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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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE ELIZABETH C QUINLAN FOUNDATION, INC.		A Employer identification number 41-0706125
Number and street (or P.O. box number if mail is not delivered to street address) 801 TWELVE OAKS CENTER DRIVE	Room/suite 805 B	B Telephone number (952) 475-1550
City or town, state or province, country, and ZIP or foreign postal code WAYZATA, MN 55391		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,091,434.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	128,443.	128,443.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,388,697.			
	b Gross sales price for all assets on line 6a	2,386,414.			
	7 Capital gain net income (from Part IV, line 2)		1,388,697.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,517,140.	1,517,140.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	81,420.	5,542.		50,621.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5,937.	0.		5,937.
	c Other professional fees				
	17 Interest				
	18 Taxes	28,910.	462.		4,098.
	19 Depreciation and depletion				
	20 Occupancy	7,599.	3,800.		3,799.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	6,185.	3,094.		3,091.
	24 Total operating and administrative expenses. Add lines 13 through 23	130,051.	12,898.		67,546.
25 Contributions, gifts, grants paid	185,300.			185,300.	
26 Total expenses and disbursements. Add lines 24 and 25	315,351.	12,898.		252,846.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,201,789.				
b Net investment income (if negative, enter -0-)		1,504,242.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	100.	100.	100.	
	2 Savings and temporary cash investments	482,228.	334,143.	334,143.	
	3 Accounts receivable ▶ 1,297.				
	Less: allowance for doubtful accounts ▶	4,293.	1,297.	1,297.	
	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	13,778.	12,143.	12,143.	
	10a Investments - U.S. and state government obligations STMT 5	728,128.	676,297.	676,297.	
	b Investments - corporate stock STMT 6	3,045,668.	421,380.	421,380.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 7		420,821.	3,645,459.	3,645,459.	
14 Land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶ SECURITY DEPOSIT)		615.	615.	615.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		4,695,631.	5,091,434.	5,091,434.	
17 Accounts payable and accrued expenses		2,915.	3,068.		
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 ▶ STATEMENT 8)	15,600.	4,800.		
23 Total liabilities (add lines 17 through 22)	18,515.	7,868.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	3,864,927.	4,271,377.		
	25 Temporarily restricted				
	26 Permanently restricted	812,189.	812,189.		
	Foundations that do not follow SFAS 117, check here ▶ ☐				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds	4,677,116.	5,083,566.			
30 Total net assets or fund balances					
31 Total liabilities and net assets/fund balances	4,695,631.	5,091,434.			

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	4,677,116.
2 Enter amount from Part I, line 27a	2	1,201,789.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,878,905.
5 Decreases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN/LOSSES	5	795,339.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,083,566.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a UBS FINANCIAL SERVICES-SEE ATTACHED		P	VARIOUS	12/31/13
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,386,414.		997,717.	1,388,697.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,388,697.
b			
c			
d			
e			

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	1,388,697.
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 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	237,218.	4,634,875.	.051181
2011	240,729.	4,706,226.	.051151
2010	259,885.	4,617,331.	.056285
2009	188,067.	4,175,641.	.045039
2008	208,741.	4,943,292.	.042227

2 Total of line 1, column (d)	2	.245883
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	.049177
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,953,169.
5 Multiply line 4 by line 3	5	243,582.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,042.
7 Add lines 5 and 6	7	258,624.
8 Enter qualifying distributions from Part XII, line 4	8	252,846.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	30,085.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	30,085.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	30,085.
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	42,228.	
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	42,228.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,143.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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?		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► (952) 475-1550 Located at ► 801 TWELVE OAKS CENTER DRIVE, # 805B, WAYZATA, MN ZIP+4 ► 55391			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		81,420.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	5,028,598.
b Average of monthly cash balances	1b	
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,028,598.
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	5,028,598.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,429.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,953,169.
6 Minimum investment return. Enter 5% of line 5	6	247,658.

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	247,658.
2a Tax on investment income for 2013 from Part VI, line 5	2a	30,085.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	30,085.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	217,573.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	217,573.
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	217,573.

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	252,846.
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	252,846.
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	252,846.

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.

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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				217,573.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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				7,378.
e From 2012				
f Total of lines 3a through e	7,378.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 252,846.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				217,573.
e Remaining amount distributed out of corpus	35,273.			
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:	42,651.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	42,651.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				7,378.
d Excess from 2012				
e Excess from 2013				35,273.

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)				
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT		PUBLIC		185,300.
Total			▶ 3a	185,300.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Form 990-PF (2013)

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 of:

(1) Cash

(2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

Date _____

► PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

DOUGLAS J. FAUST,
C.P.A.

