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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

| | | |
|---|--|---|
| Name of foundation AH ZEPPA FAMILY FOUNDATION | | A Employer identification number 20-6424699 |
| Number and street (or P O box number if mail is not delivered to street address) 222 EAST SUPERIOR ST - SUITE 326 | | B Telephone number (see instructions) (218) 726-5430 |
| City or town, state or province, country, and ZIP or foreign postal code DULUTH, MN 55802 | | |
| 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 | | C If exemption application is pending, check here ► <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 | | D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 10,760,038 | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | (Part I, column (d) must be on cash basis.) |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | 500 | | | |
| | 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 5,141 | 5,141 | 5,141 | |
| | 4 Dividends and interest from securities. | 22,358 | 22,358 | 22,358 | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 920,879 | | 920,879 | |
| | 12 Total. Add lines 1 through 11 | 948,878 | 27,499 | 948,378 | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 64,902 | 31,851 | 12,740 | 19,111 |
| | 14 Other employee salaries and wages | 575,646 | | 424,618 | 93,103 |
| | 15 Pension plans, employee benefits | 74,564 | | 24,849 | 19,755 |
| | 16a Legal fees (attach schedule) | 392 | 174 | 39 | 6 |
| | b Accounting fees (attach schedule) | 14,105 | 5,975 | 2,155 | |
| | c Other professional fees (attach schedule) | 32,175 | 16,087 | | |
| | 17 Interest | 103,408 | | 103,408 | |
| | 18 Taxes (attach schedule) (see instructions) | 71,968 | | 62,810 | 9,158 |
| | 19 Depreciation (attach schedule) and depletion . . . | 5,825 | | 3,161 | |
| | 20 Occupancy | 195,146 | | 67,547 | 9,849 |
| | 21 Travel, conferences, and meetings | 4,060 | | 335 | 49 |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 819,326 | 199 | 731,230 | 33,818 |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 1,961,517 | 54,286 | 1,432,892 | 184,849 |
| | 25 Contributions, gifts, grants paid. | 30,600 | | | 30,600 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 1,992,117 | 54,286 | 1,432,892 | 215,449 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -1,043,239 | | | |
| | b Net investment income (if negative, enter -0-) | | 0 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |

| Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|--------------------------------------|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | | | | |
| 1 | Cash—non-interest-bearing | 120,525 | 254,816 | 254,814 |
| 2 | Savings and temporary cash investments | | | |
| 3 | Accounts receivable ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| 4 | Pledges receivable ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| 5 | Grants receivable | 6,771,129 | 6,088,477 | 3,869,392 |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) ► 1,379 | | | |
| | Less allowance for doubtful accounts ► | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10a | Investments—U S and state government obligations (attach schedule) | | | |
| b | Investments—corporate stock (attach schedule) | | | |
| c | Investments—corporate bonds (attach schedule) | | | |
| 11 | Investments—land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) | 13,467,401 | 12,949,111 | 6,631,926 |
| 14 | Land, buildings, and equipment basis ► 31,239 | | | |
| | Less accumulated depreciation (attach schedule) ► 28,712 | | | |
| 15 | Other assets (describe ►) | 4,730 | 2,527 | 2,527 |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 20,363,785 | 19,296,310 | 10,760,038 |
| Liabilities | | | | |
| 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ►) | 15,997 | 49,296 | 49,296 |
| 23 | Total liabilities (add lines 17 through 22) | 15,997 | 49,296 | 49,296 |
| Net Assets or Fund Balances | | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| 27 | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| 28 | Capital stock, trust principal, or current funds | 20,347,788 | 19,247,014 | |
| 29 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| 30 | Retained earnings, accumulated income, endowment, or other funds | | | |
| 31 | Total net assets or fund balances (see page 17 of the instructions) | 20,347,788 | 19,247,014 | |
| | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 20,363,785 | 19,296,310 | |

