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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAR 1, 2013, and ending FEB 28, 2014

Name of foundation DRISCOLL FOUNDATION		A Employer identification number 41-6012065
Number and street (or P.O. box number if mail is not delivered to street address) 30 E. 7TH STREET, SUITE 2000		B Telephone number 6512280935
City or town, state or province, country, and ZIP or foreign postal code ST PAUL, MN 55101-4930		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,488,476. (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"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,220,240.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	665,994.	643,125.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	844,923.			STATEMENT 1
	b Gross sales price for all assets on line 6a	6,979,539.			
	7 Capital gain net income (from Part IV, line 2)		934,297.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	19,854.	234,120.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	2,751,011.	1,811,542.	0.		
Operating and Administrative Expenses	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				
	b Accounting fees STMT 4	89,321.	16,364.	0.	71,457.
	c Other professional fees				
	17 Interest	28.	18,974.	0.	0.
	18 Taxes STMT 5	158,000.	15,583.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	25.	109,596.	0.	25.
	24 Total operating and administrative expenses. Add lines 13 through 23	247,374.	160,517.	0.	71,482.
	25 Contributions, gifts, grants paid	1,137,356.			1,137,356.
26 Total expenses and disbursements. Add lines 24 and 25	1,384,730.	160,517.	0.	1,208,838.	
27 Subtract line 26 from line 12	1,366,281.				
a Excess of revenue over expenses and disbursements		1,651,025.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0.		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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				
	2	Savings and temporary cash investments				
	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 7	13,124,397.	13,297,775.	20,122,709.
	c	Investments - corporate bonds	STMT 8	6,015,863.	7,413,508.	7,752,886.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation				
12		Investments - mortgage loans				
13		Investments - other	STMT 9	2,359,408.	2,150,252.	2,601,899.
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation				
15		Other assets (describe)	STATEMENT 10)	10,981.	10,984.	10,982.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		21,510,649.	22,872,519.	30,488,476.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
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		21,510,649.	22,872,519.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		21,510,649.	22,872,519.		
31	Total liabilities and net assets/fund balances		21,510,649.	22,872,519.		

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	21,510,649.
2	Enter amount from Part I, line 27a	2	1,366,281.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	22,876,930.
5	Decreases not included in line 2 (itemize) OTHER ADJUSTMENTS	5	4,411.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,872,519.

Form 990-PF (2013)

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				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e 6,979,539.		6,045,242.	934,297.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			934,297.	
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		2 934,297.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3 408,065.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,236,734.	26,176,723.	.047246
2011	1,134,480.	24,605,931.	.046106
2010	968,717.	22,057,055.	.043919
2009	857,819.	19,745,941.	.043443
2008	1,250,957.	20,709,822.	.060404

2 Total of line 1, column (d)	2	.241118
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	.048224
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28,597,252.
5 Multiply line 4 by line 3	5	1,379,074.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,510.
7 Add lines 5 and 6	7	1,395,584.
8 Enter qualifying distributions from Part XII, line 4	8	1,208,838.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 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.		1	33,021.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	33,021.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	33,021.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	40,661.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	51,661.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,640.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	18,640.	Refunded

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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FIDUCIARY COUNSELLING, INC Telephone no. ► 651-228-0935 Located at ► 30 E. 7TH STREET, SUITE 2000, ST PAUL, MN ZIP+4 ► 55101-4930			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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

Form 990-PF (2013)

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
SEE STATEMENT 11		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

Form 990-PF (2013)

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
FIDUCIARY COUNSELLING INC - 30 E 7TH STREET, SUITE 2000, ST PAUL, MN 55101-4930	ACCOUNTING & TAX	89,321.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	26,914,159.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	2,118,584.
d	Total (add lines 1a, b, and c)	1d	29,032,743.
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	29,032,743.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	435,491.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,597,252.
6	Minimum investment return. Enter 5% of line 5	6	1,429,863.

