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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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

▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052







2013

Open to Public Inspection



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

Name of foundation RIVERWAY FOUNDATION		A Employer identification number  41-6406915	
Number and street (or P O box number if mail is not delivered to street address) 8400 NORMANDALE LAKE BLVD NO 920		B Telephone number (see instructions)  (952) 921-3994	
City or town, state or province, country, and ZIP or foreign postal code BLOOMINGTON, MN 55437		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶ \$ 4,132,970	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	72	72		
	4 Dividends and interest from securities. . . . .	76,845	77,624		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	167,769			
	b Gross sales price for all assets on line 6a 3,293,930				
	7 Capital gain net income (from Part IV, line 2) . . .		171,714		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
Operating and Administrative Expenses	11 Other income (attach schedule) . . . . .	4,284	4,299	0	
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	248,970	253,709	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	5,310	2,655	0	2,655
	c Other professional fees (attach schedule) . . . . .	23,435	23,435	0	0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	4,089	2	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	9,403	10,329	0	25
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	42,237	36,421	0	2,680
	25 Contributions, gifts, grants paid . . . . .	175,000			175,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	217,237	36,421	0	177,680
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	31,733			
	b <b>Net investment income</b> (if negative, enter -0-)		217,288		
	c <b>Adjusted net income</b> (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	24,754	29,578	29,578
	2	Savings and temporary cash investments . . . . .	123,465	50,992	50,995
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	2,052,374	 2,436,435	3,089,942
	c	Investments—corporate bonds (attach schedule). . . . .	520,967	 632,026	546,012
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	719,361	 334,280	336,443
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 90,000	 80,000	 80,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,530,921	3,563,311	4,132,970	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	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	3,530,921	3,563,311	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	3,530,921	3,563,311	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	3,530,921	3,563,311		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	3,530,921
2	Enter amount from Part I, line 27a . . . . .	2	31,733
3	Other increases not included in line 2 (itemize) ▶ 	3	3,780
4	Add lines 1, 2, and 3 . . . . .	4	3,566,434
5	Decreases not included in line 2 (itemize) ▶ 	5	3,123
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	3,563,311

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	171,714
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	179,274	3,570,509	0 050210
2011	182,947	3,626,331	0 050450
2010	131,000	3,150,960	0 041575
2009	197,219	2,520,107	0 078258
2008	147,639	4,033,435	0 036604

2	Total of line 1, column (d). . . . .	2	0 257097
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 051419
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	4,080,937
5	Multiply line 4 by line 3. . . . .	5	209,838
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,173
7	Add lines 5 and 6. . . . .	7	212,011
8	Enter qualifying distributions from Part XII, line 4. . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	177,680

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</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 . . . . .	<b>1</b>	4,346
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	4,346
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	4,346
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	3,950
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	3,950
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	3
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	399
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	Yes	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		No
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	<b>6</b>	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> MN _____			
<b>b</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? <i>If "No," attach explanation.</i>	<b>8b</b>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of SHIRLEY A MOEN Telephone no (952) 921-3994 Located at 8400 NORMANDALE LAKE BLVD 920 BLOOMINGTON MN ZIP +4 55437			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(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
HM BASKERVILLE JR 8400 NORMANDALE LAKE BLVD 920 BLOOMINGTON, MN 55437	TRUSTEE 0 50	0	0	0
TERRY R BECKER 8400 NORMANDALE LAKE BLVD 920 BLOOMINGTON, MN 55437	TRUSTEE 4 00	0	0	0
LAURA LEE BASKERVILLE BECKER 8400 NORMANDALE LAKE BLVD 920 BLOOMINGTON, MN 55437	TRUSTEE 0 50	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	3,928,693
b	Average of monthly cash balances. . . . .	1b	129,390
c	Fair market value of all other assets (see instructions). . . . .	1c	85,000
d	Total (add lines 1a, b, and c). . . . .	1d	4,143,083
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	4,143,083
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	62,146
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,080,937
6	Minimum investment return. Enter 5% of line 5. . . . .	6	204,047

