EQUITY, LLC	FMV	3,067.	3,067.
ADLER OAKTREE, LLC	FMV	4,099,556.	4,099,556.
ADLER ROYALTY, LLC	FMV	1,827,094.	1,827,094.
NOTE RECEIVABLE - YOKOHAMA	FMV	2,237,899.	2,237,899.
ADLER BOND FUND, LLC	FMV	33,920,545.	33,920,545.
ADLER EQUITY FUND, LLC	FMV	82,668,471.	82,668,471.
ADLER ENERGY INFRASTRUCTURE III, LLC	FMV	394,454.	394,454.
ADLER HEALTH CARE, LLC	FMV	3,572,337.	3,572,337.
ADLER AGGRESSIVE EQUITY, LLC	FMV	4,346,408.	4,346,408.
ADLER OPPORTUNISTIC DEBT, LLC	FMV	3,969,807.	3,969,807.
PINEBRIDGE NEW EUROPE PARTNERS II, LP	FMV	2,737,925.	2,737,925.
ADLER EQUITY FINANCE, LLC	FMV	494,575.	494,575.
ADLER ENERGY INFRASTRUCTURE V, LLC	FMV	1,375,823.	1,375,823.
TOTAL TO FORM 990-PF, PART II, LINE 13		169,495,032.	169,495,032.

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 12

STATEMENT 12

EXPLANATION

THE FOUNDATION IS TREATING THE \$15,000 DISTRIBUTION TO THE CATHOLIC COMMUNITY FUND AS A QUALIFYING DISTRIBUTION. THE USE OF THE FUNDS WITHIN THE DONOR ADVISED FUND IS RESTRICTED TO CHARITABLE PURPOSES AS ALLOWED BY IRC SEC 179(C)(2)(B). ACCORDINGLY, THE FUNDS WILL BE USED TO SUPPORT THE CHARITABLE MISSION AND ACTIVITIES OF A PUBLIC CHARITY.

THE FOUNDATION IS TREATING THE \$25,000 DISTRIBUTION TO THE SANTA BARBARA FOUNDATION AS A QUALIFYING DISTRIBUTION. THE USE OF THE FUNDS WITHIN THE DONOR ADVISED FUND IS RESTRICTED TO CHARITABLE PURPOSES AS ALLOWED BY IRC SEC 179(C)(2)(B). ACCORDINGLY, THE FUNDS WILL BE USED TO SUPPORT THE CHARITABLE MISSION AND ACTIVITIES OF A PUBLIC CHARITY.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GERALD RAUENHORST C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 4.00	0.	0.	0.
MARK RAUENHORST C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	VICE CHAIR, TREASURER, DIRECTOR 4.00	0.	0.	0.
LUZ CAMPA C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	SECRETARY, VICE CHAIR 4.00	0.	0.	0.
AMY R. GOLDMAN C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	EXEC DIRECTOR CHAIR, DIRECTOR 8.00	0.	0.	0.
PETER KAROFF C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 4.00	0.	0.	0.
JOSEPH J. RAUENHORST C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 4.00	0.	0.	0.
THEODORE CARDINAL MCCARRICK C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 4.00	0.	0.	0.
MARGARET A. BOZESKY (1/1/12-9/19/12) C/O TAX DEPT., 10350 BREN ROAD WEST MINNETONKA, MN 55343	TAX COMPLIANCE OFFICER 4.00	0.	0.	0.

GHR FOUNDATION

45-3996122

MATT RAUENHORST
C/O TAX DEPT., 10350 BREN ROAD
WEST
MINNETONKA, MN 55343

DIRECTOR

4.00

0.

0.

0.

TIM WELSCH
C/O TAX DEPT., 10350 BREN ROAD
WEST
MINNETONKA, MN 55343

DIRECTOR

4.00

0.

0.

0.