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	1,429,863.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	33,021.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33,021.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,396,842.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,396,842.
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	1,396,842.

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	1,208,838.
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	1,208,838.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,208,838.

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

Form 990-PF (2013)

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				1,396,842.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,137,356.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 1,208,838.				
a Applied to 2012, but not more than line 2a			1,137,356.	
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				71,482.
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 instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,325,360.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	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 XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED				1,137,356.
Total			3a	1,137,356.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue						
a							
b							
c							
d							
e							
f							
g	Fees and contracts from government agencies						
2	Membership dues and assessments						
3	Interest on savings and temporary cash investments						
4	Dividends and interest from securities			14	665,994.		
5	Net rental income or (loss) from real estate						
a	Debt-financed property						
b	Not debt-financed property						
6	Net rental income or (loss) from personal property						
7	Other investment income			01	19,854.		
8	Gain or (loss) from sales of assets other than inventory			18	844,923.		
9	Net income or (loss) from special events						
10	Gross profit or (loss) from sales of inventory						
11	Other revenue						
a							
b							
c							
d							
e							
12	Subtotal. Add columns (b), (d), and (e)		0.		1,530,771.	0.	
13	Total. Add line 12, columns (b), (d), and (e)					1,530,771.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash		1a(1)	X
(2) Other assets		1a(2)	X
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
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[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?

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.				May the IRS discuss this return with the preparer shown below (see Instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		11/12/15 Date	PRESIDENT Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	KIM M. MERTENS				1-12-15		P01059443
	Firm's name ▶ FIDUCIARY COUNSELLING, INC					Firm's EIN ▶ 41-0445819	
	Firm's address ▶ 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930					Phone no 651-228-0935	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Name of the organization

DRISCOLL FOUNDATION

Employer identification number

41-6012065

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

DRISCOLL FOUNDATION

41-6012065

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LINCOLN STREET FUND 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	THE GAVIA TRUST 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	W. JOHN DRISCOLL PROFIT SHARING KEOGH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 157,343.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	W. JOHN DRISCOLL PROFIT SHARING KEOGH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 613,710.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
5	W. JOHN DRISCOLL PROFIT SHARING KEOGH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 74,223.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
6	W. JOHN DRISCOLL PROFIT SHARING KEOGH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 187,665.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
DRISCOLL FOUNDATION	41-6012065

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	W. JOHN DRISCOLL PROFIT SHARING KEOGH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 65,361.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8	W. JOHN DRISCOLL PROFIT SHARING KEOGH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 81,245.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
9	W. JOHN DRISCOLL PROFIT SHARING KEOGH 30 E. 7TH STREET, SUITE 2000 ST. PAUL, MN 55101-4930	\$ 693.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
DRISCOLL FOUNDATION	41-6012065

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	669.914 SHARES CLEARWATER SMALL COMPANIES FUND STOCK WITH A FMV OF \$23.59 PER SHARE	\$ 157,343.	10/04/13
4	12,443.424 SHARES PARAMETRIC TAX MGD EMERGING MKTS INST STOCK WITH A FMV OF \$49.32 PER SHARE	\$ 613,710.	10/04/13
5	1,943.027 SHARES OAKMARK SELECT I STOCK WITH A FMV OF \$38.2 PER SHARE	\$ 74,223.	10/04/13
6	15,282.143 SHARES PIMCO ALL ASSET INST STOCK WITH A FMV OF \$12.28 PER SHARE	\$ 187,665.	10/04/13
7	1,371.402 SHARES SELECTED AMERICAN STOCK WITH A FMV OF \$47.66 PER SHARE	\$ 65,361.	10/04/13
8	4,344.654 SHARES VANGUARD PRIMECAP CORE FD INVESTOR CL STOCK WITH A FMV OF \$18.70 PER SHARE	\$ 81,245.	10/04/13

Name of organization	Employer identification number
DRISCOLL FOUNDATION	41-6012065

