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 SEP 1, 2012 , and ending AUG 31, 2013

Name of foundation: LERNER FOUNDATION

A Employer identification number: 23-7032703

Number and street (or P O box number if mail is not delivered to street address): 241 FIRST AVENUE NORTH | Room/suite

B Telephone number: (612) 332-3344

City or town, state, and ZIP code: MINNEAPOLIS, MN 55401-1607

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,402,175.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

	Line	Description	(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	46,933.		N/A	
	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	23,890.	23,890.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,112.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 91,704.				
	7	Capital gain net income (from Part IV, line 2)		19,509.		
	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				
	12	**Total.** Add lines 1 through 11	72,935.	43,399.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,996.	998.		998.
	c	Other professional fees				
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	25.	0.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,021.	998.		1,023.
	25	Contributions, gifts, grants paid	70,199.			70,199.
	26	**Total expenses and disbursements.** Add lines 24 and 25	72,220.	998.		71,222.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	715.			
	b	**Net investment income** (if negative, enter -0-)		42,401.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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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		8,990.	8,990.
	2 Savings and temporary cash investments	52,853.	21,993.	21,993.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	578,925.	597,719.	1,371,192.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	631,778.	628,702.	1,402,175.
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			
	22 Other liabilities (describe ▶ STATEMENT 6)	3,791.	0.	
	23 Total liabilities (add lines 17 through 22)	3,791.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	718,482.	718,482.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-90,495.	-89,780.	
	30 Total net assets or fund balances	627,987.	628,702.	
	31 Total liabilities and net assets/fund balances	631,778.	628,702.	

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	627,987.
2 Enter amount from Part I, line 27a	2	715.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	628,702.
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	628,702.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	91,704.		72,195.	19,509.

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				19,509.

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** 19,509.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	75,637.	1,070,729.	.070641
2010	65,622.	1,062,480.	.061763
2009	58,196.	1,020,386.	.057033
2008	40,426.	891,870.	.045327
2007	79,151.	1,104,422.	.071667

2 **Total** of line 1, column (d)	2	.306431
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	.061286
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,271,110.
5 Multiply line 4 by line 3	5	77,901.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	424.
7 Add lines 5 and 6	7	78,325.
8 Enter qualifying distributions from Part XII, line 4	8	71,222.

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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	848.
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	848.
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	848.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,294.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,294.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,446.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,446. **Refunded** ▶			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?	1a		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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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) ▶ 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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ HARRY LERNER Telephone no ▶612-332-3344

Located at ▶241 FIRST AVE N, MINNEAPOLIS, MN ZIP+4 ▶55401-1607

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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)	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?	☐ 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.)*	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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRY LERNER 241 FIRST AVENUE NORTH MINNEAPOLIS, MN 55401	PRESIDENT/TREASURER 0.00	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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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.

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	1,226,803.
b	Average of monthly cash balances	1b	63,664.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,290,467.
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	1,290,467.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,357.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,271,110.
6	**Minimum investment return.** Enter 5% of line 5	6	63,556.

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	63,556.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 848.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	848.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	62,708.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	62,708.
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	62,708.

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	71,222.
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	71,222.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	71,222.

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				62,708.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 26,528.				
b From 2008				
c From 2009 7,541.				
d From 2010 14,997.				
e From 2011 22,545.				
f Total of lines 3a through e	71,611.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 71,222.				
a Applied to 2011, but not more than line 2a			0.	
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				62,708.
e Remaining amount distributed out of corpus	8,514.			
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	80,125.			
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				0.
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	26,528.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	53,597.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 7,541.				
c Excess from 2010 14,997.				
d Excess from 2011 22,545.				
e Excess from 2012 8,514.				

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

1 a 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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))

HARRY LERNER

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

HARRY LERNER, 612-376-1265
241 FIRST AVENUE NORTH, MINNEAPOLIS, MN 55401

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

THERE IS NO FORMAL FORM OR PROCESS. A LETTER STATING ORGANIZATIONS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE 241 FIRST AVE NORTH MINNEAPOLIS, MN 55401	NONE	PUBLIC	GENERAL FUNDING	70,199.
Total			▶ 3a	70,199.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	23,890.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,112.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		26,002.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 26,002.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

H Lerner 11-14-14 PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANNE M. LEDWEIN	Anne M. Ledwein	4/13/14		P00448677

Firm's name ▶ CBIZ MHM, LLC | Firm's EIN ▶ 34-1873282

Firm's address ▶ 222 SOUTH 9TH STREET, SUITE 1000 MINNEAPOLIS, MN 55402 | Phone no 612-339-7811

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
LERNER FOUNDATION	23-7032703

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ______

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
LERNER FOUNDATION	23-7032703