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 | 20,347,788 |
| 2 | Enter amount from Part I, line 27a | 2 | -1,043,239 |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 19,304,549 |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | 57,535 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 19,247,014 |

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|--|--|---|
| 2012 | 522,332 | 12,426,531 | 0.042034 |
| 2011 | 719,857 | 11,231,172 | 0.064095 |
| 2010 | 32,646 | 12,840,010 | 0.002543 |
| 2009 | 533,617 | 10,198,328 | 0.052324 |
| 2008 | 2,322,949 | 10,316,016 | 0.225179 |
| 2 Total of line 1, column (d). | | 2 | 0.386179 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | 3 | 0.077235 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | | 4 | 10,532,539 |
| 5 Multiply line 4 by line 3. | | 5 | 813,480 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | 6 | |
| 7 Add lines 5 and 6. | | 7 | 813,480 |
| 8 Enter qualifying distributions from Part XII, line 4. | | 8 | 215,449 |

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

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

| | | | |
|---|---|----|-------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | 1 | 0 |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2. | 3 | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 2,919 |
| 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 | 2,919 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input 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 | 2,919 |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,919 Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | | Yes | No |
|--|---|------------|-----------|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | No |
| <i>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.</i> | | | |
| c | Did the foundation file Form 1120-POL for this year? | 1c | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | 2 | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | 5 | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | Yes |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> | 8b | Yes |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | 9 | Yes |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | 10 | No |

Part VII-A Statements Regarding Activities (continued)

| | | |
|----|-----|----|
| 11 | | No |
| 12 | | No |
| 13 | Yes | |

Website address ► WWW ZEPPA.ORG

14 The books are in care of ► TONY CUNEO Telephone no ► (218) 726-5430
 Located at ► 222 EAST SUPERIOR STREET - 326 DULUTH MN ZIP +4 ► 55802

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

16 At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

| | | Yes | No |
|----|---|-----|----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/> | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . | 1c | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | 2b | |
| 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) . . . | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | | |
| 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 | 3b | |
| b | If "Yes," did it have excess business holdings in 2013 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 2013). . . | 4a | No |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4b | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | | |

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b | If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | | 5b |
| 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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> | <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i> | | 6b No |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | 7b |

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

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

| List all officers, directors, trustees, foundation managers and their compensation (see instructions). | | | | |
|--|--|--|--|--|
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| ALAN H ZEPPA  | TRUSTEE 2 00 | 0 | 0 | |
| 222 E SUPERIOR ST 326 DULUTH, MN 55802 | | | | |
| ANTHONY CUNEO  | EXECUTIVE DI 40 00 | 64,902 | 12,631 | |
| 222 E SUPERIOR ST 326 DULUTH, MN 55802 | | | | |

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
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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 0 |
| b Average of monthly cash balances. | 1b 187,705 |
| c Fair market value of all other assets (see instructions). | 1c 10,505,224 |
| d Total (add lines 1a, b, and c). | 1d 10,692,929 |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e |
| 2 Acquisition indebtedness applicable to line 1 assets. | 2 |
| 3 Subtract line 2 from line 1d. | 3 10,692,929 |
| 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 160,394 |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 10,532,535 |
| 6 Minimum investment return. Enter 5% of line 5. | 6 526,627 |

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 | |
| 2a Tax on investment income for 2013 from Part VI, line 5. | 2a | |
| b Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c Add lines 2a and 2b. | 2c | |
| 3 Distributable amount before adjustments Subtract line 2c from line 1. | 3 | |
| 4 Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 Add lines 3 and 4. | 5 | |
| 6 Deduction from distributable amount (see instructions). | 6 | |
| 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | |

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 | 215,449 |
| b Program-related investments—total from Part IX-B. | 1b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required). | 3a | |
| b Cash distribution test (attach the required schedule). | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 215,449 |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 215,449 |