Part XI

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

1	Minimum investment return from Part X, line 6. . . . .	1	204,047
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	4,346
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,346
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	199,701
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	199,701
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	199,701

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	177,680
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	177,680
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	177,680
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				199,701
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			138,541	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 177,680				
a Applied to 2012, but not more than line 2a			138,541	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				39,139
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				160,562
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2009. . . . .				
b Excess from 2010. . . . .				
c Excess from 2011. . . . .				
d Excess from 2012. . . . .				
e Excess from 2013. . . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

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

TERRY R BECKER  
8400 NORMANDALE LAKE BLVD 920  
BLOOMINGTON, MN 55437  
(952) 921-3994

b

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

LETTER FORMAT/STATEMENT INCLUDING COPY OF IRS DETERMINATION LETTER

c

Any submission deadlines

NONE

d

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

TRUST IS OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF I R C 170(C) AND 501(C) THE TRUST WILL FUND GRANTS TO ORGANIZATIONS WHICH ARE EXEMPT FROM FEDERAL INCOME TAXATION UNDER I R C 501(A) BY VIRTUE OF BEING DESCRIBED IN I R C 501(C)(3) OR TO ORGANIZATIONS CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER I R C 170(C)(2), 2055(A) AND 2522(A)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	175,000
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
PUBLICLY TRADED SECURITIES			
CASH IN LIEU OF FRACTIONAL SHARE			
POWERSHARES DB COMMODITY K1-SHORT	P		
POWERSHARES DB COMMODITY K1-LONG TERM	P		
POWERSHARES DB COMMODITY K1-SEC 1256 LOSS	P		
KKR LP - SCH K-1 ST GAIN	P		
KKR LP - SCH K-1 LT GAIN	P		
KKR LP - SCH K-1 SEC 1256 LOSS	P		
OCH-ZIFF - SCH K-1 LT GAIN	P		
OCH-ZIFF - SCH K-1 ST GAIN	P		
OCH-ZIFF SCH K-1 SEC 1256 LOSS	P		
POWERSHARES DB COMMODITY K1- BASIS ADJ ON SALE	P		
SUNOCO LP SCH K-1 - BASIS ADJUSTMENT ON SALE	P		
ENTERPRISE PTNRS SCH K-1 - BASIS ADJ ON SALE	P		
CARLYLE GROUP SCH K-1 - NET LT	P		
CARLYLE GROUP SCH K-1 - BASIS ADJUSTMENT ON SALE	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,292,936		3,126,161	166,775
488			488
			-84
			-1,300
			-6,093
			19
			495
			-5
			533
			1,173
			-417
			8,268
			178
			975
			126
			77
506			506




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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			166,775
			488
			-84
			-1,300
			-6,093
			19
			495
			-5
			533
			1,173
			-417
			8,268
			178
			975
			126
			77
			506


**Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).**

HM BASKERVILLE JR
TERRY R BECKER


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ALZHEIMERS ASSOCIATION 4550 W 77 ST EDINA,MN 55435	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
BIG BROTHERSBIG SISTERS TWIN CITIES 2500 UNIVERSITY AVE ST PAUL,MN 55114	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
BOLDER OPTIONS 2100 STEVENS AVE S MINNEAPOLIS,MN 55404	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
BOYS & GIRLS CLUB 690 JACKSON ST ST PAUL,MN 55130	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
BRIDGE FOR YOUTH 1111 W 22ND ST MINNEAPOLIS,MN 55405	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
BRIDGING 201 W 87 ST BLOOMINGTON,MN 55420	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
CARING BRIDGE WEBSITE 1715 YANKEE DOODLE RD 301 EAGAN,MN 55121	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
CHILDREN'S CANCER RESEARCH 7301 OHMS LN MINNEAPOLIS,MN 55439	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
CHRISTO RAY JESUIT HIGH SCHOOL 2924 FOURTH AVENUE S MINNEAPOLIS,MN 55408	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,500
CITY OF LAKES COMMUNITY LAND TRUST 2017 E 38 ST MINNEAPOLIS,MN 55407	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
COURAGE CENTER CAMPS 10509 108TH ST NW ANNANDALE,MN 55302	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
DUNWOODY INSTITUTE 818 DUNWOODY BLVD MINNEAPOLIS,MN 55403	NONE	EDUCATIONAL	PROGRAM SUPPORT	2,000
EMERGE 1101 W BROADWAY AVE MINNEAPOLIS,MN 55411	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
FRASER 2400 W 64 ST MINNEAPOLIS,MN 55423	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
GILDA'S CLUB TC 5115 EXCELSIOR BLVD 448 MINNEAPOLIS,MN 55416	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
<b>Total . . . . .</b>  <b>3a</b>				175,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GOLFERS AGAINST CANCERINC 1700 LAKE KINGWOOD TR KINGWOOD,TX 77339	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
GOODWILL-EASTER SEALS 663 FAIRVIEW AVE NO ST PAUL,MN 55104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
GREATER MINNEAPOLIS CRISIS NURSERY 5400 GLENWOOD AVE GOLDEN VALLEY,MN 55422	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
HEARTS & HANDS 2608 BLAISDELL AVE S MINNEAPOLIS,MN 55408	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
HIRED 1200 PLYMOUTH AVE N MINNEAPOLIS,MN 55411	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
HOPE ACADEMY 2300 CHICAGO AVE S MINNEAPOLIS,MN 55404	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,800
LIVING LANDS & WATERS 17615 ROUTE 843 N EAST MOLINE,IL 61244	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
MINNESOTA DARE INC PO BOX 279 ST BONIFACIUS,MN 55375	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,200
PAGE EDUCATION FUND PO BOX 581254 MINNEAPOLIS,MN 55454	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
PEOPLE SERVING PEOPLE 614 S THIRD ST MINNEAPOLIS,MN 55415	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
SOJOURNER PROJECT PO BOX 272 HOPKINS,MN 55343	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
SOUTHDALE YMCA 7355 YORK AVES O EDINA,MN 55435	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	20,000
SOUTHSIDE FAMILY NURTURING CENTER 2448 18TH AVE S MINNEAPOLIS,MN 55404	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
ST STEPHENS HUMAN SERVICES 2211 CLINTON AVE S MINNEAPOLIS,MN 55404	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
TREE HOUSE 5666 LINCOLN DR EDINA,MN 55436	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
<b>Total . . . . .</b>  <b>3a</b>				175,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TWIN CITIES RISE 800 WASHINGTON AVE N MINNEAPOLIS,MN 55401	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
URBAN HOMEWORKS 2015 EMERSON AVENUE N MINNEAPOLIS,MN 55411	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
URBAN VENTURES 3041 FOURTH AVE S MINNEAPOLIS,MN 55408	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
YMCA OF METRO MPLS-SOUTHDALE 30 S NINTH ST MINNEAPOLIS,MN 55402	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
<b>Total . . . . .</b>  <b>3a</b>				175,000

## TY 2013 Accounting Fees Schedule

**Name:** RIVERWAY FOUNDATION

**EIN:** 41-6406915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,310	2,655	0	2,655

**TY 2013 Investments Corporate  
Bonds Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
PIONEER GLOBAL HIGH YIELD FUND - 3517.588 SHS	35,000	34,648
SPDR DJ WILSHIRE INTL RE ETF - 2800 SHS	113,475	115,360
PIMCO COMMODITY REAL RTN STRAT FD - 25371.325 SHS	225,551	139,289
PIMCO COMMODITIESPLUS STRATEGY FD - 23947.299 SHS	258,000	256,715