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARRY LERNER 241 FIRST AVENUE N MINNEAPOLIS, MN 55401	$ 3,040.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	HARRY LERNER 241 FIRST AVENUE N MINNEAPOLIS, MN 55401	$ 8,786.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	HARRY LERNER 241 FIRST AVENUE N MINNEAPOLIS, MN 55401	$ 8,527.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	HARRY LERNER 241 FIRST AVENUE N MINNEAPOLIS, MN 55401	$ 10,505.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5	HARRY LERNER 241 FIRST AVENUE N MINNEAPOLIS, MN 55401	$ 16,050.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: LERNER FOUNDATION

Employer identification number: 23-7032703

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2000 SHS MULTIBRAND	$ 3,040.	12/30/12
2	100 SHS EXXON MOBILE	$ 8,786.	12/30/12
3	100 SHS CATERPILLAR	$ 8,527.	12/30/12
4	100 SHS CHEVRON CORP	$ 10,505.	12/30/12
5	5000 SHS MULTIBRAND	$ 16,050.	05/28/13
		$	

Name of organization	Employer identification number
LERNER FOUNDATION	23-7032703

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS EXXON MOBILE CORPORATION		01/06/04	02/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,857.	8,786.	0.	0.	71.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS PENTAIR INC.		11/05/10	09/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,808.	16,545.	0.	0.	5,263.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
112.498 SHS SIT US GOVT SEC FUND		VARIOUS	01/03/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,277.	1,281.	0.	0.	-4.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4444.913 SHS SIT US GOVT SEC FUND		VARIOUS	01/03/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,450.	50,620.	0.	0.	-170.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS CISCO SYSTEMS INC		09/13/99	08/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,262.	7,212.	0.	0.	-1,950.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
16 SHS CITIGROUP INC NEW		09/13/99	08/20/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
800.	5,148.	0.	0.	-4,348.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,250.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,112.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	27,140.	3,250.	23,890.
TOTAL TO FM 990-PF, PART I, LN 4	27,140.	3,250.	23,890.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,996.	998.		998.
TO FORM 990-PF, PG 1, LN 16B	1,996.	998.		998.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CISCO SYSTEMS	0.	0.
CITIGROUP INC	0.	0.
200.50 SHS IBM	18,680.	35,234.
100 SHS JOHNSON & JOHNSON	5,011.	8,641.
550 SHS MEDTRONIC	7,853.	28,463.
400 SHS MERCK & CO	13,050.	18,916.
350 SHS MICROSOFT	18,179.	11,690.
9500 SHS MULTIBAND	26,365.	30,875.
11058.949 SHS PENTAIR INC	108,264.	664,753.
204.417 SHS TARGET	6,091.	12,942.
1000 SHS CHARLES SCHWAB GROUP	18,490.	20,880.
2043.273 SHS VERIZON COMMUNICATIONS	56,121.	96,810.
300 SHS WELLS FARGO	5,873.	12,324.
204.981 SHS 3M COMPANY	15,827.	23,282.
SIT US GOV'T SEC FD	0.	0.
1825.921 SHS MAIRS & POWERS	116,423.	179,488.
11364.148 SHS SIT DIV GROWTH FD	162,295.	186,599.
275 SHS BRISTOL MYERS SQUIBB CO	0.	11,465.
101.871 SHS CATERPILLAR INC	8,692.	8,408.
100 SHS CHEVRON CORP	10,505.	12,043.
325 SHS EMC CORP	0.	8,379.
TOTAL TO FORM 990-PF, PART II, LINE 10B	597,719.	1,371,192.

FORM 990-PF OTHER LIABILITIES STATEMENT 6

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CHECK IN EXCESS OF CASH	3,791.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,791.	0.

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	100 SHS EXXON MOBILE CORPORATION	D	01/06/04	02/27/13
b	500 SHS PENTAIR INC.	D	11/05/10	09/19/12
c	112.498 SHS SIT US GOVT SEC FUND	P	VARIOUS	01/03/13
d	4444.913 SHS SIT US GOVT SEC FUND	P	VARIOUS	01/03/13
e	200 SHS CISCO SYSTEMS INC	P	09/13/99	08/16/13
f	16 SHS CITIGROUP INC NEW	P	09/13/99	08/20/13
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,857.		4,122.	4,735.
b	21,808.		3,812.	17,996.
c	1,277.		1,281.	-4.
d	50,450.		50,620.	-170.
e	5,262.		7,212.	-1,950.
f	800.		5,148.	-4,348.
g	3,250.			3,250.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				4,735.
b				17,996.
c				-4.
d				-170.
e				-1,950.
f				-4,348.
g				3,250.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	19,509.
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

