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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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
SMIKIS FOUNDATION

A Employer identification number
41-1742700

Number and street (or P O box number if mail is not delivered to street address)
1660 S HWY 100 PARKDALE PLAZA NO 426

Room/suite

B Telephone number (see instructions)
(952) 512-1165

City or town, state or province, country, and ZIP or foreign postal code
ST LOUIS PARK, MN 55416

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization ☑ 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)*▶$ 17,433,991

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	519,358			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	55,117	55,117		
	4	Dividends and interest from securities.	312,444	312,444		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	1,556,244			
	b	Gross sales price for all assets on line 6a 3,108,520				
	7	Capital gain net income (from Part IV, line 2)		1,556,244		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	647,067	-45,098		
	12	**Total.** Add lines 1 through 11	3,090,230	1,878,707		
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 (attach schedule)	315	0		0
	b	Accounting fees (attach schedule)	193,333	193,333		0
	c	Other professional fees (attach schedule)				
	17	Interest	273	273		0
	18	Taxes (attach schedule) (see instructions)	13,549	13,524		25
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,985	2,985		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	210,455	210,115		25
	25	Contributions, gifts, grants paid	689,500			689,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	899,955	210,115		689,525
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,190,275			
	b	**Net investment income** (if negative, enter -0-)		1,668,592		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		1	1
	2	Savings and temporary cash investments	3,960,427	3,067,034	3,067,034
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	19,896	19,896	942,700
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,512,460	13,596,127	13,424,256
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,492,783	16,683,058	17,433,991
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ______)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	7,674,413	7,674,413	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,818,370	9,008,645	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	14,492,783	16,683,058	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,492,783	16,683,058	

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	14,492,783
2	Enter amount from Part I, line 27a	2	2,190,275
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	16,683,058
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	16,683,058

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
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	1,556,244
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) (see instructions) 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	605,615	14,339,152	0 042235
2011	628,399	14,283,851	0 043994
2010	475,025	12,893,414	0 036842
2009	551,051	11,890,173	0 046345
2008	549,025	14,749,336	0 037224

2	**Total** of line 1, column (d).	2	0 206640
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 041328
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	16,012,824
5	Multiply line 4 by line 3.	5	661,778
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,686
7	Add lines 5 and 6.	7	678,464
8	Enter qualifying distributions from Part XII, line 4.	8	689,525

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	16,686
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	16,686
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	16,686
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,724		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	31,724
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	15,038
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 15,038 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JOANNE KLETSCHER Telephone no ▶(952) 512-1165

Located at ▶1660 S HWY 100 STE 426 ST LOUIS PARK MN ZIP+4 ▶55416

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 |

		Line	Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	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 ▶ 20____ , 20____ , 20____ , 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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)? (see instructions). ☐ Yes ☑ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
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? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(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
LUCY B HARTWELL 520 INDIAN MOUND STREET APT 2A WAYZATA, MN 55391	DIRECTOR 0 00	0	0	0

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	12,969,274
b	Average of monthly cash balances	1b	3,287,400
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	16,256,674
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	16,256,674
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	243,850
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,012,824
6	**Minimum investment return.** Enter 5% of line 5	6	800,641

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	800,641
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 16,686		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	16,686
3	Distributable amount before adjustments Subtract line 2c from line 1	3	783,955
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	783,955
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	783,955

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	689,525
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	689,525
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	16,686
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	672,839

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				783,955
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			629,629	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 689,525				
a Applied to 2012, but not more than line 2a			629,629	
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.				59,896
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				724,059
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

LUCY B HARTWELL
1660 S HWY 100 SUITE 426
ST LOUIS PARK, MN 55416
(952) 512-1165

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

PAST AND PRESENT INFORMATION ABOUT THE APPLICANT, BUDGET, PROJECTIONS, USE OF FUNDS, OTHER FUND RAISING EFFORTS, TAX EXEMPTION LETTER, ETC

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				689,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	55,117	
4 Dividends and interest from securities			14	312,444	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	647,067	
8 Gain or (loss) from sales of assets other than inventory			18	1,556,244	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,570,872	0

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 2,570,872

(See worksheet in line 13 instructions to verify calculations)