TY 2013 Investments Corporate  
Stock Schedule

Name: RIVERWAY FOUNDATION  
EIN: 41-6406915

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AQR DIVERSIFIED ARBITRAGE FUND- 3208.556 SHS	36,000	34,973
ACCENTURE PLC-104SHS	6,495	8,551
AETNA INC-117SHS	7,652	8,025
AIR PRODS & CHEMS INC-101SHS	8,607	11,290
ALEXION PHARMACEUTICALS INC-134SHS	11,997	17,806
ALTRIA GROUP INC-183SHS	6,464	7,025
AMERICAN ELEC PWR INC-315SHS	12,348	14,723
AMERICAN INTL GROUP INC-232SHS	9,405	11,844
AMGEN INC-195SHS	20,571	22,246
ANADARKO PETE CORP-200SHS	16,809	15,864
APACHE CORP-101SHS	7,730	8,680
APPLE INC-82SHS	41,239	46,004
AT&T INC-601SHS	22,494	21,131
BAXTER INTL INC-74SHS	4,337	5,147
BERKSHIRE HATHAWAY INC DEL-352SHS	40,400	41,733
BIOGEN IDEC INC-24SHS	5,379	6,710
BLACKROCK INC-42SHS	8,548	13,292
CAPITAL ONE FINL CORP-265SHS	16,234	20,302
CELGENE CORP-89SHS	6,241	15,038
CHEVRON CORP-250SHS	27,199	31,228
CIGNA CORP-81SHS	6,921	7,086
CISCO SYS INC-838SHS	17,451	18,796
CITIGROUP INC-389SHS	13,810	20,271
COMCAST CORP-633SHS	19,158	32,894
CORNING INC-332SHS	5,654	5,916
CVS CAREMARK CORP-577SHS	26,366	41,296
DANAHER CORP DEL-152SHS	8,804	11,734
DELTA AIR LINES INC DEL-105SHS	2,999	2,884
DISCOVER FINL SVCS-263SHS	8,576	14,715
DISCOVERY COMMUNICATIONS INC-85SHS	6,660	7,686



Name of Stock	End of Year Book Value	End of Year Fair Market Value
DISNEY WALT CO-286SHS	20,352	21,850
DOLLAR GEN CORP-104SHS	6,353	6,273
DOVER CORP-94SHS	6,567	9,075
ECOLAB INC-121SHS	10,541	12,617
EOG RES INC-49SHS	7,720	8,224
EXPRESS SCRIPTS HLDG CO-177SHS	9,791	12,432
FACEBOOK INC-289SHS	8,246	15,794
FEDEX CORP-137SHS	12,784	19,696
FORD MTR CO DEL-529SHS	8,744	8,162
FREEPORT-MCMORAN COPPER & GOLD-555SHS	21,193	20,946
GENERAL ELEC CO-1166SHS	22,887	32,683
GENERAL MTRS CO-170SHS	4,783	6,948
GOOGLE INC-26SHS	23,499	29,138
HALLIBURTON CO-163SHS	8,299	8,272
HOME DEPOT INC-202SHS	10,732	16,633
HONEYWELL INTL INC-100SHS	7,608	9,137
INTERNATIONAL PAPER CO-295SHS	13,584	14,464
INVESCO LTD-414SHS	13,562	15,070
LAS VEGAS SANDS CORP-142SHS	10,343	11,200
LOWES COS INC-130SHS	5,859	6,442
MACYS INC-61SHS	2,978	3,257
MARATHON OIL CORP-363SHS	12,635	12,814
MARATHON PETE CORP-48SHS	4,104	4,403
MEAD JOHNSON NUTRITION CO-160SHS	12,707	13,402
MELCO CROWN ENTERTAINMENT LTD-481SHS	10,057	18,865
MORGAN STANLEY-356SHS	8,941	11,164
NATIONAL OILWELL VARCO IN-137SHS	10,846	10,896
NETEASE INC-93SHS	5,795	7,310
NEXTERA ENERGY INC-407SHS	33,685	34,847
NOBLE ENERGY INC-108SHS	8,124	7,356

