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Form **990-PF**Department of the Treasury
Internal Revenue Service**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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation W. DUNCAN AND NIVIN MACMILLAN FOUNDATION		A Employer identification number 26-2162073
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 5628	Room/suite	B Telephone number 952-674-2800
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55440-5628		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,471,303.	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	511,500.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	887.	887.		STATEMENT 1
	4 Dividends and interest from securities	553,357.	553,171.		STATEMENT 2
	5a Gross rents	39,010.	39,010.		STATEMENT 3
	b Net rental income or (loss)	39,010.			
	6a Net gain or (loss) from sale of assets not on line 10	909,354.			
	b Gross sales price for all assets on line 6a	1,133,021.			
	7 Capital gain net income (from Part IV, line 2)		909,354.		
	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	-11,329.	-49,671.		STATEMENT 4	
12 Total. Add lines 1 through 11	2,002,779.	1,452,751.			
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 STMT 5	11,519.	0.		11,519.
	b Accounting fees STMT 6	11,721.	1,365.		10,356.
	c Other professional fees STMT 7	6,032.	6,032.		0.
	17 Interest	60,684.	60,684.		0.
	18 Taxes STMT 8	44,588.	27,421.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 9	178,681.	178,481.		200.	
24 Total operating and administrative expenses. Add lines 13 through 23	313,225.	273,983.		22,075.	
25 Contributions, gifts, grants paid	1,026,775.			1,026,775.	
26 Total expenses and disbursements. Add lines 24 and 25	1,340,000.	273,983.		1,048,850.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	662,779.				
b Net investment income (if negative, enter -0-)		1,178,768.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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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					
	2	Savings and temporary cash investments			2,277,567.	420,079.	420,079.
	3	Accounts receivable ▶ 27,939.					
		Less: allowance for doubtful accounts ▶			27,939.	27,939.	27,939.
	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 10			7,286,657.	8,471,173.	14,068,487.
	c	Investments - corporate bonds STMT 11			3,470,362.	2,737,627.	2,932,389.
Liabilities	11	Investments - land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other STMT 12			3,619,570.	5,688,056.	6,018,409.
	14	Land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	15	Other assets (describe ▶ STATEMENT 13)			3,004,000.	3,004,000.	3,004,000.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			19,686,095.	20,348,874.	26,471,303.
	17	Accounts payable and accrued expenses					
	18	Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds			18,000,000.	18,000,000.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds			1,686,095.	2,348,874.	
	30	Total net assets or fund balances			19,686,095.	20,348,874.	
	31	Total liabilities and net assets/fund balances			19,686,095.	20,348,874.	

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	19,686,095.
2	Enter amount from Part I, line 27a	2	662,779.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,348,874.
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	20,348,874.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 1,133,021.		223,667.	909,354.	
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			909,354.	
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	909,354.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3	N/A
If gain, also enter in Part I, line 8, column (c).				
If (loss), enter -0- in Part I, line 8				

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	447,603.	19,351,266.	.023130
2011	489,401.	16,192,095.	.030225
2010	484,705.	15,228,255.	.031829
2009	403,626.	11,379,927.	.035468
2008	526,550.	3,436,311.	.153231

2 Total of line 1, column (d)**2** .273883**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** .054777**4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4** 21,956,788.**5** Multiply line 4 by line 3**5** 1,202,727.**6** Enter 1% of net investment income (1% of Part I, line 27b)**6** 11,788.**7** Add lines 5 and 6**7** 1,214,515.**8** Enter qualifying distributions from Part XII, line 4**8** 1,048,850.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	23,575.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	23,575.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	23,575.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 7,961.	7	39,961.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 32,000.	9	
d Backup withholding erroneously withheld	6d	10	16,386.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 16,386. Refunded			

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of STEVEN HORNIG Telephone no. 952-674-2800 Located at P.O. BOX 5628, MINNEAPOLIS, MN ZIP+4 55440-5628			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	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? N/A	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 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		
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. <div> <div></div> <div></div> <div></div> </div>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) 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 2013?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

6b

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

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NIVIN S. MACMILLAN	PRESIDENT			
PO BOX 5628				
MINNEAPOLIS, MN 55440-5628	0.25	0.	0.	0.
STEVEN A. HORNIG	SECRETARY/TREASURER			
PO BOX 5628				
MINNEAPOLIS, MN 55440-5628	0.25	0.	0.	0.
MICHELLA L. JOHNSON	DIRECTOR			
PO BOX 5628				
MINNEAPOLIS, MN 55440-5628	0.25	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

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.