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

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

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-09-02	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JOANNE KLETSCHER				P01084498
Firm's name ▶ BURR OAK GROUP INC			Firm's EIN ▶ 41-1834878	
Firm's address ▶ 1660 S HWY 100 PARKDALE 426 ST LOUIS PARK, MN 55416			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
465 6410 AMERICAN EUROPACIFIC GROWTH	P	2012-12-26	2013-05-28
27588 0587 AMERICAN EUROPACIFIC GROWTH	P		2013-05-28
182 6909 EVERGREEN LARGE CAP CORE	P	2006-12-29	2013-05-31
102 4195 EVERGREEN SMALLCAP FUND	P	2003-03-31	2013-04-30
55 456 EVERGREEN SMALLCAP FUND II	P		2013-04-30
13315 VANGUARD FTSE ALL-WORLD	P	2009-09-25	2013-05-29
SECURITY LITIGATION	P		
LARGE CAP CORE	P		
LARGE CAP CORE	P		
EVERGREEN SMALLCAP FUND II	P		
EVERGREEN SMALLCAP FUND II	P		
EVERGREEN SMALLCAP FUND II	P		
500 SHARES HIGHBRIDGE	P		
EVERGREEN HIGHBRIDGE FUND	P		
EVERGREEN SMALLCAP FUND	P		
EVERGREEN SMALLCAP FUND	P		
EVERGREEN SMALLCAP FUND	P		
EVERGREEN HIGHBRIDGE FUND	P		
POCKET LLC	P		
POCKET LLC	P		
POCKET LLC	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,637		19,063	1,574
1,222,703		841,496	381,207
300,000		290,915	9,085
250,000		167,133	82,867
250,000		181,960	68,040
628,996		571,076	57,920
74			74
			161,725
			557,461
			1,195
			83,274
			14
436,110		436,378	-268
			830
			-2,753
			59,369
			64
			-73,493
			16,232
			123,485
			28,342

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			1,574
			381,207
			9,085
			82,867
			68,040
			57,920
			74
			161,725
			557,461
			1,195
			83,274
			14
			-268
			830
			-2,753
			59,369
			64
			-73,493
			16,232
			123,485
			28,342

Form 990PF Part XV Line 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*				
ACES 1115 E HENNEPIN MINNEAPOLIS,MN 55414		PUBLIC CHARITY	IMPROVE PUBLIC EDUCATION	10,000
ADVOCATES FOR HUMAN RIGHTS 330 SECOND AVE SOUTH STE 800 MINNEAPOLIS,MN 55401		PUBLIC CHARITY	PROMOTE AND PROTECT HUMAN RIGHTS RESEARCH AND EDUCATION	2,000
AMERICAN RIVERS 1101 14TH STREET NW SUITE 1400 WASHINGTON,DC 20005		PUBLIC CHARITY	WORKS TO PROTECT AND RESTORE THE NATION'S RIVRES ANDS TREAMS THROUGH ADVOCACY EFFORTS, ON-THE-GROUND PROJECTS, AND THE ANNUAL RELEASE OF AMERICA'S MOST ENDANGERED RIVERS	2,000
AUDUBON MINNESOTA 2357 VENTURA DRIVE STE 106 WOODBURY,MN 55125		PUBLIC CHARITY	CONSERVATION	10,000
BELWIN 1660 S HWY 100 SUITE 426 ST LOUIS PARK,MN 55416		PUBLIC CHARITY	IN MINNESOTA INSPIRE CONNECTION TO NATURAL WORLD	50,000
BEYOND WALLS 3808 LYNDALE AVE S MINNEAPOLIS,MN 55408		PUBLIC CHARITY	HEALTHY DEVELOPMENTDEVELOP AN INTENSIVE PROGRAM THAT COMBINES SQUASH PLAYING, ACADEMIC TUTORING, AND COMMUNITY SERVICE	5,000
BLAKE-LEARNING WORKS SDS 12-2577 PO BOX 86 MINNEAPOLIS,MN 554862577		PUBLIC CHARITY	EDUCATION	5,000
BOLDER OPTIONS 2100 STEVENS AVENUE MINNEAPOLIS,MN 55404		PUBLIC CHARITY	HEALTHY YOUTH DEVELOPMENT	15,000
CENTER FOR VICTIMS OF TORTURE 717 EAST RIVE ROAD MINNEAPOLIS,MN 55455		PUBLIC CHARITY	DIRECT CARE FOR THOSE TORTURED IN U S AND AROUND THE WORLD AND END TORTORE WORLD WIDE	15,000
COLLEGE POSSIBLE 450 N SYNDICATE STREET SUITE 325 ST PAUL,MN 55104		PUBLIC CHARITY	ENABLE COLLEGE CAPABLE LOW INCOME STUDENTS OPPORTUNITY TO ATTEND COLLEGE	25,000
CONSERVATION MINNESOTA 1101 W RIVER PKWY 250 MINNEAPOLIS,MN 55415		PUBLIC CHARITY	CONSERVATION OF LAND AND LAKES	10,000
EDUCATORS 4 EXCELLENCE 333 WEST 39TH STREET SUITE 702 NEW YORK,NY 10018		PUBLIC CHARITY	TEACHER LED ORGANIZATION WORKS TO ENSURE THAT THE VOICES OF THE CLASSROOM TEACHERS INCLUDED IN CREATION OF POLICIES	20,000
FRIENDS OF THE BOUNDARY WATERS 401 NORTH THIRD ST STE 290 MINNEAPOLIS,MN 554011475		PUBLIC CHARITY	PROTECT AND RESTORE WILDERNESS CHARACTER OF THE BOUNDARY WATERS CANOE AREA AND QUETICO-SUPERIOR ECOSYSTEM	5,000
HIAWATHA ACADEMIES 3810 E 56TH STREET MINNEAPOLIS,MN 55417		PUBLIC CHARITY	EMPOWERED WITH KNOWLEDGE, CHARACTER, LEADERSHIP SKILLS TO GRADUATE FROM COLLEGE AND SERVE THE COMMON GOOD	20,000
HOPE COMMUNITY 611 EAST FRANKLIN AVENUE MINNEAPOLIS,MN 55404		PUBLIC CHARITY	TURNING ABANDONED SPACES INTO HOMES FOR FAMILIES IN NEED	1,500
Total . . . . ▶ **3a**				689,500

