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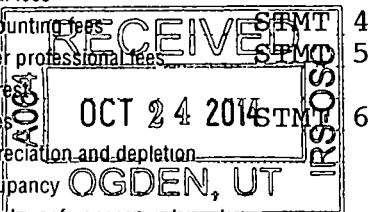


For calendar year 2013 or tax year beginning

, and ending

|  |   |  |
|--|---|--|
| Name of foundation<br><b>THE BEVERLY FOUNDATION</b>  |   | A Employer identification number<br><b>41-1958161</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>1660 HIGHWAY 100 S.</b>  | Room/suite<br><b>230</b>  | B Telephone number<br><b>952-545-3000</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>MINNEAPOLIS, MN 55416</b>   |   | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |   | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization<br><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><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)<br><b>\$ 31,197,404.</b>  | J Accounting method<br><input checked="" type="checkbox"/> Cash<br><input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | 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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received   |  |                                    |                           | N/A                     |   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B   |  |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments   |  | 179,510.                           | 175,548.                  |                         | STATEMENT 1   |
| 4 Dividends and interest from securities   |  | 496,593.                           | 495,010.                  |                         | STATEMENT 2   |
| 5a Gross rents   |  |                                    |                           |                         |   |
| b Net rental income or (loss)  |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10   |  | 657,191.                           |                           |                         |   |
| b Gross sales price for all assets on line 6a  |  | 2,734,137.                         |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)   |  |                                    | 656,095.                  |                         |   |
| 8 Net short-term capital gain  |  |                                    |                           |                         |   |
| 9 Income modifications   |  |                                    |                           |                         |   |
| 10a Gross sales less returns and allowances  |  |                                    |                           |                         |   |
| b Less Cost of goods sold  |  |                                    |                           |                         |   |
| c Gross profit or (loss)   |  |                                    |                           |                         |   |
| 11 Other income  |  | -33,861.                           | -22,329.                  |                         | STATEMENT 3   |
| 12 Total Add lines 1 through 11  |  | 1,299,433.                         | 1,304,324.                |                         |   |
| 13 Compensation of officers, directors, trustees, etc  |  | 0.                                 | 0.                        |                         | 0.  |
| 14 Other employee salaries and wages   |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits  |  |                                    |                           |                         |   |
| 16a Legal fees   |  |                                    |                           |                         |   |
| b Accounting fees  |  | 8,750.                             | 4,375.                    |                         | 4,375.  |
| c Other professional fees  |  | 242,024.                           | 197,422.                  |                         | 44,602.   |
| 17 Interest  |  |                                    |                           |                         |   |
| 18 Taxes   |  | 21,762.                            | 4,449.                    |                         | 0.  |
| 19 Depreciation and depletion  |  |                                    |                           |                         |   |
| 20 Occupancy   |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |  | 2,002.                             | 0.                        |                         | 2,002.  |
| 22 Printing and publications   |  |                                    |                           |                         |   |
| 23 Other expenses  |  | 123,018.                           | 121,571.                  |                         | 150.  |
| 24 Total operating and administrative expenses Add lines 13 through 23   |  | 397,556.                           | 327,817.                  |                         | 51,129.   |
| 25 Contributions, gifts, grants paid   |  | 1,374,915.                         |                           |                         | 1,374,915.  |
| 26 Total expenses and disbursements Add lines 24 and 25  |  | 1,772,471.                         | 327,817.                  |                         | 1,426,044.  |
| 27 Subtract line 26 from line 12   |  | -473,038.                          |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |  |                                    | 976,507.                  |                         |   |
| b Net investment income (if negative, enter -0-)   |  |                                    |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    |                           | N/A                     |   |



| Part II Balance Sheets   |   | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|--|---|---|----------------|-----------------------|
|  |   | Beginning of year   | End of year    |                       |
|  |   | (a) Book Value  | (b) Book Value | (c) Fair Market Value |
| Assets   | 1 Cash - non-interest-bearing   | 12,163.   | 17,804.        | 17,804.               |
|  | 2 Savings and temporary cash investments  | 607,885.  | 1,636,998.     | 1,636,998.            |
|  | 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  |   |                |                       |
|  | 7 Other notes and loans receivable ▶  |   |                |                       |
|  | Less allowance for doubtful accounts ▶  |   |                |                       |
|  | 8 Inventories for sale or use   |   |                |                       |
|  | 9 Prepaid expenses and deferred charges   |   |                |                       |
|  | 10a Investments - U.S. and state government obligations   |   |                |                       |
|  | b Investments - corporate stock STMT 8  | 13,020,096.   | 12,104,095.    | 14,567,035.           |
|  | c Investments - corporate bonds   |   |                |                       |
|  | Liabilities   | 11 Investments - land, buildings, and equipment basis ▶   |                |                       |
| Less accumulated depreciation ▶  |   |   |                |                       |
| 12 Investments - mortgage loans  |   |   |                |                       |
| 13 Investments - other   |   |   |                |                       |
| 14 Land, buildings, and equipment basis ▶  |   |   |                |                       |
| Less accumulated depreciation ▶  |   |   |                |                       |
| 15 Other assets (describe STATEMENT 9)   |   | 12,055,686.   | 11,463,895.    | 14,975,567.           |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) |   | 25,695,830.   | 25,222,792.    | 31,197,404.           |
| 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   |   |   |                |                       |
| 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. <input type="checkbox"/> |   |                |                       |
|  | 24 Unrestricted   |   |                |                       |
|  | 25 Temporarily restricted   |   |                |                       |
|  | 26 Permanently restricted   |   |                |                       |
|  | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>   |   |                |                       |
|  | 27 Capital stock, trust principal, or current funds   | 0.  | 0.             |                       |
|  | 28 Paid-in or capital surplus, or land, bldg, and equipment fund  | 0.  | 0.             |                       |
|  | 29 Retained earnings, accumulated income, endowment, or other funds   | 25,695,830.   | 25,222,792.    |                       |
| 30 Total net assets or fund balances   | 25,695,830.   | 25,222,792.   |                |                       |
| 31 Total liabilities and net assets/fund balances  | 25,695,830.   | 25,222,792.   |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 25,695,830. |
| 2 Enter amount from Part I, line 27a  | 2 | -473,038.   |
| 3 Other increases not included in line 2 (itemize) ▶  | 3 | 0.          |
| 4 Add lines 1, 2, and 3   | 4 | 25,222,792. |
| 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 | 25,222,792. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|---|--|--|------------------------------------|--------------------------------|
| 1a  |  |  |                                    |                                |
| b SEE ATTACHED STATEMENT  |  |  |                                    |                                |
| c   |  |  |                                    |                                |
| d   |  |  |                                    |                                |
| e   |  |  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a                     |  |   |  |
| b                     |  |   |  |
| c                     |  |   |  |
| d                     |  |   |  |
| e 2,734,137.          |  | 2,078,042.                                      | 656,095.                                     |

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<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|------------------------|--------------------------------------|---|--|
| a                      |                                      |   |  |
| b                      |                                      |   |  |
| c                      |                                      |   |  |
| d                      |                                      |   |  |
| e                      |                                      |   | 656,095.   |

|   |   |   |          |
|---|---|---|----------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 656,095. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter -0- in Part I, line 8 |   | 3 | N/A      |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2012   | 1,248,139.                               | 28,481,964.                                  | .043822   |
| 2011   | 1,315,067.                               | 25,798,114.                                  | .050975   |
| 2010   | 1,296,501.                               | 27,257,055.                                  | .047566   |
| 2009   | 1,475,808.                               | 24,962,127.                                  | .059122   |
| 2008   | 1,440,622.                               | 29,673,230.                                  | .048550   |

|   |   |             |
|---|---|-------------|
| 2 Total of line 1, column (d)   | 2 | .250035     |
| 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 | .050007     |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5  | 4 | 29,747,443. |
| 5 Multiply line 4 by line 3   | 5 | 1,487,580.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)  | 6 | 9,765.      |
| 7 Add lines 5 and 6   | 7 | 1,497,345.  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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<br>See the Part VI instructions | 8 | 1,426,044.  |

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

|    |   |    |         |
|----|---|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) | 1  | 19,530. |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b   |    |         |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)  | 2  | 0.      |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | 3  | 19,530. |
| 3  | Add lines 1 and 2   | 4  | 0.      |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | 5  | 19,530. |
| 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 | 12,061. |
| b  | Exempt foreign organizations - tax withheld at source   | 6b |         |
| c  | Tax paid with application for extension of time to file (Form 8868)   | 6c | 20,000. |
| d  | Backup withholding erroneously withheld   | 6d |         |
| 7  | Total credits and payments. Add lines 6a through 6d   | 7  | 32,061. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached  | 8  | 140.    |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed   | 9  |         |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 12,391. |
| 11 | Enter the amount of line 10 to be credited to 2014 estimated tax <input type="checkbox"/> 12,391. Refunded <input type="checkbox"/> 0.  | 11 | 0.      |