Preparer's signature

parer's signature

Date _____

10/31/14

Check ☐ self-employed

PTIN

P00167292

Firm's name ► **CASEY, MENDEN, FAUST & NELSON, P.A.**

Firm's EIN ▶ 41-1535741

Firm's address ► 7900 WEST 78TH STREET, STE 450
EDINA, MN 55439-2586

Phone no. (952) 946-7900

Form **990-PF** (2013)

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
BOND INTEREST	10,694.	0.	10,694.	10,694.		
DIVIDEND INCOME	117,749.	0.	117,749.	117,749.		
TO PART I, LINE 4	128,443.	0.	128,443.	128,443.		

FORM 990-PF		ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	5,937.	0.		5,937.		
TO FORM 990-PF, PG 1, LN 16B	5,937.	0.		5,937.		

FORM 990-PF		TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PAYROLL TAXES	6,610.	462.		4,098.		
EXCISE TAX	22,300.	0.		0.		
TO FORM 990-PF, PG 1, LN 18	28,910.	462.		4,098.		

FORM 990-PF		OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
TELEPHONE	1,299.	650.		649.		
INSURANCE	1,394.	697.		697.		
DUES & SUBSCRIPTIONS	1,690.	845.		845.		
SUPPLIES	1,158.	579.		579.		
MISCELLANEOUS	175.	88.		87.		

MEETINGS & SEMINARS	469.	235.	234.
TO FORM 990-PF, PG 1, LN 23	6,185.	3,094.	3,091.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S.AND STATE GOVERNMENT OBLIGATIONS	X		676,297.	676,297.
TOTAL U.S. GOVERNMENT OBLIGATIONS			676,297.	676,297.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			676,297.	676,297.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	421,380.	421,380.
TOTAL TO FORM 990-PF, PART II, LINE 10B	421,380.	421,380.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - OTHER	COST	505,799.	505,799.
INVESTMENTS - MUTUAL FUNDS	COST	3,139,660.	3,139,660.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,645,459.	3,645,459.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX	11,850.	4,800.	
EXCISE TAX	3,750.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	15,600.	4,800.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD A. KLEIN 801 TWELVE OAKS CENTER DRIVE SUITE 805 B WAYZATA, MN 55391	PRES/TRUSTEE 20.00	32,400.	0.	0.
KATHLEEN L BUDGE 801 TWELVE OAKS CENTER DRIVE SUITE 805 B WAYZATA, MN 55391	VICE PRES/TRUSTEE 1.00	0.	0.	0.
KATHLEEN LESLIE 801 TWELVE OAKS CENTER DRIVE SUITE 805 B WAYZATA, MN 55391	SECRETARY/TRUSTEE 1.00	0.	0.	0.
LUCIA L. CRANE 801 TWELVE OAKS CENTER DRIVE SUITE 805 B WAYZATA, MN 55391	TREASURER/TRUSTEE 5.00	0.	0.	0.
DAVID R. LESLIE 801 TWELVE OAKS CENTER DRIVE SUITE 805 B WAYZATA, MN 55391	TRUSTEE 1.00	0.	0.	0.
KATHRYN IVERSON 801 TWELVE OAKS CENTER DRIVE SUITE 805 B WAYZATA, MN 55391	OFFICE MANAGER 26.00	49,020.	0.	0.

THE ELIZABETH C QUINLAN FOUNDATION, INC.

41-0706125

MARIANNA GEIS TRUSTEE
 801 TWELVE OAKS CENTER DRIVE SUITE
 805 B 1.00
 WAYZATA, MN 55391

0. 0. 0.

VINCENT GRUNDMAN TRUSTEE
 801 TWELVE OAKS CENTER DRIVE SUITE
 805 B 1.00
 WAYZATA, MN 55391

0. 0. 0.

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

81,420. 0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LUCIA CRANE
801 TWELVE OAKS CENTER DRIVE
WAYZATA, MN 55391

TELEPHONE NUMBER

952-475-1550

FORM AND CONTENT OF APPLICATIONS

APPLICATION LETTER STATING NEED, CHARITABLE PURPOSE AND PROOF OF TAX
EXEMPTION. THE FOUNDATION WILL ALSO ACCEPT THE MINNESOTA UNIFORM
APPLICATION.

A LETTER OF INQUIRY PRIOR TO JUNE 30 FOR AN ORGANIZATION NOT FUNDED WITHIN
THE LAST 5 YEARS.