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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	21,213,990.
b	Average of monthly cash balances	1b	773,808.
c	Fair market value of all other assets	1c	303,357.
d	Total (add lines 1a, b, and c)	1d	22,291,155.
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	22,291,155.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	334,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,956,788.
6	Minimum investment return. Enter 5% of line 5	6	1,097,839.

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

1	Minimum investment return from Part X, line 6	1	1,097,839.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,575.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	5,691.
c	Add lines 2a and 2b	2c	29,266.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,068,573.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,068,573.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,068,573.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,048,850.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,048,850.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,048,850.

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				1,068,573.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			898,993.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,048,850.				
a Applied to 2012, but not more than line 2a			898,993.	
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 2013 distributable amount				149,857.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				918,716.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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 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				
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
ABBOTT NORTHWESTERN HOSPITAL FOUNDATION 800 EAST 28TH STREET MINNEAPOLIS, MN 55407	NONE	PUBLIC CHARITY	MOTHER & BABY CENTER	250,000.
AFTON HISTORICAL SOCIETY PRESS PO BOX 100 AFTON, MN 55001	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
ALLIANCE FRANCAISE 113 1ST STREET NORTH MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	UNRESTRICTED	75.
AUDUBON MINNESOTA 2357 VENTURA DRIVE, SUITE 106 ST PAUL, MN 55125	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,026,775.
b Approved for future payment				
NONE				
Total			3b	0.

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. | | |

[illegible]

- 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.

Signature of officer or trustee

11/10/14
Date

DIRECTOR
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

JULIE A. LORENZ

Preparer's signature

NC Julie A. Lorenz

Date

11/10/14

Check		
-------	--	--

PTIN

P00035775

Firm's name ► **WAYCROSSE, INC**

Firm's EIN ▶ 41-1697170

Firm's address ► 15407 MCGINTY ROAD WEST
WAYZATA, MN 55391

Phone no. 952-674-2800

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

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	W. DUNCAN MACMILLAN TRUST ESTATE P.O. BOX 5628 MINNEAPOLIS, MN 55440	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	LUCY STITZER P.O. BOX 5628 MINNEAPOLIS, MN 55440	\$ 11,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION**26-2162073****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION**26-2162073**

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	PASS THROUGH GAIN US ALL CAP EQUITY FUND	P		
b	PASS THROUGH GAIN US ALL CAP EQUITY FUND	P		
c	PASS THROUGH LOSS INTL EQUITY FUND II	P		
d	PASS THROUGH LOSS INTL EQUITY FUND II	P		
e	PASS THROUGH GAIN TAXABLE BOND FUND	P		
f	PASS THROUGH GAIN TAXABLE BOND FUND	P		
g	PASS THROUGH LOSS GLOBAL BOND FUND	P		
h	PASS THROUGH GAIN GLOBAL BOND FUND	P		
i	PASS THROUGH GAIN GLOBAL EQUITY	P		
j	PASS THROUGH GAIN GLOBAL EQUITY	P		
k	PASS THROUGH LOSS REAL RETURN FUND			
l	PASS THROUGH GAIN REAL RETURN FUND	P		
m	PASS THROUGH 1256 LOSS REAL RETURN FUND			
n	PASS THROUGH 1256 LOSS REAL RETURN FUND			
o	PASS THROUGH GAIN NON TRADITIONAL STRATEGIES	P		

(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	74,727.		74,727.
b	203,717.		203,717.
c		33,142.	-33,142.
d		5,674.	-5,674.
e	6,219.		6,219.
f	48,485.		48,485.
g		9,505.	-9,505.
h	59,666.		59,666.
i	11,286.		11,286.
j	540,173.		540,173.
k		22,653.	-22,653.
l	836.		836.
m		59,737.	-59,737.
n		89,604.	-89,604.
o	1,363.		1,363.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			74,727.
b			203,717.
c			-33,142.
d			-5,674.
e			6,219.
f			48,485.
g			-9,505.
h			59,666.
i			11,286.
j			540,173.
k			-22,653.
l			836.
m			-59,737.
n			-89,604.
o			1,363.