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	PUBLICLY TRADED SECURITIES	P		
b	WASH SALES	P		
c	LONG TERM DISTRIBUTION	P		
d	LITIGATION PROCEEDS	P		
e	CPOF - STCG	P		
f	CPOF - LTCG	P		
g	CPOF - SEC 1231 GAIN	P		
h	CPOF - SEC 1256 LOSS	P		
i	CPOF II - STCG	P		
j	CPOF II - LTCG	P		
k	CPOF II - SEC 1231 GAIN	P		
l	CPOF II - SEC 1256 LOSS	P		
m	CPOF III - STCG	P		
n	CPOF III - LTCG	P		
o	CPOF III - SEC 1231 GAIN	P		

(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 6,404,729.		5,991,866.	412,863.
b 1,124.			1,124.
c 466,749.			466,749.
d 2,319.			2,319.
e 199.			199.
f 54,340.			54,340.
g 327.			327.
h		1.	-1.
i 1,476.			1,476.
j 28,507.			28,507.
k		1,120.	-1,120.
l		5.	-5.
m 1,251.			1,251.
n 14,099.			14,099.
o 1,394.			1,394.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			** 412,863.
b			** 1,124.
c			466,749.
d			2,319.
e			** 199.
f			54,340.
g			327.
h			-1.
i			** 1,476.
j			28,507.
k			-1,120.
l			-5.
m			** 1,251.
n			14,099.
o			1,394.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

Part 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	CPOF III - SEC 1256 LOSS	P		
b	CPOF IV - STCG	P		
c	CPOF IV - LTCG	P		
d	CPOF IV - SEC 1231 LOSS	P		
e	SIT OPPORTUNITY BOND FUND - STCG	P		
f	SIT OPPORTUNITY BOND FUND - LTCG	P		
g	SPELL CAP PTN FUND III	P		
h				
i				
j				
k				
l				
m				
n				
o				

(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	7.		7.
b	690.		690.
c	2,264.		2,264.
d	64.		64.
e		9,538.	-9,538.
f		9,139.	-9,139.
g		33,573.	-33,573.
h			
i			
j			
k			
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 as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7.
b			** 690.
c			2,264.
d			64.
e			** -9,538.
f			-9,139.
g			-33,573.
h			
i			
j			
k			
l			
m			
n			
o			

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	934,297.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	408,065.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,404,729.	5,991,866.	0.	0.	412,863.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
WASH SALES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,124.	0.	0.	0.	1,124.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM DISTRIBUTION	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
466,749.	38,132.	0.	0.	428,617.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LITIGATION PROCEEDS			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,319.	0.	0.	0.	2,319.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF - STCG			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
199.	199.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF - LTCG			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
54,340.	54,340.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF - SEC 1231 GAIN			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
327.	327.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CPOF - SEC 1256 LOSS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CPOF II - STCG	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,476.	1,476.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CPOF II - LTCG	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,507.	28,507.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CPOF II - SEC 1231 GAIN	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF II - SEC 1256 LOSS	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF III - STCG	1,251.	1,251.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF III - LTCG	14,099.	14,099.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF III - SEC 1231 GAIN	1,394.	1,394.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF III - SEC 1256 LOSS	7.	7.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF IV - STCG	690.	690.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF IV - LTCG	2,264.	2,264.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
CPOF IV - SEC 1231 LOSS	64.	64.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SIT OPPORTUNITY BOND FUND - STCG	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SIT OPPORTUNITY BOND FUND - LTCG	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SPELL CAP PTN FUND III	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