**Part VII-A Statements Regarding Activities**

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

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**Part VII-A Statements Regarding Activities** (continued)

|    |  |    |     |         |
|----|--|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)  | 11 |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)   | 12 |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A   | 13 | X   |         |
| 14 | The books are in care of ► <b>SHERRI LEMANCZYK</b> Telephone no ► <b>952-545-3000</b><br>Located at ► <b>1660 HIGHWAY 100 S., SUITE 230, MINNEAPOLIS, MN</b> ZIP+4 ► <b>55416</b>  |    |     |         |
| 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<br>► 15 N/A  |    |     |         |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|   | Yes   | No |
|---|---|----|
| 1a During the year did the foundation (either directly or indirectly)   |   |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>   | 1b  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?   | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))   |   |    |
| a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?<br>If "Yes," list the years ►   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)   | N/A   | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br>►  |   |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) | N/A   | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?   | 4b  | X  |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

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.

| (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 |
|---|---|---|---|---------------------------------------|
| BEVERLY DEIKEL<br>1660 HIGHWAY 100 S., SUITE 230<br>MINNEAPOLIS, MN 55416   | PRESIDENT, TREASURER<br>1.00                              | 0.  | 0.  | 0.                                    |
| RONALD FINGERHUT<br>1660 HIGHWAY 100 S., SUITE 230<br>MINNEAPOLIS, MN 55416 | SECRETARY<br>0.50   | 0.  | 0.  | 0.                                    |
|   |   |   |   |                                       |
|   |   |   |   |                                       |
|   |   |   |   |                                       |
|   |   |   |   |                                       |
|   |   |   |   |                                       |

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

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

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



0

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

|   | Expenses |
|---|----------|
| 1 THE BEVERLY FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH MAKING CHARITABLE GIFTS AND DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES. SINCE THIS FOUNDATION'S | 0.       |
| 2 CHARITABLE PROGRAMS CONSIST SOLELY OF GRANT-MAKING ACTIVITIES, NO ALLOCATION OF ADMINISTRATIVE EXPENSES BETWEEN GRANT ACTIVITIES, DIRECT CHARITABLE ACTIVITIES AND PROGRAM-       | 0.       |
| 3 RELATED INVESTMENTS IS REQUIRED.  |          |
|   | 0.       |
| 4   |          |
|   |          |

**Part IX-B** Summary of Program-Related Investments

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

|  | Amount |
|--|--------|
| 1 NONE   |        |
|  | 0.     |
| 2  |        |
|  |        |
| All other program-related investments See instructions |        |
| 3 NONE   |        |
|  | 0.     |
|  | 0.     |

Total. Add lines 1 through 3

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

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |             |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 13,908,502. |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 1,606,203.  |
| <b>c</b> | Fair market value of all other assets   | <b>1c</b> | 14,685,745. |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 30,200,450. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 30,200,450. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 453,007.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 29,747,443. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 1,487,372.  |

**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.)

|           |   |           |            |
|-----------|---|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 1,487,372. |
| <b>2a</b> | Tax on investment income for 2013 from Part VI, line 5  | <b>2a</b> | 19,530.    |
| <b>b</b>  | Income tax for 2013 (This does not include the tax from Part VI)  | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 19,530.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,467,842. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 1,467,842. |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  | 0.         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,467,842. |

**Part XII****Qualifying Distributions** (see instructions)

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 1,426,044. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the   |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 1,426,044. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 0.         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 1,426,044. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII** Undistributed Income (see instructions)

|   | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7   |               |                            |             | 1,467,842.  |
| <b>2</b> Undistributed income, if any, as of the end of 2013  |               |                            |             |             |
| <b>a</b> Enter amount for 2012 only   |               |                            | 1,342,138.  |             |
| <b>b</b> Total for prior years  |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2013  |               |                            |             |             |
| <b>a</b> From 2008  |               |                            |             |             |
| <b>b</b> From 2009  |               |                            |             |             |
| <b>c</b> From 2010  |               |                            |             |             |
| <b>d</b> From 2011  |               |                            |             |             |
| <b>e</b> From 2012  |               |                            |             |             |
| <b>f</b> Total of lines 3a through e  | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,426,044.  |               |                            |             |             |
| <b>a</b> Applied to 2012, but not more than line 2a   |               |                            | 1,342,138.  |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| <b>d</b> Applied to 2013 distributable amount   | 0.            |                            |             | 83,906.     |
| <b>e</b> Remaining amount distributed out of corpus   | 0.            |                            |             | 0.          |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)  |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b  |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions  |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr   |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014  |               |                            |             | 1,383,936.  |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7   | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9  |               |                            |             |             |
| <b>a</b> Excess from 2009   |               |                            |             |             |
| <b>b</b> Excess from 2010   |               |                            |             |             |
| <b>c</b> Excess from 2011   |               |                            |             |             |
| <b>d</b> Excess from 2012   |               |                            |             |             |
| <b>e</b> Excess from 2013   |               |                            |             |             |

N/A

- (4) Gross investment income

[illegible]

## MIN22791

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div>                       | 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            |
|---|---|--------------------------------|--|-------------------|
| <b>a</b> Paid during the year   |   |                                |  |                   |
| ADVANCING WOMEN PROFESSIONALS<br>520 EIGHTH AVENUE 4TH FLOOR<br>NEW YORK, NY 10018        | N/A   | PUBLIC                         | GENERAL OPERATING                        | 10,000.           |
| AMERICAN FRIENDS OF NISHMAT<br>274 MADISON AVE #504<br>NEW YORK, NY 10016                 | N/A   | PUBLIC                         | SCHOLARSHIPS                             | 30,000.           |
| AMERICAN FRIENDS OF LEKET/TABLE TO<br>TABLE<br>PO BOX 2090<br>TEANECK, NJ 07666           | N/A   | PUBLIC                         | FOOD BANK/GLEANERS<br>PROJECT            | 36,000.           |
| AMERICAN JEWISH JOINT DISTRIBUTION<br>COMMITTEE, INC<br>711 3RD AVE<br>NEW YORK, NY 10017 | N/A   | PUBLIC                         | TYPHOON RELIEF                           | 10,000.           |
| APPETITE FOR CHANGE<br>2900 FREMONT AVE N #107<br>MINNEAPOLIS, MN 55411                   | N/A   | PUBLIC                         | GENERAL OPERATING                        | 5,000.            |
| <b>Total</b>  | <b>SEE CONTINUATION SHEET(S)</b>  |                                |  | <b>1,374,915.</b> |
| <b>b</b> Approved for future payment  |   |                                |  |                   |
| ADVANCING WOMEN PROFESSIONALS<br>520 EIGHTH AVENUE 4TH FLOOR<br>NEW YORK, NY 10018        | N/A   | PUBLIC                         | GENERAL OPERATING                        | 10,000.           |
| COOKIE CART LEARNING CENTER<br>1119 W BROADWAY AVE<br>MINNEAPOLIS, MN 55411               | N/A   | PUBLIC                         | GENERAL<br>OPERATING/CAPITAL<br>CAMPAIGN | 20,000.           |
| GILDA'S CLUB<br>5115 EXCELSIOR BLVD #448<br>MINNEAPOLIS, MN 55416                         | N/A   | PUBLIC                         | GENERAL OPERATING                        | 25,000.           |
| <b>Total</b>  | <b>SEE CONTINUATION SHEET(S)</b>  |                                |  | <b>577,500.</b>   |



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

- | 1        | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  | Yes   | No |
|----------|--|-------|----|
|          |  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

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

To: Daniel

Date \_\_\_\_\_

Title

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

☒ Yes ☐ No

|                                       |  |                        |          |   |           |
|---------------------------------------|--|------------------------|----------|---|-----------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name   | Preparer's signature   | Date     | Check <input type="checkbox"/> if self-employed | PTIN      |
|                                       | ANNE M. LEDWEIN  | <i>Anne M. Ledwein</i> | 10/17/11 |   | P00448677 |
|                                       | Firm's name ▶ CBIZ MHM, LLC  |                        |          | Firm's EIN ▶ 34-1873282                         |           |
|                                       | Firm's address ▶ 222 SOUTH 9TH STREET, SUITE 1000<br>MINNEAPOLIS, MN 55402 |                        |          | Phone no. 612-339-7811                          |           |