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 2012 | (c) 2012 | (d) 2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. | | | | |
| b From 2009. | | | | |
| c From 2010. | | | | |
| d From 2011. | | | | |
| e From 2012. | | | | |
| f Total of lines 3a through e. | | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 215,449 | | | | |
| a Applied to 2012, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | | | | |
| d Applied to 2013 distributable amount. | | | | |
| e Remaining amount distributed out of corpus | 215,449 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | 215,449 | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. | | | | |
| b Excess from 2010. | | | | |
| c Excess from 2011. | | | | |
| d Excess from 2012. | | | | |
| e Excess from 2013. | | | | |

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

| | | | | | |
|-----|---|--|--|--|--|
| 1a | If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/> | | | | |
| b | Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | |
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. | | | | |
| b | 85% of line 2a. | | | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed. | | | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities. | | | | |
| e | Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. | | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | |
| a | "Assets" alternative test—enter | | | | |
| (1) | Value of all assets. | | | | |
| (2) | Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | |
| b | "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | |
| c | "Support" alternative test—enter | | | | |
| (1) | Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | |
| (2) | Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). | | | | |
| (3) | Largest amount of support from an exempt organization | | | | |
| (4) | Gross investment income | | | | |

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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 address of the person to whom applications should be addressed

TONY CUNEO
222 EAST SUPERIOR STREET - 326
DULUTH, MN 55802
(218) 726-5430

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

STANDARD APPLICATION FORM AVAILABLE FROM FOUNDATION

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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | ► 3a | 30,600 |
| b Approved for future payment | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | <u>ZEITGEIST ARTS, LLC</u> | | | | | 1,314,589 |
| b | <u>222 ARTS CENTER</u> | | | | | 51,563 |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | 14 | 5,141 |
| 4 | Dividends and interest from securities | | | | 14 | 22,358 |
| 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 | | | | | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue | | | | | |
| | a <u>PORTFOLIO MANAGEMENT INCOME</u> | | | | 41 | 97,123 |
| | b <u>FISCAL AGENT INCOME</u> | | | | 41 | 9,467 |
| | c <u>H/Z INVEST PARTSP 1</u> | | | | 14 | -37,728 |
| | d <u>H/Z INVEST PARTSP 2</u> | | | | 14 | -458,546 |
| | e <u>BROOKLYN HOTEL PARTNERS LLC</u> | | | | 14 | -55,589 |
| 12 | Subtotal Add columns (b), (d), and (e) | | | | | -417,774 |
| 13 | Total Add line 12, columns (b), (d), and (e) | | | | | 1,366,152 |
| | | | | | | 948,378 |

(See [worksheet](#) in line 13 instructions to verify calculations)

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

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

* * * * *

2014-11-17

* * * * *

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

| | | | | |
|---|--|------------|-------------------------|------------|
| Paid Preparer Use Only | SHARLENE M KILLORIN | 2017-11-17 | Employed | 1000000000 |
| | Firm's name ► ESTERBROOKS SCOTT SIGNORELLI ETAL LTD | | Firm's EIN ► 41-1414667 | |
| | Firm's address ► 302 W SUPERIOR ST STE200 DULUTH, MN 55802 | | Phone no (218) 727-6846 | |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| RENEGADE THEATRE 222 E SUPERIOR ST DULUTH, MN 55802 | | PC | OPERATIONS | 30,000 |
| WOMEN'S HEALTH CENTER 32 E 1ST ST 300 DULUTH, MN 55802 | | PC | PROGRAM SUPPORT | 100 |
| WOODLAND HILLS 4321 ALLENDALE AVE DULUTH, MN 55803 | | PC | PROGRAM SUPPORT | 100 |
| PAVSA 32 E 1ST ST 200 DULUTH, MN 55802 | | PC | PROGRAM SUPPORT | 100 |
| EAST HILLSIDE PATCH 1406 E 2ND ST DULUTH, MN 55805 | | PC | PROGRAM SERVICE | 100 |
| HEALTHY DULUTH AREA COALITION 222 E SUPERIOR ST STE 318 DULUTH, MN 55802 | | PC | PROGRAM SUPPORT | 100 |
| LUTHERAN SOCIAL SERVICES 424 W SUPERIOR ST DULUTH, MN 55802 | | PC | PROGRAM SUPPORT | 100 |
| Total | | | | 30,600 |
| | | | 3a | |