KRISTEN GRUBB (09/19/12-12/31/12) TAX COMPLIANCE OFFICER
C/O TAX DEPT., 10350 BREN ROAD
WEST
MINNETONKA, MN 55343

2.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

GHR Foundation
FEIN #45-3996122
A Statement Attached to and Made Part of Form 990-PF
For the Year Ending 12/31/12

Part XV, Grants and Contributions Paid During the Year 2012

<u>Recipient Name and Address</u>	<u>Relationship to Foundation Mgr or Subst</u>	<u>Recipient Tax Status</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
African Council of Religious Leaders - Religions for Peace P O Box 76398- Code 00508, Nairobi, Kenya 25 Othaya Road, off Gitanga Road Nairobi Kenya	None	Foreign - see expenditure responsibility statement	Scaling up Faith-Based Organization (FBO) Efforts to Orphans in East Africa	\$75,000
Aum Higher Foundation 10350 Bren Rd West Minnetonka, MN 55343	None	Public Charity	General Operations	\$50,000
Aum Higher Foundation 10350 Bren Rd West Minnetonka, MN 55343	None	Public Charity	General Operations	\$15,000
Alzheimer's Disease and Related Disorders Association Inc 225 North Michigan Avenue Floor 17 Chicago, IL 60601-7633	None	Public Charity	International Alzheimer's Disease Research	\$250,000
Alzheimer's Association of Minnesota-North Dakota 7900 West 78th Street, Suite 100 Minneapolis, MN 55439	None	Public Charity	Develop and Test Alzheimer's Disease Care Protocol	\$76,200
Archdiocese of St. Paul and Minneapolis 226 Summit Avenue St. Paul, MN 55102-2197	None	Public Charity	St. Paul Cathedral Campaign	\$200,000
Archdiocese of St. Paul and Minneapolis 226 Summit Avenue St. Paul, MN 55102-2197	None	Public Charity	Urban Elementary Catholic Schools Fund	\$500,000
Archdiocese of St. Paul and Minneapolis 226 Summit Avenue St. Paul, MN 55102-2197	None	Public Charity	Urban Elementary Catholic Schools Fund	\$500,000
Archdiocese of St. Paul and Minneapolis 226 Summit Avenue St. Paul, MN 55102-2197	None	Public Charity	Archdiocese Procurement Initiative	\$150,000
Archdiocese of St. Paul and Minneapolis 226 Summit Avenue St. Paul, MN 55102-2197	None	Public Charity	New Superintendent Search	\$75,000
Archdiocese of Washington 5001 Eastern Avenue PO Box 29260 Washington, DC 20017	None	Public Charity	Former Archbishop's Fund	\$25,000
Better Care Network 3 UN Plaza Room 735 New York, NY 10017	None	Public Charity	Resource Platform for Those Serving Children in Jeopardy	\$65,000
The Caring Tree 5413 Nicollet Ave S #130 Minneapolis, MN 55419	None	Public Charity	General operations and Executive Director Education	\$15,000

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The Caring Tree 5413 Nicollet Ave S #130 Minneapolis, MN 55419	None	Public Charity	General Operations	\$8,000
Carondelet Village, Inc 2845 Hamline Avenue North Roseville, MN 55113	None	Public Charity	Carondelet Circle - Alzheimer's Disease Support	\$275,000
Catholic Charities of the Archdiocese of St Paul and Minneapolis 1200 Second Avenue S Minneapolis, MN 55403	None	Public Charity	Challenge Grant	\$120,000
Catholic Charities of the Archdiocese of St Paul and Minneapolis 1200 Second Avenue S Minneapolis, MN 55403	None	Public Charity	General Operations	\$10,000
Catholic Charities of the Archdiocese of St Paul and Minneapolis 1200 Second Avenue S Minneapolis, MN 55403	None	Public Charity	General Operations	\$25,000
Catholic Charities, Diocese of Venice, Inc Catholic Charities Development 7810 S Tamiami Trail A-5 Venice, FL 34293	None	Public Charity	Christmas Appeal	\$5,000
Catholic Community Foundation One Water Street West, Suite 200 St Paul, MN 55107	None	Public Charity	Opus Prize Foundation Fund	\$15,000
Catholic Relief Services, Inc 228 West Lexington Street Baltimore, MD 21201	None	Public Charity	Design Research Study on Catholic-Affiliated Residential Care for Children	\$83,170
Catholic Relief Services, Inc 228 West Lexington Street Baltimore, MD 21201	None	Public Charity	Dialogue and Action Reduction of Child Marriage in Kenya Phase II Design	\$116,847
Catholic Relief Services, Inc 228 West Lexington Street Baltimore, MD 21201	None	Public Charity	Strength in Solidarity (SiS)	\$1,000,000
CommonBond Communities 328 Kellogg Boulevard West St Paul, MN 55102	None	Public Charity	Asset Management Expansion	\$70,000
Congressional Coalition on Adoption Institute 311 Massachusetts Avenue, NE Washington, DC 20002	None	Public Charity	Research and Media Strategy	\$50,000
Cristo Rey Network 14 East Jackson Boulevard Suite 1200 Chicago, IL 60604	None	Public Charity	General Operations	\$10,000