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**Part IV** Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co |                                    | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|------------------------------------|--|--------------------------------------|----------------------------------|
| 1a   | PASSTHROUGH LT GAIN                | P  |                                      |                                  |
| b  | PASSTHROUGH LT GAIN, UBI           | P  |                                      |                                  |
| c  | PASSTHROUGH ST GAIN                | P  |                                      |                                  |
| d  | SECURITIES LITIGATION              | P  |                                      |                                  |
| e  | 92,750 SHS PIMCO FDS               | P  | 08/09/02                             | 07/25/13                         |
| f  | 9,000 SHS VANGUARD FTSE AL WORLD   | P  | 06/01/12                             | 02/19/13                         |
| g  | 5,800 SHS VANGUARD TOTAL STOCK MKT | P  | 06/01/12                             | 02/19/13                         |
| h  | 5,390 SHS VANGUARD TOTAL STOCK MKT | P  | 06/01/12                             | 12/17/13                         |
| i  | PASSTHROUGH 1256 LOSSES            | P  |                                      |                                  |
| j  | PASSTHROUGH LT GAIN, UBI           | P  |                                      |                                  |
| k  | CAPITAL GAINS DIVIDENDS            |  |                                      |                                  |
| l  |                                    |  |                                      |                                  |
| m  |                                    |  |                                      |                                  |
| n  |                                    |  |                                      |                                  |
| o  |                                    |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 312,426.            |  |   | 312,426.                                     |
| b 1,096.              |  |   | 1,096.                                       |
| c 30,591.             |  |   | 30,591.                                      |
| d 842.                |  |   | 842.   |
| e 1,000,772.          |  | 993,913.  | 6,859.                                       |
| f 422,098.            |  | 341,264.  | 80,834.                                      |
| g 457,621.            |  | 385,042.  | 72,579.                                      |
| h 500,022.            |  | 357,823.  | 142,199.                                     |
| i -28,482.            |  |   | -28,482.                                     |
| j -1,096.             |  |   | -1,096.                                      |
| k 38,247.             |  |   | 38,247.                                      |
| l                     |  |   |  |
| m                     |  |   |  |
| n                     |  |   |  |
| o                     |  |   |  |

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<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Losses (from col (h))<br>Gains (excess of col (h) gain over col (k),<br>but not less than "-0-") |
|------------------------|--------------------------------------|---|--|
| a                      |                                      |   | 312,426.   |
| b                      |                                      |   | 1,096.   |
| c                      |                                      |   | 30,591.  |
| d                      |                                      |   | 842.   |
| e                      |                                      |   | 6,859.   |
| f                      |                                      |   | 80,834.  |
| g                      |                                      |   | 72,579.  |
| h                      |                                      |   | 142,199.   |
| i                      |                                      |   | -28,482.   |
| j                      |                                      |   | -1,096.  |
| k                      |                                      |   | 38,247.  |
| l                      |                                      |   |  |
| m                      |                                      |   |  |
| n                      |                                      |   |  |
| o                      |                                      |   |  |

|   |   |          |
|---|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }   | 2 | 656,095. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A      |

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

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution      | Amount            |
|---|--|--------------------------------------|--|-------------------|
| AVENUES FOR HOMELESS YOUTH<br>1708 OAK PARK AVENUE NORTH<br>MINNEAPOLIS, MN 55411       | N/A  | PUBLIC                               | GENERAL OPERATING                        | 15,000.           |
| BRIDGE FOR YOUTH<br>1111 WEST 22ND STREET<br>MINNEAPOLIS, MN 55405                      | N/A  | PUBLIC                               | GENERAL OPERATING                        | 15,000.           |
| CASA NEW MEXICO<br>466 W SAN FRANCISCO ST<br>SANTA FE, NM 87501                         | N/A  | PUBLIC                               | GENERAL OPERATING                        | 250.              |
| CHILDREN'S THEATRE COMPANY<br>2400 THIRD AVENUE SOUTH<br>MINNEAPOLIS, MN 55404          | N/A  | PUBLIC                               | GENERAL OPERATING                        | 10,000.           |
| COOKIE CART LEARNING CENTER<br>1119 W BROADWAY AVE<br>MINNEAPOLIS, MN 55411             | N/A  | PUBLIC                               | GENERAL<br>OPERATING/CAPITAL<br>CAMPAIGN | 20,000.           |
| EAST SIDE NEIGHBORHOOD SERVICES INC<br>1700 2ND STREET NE<br>MINNEAPOLIS, MN 55413      | N/A  | PUBLIC                               | GENERAL OPERATING                        | 35,000.           |
| EMERGE<br>1101 W BROADWAY AVENUE<br>MINNEAPOLIS, MN 55411                               | N/A  | PUBLIC                               | GENERAL OPERATING                        | 10,000.           |
| EMERGENCY FOODSHELF NETWORK<br>8501 54TH AVENUE N<br>NEW HOPE, MN 55428                 | N/A  | PUBLIC                               | GENERAL OPERATING                        | 1,000.            |
| ENVIRONMENT NM RESEARCH & POLICY<br>CENTER INC<br>PO BOX 40173<br>ALBUQUERQUE, NM 87196 | N/A  | PUBLIC                               | GENERAL OPERATING                        | 250.              |
| FREE THE CHILDREN<br>4301 HIGHWAY 7 #120<br>MINNEAPOLIS, MN 55416                       | N/A  | PUBLIC                               | GENERAL OPERATING                        | 20,000.           |
| <b>Total from continuation sheets</b>   |  |                                      |  | <b>1,283,915.</b> |

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

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| FRIENDS OF THE MISSISSIPPI RIVER<br>360 ROBERT ST N #400<br>ST. PAUL, MN 55101            | N/A  | PUBLIC                               | GENERAL<br>OPERATING/HOLIDAY GIFT   | 5,500.  |
| GILDA'S CLUB<br>5115 EXCELSIOR BLVD #448<br>MINNEAPOLIS, MN 55416                         | N/A  | PUBLIC                               | GENERAL OPERATING                   | 25,000. |
| GREATER MINNEAPOLIS CRISIS NURSERY<br>4544 4TH AVE S<br>MINNEAPOLIS, MN 55419             | N/A  | PUBLIC                               | GENERAL OPERATING                   | 12,000. |
| HADASSAH<br>50 WEST 58TH STREET<br>NEW YORK, NY 10019                                     | N/A  | PUBLIC                               | GENERAL OPERATING                   | 5,000.  |
| HAND IN HAND<br>P.O. BOX 80102<br>PORTLAND, OR 97280                                      | N/A  | PUBLIC                               | GENERAL OPERATING                   | 10,000. |
| HANDS ACROSS THE SEA, INC.<br>651 ORCHARD ST. #203<br>NEW BEDFORD, MA 02744               | N/A  | PUBLIC                               | GENERAL OPERATING                   | 5,000.  |
| HERZL CAMP<br>7204 W 27TH STREET #226<br>ST. LOUIS PARK, MN 55426                         | N/A  | PUBLIC                               | CAPITAL CAMPAIGN                    | 20,000. |
| ISRAEL GUIDE DOG CENTER FOR THE BLIND<br>968 EASTON ROAD, SUITE H<br>WARRINGTON, PA 18976 | N/A  | PUBLIC                               | PARTNERSHIP                         | 25,000. |
| ISRAEL PROJECT<br>2020 K STREET NW #7600<br>WASHINGTON, DC 20006                          | N/A  | PUBLIC                               | GENERAL OPERATING                   | 50,000. |
| JEWISH COMMUNITY RELATIONS COUNCIL<br>12 N 12TH STREET SUITE 480<br>MINNEAPOLIS, MN 55403 | N/A  | PUBLIC                               | TOLERANCE MN                        | 65,000. |
| Total from continuation sheets  |  |                                      |                                     |         |

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

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--|--|--------------------------------------|-------------------------------------|----------|
| JEWISH FAMILY & CHILDREN'S SERVICE<br>13100 WAYZATA BLVD #400<br>MINNETONKA, MN 55305    | N/A  | PUBLIC                               | GENERAL OPERATING                   | 60,000.  |
| JEWISH HOUSING AND PROGRAMING<br>13100 WAYZATA BLVD #300<br>MINNETONKA, MN 55305         | N/A  | PUBLIC                               | START UP COSTS                      | 15,000.  |
| JEWISH WORLD WATCH<br>5551 BALBOA<br>ENCINO, CA 91316                                    | N/A  | PUBLIC                               | GENERAL OPERATING                   | 10,000.  |
| KESHET<br>284 ARMORY STREET<br>JAMAICA PLAIN, MA 02130                                   | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000.  |
| MAZON-JEWISH RESPONSE TO HUNGER<br>10495 SANTA MONICA BLVD #100<br>LOS ANGELES, CA 90025 | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000.  |
| MEET INTERNATIONAL INC<br>2440 TAMALPAIS ST.<br>MOUNTAIN VIEW, CA 94043                  | N/A  | PUBLIC                               | GENERAL OPERATING                   | 30,000.  |
| MINNEAPOLIS JEWISH FEDERATION<br>13100 WAYZATA BLVD #200<br>MINNETONKA, MN 55305         | N/A  | PUBLIC                               | GENERAL OPERATING                   | 226,000. |
| MINNEAPOLIS JEWISH DAY SCHOOL<br>4330 CEDAR LAKE RD S<br>ST. LOUIS PARK, MN 55416        | N/A  | PUBLIC                               | NADIV PROGRAM                       | 5,000.   |
| MN FOOD ASSOCIATION<br>14220 OSTLUND TRL N, STE B<br>MARINE ST CROIX, MN 55047           | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000.  |
| NATIONAL COUCIL OF JEWISH WOMEN<br>13100 WAYZATA BLVD #160<br>MINNETONKA, MN 55305       | N/A  | PUBLIC                               | STUFF FOR KIDS PROGRAM              | 5,000.   |
| Total from continuation sheets   |  |                                      |                                     |          |