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No 179

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return
AH ZEPPEA FAMILY FOUNDATIONBusiness or activity to which this form relates
INDIRECT DEPRECIATION

Identifying number

20-6424699

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

| | | |
|--|---|-----------|
| 1 Maximum amount (see instructions) | 1 | 500,000 |
| 2 Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 2,000,000 |
| 4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- | 4 | |
| 5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|--|-----------------------------|------------------------------|------------------|
| 7 Listed property Enter the amount from line 29 | 7 | | |
| 8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | | |
| 9 Tentative deduction Enter the smaller of line 5 or line 8 | 9 | | |
| 10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562 | 10 | | |
| 11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | | |
| 12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | | |
| 13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ► 13 | 13 | | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

| Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.) | | |
|--|----|--|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 Property subject to section 168(f)(1) election | 15 | |
| 16 Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

| | | |
|--|----|-------|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2013 | 17 | 2,203 |
| 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► | | |

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | 25 yrs | | S/L | | |
| h Residential rental property | | 27 5 yrs | MM | S/L | | |
| | | 27 5 yrs | MM | S/L | | |
| i Nonresidential real property | | 39 yrs | MM | S/L | | |
| | | | MM | S/L | | |

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

| | | | | | |
|----------------|--|--------|----|-----|--|
| 20a Class life | | | | S/L | |
| b 12-year | | 12 yrs | | S/L | |
| c 40-year | | 40 yrs | MM | S/L | |

Part IV Summary (see instructions.)

| | | |
|--|----|-------|
| 21 Listed property Enter amount from line 28 | 21 | |
| 22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 2,203 |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/Convention | (h) Depreciation/deduction | (i) Elected section 179 cost |
|---|-------------------------------|---|----------------------------|--|------------------------|--------------------------|-------------------------------|---------------------------------|
| | | | | | | | | |

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

| | | | | | | | | |
|--|---|--|--|--|--|--|--|--|
| | % | | | | | | | |
| | % | | | | | | | |
| | % | | | | | | | |

| | | | | | | | | |
|--|---|--|--|-------|--|--|--|--|
| | % | | | S/L - | | | | |
| | % | | | S/L - | | | | |
| | % | | | S/L - | | | | |

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| 30 Total business/investment miles driven during the year (do not include commuting miles) | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
|---|---------------|----|---------------|----|---------------|----|---------------|----|---------------|----|---------------|----|
| | Yes | No |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

| | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|------------|-----------|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | | | | | | | | | | | | Yes | No |
| | | | | | | | | | | | | | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | | | | | | | | | | | | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | | | | | | | | | | | | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? | | | | | | | | | | | | | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) | | | | | | | | | | | | | | |

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|-----------------------------|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| | | | | | |

42 Amortization of costs that begins during your 2013 tax year (see instructions)

43 Amortization of costs that began before your 2013 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No 179

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return
AH ZEPPE FAMILY FOUNDATIONBusiness or activity to which this form relates
ZEITGEIST ARTS, LLC

Identifying number

20-6424699

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

| | | |
|--|---|-----------|
| 1 Maximum amount (see instructions) | 1 | 500,000 |
| 2 Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 2,000,000 |
| 4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- | 4 | |
| 5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|--|-----------------------------|------------------------------|------------------|
| 7 Listed property Enter the amount from line 29 | 7 | | |
| 8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | | |
| 9 Tentative deduction Enter the smaller of line 5 or line 8 | 9 | | |
| 10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562 | 10 | | |
| 11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | | |
| 12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | | |
| 13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ► 13 | 13 | | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

| Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.) | | |
|--|----|--|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 Property subject to section 168(f)(1) election | 15 | |
| 16 Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

| | | |
|--|----|-------|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2013 | 17 | 3,622 |
| 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► | | |

