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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

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

Name of foundation SEWELL FAMILY FOUNDATION		A Employer identification number 41-1861892
Number and street (or P O box number if mail is not delivered to street address) 3300 EDINBOROUGH WAY ROOM/SUITE 420		B Telephone number (see instructions) (952) 392-4474
City or town, state or province, country, and ZIP or foreign postal code EDINA, MN 55435		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,087,576		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,684	3,684		
4	Dividends and interest from securities.	55,719	55,719		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	155,583			
b	Gross sales price for all assets on line 6a	659,862			
7	Capital gain net income (from Part IV, line 2)		155,583		
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)				
12	Total. Add lines 1 through 11	214,986	214,986		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	4,125	2,063		2,062
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	21,097	10,549		10,548
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,798	3,798		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,000			1,000
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses.				
	Add lines 13 through 23	30,020	16,410		13,610
25	Contributions, gifts, grants paid.	145,700			145,700
26	Total expenses and disbursements. Add lines 24 and 25	175,720	16,410		159,310
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	39,266			
b	Net investment income (if negative, enter -0-)		198,576		
c	Adjusted net income (if negative, enter -0-)				

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	291,635	315,525	315,525
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)	2,093,611	2,108,987	2,647,051
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)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	125,000	125,000	125,000
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,510,246	2,549,512	3,087,576
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		
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
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	2,510,246	2,549,512	
30	Total net assets or fund balances (see page 17 of the instructions)	2,510,246	2,549,512	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,510,246	2,549,512	

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	2,510,246
2	Enter amount from Part I, line 27a	2	39,266
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,549,512
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,549,512

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.)
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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)
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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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	2	155,583
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	8,212

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	144,570	2,720,382	0 053143
2011	413,213	2,750,233	0 150247
2010	128,830	2,724,081	0 047293
2009	112,219	2,355,522	0 047641
2008	319,619	3,171,983	0 100763

2 Total of line 1, column (d).	2	0 399087
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 079817
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,882,799
5 Multiply line 4 by line 3.	5	230,096
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,986
7 Add lines 5 and 6.	7	232,082
8 Enter qualifying distributions from Part XII, line 4.	8	159,310

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	3,972
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	3,972
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
3	Add lines 1 and 2.	5	3,972
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	601
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	601
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	52
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,423
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach a detailed description of the activities.</i>		
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	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
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?	<input type="checkbox"/> 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.	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		
	<input type="checkbox"/> MN		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	<input type="checkbox"/> 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	<input type="checkbox"/> Yes	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	<input type="checkbox"/> Yes	

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 ►NA

14 The books are in care of ►KATHY LONGO Telephone no ►(952) 392-4474
 Located at ►3300 EDINBOUROUGH WAY 420 EDINA MN ZIP +4 ►55435

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

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	□ 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	
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?	2a	
	If "Yes," list the years ► 20____, 20____, 20____, 20____	□ 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)	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?	3a	
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

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

List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
GLORIA SEWELL 	PRES/DIRECTO 2 00	0	0	
16 PARK LANE MINNEAPOLIS, MN 55416				
FREDERICK SEWELL 	VICE PRES/DI 1 00	0	0	
16 PARK LANE MINNEAPOLIS, MN 55416				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		►

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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	►

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 2,474,032
b	Average of monthly cash balances.	1b 327,667
c	Fair market value of all other assets (see instructions).	1c 125,000
d	Total (add lines 1a, b, and c).	1d 2,926,699
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 2,926,699
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 43,900
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,882,799
6	Minimum investment return. Enter 5% of line 5.	6 144,140

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.	1 144,140
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 3,972
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 3,972
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 140,168
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 140,168
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 140,168

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 159,310
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 159,310
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 159,310

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				140,168
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	161,890			
b From 2009.				
c From 2010.				
d From 2011.	279,375			
e From 2012.	11,682			
f Total of lines 3a through e.	452,947			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 159,310				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				140,168
e Remaining amount distributed out of corpus	19,142			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	472,089			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	161,890			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	310,199			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.	279,375			
d Excess from 2012.	11,682			
e Excess from 2013.	19,142			

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

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

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

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

See Additional Data Table

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

NONE

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

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

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

GLORIA SEWELL
3300 EDINBOUROUGH WAY 420
EDINA, MN 55435
(952) 392-4474

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

TAX-EXEMPT LETTER, PAST AND PRESENT INFO ON PROGRAMS, BUDGET, 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	145,700
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
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					3,684
4 Dividends and interest from securities.			14	55,719	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	155,583	
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).				211,302	3,684
13 Total. Add line 12, columns (b), (d), and (e).					214,986
(See worksheet in line 13 instructions to verify calculations.)					