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Deep Portage Conservation Foundation 2197 Nature Center Drive N W Hackensack, MN 56452	None	Public Charity	General Operations	\$10,000
Diocese of Venice 1000 Pinebrook Rd Venice, FL 34292	None	Public Charity	Bishop's Annual appeal	\$2,000
Dominican Sisters of Peace 2320 Airport Dr Columbus, OH 43219-2098	None	Public Charity	Partnership with Nigerian Indigenous Congregation	\$100,000
Dominican Sisters of Peace 2320 Airport Dr Columbus, OH 43219-2098	None	Public Charity	Ensuring New Congregation Future	\$110,600
Dominican Sisters/Mission San Jose 43326 Mission Blvd Fremont, CA 94539	None	Public Charity	The Dominican Sisters' Multicultural Discernment and Formation Project	\$112,950
EveryChild 4 Bath Place Rivington Street London EC2A 3DR United Kingdom	None	Foreign - see expenditure responsibility statement	Global Alliance for Children	\$350,000
Family Enterprise USA 1110 Harmon Place Minneapolis, MN 55403	None	Public Charity	Seed Grant	\$200,000
Family for Every Child 4 Bath Place, Rivington Street London EC2A, 3DR United Kingdom	None	Foreign - see expenditure responsibility statement	Desk-Based Research on Reintegration	\$38,744
Foundations and Donors Interested in Catholic Activities, Inc 1350 Connecticut Avenue, NW Suite 825 Washington, DC 20036	None	Public Charity	Dues	\$7,500
Fulcrum Foundation 710 Ninth Avenue Seattle, WA 98104	None	Public Charity	Appreciation, and an Investment in Seattle's Catholic School Students	\$5,000
Fun Time Early Childhood Academy, Inc 102 12th Street N Naples, FL 34102	None	Public Charity	General Operations	\$20,000
Harvard Radcliffe Catholic Student Center 29 Mt Auburn St Cambridge, MA 02138	None	Public Charity	General Operations	\$25,000

GHR Foundation
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Part XV, Grants and Contributions Paid During the Year 2012

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Institute of the Incarnate Word House of Formation 5706 Sargent Rd Chillum, MD 20782	None	Public Charity	General Operations	\$100,000
Institute of the Sisters of Mercy of the Americas, Inc 8380 Colesville Rd Suite 300 Silver Spring, MD 20910	None	Public Charity	Mercy Leadership Development Expansion	\$110,000
Interfaith Center of New York 475 Riverside Drive Suite 540 New York, NY 10115	None	Public Charity	Catholic-Muslim Social Service Partnership Program	\$105,000
Interfaith Center of New York 475 Riverside Drive Suite 540 New York, NY 10115	None	Public Charity	Catholic-Muslim Social Service Program Evaluation	\$66,000
Interfaith Center of New York 475 Riverside Drive Suite 540 New York, NY 10115	None	Public Charity	Guiding Seeded Partnerships to Sustainability Expanding and Strengthening Interfaith Partnerships for Social Action	\$125,000
Little Sisters of the Poor of St. Paul 330 Exchange Street S St. Paul, MN 55102	None	Public Charity	General Operations	\$1,000
Little Sisters of the Poor of St. Paul 330 Exchange Street S St. Paul, MN 55102	None	Public Charity	General Operations	\$10,000
Marquette University Zilber Hall PO Box 1881 Milwaukee, WI 53201-1881	None	Public Charity	Robert A. Wild, S.J. Endowed Scholarship	\$200,000
Marquette University Zilber Hall PO Box 1881 Milwaukee, WI 53201-1881	None	Public Charity	Transform the College of Engineering	\$1,000,000
Marquette University Zilber Hall PO Box 1881 Milwaukee, WI 53201-1881	None	Public Charity	Implementation of a University-wide Community Engagement Database	\$100,000
Mayo Clinic 200 First Street, SW Rochester, MN 55905	None	Public Charity	Alzheimer's Research	\$1,000,000
Mercy Corps 45 SW Ankeny Street Portland, OR 97204	None	Public Charity	Inter-Religious Peacebuilding in Northern Nigeria (IPNN)	\$250,000
Minds Matter Twin Cities Chapter 17001 The Strand Minnetonka, MN 55345	None	Public Charity	General Operations	\$2,000

GHR Foundation
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Part XV, Grants and Contributions Paid During the Year 2012