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | 25 yrs | | S/L | | |
| h Residential rental property | | 27 5 yrs | MM | S/L | | |
| | | 27 5 yrs | MM | S/L | | |
| i Nonresidential real property | | 39 yrs | MM | S/L | | |
| | | | MM | S/L | | |

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

| | | | | | |
|----------------|--|--------|----|-----|--|
| 20a Class life | | | | S/L | |
| b 12-year | | 12 yrs | | S/L | |
| c 40-year | | 40 yrs | MM | S/L | |

Part IV Summary (see instructions.)

| | | |
|--|----|-------|
| 21 Listed property Enter amount from line 28 | 21 | |
| 22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 3,622 |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/Convention | (h) Depreciation/deduction | (i) Elected section 179 cost |
|---|-------------------------------|---|----------------------------|--|------------------------|--------------------------|-------------------------------|---------------------------------|
| | | | | | | | | |

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

| | | | | | | | | |
|--|---|--|--|--|--|--|--|--|
| | % | | | | | | | |
| | % | | | | | | | |
| | % | | | | | | | |

| | | | | | | | | |
|--|---|--|--|-------|--|--|--|--|
| | % | | | S/L - | | | | |
| | % | | | S/L - | | | | |
| | % | | | S/L - | | | | |

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| 30 Total business/investment miles driven during the year (do not include commuting miles) | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
|---|---------------|----|---------------|----|---------------|----|---------------|----|---------------|----|---------------|----|
| | Yes | No |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

| | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|------------|-----------|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | | | | | | | | | | | | Yes | No |
| | | | | | | | | | | | | | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | | | | | | | | | | | | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | | | | | | | | | | | | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? | | | | | | | | | | | | | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) | | | | | | | | | | | | | | |

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|-----------------------------|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| | | | | | |

42 Amortization of costs that begins during your 2013 tax year (see instructions)

| | | | | | |
|--|--|--|--|--|--|
| | | | | | |
| | | | | | |

43 Amortization of costs that began before your 2013 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2013 Accounting Fees Schedule

Name: AH ZEPPA FAMILY FOUNDATION

EIN: 20-6424699

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|-----------------------|---------------------|---------------------------------------|
| FOUNDATION | 11,950 | 5,975 | | |
| 222 ARTS CENTER | 2,155 | | 2,155 | |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Amortization Schedule

Name: AH ZEPPA FAMILY FOUNDATION

EIN: 20-6424699

| Description of Amortized Expenses | Date Acquired, Completed, or Expended | Amount Amortized | Deduction for Prior Years | Amortization Method | Current Year Amortization | Net Investment Income | Adjusted Net Income | Total Amount of Amortization |
|-----------------------------------|---------------------------------------|------------------|---------------------------|---------------------|---------------------------|-----------------------|---------------------|------------------------------|
| LIQUOR LICENSE | 2008-12-01 | 30,469 | 8,293 | 15 | 2,031 | | 1,773 | 10,324 |

TY 2013 Compensation Explanation

Name: AH ZEPPA FAMILY FOUNDATION

EIN: 20-6424699

| Person Name | Explanation |
|---------------|-------------|
| ALAN H ZEPPA | |
| ANTHONY CUNEO | |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: AH ZEPPA FAMILY FOUNDATION