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

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.)
87 00 SH ISHARES CORE S&P ETF	P	2011-03-23	2013-01-17
2141 483 SH CENTURY SMALL CAP	P	2004-07-09	2013-08-22
1388 368 SH SCHWAB FUNDAMENTAL US	P	2012-02-02	2013-02-13
72 00 SH ISHARES CORE S&P ETF	P	2009-05-28	2013-02-13
513 228 SH CENTURY SMALL CAP	P	2004-07-09	2013-06-14
1212 871 SH SCHWAB FUNDAMENTAL US	P	2012-02-02	2013-07-22
132 00 SH ISHARES RUSS MIDCAP GROWTH	P	2011-03-23	2013-02-13
221 992 SH CENTURY SMALL CAP	P	2004-07-09	2013-02-13
381 412 SH T ROWE PRICE EUROPEAN	P	2011-03-23	2013-01-17
106 00 SH ISHARES TR RUSSELL 1000	P	2011-12-02	2013-05-29
484 257 SH FIRST EAGLE OVERSEAS	P	2010-12-16	2013-01-17
347 009 SH THIRD AVENUE SMALL CAP	P	2008-10-24	2013-01-17
144 00 SH ISHARES TR RUSSELL 2000	P	2011-09-19	2013-01-17
835 31 SH FIRST EAGLE OVERSEAS	P	2010-12-16	2013-02-13
988 021 SH THIRD AVENUE SMALL CAP	P	2008-10-24	2013-02-13
237 00 SH ISHARES TR RUSSELL 2000	P	2011-09-19	2013-02-13
675 98 SH GOODHAVEN FUND	P	2012-02-02	2013-02-13
264 00 SH WISDOMTREE EMERGING MKTS	P	2012-06-25	2013-01-17
808 833 SH IVA INTERNATIONAL	P	2010-09-20	2013-01-17
355 00 SH WISDOMTREE EMERGING MKTS	P	2012-06-25	2013-02-13
2516 812 SH IVA INTERNATIONAL	P	2010-09-20	2013-02-13
208 00 SH WISDOMTREE EMERGING MKTS	P	2012-06-25	2013-09-24
815 409 SH JENSEN QUALITY GROWTH	P	2011-03-23	2013-01-17
650 759 SH ARTISAN INTL SMALL CAP	P	2008-10-02	2013-01-17
1060 226 SH JENSEN QUALITY GROWTH	P	2011-03-23	2013-02-13
533 446 SH ARTISAN INTL SMALL CAP	P	2008-10-02	2013-02-13
1338 131 SH LOOMIS SAYLES BOND FUND	P	2006-09-22	2013-01-17
1228 715 SH BAIRD MID CAP FUND	P	2012-12-06	2013-01-17
496 269 SH NEUBERGER BERMAN CORE	P	2012-09-17	2013-01-17
824 104 SH BAIRD MID CAP FUND	P	2012-12-06	2013-02-13

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)
403 177 SH OAKMARK SELECT	P	2011-12-02	2013-01-17
829 408 SH BAIRD MID CAP FUND	P	2012-12-06	2013-08-07
1671 651 SH OAKMARK SELECT	P	2008-10-27	2013-02-13
463 277 SH CENTURY SMALL CAP	P	2004-07-09	2013-01-17
260 067 SH OAKMARK SELECT	P	2008-10-27	2013-05-29

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)
12,955		11,381	1,574
69,000		46,967	22,033
14,800		14,147	653
10,998		6,535	4,463
15,500		11,256	4,244
14,700		12,360	2,340
8,913		7,791	1,122
6,400		4,869	1,531
6,300		6,013	287
7,950		6,196	1,754
10,900		10,834	66
8,100		6,178	1,922
12,728		10,087	2,641
19,000		17,743	1,257
23,900		14,815	9,085
21,603		19,258	2,345
17,400		14,550	2,850
15,211		12,998	2,213
12,800		12,434	366
20,106		17,478	2,628
40,400		38,689	1,711
11,015		10,241	774
25,400		22,407	2,993
15,000		10,132	4,868
33,800		29,135	4,665
12,600		7,836	4,764
20,600		19,093	1,507
14,700		14,029	671
5,300		5,421	-121
10,100		9,409	691

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)
13,200		11,337	1,863
11,600		9,470	2,130
55,900		38,930	16,970
13,100		10,497	2,603
9,300		3,763	5,537

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
			22,033
			653
			4,463
			4,244
			2,340
			1,122
			1,531
			287
			1,754
			66
			1,922
			2,641
			1,257
			9,085
			2,345
			2,850
			2,213
			366
			2,628
			1,711
			774
			2,993
			4,868
			4,665
			4,764
			1,507
			671
			-121
			691

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	
			1,863
			2,130
			16,970
			2,603
			5,537

Form 990PF Part XV Line 1a - 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).