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

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--|--|--------------------------------------|-------------------------------------|---------|
| NAT'L PARKINSON FOUNDATION MN<br>5905 GOLDEN VALLEY ROAD, STE 201<br>GOLDEN VALLEY, MN 55422                               | N/A  | PUBLIC                               | MOVING DAY SPONSOR                  | 1,600.  |
| NECHAMA-JEWISH RESPONSE TO DISASTER<br>4330 S CEDAR LAKE ROAD<br>MINNEAPOLIS, MN 55416                                     | N/A  | PUBLIC                               | GENERAL OPERATING                   | 25,000. |
| NEIGHBORHOOD INVOLVEMENT PROGRAM<br>2431 HENNEPIN AVENUE<br>MINNEAPOLIS, MN 55405  | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000. |
| NEW ISRAEL FUND<br>2100 M STREET NW #619<br>WASHINGTON, DC 20037   | N/A  | PUBLIC                               | MAHAPACH-TAGHIR                     | 18,000. |
| NEW MEXICO CHILDREN'S FOUNDATION<br>PO BOX 8182<br>SANTA FE, NM 87504  | N/A  | PUBLIC                               | GENERAL OPERATING                   | 250.    |
| OPERATION BOOTSTRAP AFRICA<br>625 FOURTH AVE S, STE 110<br>MINNEAPOLIS, MN 55415   | N/A  | PUBLIC                               | MASANGE SCHOOL                      | 10,500. |
| PACER CENTER<br>8161 NORMANDALE BLVD.<br>MINNEAPOLIS, MN 55437   | N/A  | PUBLIC                               | HOUSING PROGRAM                     | 20,000. |
| PASSTHROUGH FROM FLAG PRIVATE EQUITY,<br>L.P.-CASH CONTRIBUTIONS<br>1266 EAST MAIN STREET, 5TH FLOOR<br>STAMFORD, CT 06902 | N/A  | PUBLIC                               | GENERAL OPERATIONS                  | 4.      |
| PASSTHROUGH FROM FLAG GLOBAL PARTNERS<br>LP-CASH CONTRIBUTIONS<br>1266 EAST MAIN STREET, 5TH FLOOR<br>STAMFORD, CT 06902   | N/A  | PUBLIC                               | GENERAL OPERATING                   | 39.     |
| PASSTHROUGH FROM LYRICAL-ANTHEUS<br>REALTY PARTNERS III, LP-CASH<br>CONTRIBUTIONS<br>32 N DEAN ST<br>ENGLWOOD, NJ 07631    | N/A  | PUBLIC                               | GENERAL OPERATIONS                  | 7.      |
| Total from continuation sheets   |  |                                      |                                     |         |

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

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount   |
|---|--|--------------------------------------|---------------------------------------|----------|
| PASSTHROUGH FROM WALTON STREET REAL<br>ESTATE FUND VI, LP - CASH<br>CONTRIBUTIONS<br>900 NORTH MICHIGAN AVE., SUITE 1900<br>CHICAGO, IL 60611 | N/A  | PUBLIC                               | GENERAL OPERATIONS                    | 10.      |
| PEF ISRAEL ENDOWMENT FUNDS<br>317 MADISON AVENUE #607<br>NEW YORK, NY 10017   | N/A  | PUBLIC                               | CENTER FOR WOMENS<br>JUSTICE          | 15,000.  |
| PEF ISRAEL ENDOWMENT FUNDS<br>317 MADISON AVENUE #607<br>NEW YORK, NY 10017   | N/A  | PUBLIC                               | ISRAEL FAMILY PLANNING<br>ASSOCIATION | 20,000.  |
| PLANNED PARENTHOOD<br>671 VANDALIA ST<br>ST. PAUL, MN 55114   | N/A  | PUBLIC                               | GENERAL OPERATING                     | 30,000.  |
| PROJECT FOR PRIDE IN LIVING, INC<br>1035 EAST FRANKLIN AVENUE<br>MINNEAPOLIS, MN 55404  | N/A  | PUBLIC                               | GENERAL OPERATING                     | 15,000.  |
| RESOURCE FOUNDATION<br>237 W 35TH STREET #1203<br>NEW YORK, NY 10001  | N/A  | PUBLIC                               | DOMSETCO PROJECT                      | 150,000. |
| RIO GRANDE SCHOOL<br>715 CAMINO CABRA<br>SANTA FE, NM 87505   | N/A  | PUBLIC                               | GENERAL OPERATING                     | 2,500.   |
| SAFE AVENUES<br>P.O. BOX 568<br>WILLMAR, MN 56201   | N/A  | PUBLIC                               | GENERAL OPERATING                     | 12,000.  |
| SANTA FE HUMANE SOCIETY<br>100 CAJA DEL RIO RD<br>SANTA FE, NM 87507  | N/A  | PUBLIC                               | GENERAL OPERATING                     | 250.     |
| SHOLOM FOUNDATION<br>3610 PHILLIPS PARKWAY<br>ST. LOUIS PARK, MN 55426  | N/A  | PUBLIC                               | GENERAL OPERATING                     | 25,000.  |
| Total from continuation sheets  |  |                                      |                                       |          |

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

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| SOJOURNER PROJECT, INC.<br>P.O. BOX 272<br>HOPKINS, MN 55343                              | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000. |
| ST. DAVID'S CHILD DEV. & FAMILY<br>SERVICE<br>3395 PLYMOUTH RD<br>MINNETONKA, MN 55305    | N/A  | PUBLIC                               | CAPITAL<br>CAMPAIGN/FAMILY PLACE    | 15,000. |
| STEP<br>6812 W LAKE STREET<br>ST. LOUIS PARK, MN 55426                                    | N/A  | PUBLIC                               | GENERAL OPERATING                   | 25,000. |
| STORE TO DOOR<br>1935 WEST COUNTY ROAD B2<br>ROSEVILLE, MN 55113                          | N/A  | PUBLIC                               | GENERAL OPERATING                   | 1,000.  |
| SUSAN G. KOMAN BREAST CANCER<br>FOUNDATION<br>301 SOUTH AVENUE<br>BLOOMINGTON, MN 55425   | N/A  | PUBLIC                               | WALK SPONSOR                        | 1,000.  |
| TEENWISE MINNESOTA<br>1619 DAYTON AVENUE<br>ST. PAUL, MN 55104                            | N/A  | PUBLIC                               | GENERAL OPERATING                   | 5,000.  |
| THINK NEW MEXICO<br>1227 PASEO DE PERALTA<br>SANTA FE, NM 87501                           | N/A  | PUBLIC                               | GENERAL OPERATING                   | 500.    |
| WALK-IN COUNSELING CENTER MINNESOTA<br>2421 CHICAGO AVENUE SOUTH<br>MINNEAPOLIS, MN 55404 | N/A  | PUBLIC                               | GENERAL OPERATING                   | 10,000. |
| WIDECAST<br>1348 RUSTICVIEW DRIVE<br>BALLWIN, MO 63011                                    | N/A  | PUBLIC                               | BEACH PATROLS                       | 54,255. |
| WILDERNESS INQUIRY, INC.<br>808 14TH AVE SE<br>MINNEAPOLIS, MN 55414                      | N/A  | PUBLIC                               | GENERAL OPERATING                   | 1,000.  |
| Total from continuation sheets  |  |                                      |                                     |         |