EIN: 20-6424699

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|------------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| AUDIO/VISUAL EQUIPMENT | 2009-01-05 | 8,288 | 6,936 | 200DB | 5 0000 | 954 | | 833 | |
| SPLICER | 2009-03-24 | 400 | 335 | 200DB | 5 0000 | 46 | | 40 | |
| DELL COMPUTER | 2009-08-28 | 873 | 730 | 200DB | 5 0000 | 101 | | 88 | |
| MAC COMPUTERS (2) | 2009-08-28 | 1,312 | 1,098 | 200DB | 5 0000 | 151 | | 132 | |
| APPLE LAPTOP | 2009-09-05 | 2,712 | 2,269 | 200DB | 5 0000 | 313 | | 273 | |
| STAGE EQUIPMENT | 2009-09-22 | 891 | 746 | 200DB | 5 0000 | 102 | | 89 | |
| SHELVING | 2009-09-24 | 1,774 | 1,484 | 200DB | 5 0000 | 205 | | 179 | |
| COMPUTER ACCESSORIES & EQUIP | 2009-08-27 | 2,318 | 1,940 | 200DB | 5 0000 | 267 | | 233 | |
| TEATRO EQUIPMENT - VARIOUS | 2010-05-31 | 7,080 | 5,109 | 200DB | 5 0000 | 816 | | 712 | |
| ZINEMA EQUIPMENT - VARIOUS | 2010-05-31 | 1,535 | 1,108 | 200DB | 5 0000 | 176 | | 153 | |
| OVERHEAD EQUIPMENT - VARIOUS | 2010-05-31 | 4,262 | 3,076 | 200DB | 5 0000 | 491 | | 429 | |
| COMPUTER | 2007-02-14 | 1,791 | 1,791 | 200DB | 5 0000 | | | | |
| DESK & CHAIRS | 2008-01-11 | 1,837 | 1,441 | 200DB | 7 0000 | 164 | | | |
| OFFICE FURNITURE | 2008-05-31 | 14,843 | 11,646 | 200DB | 7 0000 | 1,323 | | | |
| COMPUTER EQUIPMENT | 2008-05-31 | 9,748 | 9,280 | 200DB | 5 0000 | 468 | | | |
| COMPUTER SOFTWARE - VARIOUS | 2008-05-31 | 1,639 | 1,560 | 200DB | 5 0000 | 79 | | | |
| CHAIRS | 2010-01-04 | 1,381 | 791 | 200DB | 7 0000 | 169 | | | |

TY 2013 Investments - Other Schedule

Name: AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|----------------------------------|-----------------------|------------|-------------------------------|
| BROOKLYN HOTEL PARTNERS, LLC | AT COST | 310,991 | 781,284 |
| DAMIANO CENTER LOAN | AT COST | 302 | 302 |
| DULUTH FESTIVAL OPERA LOAN | AT COST | 2,777 | 2,777 |
| GARDNER BUILDING | AT COST | 637,078 | 250,000 |
| HURLBUT-ZEPPA INVESTMENT PART. 1 | AT COST | 434,475 | 196,888 |
| HURLBUT-ZEPPA INVESTMENT PART. 2 | AT COST | 10,059,221 | 3,544,092 |
| VINE MORTGAGE | AT COST | 97,247 | 97,247 |
| ZEITGEIST ARTS, LLC | AT COST | 12,376 | 364,692 |
| 222 ARTS CENTER LLC MEMBER LOAN | AT COST | 251,000 | 251,000 |
| 222 ARTS CENTER LLC EQUITY | AT COST | 1,143,644 | 1,143,644 |
| CLYDE PARK MASTER TENANT | AT COST | | |

TY 2013 Land, Etc. Schedule**Name:** AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Category / Item | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|-----------------------|--------------------|--------------------------|------------|-------------------------------|
| FURNITURE & EQUIPMENT | 31,239 | 28,712 | 2,527 | 2,527 |

TY 2013 Legal Fees Schedule

Name: AH ZEPPA FAMILY FOUNDATION

EIN: 20-6424699

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------|--------|-----------------------|---------------------|---------------------------------------|
| FOUNDATION | 347 | 174 | | |
| ZEITGEIST ARTS, LLC | 45 | | 39 | 6 |

TY 2013 Other Decreases Schedule

Name: AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Description | Amount |
|--|---------------|
| UNCOLLECTIBLE BALANCE OF NOTE RECEIVABLE FROM A7 | 57,535 |