223591
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS EXXON MOBILE CORPORATION		01/06/04	02/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,857.	8,786.	0.	0.	71.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS PENTAIR INC.		11/05/10	09/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,808.	16,545.	0.	0.	5,263.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
112.498 SHS SIT US GOVT SEC FUND		VARIOUS	01/03/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,277.	1,281.	0.	0.	-4.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4444.913 SHS SIT US GOVT SEC FUND		VARIOUS	01/03/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,450.	50,620.	0.	0.	-170.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS CISCO SYSTEMS INC		09/13/99	08/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,262.	7,212.	0.	0.	-1,950.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
16 SHS CITIGROUP INC NEW		09/13/99	08/20/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
800.	5,148.	0.	0.	-4,348.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,250.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,112.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	27,140.	3,250.	23,890.
TOTAL TO FM 990-PF, PART I, LN 4	27,140.	3,250.	23,890.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,996.	998.		998.
TO FORM 990-PF, PG 1, LN 16B	1,996.	998.		998.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CISCO SYSTEMS	0.	0.
CITIGROUP INC	0.	0.
200.50 SHS IBM	18,680.	35,234.
100 SHS JOHNSON & JOHNSON	5,011.	8,641.
550 SHS MEDTRONIC	7,853.	28,463.
400 SHS MERCK & CO	13,050.	18,916.
350 SHS MICROSOFT	18,179.	11,690.
9500 SHS MULTIBAND	26,365.	30,875.
11058.949 SHS PENTAIR INC	108,264.	664,753.
204.417 SHS TARGET	6,091.	12,942.
1000 SHS CHARLES SCHWAB GROUP	18,490.	20,880.
2043.273 SHS VERIZON COMMUNICATIONS	56,121.	96,810.
300 SHS WELLS FARGO	5,873.	12,324.
204.981 SHS 3M COMPANY	15,827.	23,282.
SIT US GOV'T SEC FD	0.	0.
1825.921 SHS MAIRS & POWERS	116,423.	179,488.
11364.148 SHS SIT DIV GROWTH FD	162,295.	186,599.
275 SHS BRISTOL MYERS SQUIBB CO	0.	11,465.
101.871 SHS CATERPILLAR INC	8,692.	8,408.
100 SHS CHEVRON CORP	10,505.	12,043.
325 SHS EMC CORP	0.	8,379.
TOTAL TO FORM 990-PF, PART II, LINE 10B	597,719.	1,371,192.

FORM 990-PF OTHER LIABILITIES STATEMENT 6

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CHECK IN EXCESS OF CASH	3,791.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,791.	0.