Form 990PF Part XV Line 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*				
INNERCITY TENNIS 4005 NICOLLET AVENUE SOUTH MINNEAPOLIS,MN 55409		PUBLIC CHARITY	FOSTER DEVELOPMENT OF CITIZENSHIP SCHOLARSHIP AND FAIR PLAY	1,000
INTERFAITH OUTREACH 1605 COUNTY ROAD 101 NORTH PLYMOUTH,MN 55447		PUBLIC CHARITY	ENCOURAGE YOUTH, FOOD SHELF, NEEDS IN COMMUNITY, FUND HOUSING PROJECTS	5,000
KIPP MINNESOTA 1601 LAUREL AVENUE MINNEAPOLIS,MN 55403		PUBLIC CHARITY	FREE OPEN ENROLLMENT COLLEGE PREPATORY SCHOOLS IN UNDER RESOURCED COMMUNITIES	10,000
LAND TRUST ALLIANCE 1331 H STREET NW SUITE 400 WASHINGTON,DC 200054734		PUBLIC CHARITY	PROMOTES VOLUNTARY LAND CONSERVATION	5,000
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON,TX 77030		PUBLIC CHARITY	EXCEPTIONAL RESEARCH AND MEDICAL CARE FOR CANCER PATIENTS	5,000
MCAD 2501 STEVENS AVENUE MINNEAPOLIS,MN 55404		PUBLIC CHARITY	PRIVATE ART AND DESIGN COLLEGE	50,000
MICROGRANTS 1035 EAST FRANKLIN AVENUE MINNEAPOLIS,MN 55404		PUBLIC CHARITY	CONNECT AFFLUENT WITH LOW INCOME INDIVIDUALS TO HELP BECOME SELF SUFFICIENT	6,000
MINNCAN 287 EAST SIXTH STREET STE 513 ST PAUL,MN 55101		PUBLIC CHARITY	EDUCATION REFORM ADVOCACY	5,000
MINNEAPOLIS FOUNDATION - EDUCATION TRANSFORMATION INITIATIVE FUND 80 SOUTH 8TH STREET SUITE 800 MINNEAPOLIS,MN 55402		PUBLIC CHARITY	COMMITTED TO IMPROVING EDUCATION, ESPECIALLY FOR LOW-INCOME CHILDREN AND CHILDREN OF COLOR	50,000
MINNESOTA LAND TRUST 2356 UNIVERSITY AVENUE WEST SUITE 240 ST PAUL,MN 55114		PUBLIC CHARITY	PROTECT OPEN SPACE IN MINNESOTA	15,000
NEW CITY SCHOOL 229 13TH AVENUE NE MINNEAPOLIS,MN 55413		PUBLIC CHARITY	EDUCATION	10,000
NONVIOLENT PEACEFORCE 425 OACK GROVE STREET MINNEAPOLIS,MN 55403		PUBLIC CHARITY	SERVES TO PROMOTE DEVELOP AND IMPLEMENT UNARMED CIVILIAN PEACEKEEPING AS A TOOL FOR REDUCING VIOLENCE AND PROTECTING CIVILIANS IN SIUTATIONS OF VIOLENT CONFLICT	5,000
NORTHSIDE ACHIEVEMENT ZONE 1200 WEST BROADWAY AVE SUITE 250 MINNEAPOLIS,MN 55411		PUBLIC CHARITY	BUILD CULTURE OF ACHIEVEMENT SO ALL YOUTH GRADUATE COLLEGE READY	10,000
OPPORTUNITY INTERNATIONAL 12625 HIGH BLUFF DRIVE SUITE 111 SAN DIEGO,CA 92130		PUBLIC CHARITY	HELP POOR BREAK CYCLE POVERTY PROVIDE FINANCIAL ASSISTANCE	5,000
ORIGINS 3805 GRAND AVE S MINNEAPOLIS,MN 55409		PUBLIC CHARITY	EDUCATION	12,000
Total . . . . ▶ **3a**				689,500