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

| Recipient<br>Name and address (home or business)                                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| WILDERNESS WATCH<br>P.O. BOX 9175<br>MISSOULA, MT 59807                           | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000. |
| WOUNDED WARRIOR'S PROJECT<br>4899 BELFORT ROAD, STE 300<br>JACKSONVILLE, FL 32256 | N/A  | PUBLIC                               | GENERAL OPERATING                   | 4,000.  |
| YOUTH FARM AND MARKET PROJECT<br>128 W 33RD STREET, #2<br>MINNEAPOLIS, MN 55408   | N/A  | PUBLIC                               | GENERAL OPERATING                   | 11,000. |
| YOUTHCARE<br>2701 UNIVERSITY AVENUE SE #205<br>MINNEAPOLIS, MN 55414              | N/A  | PUBLIC                               | GENERAL OPERATING                   | 1,000.  |
| YWCA OF MINNEAPOLIS<br>1130 NICOLLET MALL<br>MINNEAPOLIS, MN 55403                | N/A  | PUBLIC                               | EARLY CHILDHOOD ED<br>PROGRAM       | 20,000. |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
|   |  |                                      |                                     |         |
| Total from continuation sheets  |  |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---|--|--------------------------------------|-------------------------------------|----------|
| HERZL CAMP<br>7204 W 27TH STREET #226<br>ST. LOUIS PARK, MN 55426                         | N/A  | PUBLIC                               | CAPITAL CAMPAIGN                    | 20,000.  |
| JEWISH COMMUNITY RELATIONS COUNCIL<br>12 N 12TH STREET SUITE 480<br>MINNEAPOLIS, MN 55403 | N/A  | PUBLIC                               | GENERAL OPERATING                   | 40,000.  |
| JEWISH FAMILY & CHILDREN'S SERVICE<br>13100 WAYZATA BLVD #400<br>MINNETONKA, MN 55305     | N/A  | PUBLIC                               | GENERAL OPERATING                   | 60,000.  |
| JEWISH HOUSING AND PROGRAMING<br>13100 WAYZATA BLVD #300<br>MINNETONKA, MN 55305          | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000.  |
| MAZON-JEWISH RESPONSE TO HUNGER<br>10495 SANTA MONICA BLVD #100<br>LOS ANGELES, CA 90025  | N/A  | PUBLIC                               | GENERAL OPERATING                   | 15,000.  |
| MEET INTERNATIONAL INC<br>2440 TAMALPAIS ST.<br>MOUNTAIN VIEW, CA 94043                   | N/A  | PUBLIC                               | GENERAL OPERATING                   | 30,000.  |
| MINNEAPOLIS JEWISH FEDERATION<br>13100 WAYZATA BLVD #200<br>MINNETONKA, MN 55305          | N/A  | PUBLIC                               | GENERAL OPERATING                   | 180,000. |
| MINNEAPOLIS JEWISH DAY SCHOOL<br>4330 CEDAR LAKE RD S<br>ST. LOUIS PARK, MN 55416         | N/A  | PUBLIC                               | GENERAL OPERATING                   | 10,000.  |
| NECHAMA-JEWISH RESPONSE TO DISASTER<br>4330 S CEDAR LAKE ROAD<br>MINNEAPOLIS, MN 55416    | N/A  | PUBLIC                               | GENERAL OPERATING                   | 50,000.  |
| SHOLOM FOUNDATION<br>3610 PHILLIPS PARKWAY<br>ST. LOUIS PARK, MN 55426                    | N/A  | PUBLIC                               | GENERAL OPERATING                   | 87,500.  |
| Total from continuation sheets  |  |                                      |                                     | 522,500. |

### 3 Grants and Contributions Approved for Future Payment (Continuation)

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

| SOURCE                                | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|---------------------------------|-------------------------------|
| PASSTHROUGH INTEREST INCOME           | 175,071.                    | 175,071.                        |                               |
| PASSTHROUGH INTEREST INCOME,<br>UBI   | 3,083.                      | 0.                              |                               |
| PASSTHROUGH TAX EXEMPT<br>INTEREST    | 879.                        | 0.                              |                               |
| PASSTHROUGH US OBLIGATION<br>INTEREST | 477.                        | 477.                            |                               |
| TOTAL TO PART I, LINE 3               | 179,510.                    | 175,548.                        |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                                 | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PASSTHROUGH<br>DIVIDEND INCOME         | 174,983.        | 0.                            | 174,983.                    | 174,983.                          |                               |
| PASSTHROUGH<br>DIVIDEND INCOME,<br>UBI | 1,583.          | 0.                            | 1,583.                      | 0.                                |                               |
| US BANK<br>INVESTMENTS                 | 358,274.        | 38,247.                       | 320,027.                    | 320,027.                          |                               |
| TO PART I, LINE 4                      | 534,840.        | 38,247.                       | 496,593.                    | 495,010.                          |                               |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                                     | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| PASSTHROUGH OTHER INCOME                        | -14,646.                    | -14,646.                          |                               |
| PASSTHROUGH OTHER INCOME, UBI                   | -16,782.                    | 0.                                |                               |
| PASSTHROUGH SEC. 1231, 988 & SUB<br>PART F      | -7,683.                     | -7,683.                           |                               |
| PASSTHROUGH SEC. 1231, 988 & SUB<br>PART F, UBI | 5,250.                      | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11           | -33,861.                    | -22,329.                          |                               |

## FORM 990-PF

## ACCOUNTING FEES

STATEMENT 4

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 8,750.                       | 4,375.                            |                               | 4,375.                        |
| TO FORM 990-PF, PG 1, LN 16B | 8,750.                       | 4,375.                            |                               | 4,375.                        |

## FORM 990-PF

## OTHER PROFESSIONAL FEES

STATEMENT 5

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ARL & ASSOCIATES             | 44,602.                      | 0.                                |                               | 44,602.                       |
| ASSET MANAGEMENT FEES        | 197,422.                     | 197,422.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 242,024.                     | 197,422.                          |                               | 44,602.                       |

## FORM 990-PF

## TAXES

STATEMENT 6

| DESCRIPTION                       | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES PAID                | 3,812.                       | 3,812.                            |                               | 0.                            |
| PASSTHROUGH FOREIGN TAXES<br>PAID | 639.                         | 637.                              |                               | 0.                            |
| FEDERAL & STATE TAX               | 17,311.                      | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18       | 21,762.                      | 4,449.                            |                               | 0.                            |

| FORM 990-PF                           | OTHER EXPENSES               |                                   |                               | STATEMENT 7                   |
|---------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                           | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| DUES & SUBSCRIPTIONS                  | 150.                         | 0.                                |                               | 150.                          |
| PASSTHROUGH INVESTMENT INT.<br>EXP.   | 10,410.                      | 10,349.                           |                               | 0.                            |
| PASSTHROUGH OTHER EXPENSES            | 112,341.                     | 111,222.                          |                               | 0.                            |
| PASSTHROUGH NONDEDUCTIBLE<br>EXPENSES | 117.                         | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23           | 123,018.                     | 121,571.                          |                               | 150.                          |

| FORM 990-PF                             | CORPORATE STOCK |                      | STATEMENT 8 |
|---|-----------------|----------------------|-------------|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET<br>VALUE |             |
| PIMCO FDS TOTAL RETURN FUND             | 4,417,304.      | 4,388,259.           |             |
| VANGUARD FTSE ALL WORLD EX-US ETF       | 1,833,724.      | 2,453,303.           |             |
| VANGUARD TOTAL STOCK MARKET ETF         | 4,332,117.      | 6,259,356.           |             |
| PIMCO COMMODITY REAL RETURN STRATEGY    | 520,025.        | 469,033.             |             |
| VANGUARD ST BD ETF                      | 500,317.        | 498,364.             |             |
| POWERSHARES SENIOR LOAN PORT            | 500,608.        | 498,720.             |             |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 12,104,095.     | 14,567,035.          |             |

| FORM 990-PF                                | OTHER ASSETS                  |                           | STATEMENT 9          |
|--|-------------------------------|---------------------------|----------------------|
| DESCRIPTION                                | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
| CERBERUS INT'L                             | 1,309,090.                    | 926,690.                  | 1,141,547.           |
| DAVIDSON KEMPNER PARTNERS                  | 3,387,740.                    | 3,548,372.                | 3,865,136.           |
| FLAG VENTURE PARTNERS IV, L.P.             | 703,499.                      | 584,874.                  | 594,190.             |
| FLAG PRIVATE EQUITY LP                     | 181,691.                      | 125,371.                  | 201,573.             |
| FLAG GLOBAL PARTNERS LP                    | 178,841.                      | 166,084.                  | 159,183.             |
| FORTRESS CREDIT OPP                        | 661,438.                      | 526,470.                  | 593,982.             |
| FORTRESS MSR                               | 124,930.                      | 143,555.                  | 150,559.             |
| GREENLIGHT MASTERS OFFSHORE LTD            | 1,000,000.                    | 1,000,000.                | 1,831,819.           |
| GREENLIGHT CAPITAL OFFSHORES GOLD          | 1,000,000.                    | 1,000,000.                | 1,198,695.           |
| LYRICAL-ANTHEUS REALTY PARTNERS<br>III, LP | 301,110.                      | 361,172.                  | 500,000.             |
| PCM PROVIDENT                              | 250,000.                      | 250,000.                  | 391,982.             |

## THE BEVERLY FOUNDATION

41-1958161

|                                  |             |             |             |
|----------------------------------|-------------|-------------|-------------|
| POWERSHARES DB COMMODITY IND     | 531,653.    | 495,619.    | 512,482.    |
| SHEPHERD INV. INTERNATIONAL LTD. | 319,549.    | 281,636.    | 97,347.     |
| STYX INTERNATIONAL FUND, LTD     | -204,944.   | -363,822.   | 333,655.    |
| SUN CAPITAL PARTNERS V, LP       | 439,775.    | 451,512.    | 675,865.    |
| WALTON STREET REAL ESTATE IV, LP | 871,314.    | 966,362.    | 1,377,835.  |
| YORK TOTAL RETURN UNIT           | 1,000,000.  | 1,000,000.  | 1,349,717.  |
| TO FORM 990-PF, PART II, LINE 15 | 12,055,686. | 11,463,895. | 14,975,567. |

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDBEVERLY DEIKEL  
1660 HIGHWAY 100 S., SUITE 230  
MINNEAPOLIS, MN 55416TELEPHONE NUMBER

952-545-3000

FORM AND CONTENT OF APPLICATIONSLETTER OF REQUEST, ACCOMPANIED BY AUDITED FINANCIAL STATEMENT, TAX RETURN,  
OR EQUIVALENT FORM INDICATING FINANCIAL DATAANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

**Corporate Passive Activity Loss and Credit Limitations**

OMB No 1545-1091

**2013**

► Attach to your tax return (personal service and closely held corporations only).  
► Information about Form 8810 and its separate instructions is at [www.irs.gov/form8810](http://www.irs.gov/form8810).