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Minnesota Landscape Arboretum 3675 Arboretum Drive Chaska, MN 55318	None	Public Charity	General Operations	\$1,000
National Religious Vocation Conference 5401 South Cornell Avenue Ste 207 Chicago, IL 60615	None	Public Charity	Women Religious Moving Forward in Hope	\$170,000
New Venture Fund 1201 Connecticut Ave NW Suite 300 Washington, DC 20036	None	Public Charity	Protecting the Future Alliance	\$175,000
A Nun's Life Ministry PO Box 8704 Toledo, OH 43623	None	Public Charity	A Nun's Life Ministry Development	\$41,000
Opportunity Partners, Inc 5500 Opportunity Court Minnetonka, MN 55343	None	Public Charity	Integrated Living pilot program	\$100,000
Opportunity Partners, Inc 5500 Opportunity Court Minnetonka, MN 55343	None	Public Charity	General Operations	\$200,000
Our Lady of Grace School 5051 Eden Avenue Edina, MN 55436	None	Public Charity	Our Lady of Grace Endowment Fund	\$100,000
The Papal Foundation 150 Monument Road, Suite 609 Bala Cynwyd, PA 19004	None	Public Charity	Holy See	\$1,000,000
Professional Givers Anonymous of Collier County Inc 3505 Gordon Drive Naples, FL 34102	None	Public Charity	General Operations	\$25,000
Progress Valley Inc 308 East 78th Street Richfield, MN 55423	None	Public Charity	General Operations	\$49,000
Renville County Food Shelf 108 South 10th Street Olivia, MN 56277	None	Public Charity	To support the rebuilding of the Renville County Food shelf	\$1,000
Sierra Leone Community in Minnesota 3333 North 4th Street Minneapolis, MN 55412	None	Public Charity	Rural Health Care Initiative - General Operations	\$5,000
San Diego Food Bank 9850 Distribution Ave San Diego, CA 92121	None	Public Charity	General Operations	\$20,000

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Part XV, Grants and Contributions Paid During the Year 2012

<u>Recipient Name and Address</u>	<u>Relationship to Foundation Mgr. or Subst</u>	<u>Recipient Tax Status</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Santa Barbara Foundation 1111 Chapala Street, Suite 200 Santa Barbara, CA 93101	None	Public Charity	Karoff Donor Advised Fund	\$25,000
Save the Children Federation Inc 54 Wilton Road Westport, CT 06880	None	Public Charity	Safe Communities in Nepal	\$325,000
SC Ministry Foundation 345 Neeb Road Cincinnati Cincinnati, OH 45233	None	Public Charity	Hope and Resilience Public Television Documentary	\$16,670
Sinsinawa Dominicans Inc 585 County Road Z Sinsinawa, WI 53824	None	Public Charity	Centro Guadalupano Out of School Program	\$10,000
Sisters of Loretto Loretto Literary & Benevolent Institution 4000 South Wadsworth Blvd Littleton, CO 80123	None	Public Charity	Congregation of Daughters of the Most Blessed Trinity Capacity Building	\$25,000
The Sisters of Mercy of the Americas Northeast Community, Inc All-Africa Conference Sister to Sister 2715 Bainbridge Ave Bronx, NY 10458	None	Public Charity	Uganda Institute of Theology of Women and Men Religious	\$100,000
Sisters of Notre Dame de Namur 30 Jeffreys Neck Rd Ipswich, MA 01938	None	Public Charity	African Photovoltaic Project in Nigeria and Congo	\$50,000
Sisters of St. Joseph of Carondelet Ministries Foundation 1884 Randolph Ave St. Paul, MN 55105	None	Public Charity	2012 Sister Convening	\$46,097
Sisters of St. Joseph of Carondelet Ministry Collaborative 1884 Randolph Avenue St. Paul, MN 55105-1700	None	Public Charity	St. Joseph Workers Program Landscape Study	\$57,200
St. Alice Catholic Church PO Box 759 Pequot Lakes, MN 56472	None	Public Charity	General Operations	\$2,000
St. Ann Catholic Church 475 9th Ave S Naples, FL 34102	None	Public Charity	General Operations	\$2,000
St. Catherine University 2004 Randolph Avenue, F-12 St. Paul, MN 55105	None	Public Charity	Hennetta Schmoll School of Health	\$1,000,000
St. Catherine University 2004 Randolph Avenue, F-12 St. Paul, MN 55105	None	Public Charity	Evolution of Associate Health Degree programs	\$80,000