844,923.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
DIVIDENDS PER BOOK - NATIONAL FINANCIAL SERVICES	599,996.	0.	599,996.	643,125.	0.	
SHORT TERM CAPITAL GAIN DISTRIBUTIONS PER BOOK	65,998.	0.	65,998.	0.	0.	
TO PART I, LINE 4	665,994.	0.	665,994.	643,125.	0.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FEDERAL EXCISE TAX REFUND	11,841.	0.	0.	
CHURCHILL EQUITY & ESOP II	8,013.	0.	0.	
PORTFOLIO INTEREST	0.	32.	0.	
CLEARWATER PRIVATE OPPORTUNITY FUND #45-0463589	0.	0.	0.	
ORDINARY INCOME	0.	16.	0.	
NET RENTAL INCOME	0.	1.	0.	
PORTFOLIO INTEREST	0.	898.	0.	
PORTFOLIO DIVIDENDS	0.	5,270.	0.	
ROYALTIES	0.	2.	0.	
OTHER PORTFOLIO INCOME	0.	187.	0.	
CANCELLATION OF DEBT INCOME	0.	1.	0.	
OTHER INCOME	0.	904.	0.	
LESS: UBTI	0.	-117.	0.	
CLEARWATER PRIVATE OPP FUND II #20-2825162	0.	0.	0.	
ORDINARY INCOME	0.	174.	0.	
RENTAL INCOME	0.	16.	0.	
OTHER RENTAL INCOME	0.	223.	0.	
INTEREST	0.	2,334.	0.	
DIVIDENDS	0.	4,500.	0.	
ROYALTIES	0.	11.	0.	
OTHER PORTFOLIO INCOME	0.	68.	0.	
CANCELLATION OF DEBT INCOME	0.	87.	0.	
OTHER INCOME	0.	9,541.	0.	
LESS: UBTI	0.	-620.	0.	
CLEARWATER PRIVATE OPP FUND III #26-2251284	0.	0.	0.	

ORDINARY INCOME	0.	-282.	0.
RENTAL INCOME	0.	36.	0.
OTHER RENTAL INCOME	0.	511.	0.
PORTFOLIO INTEREST	0.	2,402.	0.
DIVIDENDS	0.	3,599.	0.
ROYALTIES	0.	191.	0.
OTHER PORTFOLIO INCOME	0.	-64.	0.
CANCELLATION OF DEBT INCOME	0.	26.	0.
OTHER INCOME	0.	1,620.	0.
LESS: UBTI	0.	-253.	0.
CLEARWATER PRIVATE OPP FUND IV #45-2978316	0.	0.	0.
ORDINARY INCOME	0.	-504.	0.
PORTFOLIO INTEREST	0.	460.	0.
DIVIDENDS	0.	3,987.	0.
OTHER PORTFOLIO INCOME	0.	10.	0.
OTHER INCOME	0.	219.	0.
LESS: UBTI	0.	301.	0.
CORAL'S 2007 MOMENTUM FUND	0.	0.	0.
PORTFOLIO INTEREST	0.	351.	0.
SPELL CAPITAL PARTNERS QUALIFIED FUND III	0.	0.	0.
ORDINARY INCOME	0.	7,607.	0.
PORTFOLIO INTEREST	0.	347.	0.
OTHER INCOME	0.	109,053.	0.
LESS: UBTI	0.	-7,607.	0.
SPELL CAPITAL MEZZANINE PARTNERS	0.	0.	0.
ORDINARY INCOME	0.	-5,497.	0.
PORTFOLIO INTEREST	0.	40,952.	0.
LESS: UBTI	0.	5,497.	0.
LONE STAR GROWTH CAPITAL LP #41-2192242	0.	0.	0.
ORDINARY INCOME	0.	-86,305.	0.
PORTFOLIO INTEREST	0.	63,832.	0.
LESS: UBTI	0.	86,305.	0.
LESS: UBTI	0.	-42,959.	0.
SIT OPPORTUNITY BOND FUND, LLC	0.	0.	0.
PORTFOLIO INTEREST	0.	118.	0.
PORTFOLIO DIVIDENDS	0.	26,639.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	19,854.	234,120.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING AND TAX SERVICE	89,321.	16,364.	0.	71,457.	
TO FORM 990-PF, PG 1, LN 16B	89,321.	16,364.	0.	71,457.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE PRIOR YEAR OVERPAYMENT APPLIED	11,841.	0.	0.	0.	
FEDERAL EXCISE PRIOR YEAR EXTENSION PAYMENT	13,159.	0.	0.	0.	
FEDERAL EXCISE Q2 ESTIMATE	7,500.	0.	0.	0.	
FEDERAL EXCISE Q3 ESTIMATE	11,500.	0.	0.	0.	
FEDERAL EXCISE Q4 ESTIMATE	12,000.	0.	0.	0.	
FEDERAL UBTI PAYMENT	102,000.	0.	0.	0.	
FOREIGN TAXES WITHHELD	0.	15,256.	0.	0.	
FOREIGN TAXES THRU CPOF	0.	106.	0.	0.	
FOREIGN TAXES THRU CPOF II	0.	107.	0.	0.	
FOREIGN TAXES THRU CPOF III	0.	103.	0.	0.	
FOREIGN TAXES THRU CPOF IV	0.	11.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	158,000.	15,583.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FILING FEE	25.	0.	0.	25.	
CHURCHILL EQUITY & ESOP #41-1963960	0.	0.	0.	0.	
2% PORTFOLIO DEDUCTIONS	0.	521.	0.	0.	
CLEARWATER PRIVATE OPP FUND #45-0463589	0.	0.	0.	0.	
SEC. 179	0.	2.	0.	0.	