Form 990PF Part XV Line 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*				
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE SUITE 100 MOUNTAIN VIEW, CA 94043		PUBLIC CHARITY	PROVIDE YOUTH ATHLETES A POSITIVE CHARACTER BUIDLING YOUTH SPORTS EXPERIENCE	20,000
PROJECT FOR PRIDE IN LIVING 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 554042929		PUBLIC CHARITY	WORK WITH FAMILIES IN TWIN CITIES METOR TO ACHIEVE GREATER SELF SUFFICIENCY	20,000
STUDENTS TODAY LEADERS FOREVER 619 SOUTH 10TH STREET SUITE L10 MINNEAPOLIS, MN 55404		PUBLIC CHARITY	REVEAL LEADERSHIP THROUGH SECURE RELATIONSHIPS AND ACTION	15,000
SUMMITT ACADAMY 935 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55405		PUBLIC CHARITY	EDUCATION AND VOCATIONAL TRAINING ECONOMICALLY DEPRESSED NEIGHBORHOODS	25,000
TEACH FOR AMERICA 315 WEST 36TH STREET 7TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	RECENT COLLEGE GRADS TEACH TO EFFECT CHANGE IN UNDE RESOURCED URBAN AND RURAL AREAS	10,000
THE MASTERY SCHOOL 1300 OLSON MEMORIAL HWY MINNEAPOLIS, MN 55411		PUBLIC CHARITY	EDUCATION	15,000
TREE TRUST 2350 WYCLIFF STREET SUITE 200 ST PAUL, MN 55114		PUBLIC CHARITY	IMPROVE COMMUNITY ENVIRONMENT BY INVESTING IN PEOPLE	2,000
TRUST FOR PUBLIC LAND 2610 UNIVERSITY AVENUE SUITE 300 ST PAUL, MN 55114		PUBLIC CHARITY	LAND CONSERVATION PROGRAM	5,000
TWIN CITIES RISE 800 WASHINGTON AVENUE NORTH SUITE 203 MINNEAPOLIS, MN 55401		PUBLIC CHARITY	PROVIDE EMPLOYERS IN TWIN CITIES METRO WITH TRAINED MEN FROM COMMUNITIES OF COLOR	65,000
VENTURE ACADEMY 3501 CHICAGO AVENUE SOUTH MINNEAPOLIS, MN 55407		PUBLIC CHARITY	MISSION IS TO IGNITE THE PASSION OF ALL YOUNG PEOPLE TO BECOME INNOVATORS AND ENTREPRENEURIAL LEADERS WHO WILL CHANGE THE WORLD	100,000
WILDERNESS INQUIRY 808 - 14TH AVENUE SE MINNEAPOLIS, MN 554141516		PUBLIC CHARITY	HELPS PEOPLE FROM ALL WALKS OF LIFE PERSONALLY EXPERIENCE NATURAL WORLD	1,000
YOUTH FARM AND MARKET PROJECT 821 EAST 35TH STREET MINNEAPOLIS, MN 55407		PUBLIC CHARITY	YOUTH DEVELOPMENT BUILD LEADERS PROMOTE HEALTHY BODIES AND MINDS	2,000
YOUTH FRONTIERS 6009 EXCELSIOR BOULEVARD MINNEAPOLIS, MN 55416		PUBLIC CHARITY	BUILD POSITIVE SCHOOL COMMUNITIES	20,000
Total . . . . ▶ **3a**				689,500

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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
SMIKIS FOUNDATION