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Part XV, Grants and Contributions Paid During the Year 2012

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St Michael Indian School PO Box 650 1 Lupton Road St Michaels, AZ 86511	None	Public Charity	Strategic Advancement Initiative	\$24,500
Triangle Fraternity Education Foundation 120 South Center Street Plainfield, IN 46168	None	Public Charity	General Operations	\$2,000
Trustees of Boston College Office for Sponsored Research 140 Commonwealth Avenue Chestnut Hill, MA 02467	None	Public Charity	Boston College City Connects	\$74,032
Twin Cities RISE! 800 Washington Avenue N Suite 203 Minneapolis, MN 55401	None	Public Charity	Participant Software and Database System Customization	\$25,000
United Aid for Azerbaijan Apt 14/15 83 Neftchilar Prospekt Baku Azerbaijan	None	Foreign - see expenditure responsibility statement	Center for Social Policy Development in Azerbaijan	\$218,320
Indiana University - The Center on Philanthropy 550 West North Street - Suite 301 Indianapolis, IN 46202	None	Public Charity	Culture of Development	\$68,000
Indiana University - The Center on Philanthropy 550 West North Street - Suite 301 Indianapolis, IN 46202	None	Public Charity	Building the Development and Fundraising Capacity of Congregations of Women Religious	\$322,461
University of St Thomas 2115 Summit Avenue St Paul, MN 55105-1096	None	Public Charity	Opus College of Business Strategic Development Plan	\$1,000,000
University of St Thomas 2115 Summit Avenue St Paul, MN 55105-1096	None	Public Charity	Opus College of Business Dean Search	\$50,000
UNICEF NYHQ (PD-CP) 5-7 Avenue de la Paix 1211 Geneva, Switzerland	None	Foreign - see expenditure responsibility statement	2012 Global Convening on Child Protection	\$125,000
World Conference of Religions for Peace 777 United Nations Plaza New York, New York 10017	None	Public Charity	Center of Excellence for Multi-Religious Conflict Transformation	\$553,914
World Conference of Religions for Peace 777 United Nations Plaza New York, New York 10017	None	Public Charity	Protecting Vulnerable Children through Inter-religious Cooperation in Myanmar	\$100,000
			2012 GHR FOUNDATION TOTAL GRANT PAYMENT	\$14,024,205

GHR Foundation
FEIN #45-3996122
A Statement Attached to and Made Part of Form 990-PF
For the Year Ending 12/31/12

Contributions Approved for Future Payment - 2012

Part XV, Grants Approved for Future Payments

<u>Grantee Name and Address</u>	<u>Tax Status</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Alzheimer's Association of Minnesota-North Dakota 7900 West 78th Street, Suite 100 Minneapolis, MN 55439	Public Charity	Develop and Test Alzheimer's Disease Care Protocol	500,000
Alzheimer's Disease and Related Disorders Association Inc. 225 North Michigan Avenue Floor 17 Chicago, IL 60601-7633	Public Charity	International Alzheimer's Disease Research (Zenith Society Membership)	158,100
CommonBond Communities 328 Kellogg Boulevard West St. Paul, MN 55102	Public Charity	Asset Management Expansion	140,000
Indiana University - The Center on Philanthropy 550 West North Street - Suite 301 Indianapolis, IN 46202	Public Charity	Building the Development and Fundraising Capacity of Congregations of Women Religious	445,547
Interfaith Center of New York 475 Riverside Drive Suite 540 New York, NY 10115	Public Charity	Guiding Seeded Partnerships to Sustainability: Expanding and Strengthening Interfaith Partnerships for Social Action	185,000
International Center for Research on Women 1120 20th St. NW, Suite 500 N Washington, DC 20036	Public Charity	Final Phase I assessment of the Catholic Relief Services Dialogue and Action program in Kenya	80,484
Mercy Corps 45 SW Ankeny Street Portland, OR 97204	Public Charity	Inter-Religious Peacebuilding in Northern Nigeria (IPNN)	500,000
Save the Children Federation Inc 54 Wilton Road Westport, CT 06880	Public Charity	Safe Communities in Nepal	350,000
The Sisters of Mercy of the Americas Northeast Community, Inc. All-Africa Conference: Sister to Sister 2715 Bainbridge Ave Bronx, NY 10458	Public Charity	Uganda Institute of Theology of Women and Men Religious	100,000
Trustees of Boston College Office for Sponsored Research 140 Commonwealth Avenue Chestnut Hill, MA 02467	Public Charity	Boston College City Connects	76,160