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

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

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	PASS THROUGH GAIN NON TRADITIONAL STRATEGIES	P		
b	PASS THROUGH GAIN NON TRADITIONAL STRATEGIES	P		
c	PASS THROUGH 1256 LOSS NON TRADITIONAL STRATEGIES			
d	PASS THROUGH 1256 LOSS NON TRADITIONAL STRATEGIES			
e	CAPITAL GAINS DIVIDENDS			
f				
g				
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 92,849.			92,849.
b 92,916.			92,916.
c		1,341.	-1,341.
d		2,011.	-2,011.
e 784.			784.
f			
g			
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			92,849.
b			92,916.
c			-1,341.
d			-2,011.
e			784.
f			
g			
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	909,354.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS & GIRLS CLUB OF MARTIN COUNTY PO BOX 910 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	11,000.
BROWN UNIVERSITY PO BOX 1893 PROVIDENCE, RI 02912	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
CHILDREN'S THEATER 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
CHRIST MEMORIAL CHAPEL PO BOX 582 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	13,000.
COUNCIL ON AGING 900 SE SALERNO ROAD STUART, FL 34997	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500.
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401	NONE	PUBLIC CHARITY	ANDREW H. H. KAUFMAN SCHOLARSHIP ENDOWMENT	3,700.
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
GUTHRIE THEATER FOUNDATION PO BOX 86 MINNEAPOLIS, MN 55486	NONE	PUBLIC CHARITY	UNRESTRICTED	19,600.
HIGHPOINT CENTER FOR PRINTMAKING 912 LAKE STREET WEST MINNEAPOLIS, MN 55408	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
HOBE SOUND COMMUNITY CHEST, INC. PO BOX 511 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	15,000.
Total from continuation sheets				769,700.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOBE SOUND NATURE CENTER P.O. BOX 214 HOBE SOUND, FL 33475	NONE	PUBLIC CHARITY	UNRESTRICTED	2,450.
INTERFAITH OUTREACH 110 GRAND AVENUE SOUTH WAYZATA, MN 55391	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
JUPITER ISLAND GARDEN CLUB 8965 S.E. BRIDGE ROAD #9 HOBE SOUND, FL 33455	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
JUPITER ISLAND MEDICAL CLINIC 100 ESTRADA SQUARE HOBE SOUND, FL 33455	NONE	PUBLIC CHARITY	UNRESTRICTED	12,500.
JUPITER MEDICAL CENTER FOUNDATION 1210 SOUTH OLD DIXIE HIGHWAY JUPITER, FL 33458	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.
JUVENILE DIABETES RESEARCH FOUNDATION 3001 METRO DRIVE SUITE 100 BLOOMINGTON, MN 55425	NONE	PUBLIC CHARITY	UNRESTRICTED	50.
MALTZ JUPITER THEATER 1001 EAST INDIANTOWN ROAD JUPITER, FL 33477	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MILKWEED EDITIONS 1011 WASHINGTON AVE S, OPEN BOCK, #300 MINNEAPOLIS, MN 55415	NONE	PUBLIC CHARITY	UNRESTRICTED	1,150.
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	UNRESTRICTED	60,200.
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	ART PURCHASE	240,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	SUPPORT OF AFRICAN AND ASIAN ART INITIATIVES, ART PERCHANCE, ART IN BLOOM	185,400.
MINNESOTA LAND TRUST 2536 UNIVERSITY AVENUE WEST, SUITE 240 ST PAUL, MN 55114	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DRIVE CHASKA, MN 55318	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500.