Employer identification number
41-1742700

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

Name of organization
SMIKIS FOUNDATION

Employer identification number
41-1742700

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	CHARITABLE LEAD ANNUITY TRUST 2 1660 S HWY 100 SUITE 426 ST LOUIS PARK, MN 55416	$ 16,230	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CHARITABLE LEAD ANNUITY TRUST NO 1 1660 S HWY 100 SUITE 426 ST LOUIS PARK, MN 55416	$ 173,876	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	LUCY B HARTWELL 1660 S HWY 100 SUITE 426 ST LOUIS PARK, MN 55416	$ 329,252	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
SMIKIS FOUNDATION	41-1742700

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
3	WESTLY CAPITAL PARTNERS FUND II, WESTLY CAPITAL PARTNERS, MSCI EAFE ETF	$ 329,252	2013-11-26

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
SMIKIS FOUNDATION

Employer identification number
41-1742700

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 See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Accounting Fees Schedule

Name: SMIKIS FOUNDATION

EIN: 41-1742700

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	55,671	55,671		0
EVERGREEN SMALLCAP FUND II	2,004	2,004		0
EVERGREEN SMALLCAP FUND II	300	300		0
LARGE CAP CORE I	35,446	35,446		0
POCKET LLC	89,449	89,449		0
EVERGREEN HIGHBRIDGE FUND	8,839	8,839		0
EVERGREEN SMALLCAP FUND	1,624	1,624		0

TY 2013 Investments Corporate Stock Schedule

Name: SMIKIS FOUNDATION

EIN: 41-1742700

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL MILLS INC.	19,896	942,700

TY 2013 Investments - Other Schedule

Name: SMIKIS FOUNDATION

EIN: 41-1742700

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ML WARBURG PINCUS TRUST	AT COST	67,220	4,700
EVERGREEN SMALLCAP FUND II	AT COST	515,126	787,265
FLAG VENTURE PARTNERS III, L.P.	AT COST	308,431	33,973
FLAG VENTURE PARTNERS IV L.P.	AT COST	37,178	14,953
EVERGREEN SMALLCAP FUND	AT COST	467,062	756,542
EVERGREEN LARGE CAP CORE I	AT COST	3,625,872	4,542,431
J P MORGAN U.S. REAL ESTATE INCOME	AT COST	686,218	521,239
INVESCO REAL ESTATE FUND	AT COST	508,659	149,518
J.P. MORGAN REIT	AT COST	83	83
WAYZATA OPPORTUNITY FUND LLC	AT COST	534,579	252,291
WAYZATA OPPORTUNITY FUND LLC II	AT COST	590,520	396,097
WESTLY CAPITAL FUNDS	AT COST	553,980	245,979
EVERGREEN HIGH BRIDGE FUND	AT COST	623,408	436,503
EUROPEAN SECONDARY OPPORTUNITIES FUND	AT COST	158,000	150,674
HARRISON STREET REAL ESTATE PARTNERS	AT COST	422,783	428,558
WESTLY CAPITAL FUNDS II	AT COST	283,489	235,028
PINEBRIDGE STRUCTURED CPITAL PARTNERS II	AT COST	294,387	308,974
FUNDAMENTAL PARTNERS MUNICIPAL	AT COST	240,000	249,600
INTERNATIONAL FARMLAND TRUST	AT COST	265,000	366,831
EATON VANCE PARA TX MGD EMG MKT	AT COST	1,600,000	1,578,645
ISHARES MSCI EAFE ETF	AT COST	1,608,506	1,751,180
SIGHTLINE HEALTHCARE OPPORTUNITY	AT COST	57,500	65,066
SPECIAL CREDIT OPPORTUNITIES OFFSHORE	AT COST	148,126	148,126

TY 2013 Legal Fees Schedule

Name: SMIKIS FOUNDATION

EIN: 41-1742700

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	315	0		0

TY 2013 Other Expenses Schedule

Name: SMIKIS FOUNDATION

EIN: 41-1742700

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SIGHTLINE	2,143	2,143		0
SIGHTLINE	842	842		0

TY 2013 Other Income Schedule

Name: SMIKIS FOUNDATION

EIN: 41-1742700

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	647,067	0	647,067
EVERGREEN HIGHBRIDGE FUND	0	467	0
POCKET LLC	0	-45,565	0

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TY 2013 Taxes Schedule

Name: SMIKIS FOUNDATION

EIN: 41-1742700

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MINNESOTA FILING FEE	25	0		25
FOREIGN TAXES	8,413	8,413		0
EVERGREEN LARGECAP CORE	5,111	5,111		0