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETE CORP DEL-199SHS	19,817	18,925
ORACLE CORP-305SHS	9,004	11,669
PARKER HANNIFIN CORP-133SHS	11,937	17,109
PFIZER INC-726SHS	17,679	22,237
PNC FINL SVCS GROUP INC-271SHS	17,692	21,024
PROCTER & GAMBLE CO-319SHS	25,404	25,970
SCHLUMBERGER LTD-119SHS	8,898	10,723
SINA COM-82SHS	4,509	6,909
STARBUCKS CORP-229SHS	11,809	17,951
TE CONNECTIVITY LTD-268SHS	9,792	14,769
THERMO FISHER SCIENTIFIC CORP-51SHS	4,037	5,679
TIME WARNER CABLE INC-64SHS	5,169	8,672
TIME WARNER INC-267SHS	17,815	18,615
UNION PAC CORP-89SHS	9,802	14,952
US BANCORP DEL-290SHS	9,821	11,716
VALERO ENERGY CORP NEW-91SHS	4,164	4,586
VISA INC-50SHS	8,868	11,134
VMWARE INC-63SHS	5,539	5,652
WAL-MART STORES INC-211SHS	13,013	16,604
WELLS FARGO & CO-470SHS	15,454	21,338
WHOLE FOODS MKT INC-270SHS	11,930	15,614
WUXI PHARMATECH CAYMAN INC-1022SHS	17,518	39,224
ACTIVISION BLIZZARD INC-506SHS	7,371	9,022
AGCO CORP-49SHS	2,317	2,900
AKAMAI TECHNOLOGIES INC-171SHS	7,956	8,068
AUTONATION INC-65SHS	3,001	3,230
AVNET INC-98SHS	3,537	4,323
BAIDU INC-56SHS	8,133	9,961
BLACKSTONE GROUP L P-523SHS	11,017	16,475
BORG WARNER INC-82SHS	4,364	4,585

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CELANESE CORP-68SHS	2,469	3,761
CIMAREX ENERGY CO-31SHS	2,993	3,252
CITRIX SYS INC-246SHS	15,446	15,560
DENTSPLYN INTL INC -307SHS	15,013	14,883
DOLLAR TREE INC-239SHS	11,805	13,484
ENERSYS-81SHS	2,918	5,677
FIRST REP BK SAN FRANCISCO-166SHS	6,247	8,690
FOOT LOCKER INC-218SHS	6,457	9,034
GNC HLDGS INC-253SHS	9,231	14,788
HELMERICH & PAYNE INC-56SHS	3,371	4,708
HIMAX TECHNOLOGIES INC-1154SHS	6,131	16,975
HUNTINGTON INGALLS INDS INC-142SHS	7,864	12,781
IAC/INTERACTIVECORP-212SHS	11,043	14,554
INGREDION INC-109SHS	6,137	7,462
INTERPUBLIC GROUP COS INC-329SHS	5,539	5,823
KKR & CO L P DEL-498SHS	7,337	12,121
LAM RESEARCH CORP-141SHS	7,616	7,677
LEAR CORP-73SHS	3,343	5,911
MONSTER BEVERAGE CORP-83SHS	4,464	5,625
NU SKIN ENTERPRISES INC-23SHS	965	3,179
OCH-ZIFF CAP MGMT GROUP-1332SHS	12,175	19,714
OIL STS INTL INC-60SHS	4,495	6,103
OWENS ILL INC-348SHS	8,870	12,451
PENSKE AUTOMOTIVE GROUP INC-100SHS	3,082	4,716
POLARIS INDS INC-44SHS	3,609	6,408
REINSURANCE GROUP AMER INC-165SHS	9,787	12,773
SLM CORP-366SHS	7,531	9,618
SM ENERGY CO-93SHS	4,517	7,729
SYNOPSYS INC-596SHS	21,227	24,180
TOWERS WATSON & CO-65SHS	5,449	8,295