MINNESOTA PUBLIC RADIO 480 CEDAR STREET ST PAUL, MN 55101	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MINNESOTA ZOO FOUNDATION 13000 ZOO BOULEVARD APPLE VALLEY, MN 55124	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
MINNETONKA CENTER FOR THE ARTS 2240 NORTH SHORE DRIVE WAYZATA, MN 55391-9347	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
NATURE CONSERVANCY 1101 WEST RIVER PARKWAY, SUITE 200 MINNEAPOLIS, MN 55415	NONE	PUBLIC CHARITY	UNRESTRICTED	130,000.
PLANNED PARENTHOOD 671 VANDALIA STREET, SUITE 323 ST PAUL, MN 55114	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
SECOND HARVEST HEARTLAND 1140 GERVAIS AVE. ST. PAUL, MN 55109	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000.
ST. JOHNS UNIVERSITY P.O. BOX 7222 COLLEGEVILLE, MN 56321	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THREE RIVERS PARK DISTRICT-LOWERY NATURE CENTER PO BOX 270 VICTORIA, MN 55386	NONE	PUBLIC CHARITY	TWIN CITIES OSPREY PROJECT	750.
TUBMAN 3111 1ST AVENUE S. MINNEAPOLIS, MN 55408	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.
TWIN CITIES PUBLIC TELEVISION 172 EAST 4TH STREET ST PAUL, MN 55101	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
WALKER ART CENTER 1750 HENNEPIN AVENUE MINNEAPOLIS, MN 55403	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
ALS ASSOCIATION 333 N WASHINGTON AVE, STE 105 MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	UNRESTRICTED	150.
KENDAL-CROSSLANDS COMMUNITIES PO BOX 100 KENNETT SQUARE, PA 19348	NONE	PUBLIC CHARITY	UNRESTRICTED	100.
MIDWEST ART CONSERVATION CENTER 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
MINNEAPOLIS COLLEGE OF ART & DESIGN 2501 STEVENS AVE MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
MINNESOTA MUSEUM OF AMERICAN ART 408 ST PETER STREET, STE 419 ST PAUL, MN 55102	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
THE TRACY LANE FOUNDATION 5402 RUFFIN RD, STE 209 SAN DIEGO, CA 92123	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RIVERS COALITION PO BOX 26287 STUART , FL 34995	NONE	PUBLIC CHARITY	UNRESTRICTED	200.
TOWN OF JUPITER ISLAND EMPLOYEES CHRISTMAS FUND 2 BRIDGE ROAD HOBE SOUND, FL 33455	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
J FIELD FOUNDATION PO BOX 5 WHITE STONE, VA 22578-0005	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
RAPTOR CENTER 1920 FITCH AVE ST PAUL, MN 55108	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
SAM'S WALK 2013, HELP THE ANIMALS INC PO BOX 117 RICHMOND, IN 47375	NONE	PUBLIC CHARITY	UNRESTRICTED	200.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WXCLC, INC.	887.	887.	
TOTAL TO PART I, LINE 3	887.	887.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ARDEN HILLS ASSOCIATES	1.	0.	1.	1.	
GLOBAL BOND FUND	38,212.	0.	38,212.	38,212.	
GLOBAL EQUITY FUND	85,225.	0.	85,225.	85,225.	
INTERNATIONAL EQUITY FUND II	106,390.	0.	106,390.	106,390.	
NON-TRADITIONAL STRATEGIES FUND	129,183.	0.	129,183.	129,183.	
NTSF TAX EXEMPT	186.	0.	186.	0.	
REAL RETURN FUND	5,881.	0.	5,881.	5,881.	
TAXABLE BOND FUND	98,368.	0.	98,368.	98,368.	
U.S. ALL CAP EQUITY FUND	90,695.	784.	89,911.	89,911.	