TY 2013 Other Expenses Schedule

Name: AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| ZEITGEIST ARTS, LLC | | | | |
| ADMINISTRATION | 6,712 | | 5,858 | 854 |
| BANK CHARGES | 30,595 | | 26,702 | 3,893 |
| BUSINESS EXPENSES - OTHER | 5,633 | | 4,916 | 717 |
| EQUIPMENT LEASE & REPAIR & SU | 24,665 | | 21,526 | 3,139 |
| EVENT PRODUCTION | 80,544 | | 70,295 | 10,249 |
| MISCELLANEOUS | 1,056 | | 922 | 134 |
| OFFICE | | | | |
| RESEARCH & DEVELOPMENT | 781 | | 682 | 99 |
| TELEPHONE | 3,393 | | 2,961 | 432 |
| UTILITIES | 4,054 | | 3,538 | 516 |
| UNIFORMS | | | | |
| INSURANCE | 13,597 | | 11,867 | 1,730 |
| SPECIAL EVENTS | | | | |
| CONTRACTED SERVICE | 12,631 | | 11,024 | 1,607 |
| REIMBURSED EXPENSES | -3,359 | | -2,932 | -427 |
| ADVERTISING | 85,451 | | 74,576 | 10,875 |
| COST OF GOODS SOLD | 497,522 | | 497,522 | |
| EXPENSES | | | | |
| BANK SERVICE CHARGES | 398 | 199 | | |
| BUSINESS ENTERTAINMENT | 47 | | | |
| COMMUNICATIONS & PUBLICITY | | | | |
| TELECOMMUNICATIONS | 7,351 | | | |
| CONTRACT SERVICES | 1,512 | | | |
| DUES & SUBSCRIPTIONS | 85 | | | |
| EMPLOYEE APPRECIATION | 305 | | | |
| INSURANCE | 893 | | | |
| MISCELLANEOUS | 170 | | | |
| OFFICE EXPENSE | 2,786 | | | |
| GARDNER BUILDING EXPENSES | 33,334 | | | |
| PARKING | 2,640 | | | |
| REIMBURSED EXPENSES | 4,499 | | | |
| GIFTS | | | | |
| REPAIRS | | | | |

TY 2013 Other Income Schedule

Name: AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-----------------------------|--------------------------------|-----------------------|---------------------|
| ZEITGEIST ARTS, LLC | 1,314,589 | | 1,314,589 |
| 222 ARTS CENTER | 51,563 | | 51,563 |
| PORTFOLIO MANAGEMENT INCOME | 97,123 | | 97,123 |
| FISCAL AGENT INCOME | 9,467 | | 9,467 |
| H/Z INVEST PARTSP 1 | -37,728 | | -37,728 |
| H/Z INVEST PARTSP 2 | -458,546 | | -458,546 |
| BROOKLYN HOTEL PARTNERS LLC | -55,589 | | -55,589 |

TY 2013 Other Liabilities Schedule

Name: AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|----------------------------------|-----------------------------------|-----------------------------|
| CREDIT CARD LIABILITIES | 822 | 1,052 |
| PAYROLL LIABILITIES | 15,175 | -3,884 |
| FISCAL AGENT LIABILITY ACCOUNT | | 3,000 |
| GRANT CLEARING LIABILITY ACCOUNT | | 49,128 |

**TY 2013 Other Notes/Loans
Receivable Short Schedule****Name:** AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Name of 501(c)(3) Organization | Balance Due |
|---------------------------------------|--------------------|
| DUE FROM PARTNERSHIP | 1,379 |

TY 2013 Other Professional Fees Schedule

Name: AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------|--------|-----------------------|---------------------|---------------------------------------|
| CAPROCK | 32,175 | 16,087 | | |

TY 2013 Taxes Schedule

Name: AH ZEPPA FAMILY FOUNDATION**EIN:** 20-6424699

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------|--------|-----------------------|---------------------|---------------------------------------|
| OTHER | | | | |
| ZEITGEIST ARTS, LLC | 71,968 | | 62,810 | 9,158 |