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRINITY INDS INC-79SHS	2,480	4,307
UNITED RENTALS INC-230SHS	10,077	17,929
WHIRPOOL CORP-24SHS	3,609	3,765
WHITING PETE CORP-51SHS	2,977	3,155
WYNDHAM WORLDWIDE CORP-174SHS	11,136	12,822
CINCINATTI BELL INC-1801SHS	5,787	6,412
COMSTOCK RES INC-479SHS	8,117	8,761
FULLER H B CO-120SHS	3,636	6,245
HANGER INC-99SHS	2,285	3,895
JDS UNIPHASE CORP-465SHS	7,204	6,038
MAIDEN HLDGS LTD-682SHS	7,101	7,454
MASTEC INC-230SHS	6,142	7,526
NEUSTAR INC-67SHS	2,379	3,341
PENNEY J C CO INC-511SHS	3,474	4,676
PRESTIGE BRANDS HLDGS INC-175SHS	5,738	6,265
TAL INTERNATIONAL GROUP INC-78SHS	3,316	4,473
TEXTAINER GROUP HLDGS LTD-95SHS	3,275	3,821
THOR INDS INC-111SHS	4,894	6,131
VIRTUSA CORP-205SHS	3,494	7,808
ABERDEEN ASSET MANAGEMENT PLC-1014SHS	6,127	8,389
ACTELION LTD-257SHS	10,799	21,774
AFREN PLC-7013SHS	15,273	19,641
AIR NEW ZEALAND LTD-11949SHS	16,265	16,129
ALIMENTATION COUCHE TARD INC-447SHS	14,907	33,606
ARM HOLDINGS PLC-639SHS	8,802	11,621
ASHTead GROUP PLC-717SHS	6,430	9,019
AZIMUT HOLDING SPA-723SHS	7,125	19,756
BANCA GENERALI S PA-658SHS	7,456	20,410
BANCO BILBAO VIZCAYA ARGENTARIA-538SHS	5,444	6,666
BANCO POPULAR ESPANOL SA-1149SHS	6,105	6,943

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF NOVA SCOTIA-212SHS	12,495	13,255
BNP PARIBAS SA-248SHS	16,577	19,359
BOUYGUES-166SHS	5,959	6,272
BP P L C-421SHS	18,335	20,465
CAPCOM CO LTD-1113SHS	17,116	20,103
CARLSBERG-90SHS	9,013	9,974
CENTURY TOKYO LEASING CORP-393SHS	9,976	13,053
CHICAGO BRDG & IRON CO N V-157SHS	5,776	13,053
CIE FINANCIERE RICHEMONT SA-148SHS	13,351	14,778
COGECO CABLE INC-359SHS	15,933	16,212
CTRIIP COM INTL LTD-110SHS	5,476	5,458
CTS EVENNTIM AG-328SHS	13,933	16,637
DEUTSCHE BANK AG-116SHS	5,856	5,543
DON QUJOTE HOLDINGS CO LTD-360SHS	14,845	21,950
DS SMITH PLC-1369SHS	6,875	7,526
DUERR AG-205SHS	13,621	18,308
EATON CORP PLC-142SHS	9,808	10,809
ELECTRICITE DE FRANCE -521SHS	9,986	18,440
ENDESA SA-375SHS	7,896	12,040
ENERGIA DE PORTUGAL SA-5474SHS	14,317	20,140
GDF SUEZ-233SHS	5,628	5,489
GEA GROUP AG-357SHS	13,791	17,021
GEMALTO NV-113SHS	8,573	12,458
HAVAS ADVERTISING-1076SHS	9,067	8,872
HENKEL AG & CO KGAA-252SHS	21,835	26,265
HSBC HLDGS-1694SHS	17,664	18,582
HUADIAN FUXIN ENERGY CORP-18272SHS	6,199	7,234
HUNTING PLC-830SHS	11,450	10,716
ICON PLC-199SHS	6,459	8,043
INTERMEDIATE CAP GROUP PLC-1272SHS	9,161	8,846