ANY SUBMISSION DEADLINES

SEPTEMBER 1 FULL REQUEST

JUNE 30 LETTER OF INQUIRY

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE LOCATED IN MINNESOTA, NO GRANTS AWARDED TO INDIVIDUALS

THE ELIZABETH C. QUINLAN FOUNDATION, INC.
SCHEDULES OF DONATIONS AND APPROPRIATIONS
Form 990-PF Part XV
41-0706125

	Relationship to Substantial Contributor	Foundation Status of Recipient	Purpose of Grant/ Contribution	2013
Arts and Humanities				
Charities Review Council 2610 University Ave W St Paul, MN 55114	None	Public Charity	Operating	1,000
The Goldstein Museum - University of Minne 364 McNeal Hall, 1985 Buford Avenue St Paul, MN 55108	None	Public Charity	Operating	250
Graywolf Press 250 Third Ave N, Suite 600 Mpls , MN 55401	None	Public Charity	Operating	1,000
Guthrie Theater 818 South 2nd Street Mpls , MN 55415	None	Public Charity	Operating	3,000
Hill Museum and Manuscript Library St John's University P O Box 7300 Collegeville, MN 56321	None	Public Charity	Capital	25,000
The Junqle Theater 2951 Lyndale Ave Mpls , MN 55408	None	Public Charity	Operating	2,000
The Loft Literary Center 1011 Washington Ave, Ste 200 Mpls , MN 55415	None	Public Charity	Operating	1,000
MacPhail Center for Music 501 Second Street South Mpls , MN 55401	None	Public Charity	Program	2,000
Minneapolis Institute of Arts 2400 Third Ave S Mpls , MN 55404	None	Public Charity	Operating	3,000
Minnesota Boychoir 75 West 5th Street, Suite 411 St Paul, MN 55102	None	Public Chrty	Operating	1,000
Minnesota Children' s Museum 10 West 7th St St Paul, MN 55102	None	Public Charity	Program	1,000
Minnesota Historical Society 345 Kelloqq Blvd St Paul, MN 55102	None	Public Charity	Operating	1,000
Minnesota Landscape Arboretum 3675 Arboretum Dr Chaska, MN 55317	None	Public Charity	Operating	1,000
Minnesota Opera 620 N First St Mpls , MN 55401	None	Public Charity	Operating	3,000
Minnesota Public Radio 480 Cedar Street St Paul, MN 55101	None	Public Charity	Operating	2,000
Penumbra Theate 270 North Kent Street St Paul, MN 55102	None	Public Charity	Operating	2,000
St Paul Chamber Orchestra 408 St Peter Street St Paul, MN 55102	None	Public Charity	Operating	3,000
Science Museum of Minnesota 120 West Kelloqq Blvd St Paul, MN 55102	None	Public Charity	Operating	2,000
Twin Cities Public Television 172 E Fourth St St Paul, MN 55101	None	Public Charity	Operating	3,000
Walker Art Center 1750 Hennepin Ave S Mpls , MN 55403	None	Public Charity	Operating	2,000
Total Arts and Humanities				\$ 59,250

THE ELIZABETH C. QUINLAN FOUNDATION, INC.
SCHEDULES OF DONATIONS AND APPROPRIATIONS
Form 990-PF Part XV
41-0706125

RELIGIOUS

The Basilica Landmark PO Box 50070 Mpls , MN 55405	None	Public Charity	Operating	10,000
Missionary Sisters of St Peter Claver	None	Public Charity	Operating	600
Total Religious				<u>\$ 10,600</u>