GHR Foundation

FEIN #45-3996122

A Statement Attached to and Made Part of Form 990-PF

For the Year Ending 12/31/12

Part XV, Grants Approved for Future Payments

World Conference of Religions for Peace 777 United Nations Plaza New York, New York 10017	Public Charity	Center of Excellence for Multi-Religious Conflict Transformation	1,079,036
World Conference of Religions for Peace 777 United Nations Plaza New York, New York 10017	Public Charity	Protecting Vulnerable Children through Inter-religious Cooperation	100,000
			3,714,327
No relationship to any Foundation manager or substantial contributor for any of the above grant			

GHR Foundation

FEIN # 45-3996122

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012**

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

EveryChild
4 Bath Place
Rivington Street
London EC2A 3DR
United Kingdom

Date and Amount of Grant/Payment:

12/7/2010 – \$190,125

Purpose of Grant:

Reduce children in Kyiv Oblast Institution

Total amounts expended as of December 31, 2012 since grant was awarded:

\$190,125

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: 2/5/2013

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation
FEIN # 45-3996122
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

EveryChild
4 Bath Place
Rivington Street
London EC2A 3DR
United Kingdom

Date and Amount of Grant/Payment:

12/15/2011 – \$350,000

Purpose of Grant:

Global Alliance for Children

Total amounts expended as of December 31, 2012 since grant was awarded:

\$350,000

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: 2/4/2013

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation

FEIN # 45-3996122

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012**

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

United Aid for Azerbaijan
Apt. 14/15
83 Neftchilar Prospekt
Baku
Azerbaijan

Date and Amount of Grant/Payment:

11/1/2011 – \$62,000

Purpose of Grant:

Enhanced systems and staffing for organizational growth.

Total amounts expended as of December 31, 2012 since grant was awarded:

\$62,000

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: 2/21/2013

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation
FEIN # 45-3996122
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

United Aid for Azerbaijan
Apt. 14/15
83 Neftchilar Prospekt
Baku
Azerbaijan

Date and Amount of Grant/Payment:

12/8/2011 – \$216,070

Purpose of Grant:

Center for Social Policy Development in Azerbaijan
a program support to transition from a traditional, grant dependent NGO to a think tank
focused on cross sectorial array of social issues relevant to children at risk

Total amounts expended as of December 31, 2012 since grant was awarded:

\$216,070

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: 6/28/2013

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation

FEIN # 45-3996122

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012**

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

African Council of Religious Leaders - Religions for Peace
P.O Box 76398- Code 00508, Nairobi, Kenya
25 Othaya Road, off Gitanga Road
Nairobi
Kenya

Date and Amount of Grant/Payment:

12/19/2012 - \$75,000

Purpose of Grant:

Scaling up Faith-Based Organization (FBO) Efforts to Orphans in East Africa

Total amounts expended as of December 31, 2012 since grant was awarded:

\$0.00

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: NA - Report not yet received as grantee received funds at year end 2012. Reporting will be completed as required in future period.

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation

FEIN # 45-3996122

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012**

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

EveryChild
4 Bath Place
Rivington Street
London EC2A 3DR
United Kingdom

Date and Amount of Grant/Payment:

11/20/2012 -- \$350,000

Purpose of Grant:

Global Alliance for Children

Total amounts expended as of December 31, 2012 since grant was awarded:

\$136,260

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: 6/20/2013

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation

FEIN # 45-3996122

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012**

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Family for Every Child
4 Bath Place, Rivington Street
London EC2A, 3DR
United Kingdom

Date and Amount of Grant/Payment:

12/19/2012 – \$38,744

Purpose of Grant:

Desk-Based Research on Reintegration

Total amounts expended as of December 31, 2012 since grant was awarded:

\$0.0

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: NA – Report not yet received as grantee received funds at year end 2012. Reporting will be completed as required in future period.

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation

FEIN # 45-3996122

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012**

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

United Aid for Azerbaijan
Apt. 14/15
83 Neftchilar Prospekt
Baku
Azerbaijan

Date and Amount of Grant/Payment:

11/29/2012 – \$218,320

Purpose of Grant:

Center for Social Policy Development in Azerbaijan
a program support to transition from a traditional, grant dependent NGO to a think tank
focused on cross sectorial array of social issues relevant to children at risk

Total amounts expended as of December 31, 2012 since grant was awarded:

\$0.0

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: NA – Report not yet received as grantee received funds at year end 2012. Reporting will be completed as required in future period.