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JAZZ PHARMACEUTICALS PLC-161SHS	9,020	20,376
KAKAKU COM INC-551SHS	5,393	9,741
KDDI CORP-393SHS	15,566	24,338
KONINKLIJKE PHILIPS NV-537SHS	17,366	19,716
LEGAL & GENERAL GROUP PLC-1043SHS	2,980	3,845
LYONDELLBASELL INDUSTRIES NV-91SHS	6,579	7,305
MAPFRE SA-2404SHS	9,198	10,312
MARINE HARVEST-5309SHS	5,264	6,462
MEDIOLANUM SPA-1132SHS	9,886	9,827
MITSUBISHI ESTATE-423SHS	11,907	12,734
OPERA SOFTWARE ASA-489SHS	3,989	6,686
ORIENTAL LAND CO-125SHS	19,267	18,041
ORIX CORP-356SHS	5,710	6,294
RAKUTEN INC TOKYO-1162SHS	13,727	17,395
RECKITT BENCKISER GROUP PLC-300SHS	16,747	23,810
RENAULT SA-70SHS	5,502	5,638
RIO TINTO-208SHS	9,933	11,744
ROCHE HLDGS AG- GENUSSSCHEIN-73SHS	18,614	20,455
SAFRAN SA-248SHS	14,150	17,261
SANDS CHINA LTD-1641SHS	8,204	13,407
SANOFI-120SHS	6,365	6,436
SCOR SE-287SHS	8,966	10,506
SENSATA TECH HLDG NV-522SHS	19,344	20,238
SHIP HEALTHCARE HOLDINGS INC-198SHS	3,847	7,695
SIEMENS AG-139SHS	11,283	19,018
SJM HOLDINGS LIMITED-2048SHS	5,346	6,867
SOFTBANK CORP-396SHS	13,614	34,872
SUMITOMO CORP-996SHS	12,971	12,594
SWIBER HOLDINGS LTD-16886SHS	8,930	8,894
SWISS RE LTD-196SHS	15,131	18,083

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TELENOR ASA-394SHS	8,784	9,391
TENCENT HOLDINGS LIMITED-282SHS	8,939	17,988
TOTAL SA-576SHS	26,737	35,343
TOYOTA MOTOR CORP-164SHS	8,953	10,078
UNITED INTERNET AG REG SHARE-433SHS	7,984	18,448
VALOR CO LTD-0SHS	0	0
VINCI SA -206SHS	10,952	13,546
WINCOR NIXDORF AG-359SHS	23,872	24,917
WYNN MACAU LTD-1446SHS	5,932	6,555
XINYL GLASS HLDGS LTD-3486SHS	2,608	3,075
XINYL SOLAR HOLDINGS LTD-3486SHS	488	719
YAHOO JAPAN CORP-3100SHS	10,592	17,254
AMERICA MOVIL S A B DE C V-432SHS	8,628	10,096
BANK OF CHINA LTD - H-37438SHS	15,010	17,237
BANK OF COMMUNICATIONS CO LTD-10994SHS	8,388	7,756
CHECK POINT SOFTWARE TECH LTD-192SHS	9,944	12,384
CHINA COMMUNICATIONS CONST CO LTD-6791SHS	6,588	5,474
CHINA COMMUNICATIONS SVCS CORP-7612SHS	5,105	4,712
CHINA SOUTH LOCOMOTIVE -6793SHS	4,634	5,572
ELBIT SYS LTD-59SHS	2,797	3,582
HATTONG SECURITIES CO LTD-3481SHS	5,121	6,061
INDUSTRIAL & COMMERCIAL BK OF CHINA-19195SHS	13,478	12,972
KASIKORNBANK PCL-1397SHS	8,011	6,662
KRUNG THAI BK PUB CO LTD-9626SHS	6,147	4,716
PING AN INSURANCE GROUP CO H-2965SHS	22,433	26,557
PT BK MANDIRI-5819SHS	4,272	3,753
SIAM COMMERCIAL BANK PUB CO LTD-2531SHS	14,280	10,783
STANDARD BK GROUP LTD-103SHS	5,105	4,980
TAIWAN SEMICONDUCTOR MFG LTD-477SHS	7,378	8,319
TELEFONICA BRASIL SA-61SHS	1,855	1,172