DRISCOLL FOUNDATION

41-6012065

SEC. 59(E)(2)	0.	131.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	6,695.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	28.	0.	0.
OTHER DEDUCTIONS	0.	53.	0.	0.
CLEARWATER PRIVATE OPP FUND				
II #20-2825162	0.	0.	0.	0.
SEC. 179	0.	5.	0.	0.
ROYALTY DEDUCTIONS	0.	4.	0.	0.
SEC. 59(E)(2)	0.	270.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	9,746.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	14.	0.	0.
OTHER DEDUCTIONS	0.	204.	0.	0.
CLEARWATER PRIVATE OPP FD				
III #26-2251284	0.	0.	0.	0.
SEC. 179	0.	1.	0.	0.
ROYALTY DEDUCTIONS	0.	162.	0.	0.
SEC. 59(E)(2)	0.	200.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	10,643.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	21.	0.	0.
OTHER DEDUCTIONS	0.	133.	0.	0.
CLEARWATER PRIVATE OPP FD IV				
#45-2978316	0.	0.	0.	0.
SEC. 59(E)(2)	0.	24.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	7,956.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	2.	0.	0.
OTHER DEDUCTIONS	0.	12.	0.	0.
LONE STAR GROWTH CAPITAL LP	0.	0.	0.	0.
OTHER PORTFOLIO DEDUCTIONS	0.	2,213.	0.	0.
OTHER DEDUCTIONS	0.	12,476.	0.	0.
SIT OPPORTUNITY BOND FUND				
#41-1966452	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	2,598.	0.	0.
SPELL CAPITAL FD III				
#20-5376879	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	3,512.	0.	0.
SPELL MEZZANINE PARTNERS				
#37-1661465	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	38,773.	0.	0.
CORAL'S 2007 MOMENTUM FD				
#20-5260256	0.	0.	0.	0.
2% PORTFOLIO DEDUCTIONS	0.	13,197.	0.	0.
TO FORM 990-PF, PG 1, LN 23	25.	109,596.	0.	25.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIDELITY CASH RESERVES	602,760.	602,760.	
WEYERHAEUSER CO	341,381.	1,389,154.	
OAKMARK SELECT FD	764,544.	1,196,653.	
SELECTED AMERICAN SHARES	928,190.	1,194,127.	
VANGUARD PRIMECAP CORE FD	694,117.	1,195,852.	
CLEARWATER SMALL COMPANIES FUND	974,736.	1,635,600.	
LIFE TIME FITNESS INC	28,250.	1,287,380.	
DODGE & COX INTL STOCK FUND	504,031.	708,847.	
AMERICAN EUROPACIFIC GR CL F2	696,099.	1,411,225.	
MSDW INSTITUTIONAL INTL EQUITY	557,966.	705,749.	
TEMPLETON INST FOREIGN SM COS	736,290.	1,369,200.	
PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	2,106,168.	2,353,323.	
TOUCHSTONE EMERGING MARKETS FUND CL I	779,706.	693,350.	
HUSSMAN STRATEGIC GROWTH	0.	0.	
PIMCO ALL ASSET INST CLASS	897,130.	929,933.	
THIRD AVENUE FOCUSED CREDIT INSTL	862,072.	924,481.	
WILLIAM BLAIR MACRO ALLOCATION FD	914,262.	923,910.	
EII GLOBAL PROPERTY FUND	601,104.	795,802.	
THIRD AVENUE REAL ESTATE	308,969.	805,363.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,297,775.	20,122,709.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DOUBLELINE TOTAL RETURN BOND FD CL I	1,435,548.	1,413,722.	