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Date	Num	Name	Memo	Amount
Contributions Paid				
9/13/2012	2941	St. Paul Minneapolis Committee on Foreign	General - Minneapolis, MN	400 00
10/9/2012	2942	Cedars-Sinai Medical Center	Medical - Los Angeles, CA	100.00
10/11/2012	2943	The Friends of the St. Paul Public Librar	General - St. Paul, MN	2,050.00
10/30/2012	2944	AchieveMpls	Academic - Minneapolis, MN	300.00
10/30/2012	2945	The Breast Cancer Society	Medical - Grove City, OH	20.00
10/31/2012	2946	Christ English Luthern Church	General - Minneapolis, MN	200.00
11/6/2012	2947	Courage Center	General - Minneapolis, MN	2,000 00
11/27/2012	2948	Wishes & More	General - Minneapolis, MN	1,000.00
11/27/2012	2949	Heilicher Minneapolis Jewish Day School	Academic - Minneapolis, MN	2,000.00
12/20/2012	2950	Minneapolis Jewish Film Festival	General - Minneapolis, Minnesota	3,000.00
12/27/2012	2951	Jewish Community Center	General - Woodbridge, CT	450.00
1/8/2013	2952	Or Emet	General - Eagan, Minnesota	300.00
1/8/2013	2953	North American Conf. on Ethiopian Jewry	Academic - New York, NY	100.00
1/24/2013	2955	Anderson Center	General - Red Wing, Minnesota	300.00
2/4/2013	2956	Books for Africa	Academic - St. Paul, Minnesota	2,500.00
2/4/2013	2957	Adath Jeshurun Foundation	General - Minnetonka, MN	250.00
2/5/2013	2959	The Friends of the St. Paul Public Librar	General - St Paul, MN	160.00
2/21/2013	2960	Greater Twin Cities United Way	General - Minneapolis, Minnesota	1,500 00
2/21/2013	2961	St. Louis Park Dollars for Scholars	General - Minneapolis, MN	100 00
3/12/2013	2962	Minnesota Landscape Arboretum	General - Chaska, Minnesota	95.76
3/21/2013	2963	Sabes Jewish Community Center	St Louis Park, MN	600.00
3/26/2013	2964	The United Spinal Association	Medical - East Elmhurst, New York	100.00
3/29/2013	2965	March of Dimes	General - Edina, Minnesota	200.00
4/4/2013	2966	Jewish Community Relations Council	General - Minneapolis, MN	3,000.00
4/5/2013	2967	Minnesota Public Radio	General - St. Paul, Minnesota	30 00
4/11/2013	2968	Aeon	General - Minneapolis, MN	1,000 00
4/26/2013	2969	Macalester College	Academic - St Paul, Minnesota	5,000.00
5/2/2013	2970	Sholom Home West	General - St. Louis Park, MN	100 00
5/7/2013	2971	The Center for Victims of Torture	General - Albert Lea, Minnesota	100.00
5/14/2013	2972	Minnesota Library Foundation	Academic - St. Paul, MN	300 00
5/31/2013	2973	Minnesota Orchestra	General - Minneapolis, MN	100.00
6/4/2013	2974	Guthrie Theater Foundation	General - Minneapolis, MN	200.00
6/4/2013	2975	Doctors without Borders	Medical - Hagerstown, MD	35 00
6/6/2013	2976	Asian Counseling and Referral Service	General - Seattle, Washington	200.00
6/13/2013	2977	Minnesota Library Association	Academic -St Paul, Minnesota	1,200.00
6/18/2013	2978	The USO	General - Washington, DC	25 00
6/27/2013	2979	Friends of Lifeline for the Old	General - Jerusalem, Israel	4,000 00
7/16/2013	2980	Chapel Hills United Church of Christ	General - Minneapolis, Minnesota	200.00
7/18/2013	2981	Science Museum of Minnesota	Academic - St. Paul, MN	150 00
7/24/2013	2982	Minneapolis Institute of Arts	General - Minneapolis, MN	500.00
7/24/2013	2983	International Campaign for Tibet	General - Waldorf, MD	100.00
7/24/2013	2984	Twin Cities Public Television	General - St. Paul, Minnesota	35 00
7/24/2013	2985	Habonim Dror Foundation	General - New York, NY	200.00
7/24/2013	2986	Minneapolis Jewish Federation	General - Minneapolis, MN	5,100 00
7/24/2013	2987	Minneapolis Jewish Federation	General - Minneapolis, MN	15,000.00
7/24/2013	2988	Adath Jeshurun Congregation	General - Minnetonka, MN	3,333.00
7/25/2013	2989	Branching Out In New Directions	Academic - Minneapolis, MN	250 00
8/2/2013	2990	American Jewish Committee	General - New York, NY	1,000 00
8/2/2013	2991	The Bakken Museum	General - Minneapolis, Minnesota	250 00
8/2/2013	2992	Rimon Arts Fund	General - Minnetonka, Minnesota	200 00
8/2/2013	2993	Temple Israel	General - Minneapolis, MN	1,000 00
8/2/2013	2994	American Jewish World Service	General - New York, New York	100.00
8/15/2013	2995	Friends of the Hennepin County Library	Academic - Minneapolis, MN	1,000.00
8/15/2013	2996	Midtown Greenway Coalition	General - Minneapolis, MN	300 00
8/26/2013	2997	University of Minnesota (Kerlan Friends)	Academic - Minneapolis, MN	1,000.00
8/26/2013	2998	American Friends of the Hebrew University	Academic - New York, New Y ork	1,000 00
8/26/2013	2999	James Sewell Ballet	General - Minneapolis, MN	250 00
8/26/2013	3000	Milkweed Editions	General - Minneapolis, MN	1,500 00
8/26/2013	3001	University of Minnesota Fndn. (Weisman)	General - Minneapolis, MN	165 00
8/26/2013	3002	Children's Home Society and Family Servic	General - St Paul, MN	50.00
8/26/2013	3003	University of Minnesota (Dislocate)	General - Minneapolis, MN	2,000 00
8/26/2013	3004	Dunning Boosters	General - St. Paul, MN	250.00
8/26/2013	3005	The Eric Carle Museum of Picture Book Art	General - Amherst, MA	250.00
8/26/2013	3006	Internat'l. Baccalaureate Diploma Program	Academic - St. Paul, MN	200.00
8/26/2013	3007	Langford Park Boosters Club	General - St. Paul, MN	500.00
8/26/2013	3008	The Park Bugle	General - St. Paul, MN	50.00
8/26/2013	3009	St Anthony Park Community Foundation	General - St Paul, MN	50.00
8/26/2013	3010	St. Paul Jewish Community Center	General - St Paul, MN	100.00
8/26/2013	3011	DARTS	General - St. Paul, MN	100 00
8/26/2013	3012	The Friends of the St. Paul Public Librar	General - St. Paul, MN	1,000.00

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Date	Num	Name	Memo	Amount
Total Contributions Paid				70,198.76
TOTAL				**70,198.76**