GLORIA SEWELL

FREDERICK SEWELL

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BALLET WORKS INC 528 HENNEPIN AV STE 205 MINNEAPOLIS, MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	55,000
CANTUS 1221 NICOLLET AVE STE 231 MINNEAPOLIS, MN 55403	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
CELLO AN AMERICAN EXPERIENCE 804 IVANHOE DRIVE NORTHFIELD, MN 55057	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,000
FRIENDS OF ARTARIA STRING 1693 PORTLAND AVE ST PAUL, MN 55104	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
FRIENDS OF THE ST PAUL CHAMBER ORCH 408 SAIT PETER ST ST PAUL, MN 55102	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
GREATER TC YOUTH SYMPHONY 408 ST PETER ST STE 300 ST PAUL, MN 55102	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,000
MACPHAIL CENTER FOR THE ARTS 501 S SECOND ST MINNEAPOLIS, MN 55401	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
MADELINE ISLAND MUSIC CAM 118 E 26TH ST 200 MINNEAPOLIS, MN 55404	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
MINNESOTA OPERA 620 NORTH FIRST STREET MINNEAPOLIS, MN 55401	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,000
MINNESOTA YOUTH SYMPHONIES 790 CLEVELAND AVE S STE 2 ST PAUL, MN 55116	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
PENUMBRA THEATRE COMPANY 270 NORTH KENT STREET ST PAUL, MN 55102	NONE	PUBLIC	ARTS EDUCATION AND APPRECIATION	1,000
REIF ARTS COUNCIL 720 NW CONIFER DR GRAND RAPIDS, MN 55744	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
SPRINGBOARD FOR THE ARTS 308 PRINCE ST STE 270 ST PAUL, MN 55101	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	4,500
THURSDAY MUSICAL 6620 NEWTON AV S RICHFIELD, MN 55423	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,500
UNITY CHURCH - UNITARIAN 732 HOLLY AVE N GROTTO ST ST PAUL, MN 55104	NONE	PUBLIC	COMMUNITY SERVICE	3,700
Total				145,700
			► 3a	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UPSTREAM ARTS 3501 CHICAGO AVE S MINNEAPOLIS, MN 55407	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
YMCA CAMP WIDJIWAGAN 3788 NORTH ARM ROAD ELY, MN 55731	NONE	PUBLIC	COMMUNITY SERVICE	1,000
THE ARTS PARTNERSHIP 345 WASHINGTON STREET ST PAUL, MN 55102	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	20,000
THE JUNGLE THEATER 2951 LYNDALE AVE S MINNEAPOLIS, MN 55408	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
METROPOLITAN SYMPHONY ORCHESTRA PO BOX 581213 MINNEAPOLIS, MN 55458	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
MINNESOTA FRINGE FESTIVAL 79 - 13TH AVE NE STE 112 MINNEAPOLIS, MN 55413	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	1,000
REBECCA DAVIS DANCE COMPANY 3171 35TH ST 3R NEW YORK, NY 11106	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
THE SCHUBERT CLUB 75 W 5TH STREET SAINT PAUL, MN 55102	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	5,000
TAPESTRY FOLKDANCE CENTER 3748 MINNEHAHA AVE MINNEAPOLIS, MN 55406	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	2,000
TWIN CITIES PUBLIC TELEVISION 172 E 4TH STREET SAINT PAUL, MN 55101	NONE	PUBLIC	ARTS EDUC AND APPRECIATION	10,000
Total			► 3a	145,700

TY 2013 Compensation Explanation

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Person Name	Explanation
GLORIA SEWELL	
FREDERICK SEWELL	

TY 2013 Investments Corporate Stock Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AQR DIVERSIFIED ARB CLASS 1	146,621	143,268
ARTISAN ITNL FUND	55,035	67,666
ARTIO TOTAL RETURN	151,418	142,375
BAIRD MID CAP	43,001	56,144
CENTURY SMALL CAP SELECT	46,712	95,998
FIRST EAGLE FUND	146,921	198,858
GOODHAVEN FUND	66,748	86,582
ISHARES RUSSELL 1000 GROWTH	56,140	81,051
ISHARES RUSSELL 2000	56,025	128,857
ISHARES RUSSELL MIDCAP GROWTH	64,454	92,121
ISHARES S&P INDEX	55,910	114,360
IVA INTERNATIONAL	143,166	166,843
JENSEN QUALITY GROWTH FUND	122,569	181,995
JP MORGAN STRATEGIC INCOME	96,835	98,719
LOOMIS SAYLES BOND CL I	275,813	292,591
NEUBERGER BERMAN CORE	52,215	49,306
OAKMARK SELECT FUND	40,848	88,667
PIMCO TOTAL RETURN FUND	124,482	123,073
SCHWAB RAFI 1500	57,259	69,884
T ROWE PRICE EUROPEAN	63,839	84,313
THIRD AVE VALUE SMALL CAP	55,778	95,826
VANGUARD BOND INDEX	67,149	64,296
WISDOMTREE EMERGING MKTS	120,049	124,258

TY 2013 Legal Fees Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	4,125	2,063		2,062

TY 2013 Other Assets Schedule

Name: SEWELL FAMILY FOUNDATION**EIN:** 41-1861892

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT	125,000	125,000	125,000

TY 2013 Other Professional Fees Schedule

Name: SEWELL FAMILY FOUNDATION

EIN: 41-1861892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	21,097	10,549		10,548

TY 2013 Taxes Schedule

Name: SEWELL FAMILY FOUNDATION**EIN:** 41-1861892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL AND FOREIGN	3,798	3,798		