Name

Employer identification number

THE BEVERLY FOUNDATION

41-1958161

**Part I 2013 Passive Activity Loss**

Caution: See the instructions and complete Worksheets 1 and 2 before completing Part I.

|           |  |           |             |         |
|-----------|--|-----------|-------------|---------|
| <b>1a</b> | Current year income (from Worksheet 2, column (a)) . . . . .   | <b>1a</b> | 12,557      |         |
| <b>b</b>  | Current year deductions and losses (from Worksheet 2, column (b)) . . . . .  | <b>1b</b> | ( 24,574 )  |         |
| <b>c</b>  | Prior year unallowed losses (from Worksheet 2, column (c)) . . . . .   | <b>1c</b> | ( 198,292 ) |         |
| <b>d</b>  | Combine lines 1a, 1b, and 1c. If the result is net income or zero, see instructions . . . . .  | <b>1d</b> |             | 210,309 |
| <b>2</b>  | Closely held corporations enter net active income and see instructions. Personal service corporations enter -0- on this line . . . . .   | <b>2</b>  |             | 0       |
| <b>3</b>  | <b>Unallowed passive activity deductions and losses.</b> Combine lines 1d and 2. If the result is net income or zero, see the instructions for lines 1d and 3. Otherwise, go to line 4 . . . . . | <b>3</b>  |             | 210,309 |
| <b>4</b>  | <b>Total deductions and losses allowed.</b> Add the income, if any, on lines 1a and 2 and enter the result (see instructions) . . . . .  | <b>4</b>  |             | 12,557  |

**Part II 2013 Passive Activity Credits**

Caution: See the instructions and complete Worksheet 5 before completing Part II.

|           |   |           |     |     |
|-----------|---|-----------|-----|-----|
| <b>5a</b> | Current year credits (from Worksheet 5, column (a)) . . . . .   | <b>5a</b> | 405 |     |
| <b>b</b>  | Prior year unallowed credits (from Worksheet 5, column (b)) . . . . .   | <b>5b</b> | 328 |     |
| <b>6</b>  | Add lines 5a and 5b . . . . .   | <b>6</b>  |     | 733 |
| <b>7</b>  | Enter the tax attributable to net passive income and net active income (see instructions) . . . . .                       | <b>7</b>  |     |     |
| <b>8</b>  | <b>Unallowed passive activity credit.</b> Subtract line 7 from line 6. If the result is zero or less, enter -0- . . . . . | <b>8</b>  |     | 733 |
| <b>9</b>  | <b>Allowed passive activity credit.</b> Subtract line 8 from line 6 (see instructions) . . . . .                          | <b>9</b>  |     |     |

**Part III Election To Increase Basis of Credit Property**

**10** If the corporation disposed of its entire interest in a passive activity or former passive activity in a fully taxable transaction, and the corporation elects to increase the basis of credit property used in that activity by the unallowed credit that reduced the property's basis, check this box (see instructions) . . . . . ☐

**11** Name of passive activity disposed of ► .....

**12** Description of the credit property for which the election is being made ► .....

**13** Amount of unallowed credit that reduced the property's basis . . . . . ► \$

The Beverly Foundation

12/31/2013

Passthrough Passive loss calculation & carryover

990-T

T-1

|  | Prior year     | Current Year |                  |                      |           |               |             |
|--|----------------|--------------|------------------|----------------------|-----------|---------------|-------------|
|  | unallowed loss | Net Income   | Net Passive loss | Total Passive Losses | % of loss | CY disallowed | CY allowed  |
| Davidson Kempner Institutional Partners LP | (124.00)       | 47.00        | (442.00)         | (566.00)             | 0.254%    | (534.00)      | (32.00)     |
| Davidson Kempner - Sec 1231                | -              | 651.00       |                  | -                    | 0.000%    | -             | -           |
| Flag Venture Partners IV, LP               | (36.00)        |              | (208.00)         | (244.00)             | 0.109%    | (230.00)      | (14.00)     |
| Flag Venture - Sec 1231                    | -              | 12.00        |                  | -                    | 0.000%    | -             | -           |
| Flag Private Equity, LP                    | (3,272.00)     |              | (1,490.00)       | (4,762.00)           | 2.137%    | (4,474.00)    | (288.00)    |
| Flag Private Equity - Sec 1231             | (1,216.00)     |              | (12.00)          | (1,228.00)           | 0.551%    | (1,160.00)    | (68.00)     |
| Flag Private Equity - PFIC                 | -              |              |                  | -                    | 0.000%    | -             | -           |
| Flag Global Partners, LP                   | (2.00)         |              | (245.00)         | (247.00)             | 0.111%    | (233.00)      | (14.00)     |
| Fortress Credit Opportunities Fund (B) LP  | (52.00)        |              |                  | (52.00)              | 0.023%    | (49.00)       | (3.00)      |
| Fortress Credit - Sub Part F               | -              |              |                  | -                    | 0.000%    | -             | -           |
| Lyrical-Antheus Realty Partners III, LP    | (46,989.00)    |              | (22,177.00)      | (69,166.00)          | 31.035%   | (65,275.00)   | (3,891.00)  |
| Walton St Real Estate Fund VI, LP          | (146,601.00)   | 7,248.00     |                  | (146,601.00)         | 65.780%   | (138,354.00)  | (8,247.00)  |
| Walton - Sec 1231                          | -              | 4,599.00     |                  | -                    | 0.000%    | -             | -           |
|  | (198,292.00)   | 12,557.00    | (24,574.00)      | (222,866.00)         | 1.00      | (210,309.00)  | (12,557.00) |
| form 8810, line                            | 1c             | 1a           | 1b               | 1d                   |           | 3             | 4           |
|  |                |              |                  |                      |           |               |             |

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| Type or print  | Name of exempt organization or other filer, see instructions.  | Enter filer's identifying number                             |
|--|--|--|
| File by the due date for filing your return. See instructions. | <b>THE BEVERLY FOUNDATION</b>  | Employer identification number (EIN) or<br><b>41-1958161</b> |
|  | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>1660 HIGHWAY 100 S., NO. 230</b>            | Social security number (SSN)                                 |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>MINNEAPOLIS, MN 55416</b> |  |

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

**04**

| Application Is For                       | Return Code | Application Is For                | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 990-T (corporation)          | 07          |
| Form 990-BL                              | 02          | Form 1041-A                       | 08          |
| Form 4720 (individual)                   | 03          | Form 4720 (other than individual) | 09          |
| Form 990-PF                              | 04          | Form 5227                         | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                         | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                         | 12          |

**SHERRI LEMANCZYK**

- The books are in the care of ► **1660 HIGHWAY 100 S., SUITE 230 - MINNEAPOLIS, MN 55416**  
Telephone No. ► **952-545-3000** Fax No. ► **952-545-9381**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2013** or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

|   |           |    |                |
|---|-----------|----|----------------|
| <b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | <b>3a</b> | \$ | <b>30,061.</b> |
| <b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ | <b>10,061.</b> |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.              | <b>3c</b> | \$ | <b>20,000.</b> |

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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

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

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

Enter filer's identifying number, see instructions

|  |   |   |
|--|---|---|
| Type or print<br>File by the due date for filing your return. See instructions | Name of exempt organization or other filer, see instructions                            | Employer identification number (EIN) or |
|  | <b>THE BEVERLY FOUNDATION</b>   | <b>41-1958161</b>                       |
|  | Number, street, and room or suite no. If a P.O. box, see instructions                   | Social security number (SSN)            |
|  | <b>1660 HIGHWAY 100 S., NO. 230</b>   |   |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions |   |
|  | <b>MINNEAPOLIS, MN 55416</b>  |   |

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

**04**

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

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

**SHERRI LEMANCZYK**

- The books are in the care of **1660 HIGHWAY 100 S., SUITE 230 - MINNEAPOLIS, MN 55416**  
Telephone No **952-545-3000** Fax No **952-545-9381**

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

- I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.
- For calendar year **2013**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension \_\_\_\_\_

|  |           |    |                |
|--|-----------|----|----------------|
| <b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions   | <b>8a</b> | \$ | <b>30,061.</b> |
| <b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | <b>8b</b> | \$ | <b>30,061.</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions  | <b>8c</b> | \$ | <b>0.</b>      |

**Signature and Verification must be completed for Part II only.**

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

Signature **Sherry M. Lemanczyk** Title **CFA** Date **8-12-2014**

Form 8868 (Rev 1-2014)

# General Business Credit

OMB No 1545-0895

**2013**  
Attachment  
Sequence No **22**

► Information about Form 3800 and its separate instructions is at [www.irs.gov/form3800](http://www.irs.gov/form3800).  
► You must attach all pages of Form 3800, pages 1, 2, and 3, to your tax return.