LOOMIS SAYLES BOND INSTL	1,243,389.	1,444,287.	
PIMCO EMERGING MARKETS BOND FD	1,458,610.	1,462,272.	
SIT OPPORTUNITY BOND FUND, LLC	1,900,000.	1,990,478.	
TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	1,375,961.	1,442,127.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,413,508.	7,752,886.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHURCHILL EQUITY & ESOP CAP II	COST	155,743.	97,427.
CLEARWATER PRIVATE OPPORT FUND	COST	150,860.	208,207.
CLEARWATER PRIVATE OPP FD II	COST	301,977.	465,420.
CLEARWATER PRIVATE OPP FD III	COST	248,477.	303,177.
CLEARWATER PRIVATE OPP FD IV	COST	117,500.	121,196.
CORAL'S 2007 MOMENTUM FD	COST	409,304.	411,635.
LONE STAR GROWTH CAPITAL LP	COST	345,385.	496,931.
SPELL MEZZANINE PARTNERS SBIC LP	COST	312,000.	268,981.
SPELL CAPITAL PARTNERS III	COST	109,006.	228,925.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,150,252.	2,601,899.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FURNISHINGS	10,982.	10,982.	10,982.
ROUNDING ADJUSTMENT	-1.	2.	0.
TO FORM 990-PF, PART II, LINE 15	10,981.	10,984.	10,982.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH S. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
JEFF R.TOLZIN 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	SECRETARY/TREASURER 1.00	0.	0.	0.
JOHN B. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
MARGARET L. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
WILLIAM L. DRISCOLL 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	DIRECTOR 1.00	0.	0.	0.
ELIZABETH D. HLAVKA 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
W. JOHN DRISCOLL (DECEASED) 30 E. 7TH STREET, SUITE 2000 ST PAUL, MN 55101-4930	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 12
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ELIZABETH S. DRISCOLL
 W. JOHN DRISCOLL (DECEASED)

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELIZABETH, D. HLAVKA, PRESIDENT
DRISCOLL FDN, 30 E 7TH ST, STE 2000
ST PAUL, MN 55101-4930

TELEPHONE NUMBER

651 228-0935

FORM AND CONTENT OF APPLICATIONS

THERE IS NO SET FORM OF APPLICATION FOR GRANTS. HOWEVER, THE APPLICATIONS SHOULD BE CONCISE AND TYPEWRITTEN. THE APPLICATION MUST INCLUDE A CLEAR STATEMENT OF THE PURPOSE OF THE PROJECT OR PROGRAM AND A COMPLETE BUDGET. STATEMENTS OF QUALIFICATIONS OF PERSONS WHO WILL HAVE MAJOR RESPONSIBILITIES FOR PROJECT SHOULD BE INCLUDED. APPLICATION MUST CARRY A COPY OF THE ORGANIZATION'S LETTER OF TAX EXEMPTION ISSUED BY THE INTERNAL REVENUE SERVICE AND DETERMINATION LETTER REGARDING PRIVATE FOUNDATION STATUS.