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR Foundation

FEIN # 45-3996122

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012**

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

UNICEF NYHQ (PD-CP)
5-7 Avenue de la Paix 1211
Geneva
Switzerland

Date and Amount of Grant/Payment:

4/13/2012 – \$125,000

Purpose of Grant:

2012 Global Convening on Child Protection

Total amounts expended as of December 31, 2012 since grant was awarded:

\$82,720.28

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on: 2/5/2013

Date and Results of any Verification of Grantee's Reports:

Not applicable

GHR FOUNDATION

FEIN #45-3996122

A Statement Attached To and Made Part of Form 990-PF

For the year ended December 31, 2012

Part II, Balance Sheet, Line 10b: Investments - Corporate Stock

Description	Book Value	Fair Market Value
Apple Inc.	37,845.13	37,845.13
Abbott Laboratories	56,526.50	56,526.50
Barrick Gold Corp.	66,483.99	66,483.99
Archer Daniels Midland Company	68,201.10	68,201.10
Allstate Corporation, The	84,959.55	84,959.55
Anadarko Petroleum Corp.	72,155.01	72,155.01
American Water Works Co. Inc.	69,804.40	69,804.40
Best Buy Co , Inc.	26,366.25	26,366.25
C.R. Bard, Inc.	79,071.66	79,071.66
Blackrock, Inc.	83,097.42	83,097.42
Check Point Software Technolog	40,446.36	40,446.36
Rockwell Collins Inc.	59,740.59	59,740.59
ConocoPhillips	79,214.34	79,214.34
CVS Caremark Corporation	83,162.00	83,162.00
Chevron Corporation	64,559.58	64,559.58
E.I. du Pont de Nemours & Comp	40,473.00	40,473.00
Deere & Company	66,629.82	66,629.82
Dell Inc.	57,264.89	57,264.89
Duke Energy Corporation	68,904.00	68,904.00
EBAY Inc	29,693.64	29,693.64
Emerson Electric Co.	68,742.08	68,742.08
Energizer Holdings Inc.	33,911.52	33,911.52
ENSCO International PLC	76,411.92	76,411.92
Ford Motor Company	71,380.40	71,380.40
Fluor Corporation (NEW)	68,138.40	68,138.40
Goldman Sachs Group, Inc.	76,918.68	76,918.68
Halliburton Company	61,956.34	61,956.34
Heinz H J Co.	77,637.28	77,637.28
Harsco Corp	71,383.68	71,383.68
Intel Corporation	98,095.65	98,095.65
Johnson Controls, Inc.	64,009.50	64,009.50

STATEMENT A

GHR FOUNDATION

FEIN #45-3996122

A Statement Attached To and Made Part of Form 990-PF

For the year ended December 31, 2012

Part II, Balance Sheet, Line 10b: Investments - Corporate Stock

Description	Book Value	Fair Market Value
Johnson & Johnson Co.	30,773.90	30,773.90
JPMorgan Chase & Co.	115,904.92	115,904.92
Kimberly Clark Corp.	82,319.25	82,319.25
Loews Corp	90,465.00	90,465.00
L-3 Communications Holdings, I	68,191.80	68,191.80
Lowe's Companies, Inc	49,763.52	49,763.52
Macy's, Inc.	43,351.22	43,351.22
McKesson Corporation	83,870.40	83,870.40
Medtronic, Inc.	83,844.88	83,844.88
MetLife, Inc.	72,698.58	72,698.58
Marsh & McLennan Inc.	73,593.45	73,593.45
Merck & Co., Inc.	85,769.30	85,769.30
Marathon Oil Corporation	86,798.46	86,798.46
Microsoft Corporation	92,565.99	92,565.99
Nextera Energy Inc.	65,038.60	65,038.60
National-Oilwell Varco, Inc.	64,385.70	64,385.70
Northern Trust Corporation	60,392.64	60,392.64
Nucor Corporation	27,160.22	27,160.22
Occidental Petroleum Corporati	37,155.85	37,155.85
Pfizer Inc.	79,378.20	79,378.20
Parker Hannifin Corp.	48,824.44	48,824.44
PNC Financial Services Group I	84,607.81	84,607.81
Potash Corp./Saskatchewan (USA	36,783.76	36,783.76
Transocean Inc.	58,893.35	58,893.35
Raytheon Company	60,322.88	60,322.88
Spectra Energy Corp.	72,693.90	72,693.90
Sysco Corp.	73,767.80	73,767.80
AT&T Inc.	85,117.75	85,117.75
Teva Pharmaceutical Industries	52,126.64	52,126.64
Travelers Companies, Inc , The	98,034.30	98,034.30
Unum Group	70,600.62	70,600.62
Walgreen Company	73,464.85	73,464.85