Name(s) shown on return

Identifying number

THE BEVERLY FOUNDATION

41-1958161

## Part I Current Year Credit for Credits Not Allowed Against Tentative Minimum Tax (TMT) (See instructions and complete Part(s) III before Parts I and II)

|   |  |   |   |
|---|--|---|---|
| 1 | General business credit from line 2 of all Parts III with box A checked  | 1 | 0 |
| 2 | Passive activity credits from line 2 of all Parts III with box B checked <b>2</b> 405  | 2 |   |
| 3 | Enter the applicable passive activity credits allowed for 2013 (see instructions)  | 3 | 0 |
| 4 | Carryforward of general business credit to 2013. Enter the amount from line 2 of Part III with box C checked. See instructions for statement to attach | 4 |   |
| 5 | Carryback of general business credit from 2014. Enter the amount from line 2 of Part III with box D checked (see instructions)                         | 5 |   |
| 6 | Add lines 1, 3, 4, and 5   | 6 | 0 |

## Part II Allowable Credit

|     |  |     |  |
|-----|--|-----|--|
| 7   | Regular tax before credits:<br>• Individuals. Enter the amount from Form 1040, line 44, or Form 1040NR, line 42<br>• Corporations. Enter the amount from Form 1120, Schedule J, Part I, line 2; or the applicable line of your return<br>• Estates and trusts. Enter the sum of the amounts from Form 1041, Schedule G, lines 1a and 1b; or the amount from the applicable line of your return | 7   |  |
| 8   | Alternative minimum tax:<br>• Individuals. Enter the amount from Form 6251, line 35<br>• Corporations. Enter the amount from Form 4626, line 14<br>• Estates and trusts. Enter the amount from Schedule I (Form 1041), line 56   | 8   |  |
| 9   | Add lines 7 and 8  | 9   |  |
| 10a | Foreign tax credit   | 10a |  |
| b   | Certain allowable credits (see instructions)   | 10b |  |
| c   | Add lines 10a and 10b  | 10c |  |
| 11  | <b>Net income tax.</b> Subtract line 10c from line 9. If zero, skip lines 12 through 15 and enter -0- on line 16   | 11  |  |
| 12  | <b>Net regular tax.</b> Subtract line 10c from line 7. If zero or less, enter -0-  | 12  |  |
| 13  | Enter 25% (.25) of the excess, if any, of line 12 over \$25,000 (see instructions)   | 13  |  |
| 14  | Tentative minimum tax:<br>• Individuals. Enter the amount from Form 6251, line 33<br>• Corporations. Enter the amount from Form 4626, line 12<br>• Estates and trusts. Enter the amount from Schedule I (Form 1041), line 54   | 14  |  |
| 15  | Enter the greater of line 13 or line 14  | 15  |  |
| 16  | Subtract line 15 from line 11. If zero or less, enter -0-  | 16  |  |
| 17  | Enter the <b>smaller</b> of line 6 or line 16<br><b>C corporations:</b> See the line 17 instructions if there has been an ownership change, acquisition, or reorganization.  | 17  |  |

**Part II Allowable Credit (Continued)****Note.** If you are not required to report any amounts on lines 22 or 24 below, skip lines 18 through 25 and enter -0- on line 26.

|    |  |    |  |  |
|----|--|----|--|--|
| 18 | Multiply line 14 by 75% (.75) (see instructions) . . . . .   | 18 |  |  |
| 19 | Enter the greater of line 13 or line 18 . . . . .  | 19 |  |  |
| 20 | Subtract line 19 from line 11. If zero or less, enter -0- . . . . .  | 20 |  |  |
| 21 | Subtract line 17 from line 20. If zero or less, enter -0- . . . . .  | 21 |  |  |
| 22 | Combine the amounts from line 3 of all Parts III with box A, C, or D checked . . . . .   | 22 |  |  |
| 23 | Passive activity credit from line 3 of all Parts III with box B checked  | 23 |  |  |
| 24 | Enter the applicable passive activity credit allowed for 2013 (see instructions) . . . . .   | 24 |  |  |
| 25 | Add lines 22 and 24 . . . . .  | 25 |  |  |
| 26 | Empowerment zone and renewal community employment credit allowed. Enter the smaller of line 21 or line 25 . . . . .  | 26 |  |  |
| 27 | Subtract line 13 from line 11. If zero or less, enter -0- . . . . .  | 27 |  |  |
| 28 | Add lines 17 and 26 . . . . .  | 28 |  |  |
| 29 | Subtract line 28 from line 27. If zero or less, enter -0- . . . . .  | 29 |  |  |
| 30 | Enter the general business credit from line 5 of all Parts III with box A checked . . . . .  | 30 |  |  |
| 31 | Reserved . . . . .   | 31 |  |  |
| 32 | Passive activity credits from line 5 of all Parts III with box B checked   | 32 |  |  |
| 33 | Enter the applicable passive activity credits allowed for 2013 (see instructions) . . . . .  | 33 |  |  |
| 34 | Carryforward of business credit to 2013. Enter the amount from line 5 of Part III with box C checked and line 6 of Part III with box G checked. See instructions for statement to attach . . . . .   | 34 |  |  |
| 35 | Carryback of business credit from 2014. Enter the amount from line 5 of Part III with box D checked (see instructions) . . . . .   | 35 |  |  |
| 36 | Add lines 30, 33, 34, and 35 . . . . .   | 36 |  |  |
| 37 | Enter the <b>smaller</b> of line 29 or line 36 . . . . .   | 37 |  |  |
| 38 | <b>Credit allowed for the current year.</b> Add lines 28 and 37.<br>Report the amount from line 38 (if smaller than the sum of Part I, line 6, and Part II, lines 25 and 36, see instructions) as indicated below or on the applicable line of your return: <ul style="list-style-type: none"> <li>• Individuals. Form 1040, line 53, or Form 1040NR, line 50 . . . . .</li> <li>• Corporations. Form 1120, Schedule J, Part I, line 5c . . . . .</li> <li>• Estates and trusts. Form 1041, Schedule G, line 2b . . . . .</li> </ul> | 38 |  |  |

Form **3468**Department of the Treasury  
Internal Revenue Service (99)

Name(s) shown on return

**Investment Credit**

► Attach to your tax return.

► Information about Form 3468 and its separate instructions is at [www.irs.gov/form3468](http://www.irs.gov/form3468).

OMB No 1545-0155

**2013**Attachment  
Sequence No. **174**

Identifying number

41-1958161

THE BEVERLY FOUNDATION

**Part I Information Regarding the Election To Treat the Lessee as the Purchaser of Investment Credit Property**

If you are claiming the investment credit as a lessee based on a section 48(d) (as in effect on November 4, 1990) election, provide the following information. If you acquired more than one property as a lessee, attach a statement showing the information below.

- 1 Name of lessor \_\_\_\_\_
- 2 Address of lessor \_\_\_\_\_
- 3 Description of property \_\_\_\_\_
- 4 Amount for which you were treated as having acquired the property . . . . . ► \$ \_\_\_\_\_

**Part II Qualifying Advanced Coal Project Credit, Qualifying Gasification Project Credit, and Qualifying Advanced Energy Project Credit**

|   |           |          |  |
|---|-----------|----------|--|
| <b>5</b> Qualifying advanced coal project credit (see instructions):  |           |          |  |
| <b>a</b> Qualified investment in integrated gasification combined cycle property placed in service during the tax year for projects described in section 48A(d)(3)(B)(i) . . . . . \$ _____ × 20% (.20)   | <b>5a</b> |          |  |
| <b>b</b> Qualified investment in advanced coal-based generation technology property placed in service during the tax year for projects described in section 48A(d)(3)(B)(ii) . . . . . \$ _____ × 15% (.15)   | <b>5b</b> |          |  |
| <b>c</b> Qualified investment in advanced coal-based generation technology property placed in service during the tax year for projects described in section 48A(d)(3)(B)(iii) . . . . . \$ _____ × 30% (.30)  | <b>5c</b> |          |  |
| <b>d</b> Total. Add lines 5a, 5b, and 5c . . . . .  | <b>5d</b> |          |  |
| <b>6</b> Qualifying gasification project credit (see instructions):   |           |          |  |
| <b>a</b> Qualified investment in qualified gasification property placed in service during the tax year for which credits were allocated or reallocated after October 3, 2008, and that includes equipment that separates and sequesters at least 75% of the project's carbon dioxide emissions . . . . . \$ _____ × 30% (.30) | <b>6a</b> |          |  |
| <b>b</b> Qualified investment in property other than in <b>a</b> above placed in service during the tax year . . . . . \$ _____ × 20% (.20)   | <b>6b</b> |          |  |
| <b>c</b> Total. Add lines 6a and 6b . . . . .   | <b>6c</b> |          |  |
| <b>7</b> Qualifying advanced energy project credit (see instructions):<br>Qualified investment in advanced energy project property placed in service during the tax year . . . . . \$ _____ × 30% (.30)   |           | <b>7</b> |  |
| <b>8</b> Reserved . . . . .   | <b>8</b>  |          |  |
| <b>9</b> Enter the applicable unused investment credit from cooperatives (see instructions) . . . . .   | <b>9</b>  |          |  |
| <b>10</b> Add lines 5d, 6c, 7, and 9. Report this amount on Form 3800, line 1a . . . . .  | <b>10</b> |          |  |

For Paperwork Reduction Act Notice, see separate instructions.