TO PART I, LINE 4	554,141.	784.	553,357.	553,171.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NON-TRADITIONAL STRATEGIES FUND	1	524.
ARDEN HILLS ASSOCIATES	2	38,486.
TOTAL TO FORM 990-PF, PART I, LINE 5A		39,010.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
TAXABLE BOND FUND	765.	765.		
GLOBAL EQUITY FUND	-2,036.	-2,036.		
INTERNATIONAL EQUITY FUND II	773.	773.		
GLOBAL BOND FUND	-10,412.	-10,412.		
NON-TRADITIONAL STRATEGIES FUND - ROYALTY INCOME	955.	955.		
NON-TRADITIONAL STRATEGIES FUND - OTHER INCOME	-7,723.	-7,723.		
NON-TRADITIONAL STRATEGIES FUND - ORDINARY INCOME	-33,676.	-33,676.		
NON-TRADITIONAL STRATEGIES FUND - ORDINARY INCOME	38,942.	0.		
REAL RETURN FUND	1,683.	1,683.		
CROSSTEX ENERGY	-464.	0.		
LEGACY RESERVES	-109.	0.		
REGENCY ENERGY PARTNERS	-27.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-11,329.	-49,671.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,519.	0.		11,519.
TO FM 990-PF, PG 1, LN 16A	11,519.	0.		11,519.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WAYCROSSE FEES	11,721.	1,365.		10,356.
TO FORM 990-PF, PG 1, LN 16B	11,721.	1,365.		10,356.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WAYCROSSE FEES-ADVISORY	6,032.	6,032.		0.
TO FORM 990-PF, PG 1, LN 16C	6,032.	6,032.		0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - GLOBAL BOND FUND	426.	426.		0.
FOREIGN TAXES PAID - U.S. ALL CAP EQUITY FUND	90.	90.		0.
FOREIGN TAXES PAID - GLOBAL EQUITY FUND	6,243.	6,243.		0.
FOREIGN TAXES PAID - INTERNATIONAL EQUITY FUND II	11,901.	11,901.		0.
FEDERAL INCOME TAXES	16,599.	0.		0.
STATE TAXES PAID - NON-TRADITIONAL STRATEGIES FUND	79.	79.		0.
FOREIGN TAXES PAID - NON-TRADITIONAL STRATEGIES FUND	1,274.	1,274.		0.
STATE TAXES PAID	7,976.	7,408.		0.
TO FORM 990-PF, PG 1, LN 18	44,588.	27,421.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN SECRETARY OF STATE ORDINARY AND NECESSARY BUSINESS EXPENSE	25. 175.	0. 0.		25. 175.
INVESTMENT FEES - INTERNATIONAL EQUITY FUND II	13,748.	13,748.		0.
INVESTMENT FEES - TAXABLE BOND FUND	16,753.	16,753.		0.
INVESTMENT FEES - GLOBAL BOND FUND	10,015.	10,015.		0.
INVESTMENT FEES - U.S. ALL CAP FUND	16,453.	16,453.		0.
INVESTMENT FEES - GLOBAL EQUITY FUND	35,588.	35,588.		0.
NON-TRADITIONAL STRATEGIES FUND	74,176.	74,176.		0.
INVESTMENT FEES - REAL RETURN FUND	11,748.	11,748.		0.
TO FORM 990-PF, PG 1, LN 23	178,681.	178,481.		200.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US ALL CAP EQUITY FUND	2,030,884.	5,244,931.
GLOBAL EQUITY FUND	3,342,355.	4,467,914.
INTERNATIONAL EQUITY FUND II	3,097,934.	4,355,642.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,471,173.	14,068,487.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GLOBAL BOND FUND	928,843.	943,432.
TAXABLE BOND FUND	1,808,784.	1,988,957.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,737,627.	2,932,389.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NON-TRADITIONAL STRATEGIES FUND	COST	3,747,263.	4,088,109.
ARDEN HILLS ASSOCIATES	COST	276,890.	275,418.
REAL RETURN FUND	COST	1,663,903.	1,654,882.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,688,056.	6,018,409.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SETH EASTMAN LLC (ARTWORK)	3,004,000.	3,004,000.	3,004,000.
TO FORM 990-PF, PART II, LINE 15	3,004,000.	3,004,000.	3,004,000.