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNIVERSAL ROB INA CORP-7055SHS	10,184	17,978
YANDEX NV-319SHS	7,247	13,765



**TY 2013 Investments - Other Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
IVY ASSET STRATEGY FUND - 2288.62 SHS	AT COST	72,000	73,877
ROBECO BOSTON PARTNERS LONG/SHORT RES FUND - 5066.854 SHS	AT COST	72,000	73,115
COHEN & STEERS REIT ETF - 2200 SHS	AT COST	171,521	164,384
ENTERPRISE PRODS PARTNERS L P-151SHS	AT COST	7,931	10,011
IPG PHOTONIC CORP-194SHS	AT COST	10,828	15,056

TY 2013 Other Assets Schedule

**Name:** RIVERWAY FOUNDATION

**EIN:** 41-6406915

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
URBAN HOMEWORKS LLC - LOAN	90,000	80,000	80,000

**TY 2013 Other Decreases Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

Description	Amount
BASIS ADJUSTMENT BY BROKER	2,713
SIEMANS AG - REVERSAL OF 2012 RECEIPT DUE TO TAXABLE SPINOFF	410

**TY 2013 Other Expenses Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE / BANK /ADR FEES	9,378	9,378	0	0
MINNESOTA ATTORNEY GENERAL	25	0	0	25
KKR SCH K-1 - INV INTEREST EXP	0	12	0	0
SUNOCO LP SCH K-1 - INV INTEREST EXP	0	3	0	0
POWERSHARES COMMODITY K-1 - PORTFOLIO DEDUCTIONS	0	839	0	0
OCH-ZIFF SCH K-1 - INV INTEREST EXP	0	78	0	0
OCH-ZIFF SCH K-1 - PORTFOLIO DEDUCTIONS	0	1	0	0
CARLYLE GROUP LP - K-1 - PORTFOLIO DEDUCTION	0	7	0	0
CARLYLE GROUP LP - K-1 - INV INTEREST EXP	0	11	0	0

## TY 2013 Other Income Schedule

**Name:** RIVERWAY FOUNDATION

**EIN:** 41-6406915

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
URBAN HOMEWORKS - INTEREST PYMT ON NOTE	4,248	4,248	
FOREIGN TAX REBATE	36	36	0

**TY 2013 Other Increases Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

Description	Amount
LIMITED PARTNERSHIPS CASH DISTRIBUTIONS	2,754
RETURN OF CAPITAL/SHARE REDEMPTION	353
PRIOR YEAR PENDING SALES ADJUSTMENT TO BEGINNING BALANCE	673

# TY 2013 Other Professional Fees Schedule

**Name:** RIVERWAY FOUNDATION

**EIN:** 41-6406915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	23,435	23,435	0	0

**TY 2013 Taxes Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES PAID - PRIOR YEAR	750	0	0	0
FEDERAL ESTIMATED EXCISE TAXES PAID	2,339	0	0	0
FEDERAL EXTENSION PAYMENT	1,000	0	0	0
OCH-ZIFF K-1 - FOREIGN TAX PAID	0	2	0	0