Cat No 12276E

Form **3468** (2013)

**Part III Rehabilitation Credit and Energy Credit**

|  |                                  |                       |
|--|----------------------------------|-----------------------|
| <b>11 Rehabilitation credit</b> (see instructions for requirements that must be met):  |                                  |                       |
| <b>a</b> Check this box if you are electing under section 47(d)(5) to take your qualified rehabilitation expenditures into account for the tax year in which paid (or, for self-rehabilitated property, when capitalized). See instructions. <b>Note.</b> This election applies to the current tax year and to all later tax years. You may not revoke this election without IRS consent . . . . . | <input type="checkbox"/>         |                       |
| <b>b</b> Enter the dates on which the 24- or 60-month measuring period begins _____ and ends _____   |                                  |                       |
| <b>c</b> Enter the adjusted basis of the building as of the beginning date above (or the first day of your holding period, if later) . . . . .   | \$ _____                         |                       |
| <b>d</b> Enter the amount of the qualified rehabilitation expenditures incurred, or treated as incurred, during the period on line 11b above . . . . .   | \$ _____                         |                       |
| Enter the amount of qualified rehabilitation expenditures and multiply by the percentage shown:  |                                  |                       |
| <b>e</b> Pre-1936 buildings located in the Gulf Opportunity Zone (only enter amounts paid or incurred before 2012) . . . . .   | \$ _____ × 13% (.13)             | <b>11e</b>            |
| <b>f</b> Pre-1936 buildings affected by a Midwestern disaster (only enter amounts paid or incurred before 2012) . . . . .  | \$ _____ × 13% (.13)             | <b>11f</b>            |
| <b>g</b> Other pre-1936 buildings . . . . .  | \$ _____ × 10% (.10)             | <b>11g</b>            |
| <b>h</b> Certified historic structures located in the Gulf Opportunity Zone (only enter amounts paid or incurred before 2012) . . . . .  | \$ _____ × 26% (.26)             | <b>11h</b>            |
| <b>i</b> Certified historic structures affected by a Midwestern disaster (only enter amounts paid or incurred before 2012) . . . . .   | \$ _____ × 26% (.26)             | <b>11i</b>            |
| <b>j</b> Other certified historic structures . . . . .   | \$ _____ <b>2025</b> × 20% (.20) | <b>11j</b> <b>405</b> |
| For properties identified on lines 11h, 11i, or 11j, complete lines 11k and 11l.   |                                  |                       |
| <b>k</b> Enter the assigned NPS project number or the pass-through entity's employer identification number (see instructions) . . . . .  |                                  |                       |
| <b>l</b> Enter the date that the NPS approved the Request for Certification of Completed Work (see instructions) . . . . .   |                                  |                       |
| <b>m</b> Rehabilitation credit from an electing large partnership (Schedule K-1 (Form 1065-B), box 9) . . . . .  |                                  | <b>11m</b>            |
| <b>12 Energy credit:</b>   |                                  |                       |
| <b>a</b> Basis of property using geothermal energy or solar energy (acquired before January 1, 2006, and the basis attributable to construction, reconstruction, or erection by the taxpayer before January 1, 2006) placed in service during the tax year (see instructions) \$ _____   | × 10% (.10)                      | <b>12a</b>            |
| <b>b</b> Basis of property using solar illumination or solar energy placed in service during the tax year that was acquired after December 31, 2005, and the basis attributable to construction, reconstruction, or erection by the taxpayer after December 31, 2005 (see instructions) \$ _____   | × 30% (.30)                      | <b>12b</b>            |
| Qualified fuel cell property (see instructions):   |                                  |                       |
| <b>c</b> Basis of property placed in service during the tax year that was acquired after December 31, 2005, and before October 4, 2008, and the basis attributable to construction, reconstruction, or erection by the taxpayer after December 31, 2005, and before October 4, 2008 \$ _____   | × 30% (.30)                      | <b>12c</b>            |
| <b>d</b> Applicable kilowatt capacity of property on line 12c (see instructions) ▶ _____   | × \$1,000                        | <b>12d</b>            |
| <b>e</b> Enter the lesser of line 12c or line 12d . . . . .  |                                  | <b>12e</b>            |
| <b>f</b> Basis of property placed in service during the tax year that was acquired after October 3, 2008, and the basis attributable to construction, reconstruction, or erection by the taxpayer after October 3, 2008 . . . . .  | \$ _____ × 30% (.30)             | <b>12f</b>            |
| <b>g</b> Applicable kilowatt capacity of property on line 12f (see instructions) ▶ _____   | × \$3,000                        | <b>12g</b>            |
| <b>h</b> Enter the lesser of line 12f or line 12g . . . . .  |                                  | <b>12h</b>            |
| Qualified microturbine property (see instructions):  |                                  |                       |
| <b>i</b> Basis of property placed in service during the tax year that was acquired after December 31, 2005, and the basis attributable to construction, reconstruction, or erection by the taxpayer after December 31, 2005 . . . . .  | \$ _____ × 10% (.10)             | <b>12i</b>            |
| <b>j</b> Kilowatt capacity of property on line 12i . . . . . ▶ _____   | × \$200                          | <b>12j</b>            |
| <b>k</b> Enter the lesser of line 12i or line 12j . . . . .  |                                  | <b>12k</b>            |

**Part III Rehabilitation Credit and Energy Credit (continued)**

Combined heat and power system property (see instructions):

**Caution.** You cannot claim this credit if the electrical capacity of the property is more than 50 megawatts or 67,000 horsepower.

- l** Basis of property placed in service during the tax year that was acquired after October 3, 2008, and the basis attributable to construction, reconstruction, or erection by the taxpayer after October 3, 2008 . . . . . \$ \_\_\_\_\_ × 10% (.10)

- m** If the electrical capacity of the property is measured in:

- Megawatts, divide 15 by the megawatt capacity. Enter 1.0 if the capacity is 15 megawatts or less.
- Horsepower, divide 20,000 by the horsepower. Enter 1.0 if the capacity is 20,000 horsepower or less . . . . .

- n** Multiply line 12l by line 12m . . . . .

Qualified small wind energy property (see instructions):

- o** Basis of property placed in service during the tax year that was acquired after October 3, 2008, and before January 1, 2009, and the basis attributable to the construction, reconstruction, or erection by the taxpayer after October 3, 2008, and before January 1, 2009 . . . . . \$ \_\_\_\_\_ × 30% (.30)

- p** Enter the smaller of line 12o or \$4,000 . . . . .

- q** Basis of property placed in service during the tax year that was acquired after December 31, 2008, and the basis attributable to construction, reconstruction, or erection by the taxpayer after December 31, 2008 . . . . . \$ \_\_\_\_\_ × 30% (.30)

Geothermal heat pump systems (see instructions):

- r** Basis of property placed in service during the tax year that was acquired after October 3, 2008, and the basis attributable to construction, reconstruction, or erection by the taxpayer after October 3, 2008 . . . . . \$ \_\_\_\_\_ × 10% (.10)

Qualified investment credit facility property (see instructions):

- s** Basis of property placed in service during the tax year . . . \$ \_\_\_\_\_ × 30% (.30)

- 13** Enter the applicable unused investment credit from cooperatives (see instructions) . . . . .

- 14** Add lines 11e through 11j, 11m, 12a, 12b, 12e, 12h, 12k, 12n, 12p, 12q, 12r, 12s, and 13. Report this amount on Form 3800, line 4a . . . . .

|            |  |     |
|------------|--|-----|
| <b>12l</b> |  |     |
| <b>12m</b> |  |     |
| <b>12n</b> |  |     |
| <b>12o</b> |  |     |
| <b>12p</b> |  |     |
| <b>12q</b> |  |     |
| <b>12r</b> |  |     |
| <b>12s</b> |  |     |
| <b>13</b>  |  |     |
| <b>14</b>  |  | 405 |