SOCIAL, HEALTH AND WELFARE

Ampersand Families 1700 Second Street NE Mpls , MN 55413	None	Public Charity		2,000
The Bridge for Youth 2200 Emerson Ave Mpls , MN 55405	None	Public Charity	Operating	3,000
Bridging, Inc 201 West 87th Street Bloomington, MN 55420	None	Public Charity	Operating	1,000
Carondelet Village 525 Fairview Ave S St Paul, MN 55116	None	Public Charity	Program	2,000
Catholic Charities of the Archdiocese of St F 1200 2nd Ave S Mpls , MN 55403-2500	None	Public Charity	operating	15,000
Catholic Eldercare 817 Main Street NE Mpls , MN 55403	None	Public Charity	Operating	5,000
Centro Guadalupano 2424 18th Ave S Mpls , MN 55404	None	Public Charity	Operating	1,000
Children's Law Center 450 Syndicate St St Paul, MN 55104	None	Public Charity	Operating	2,000
Cookie Cart 1119 West Broadway Avenue Minneapolis, MN 55411	None	Public Charity	Operating	250
Crisis Line and Referral Service P O Box 192 Brainerd, MN 56401	None	Public Charity	Operating	1,000
English Learning Center 2315 Chicago Ave Mpls , MN 55404	None	Public Charity	Operating	2,000
The Family Partnership 414 South 8th street Minneapolis, MN 55404	None	Public Charity	Program	3,000
Fraser 2400 West 64th St Richfield, MN 55423	None	Public Charity	Operating	2,000
Friends of the Hennepin County Library 300 Nicollet Mall Mpls , MN 55401	None	Public Charity	Program	1,000
Girl Scouts Minnesota & Wisconsin River Va 400 Robert St St Paul, MN 55107	None	Public Charity	Operating	2,000
Greater Minneapolis Crisis Nursery 5400 Glenwood Rd Golden Valley, MN 55422	None	Public Charity	Operating	2,000
Greater Twin Cities United Way 404 South 8th St Mpls , MN 55404	None	Public Charity	Operating	15,000
Guild Incorporated 130 S Wabasha St St Paul, MN 55107	None	Public Charity	Operating	2,000
Ignatian Volunteer Corps 114 Bichner Lane Mahtomedi, MN 55115	None	Public Charity	Operating	1,000
The Jeremiah Program 1510 Laurel St	None	Public Charity	Operating	3,000

THE ELIZABETH C. QUINLAN FOUNDATION, INC.
SCHEDULES OF DONATIONS AND APPROPRIATIONS
Form 990-PF Part XV
41-0706125

Mpls , MN 55403 Little Brothers - Friends of the Elderly 1845 East Lake Street Minneapolis, MN 55407	None	Public Charity	Operating	2,000
Loaves & Fishes 1917 Logan Ave S Mpls , MN 55403	None	Public Charity	Operating	200
Minnesota Assistance Council for Veterans 360 N Robert St Ste 306 St Paul, MN 55101	None	Public Charity	Operating	1,000
National Alliance on Mental Illness of Minn 800 Transfer Rd, Suite 31 St Paul, MN 55114	None	Public Charity	Operating	5,000
Project for Pride in Living, Inc 1035 E Franklin Ave Mpls , MN 55404	None	Public Charity	Operating	5,000
St Mary's Health Clinics 184 Randolph Ave St Paul, MN 55105	None	Public Charity	Operating	5,000
St Stephen's Human Services 2211 Clinton Avenue S Minneapolis, MN 55404	None	Public Charity	Operating	5,000
The Salvation Army 2445 Prior Ave N Roseville, MN 55113	None	Public Charity	Operating	500
Teens Alone 915 Mainstreet Hopkins, MN 55343	None	Public Charity	Operating	1,000
Tree Trust 2350 Wycliff St St Paul, MN 55114	None	Public Charity	Operating	1,000
Tubman Family Alliance & Chrysalis, A Cent 3111 First Ave S Mpls , MN 55408	None	Public Charity	Operating	3,000
Volunteers of America - Amicus 7625 Metro Blvd Mpls , MN 55439	None	Public Charity	Program	2,000
Washburn Center for Children 2430 Nicollet Ave Mpls , MN 55404	None	Public Charity	Operating	3,000
We Can Ride P O Box 1102 Minnetonka, MN 55345	None	Public Charity	Operating	1,000
Wilderness Inquiry 80814th Ave SE Mpls , MN 55414-1516	None	Public Charity	Program	1,000
Youth Link 41 North 12th Street Minneapolis, MN 55403	None	Public Charity	Operating	3,000
Total Social, Health and Welfare				<u>\$ 103,950</u>
EDUCATION				
Cristo Rey Jesuit High School 2924 4th Avenue S Mpls , MN 55408	None	Public Charity	Operating	10,000
The College of Saint Scholastica 1200 Kenwood Avenue Duluth, MN 55811-4199	None	Public Charity	Program	1,000
University of Minnesota - Morris 600 East Fourth Street Morris, MN 56267	None	Public Charity		500
Total Education				<u>\$ 11,500</u>
Total Donations and Appropriations				<u><u>\$ 185,300</u></u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE ELIZABETH C QUINLAN FOUNDATION, INC.	41-0706125
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	801 TWELVE OAKS CENTER DRIVE, NO. 805 B	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WAYZATA, MN 55391	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION

- The books are in the care of **801 TWELVE OAKS CENTER DRIVE, # 805B - WAYZATA, MN 55391**
Telephone No. **(952) 475-1550** Fax No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO ACCUMULATE ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	10,228.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title **C. P. A.**

Date ☐

Form 8868 (Rev. 1-2014)