STATEMENT A

GHR FOUNDATION
FEIN #45-3996122
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2012

Part II, Balance Sheet, Line 10b: Investments - Corporate Stock

Description	Book Value	Fair Market Value
WellPoint, Inc.	81,450.04	81,450.04
Waste Management Inc.	68,492.20	68,492.20
Williams Cos. Inc.	47,702.18	47,702.18
Wal-Mart Stores, Inc.	95,522.00	95,522.00
Weyerhaeuser Co.	71,497.40	71,497.40
Zimmer Holdings Inc.	73,992.60	73,992.60
Total	<u><u>4,650,501</u></u>	<u><u>4,650,501</u></u>

STATEMENT A

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	FROM K-1 - ADLER ASIAN PRIVATE EQUITY, LLC	P	VARIOUS	VARIOUS
b	FROM K-1 - ADLER BOND FUND, LLC	P	VARIOUS	VARIOUS
c	FROM K-1 - ADLER CPIV, LLC	P	VARIOUS	VARIOUS
d	FROM K-1 - ADLER ENERGY FINANCE, LLC	P	VARIOUS	VARIOUS
e	FROM K-1 - ADLER ENERGY INFRASTRUCTURE III, LLC	P	VARIOUS	VARIOUS
f	FROM K-1 - ADLER EQUITY FUND, LLC	P	VARIOUS	VARIOUS
g	FROM K-1 - ADLER EUROPEAN GROWTH, LLC	P	VARIOUS	VARIOUS
h	FROM K-1 - ADLER JAPAN, LLC	P	VARIOUS	VARIOUS
i	FROM K-1 - CEP II U.S. INVESTMENTS, LP	P	VARIOUS	VARIOUS
j	FROM K-1 - CARLYLE EUROPE PARTNERS II, LP	P	VARIOUS	VARIOUS
k	FROM K-1 - CMC-HERTZ PARTNERS, LP	P	VARIOUS	VARIOUS
l	FROM K-1 - CONDATA, LLC	P	VARIOUS	VARIOUS
m	FROM K-1 - LOEB ARBITRAGE FUND	P	VARIOUS	VARIOUS
n	FROM K-1 - WESTINGS, LLC	P	VARIOUS	VARIOUS
o	FROM K-1 - WILLOW INVESTMENT, LLC	P	VARIOUS	VARIOUS

(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			9,441.
b			400,795.
c			185,881.
d			2,732.
e			62,151.
f			1,514,457.
g			234,606.
h			207,901.
i			11,244.
j			26,180.
k			328,029.
l			-623.
m			48,321.
n			1,649,940.
o			6,326,574.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,441.
b			400,795.
c			185,881.
d			2,732.
e			62,151.
f			1,514,457.
g			234,606.
h			207,901.
i			11,244.
j			26,180.
k			328,029.
l			-623.
m			48,321.
n			1,649,940.
o			6,326,574.

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

11,007,629.

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

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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.

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
	GHR FOUNDATION	45-3996122
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	10350 BREN ROAD WEST	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MINNETONKA	MN 55343

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

- The books are in the care of ► KRISTEN GRUBB

Telephone No. ► (952) 656-4806

FAX No. ► (952) 238-6806

- 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 8/15/2013 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	\$	250,000
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	\$	250,000
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	\$	0

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.

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)

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization GHR FOUNDATION	Employer identification number (EIN) or 45-3996122
	Number, street, and room or suite no. If a P.O. box, see instructions 10350 BREN ROAD WEST	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MINNETONKA MN 55343	

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.

- The books are in the care of ☒ **KRISTEN GRUBB**
Telephone No. ☒ **(952) 656-4806** FAX No. ☒ **(952) 238-6806**
- 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.

- I request an additional 3-month extension of time until **11/15/2013**
- For calendar year **2012**, or other tax year beginning and ending
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO FILE 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 \$ NONE
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 \$ NONE
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 \$ NONE

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 ☒ **Kristen Grubb** Title ☒ **TAX OFFICER** Date ☒ **8/12/13**

Form **8868** (Rev. 1-2013)