ANY SUBMISSION DEADLINES

PROPOSALS ARE CONSIDERED THROUGHOUT THE YEAR AND DETERMINATION LETTERS ARE SENT PROMPTLY.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION CONFINES ITS GRANTS LARGELY, BUT NOT EXCLUSIVELY, TO THE METROPOLITAN AREAS OF ST PAUL AND MINNEAPOLIS, MINNESOTA AND SAN FRANCISCO, CALIFORNIA.

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Agros International	2225 4th Avenue, 2nd Floor Seattle, WA 98121	Yes	General operating support	2/21/2014	\$10,000.00
American Academy of Family Physicians Foudnation	11400 Tomahawk Creek Pkwy, Suite 440 Leawood, KS 66211	Yes	Research Fund	2/21/2014	\$2,500.00
American University in Cairo	420 Fifth Avenue, 3rd Floor New York, NY 10018-2729	Yes	Annual Fund	2/21/2014	\$5,000.00
American University in Cairo	420 Fifth Avenue, 3rd Floor New York, NY 10018-2729	Yes	Broken Window Fund	2/21/2014	\$20,000.00
Arts Partnership	345 Washington Street St. Paul 55102	Yes	Ordway Renovation	2/21/2014	\$100,000.00
Association of Waldorf Schools of North America	515 Kimbark Street, Suite 103 Longmont, CO 80501	Yes	General operating support	2/21/2014	\$2,500.00
Bates College	2 Andrews Road Lewiston, ME 04240	Yes	Annual Fund	2/21/2014	\$1,000.00
Bridge for Youth	1111 West 22nd Street Minneapolis, MN 55405	Yes	General operating support	2/21/2014	\$10,000.00
Burke Museum of Natural History & Culture at University of Washington	Box 359505 Seattle, WA 98195-9505	Yes	General operating support	2/21/2014	\$5,000.00
Catholic Charities	1200 Second Avenue South Minneapolis, MN 55403	Yes	Homless Women's Service	2/21/2014	\$5,000.00

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Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Chatham Hall	800 Chatham Hall Circle Chatham, VA 24531	Yes	Annual Fund	2/21/2014	\$1,000.00
Children's Home Society & Family Services	1605 Eustis Street St. Paul, MN 55108	Yes	Annual Fund	2/21/2014	\$1,000.00
Colorado Public Radio	7409 South Alton Court Centennial, CO 80121	Yes	General operating support	2/21/2014	\$5,000.00
Colorado Shakespeare Festival Guild	277 UCB Boulder, CO 80309	Yes	General operating support	2/21/2014	\$5,000.00
Colorado Symphony Orchestra	1000 14th Street, No. 15 Denver, CO 80202	Yes	General operating support	2/21/2014	\$5,000.00
Colorado Vincentian Volunteers	1732 Pearl Street Denver, CO 80203-1422	Yes	General operating support	2/21/2014	\$4,000.00
Common Sense Media	650 Townsend Street, Suite 435 San Francisco, CA 94103	Yes	General operating support	2/21/2014	\$7,500.00
Community Resource Center	444 Sherman Street, Suite 102 Denver, CO 80203-4430	Yes	General operating support	2/21/2014	\$4,000.00
Curtis Park Neighbors	2800 Curtis Street Denver, CO 80303	Yes	General operating support	2/21/2014	\$1,500.00
Darrow School	110 Darrow Road New Lebanon, NY 12125	Yes	General operating support	2/21/2014	\$10,000.00

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Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Davis Phinney Foundation	1722 14th Street, Suite 150 Boulder, CO 80302	Yes	Annual Fund	2/21/2014	\$ 5,000.00
Denver Art Museum	100 W 14th Ave Parkway Denver, CO 80204-2788	Yes	General operating support	2/21/2014	\$ 7,500.00
Denver Health Foundation	655 Broadway MC 0111 Denver, CO 80203	Yes	restricted to the research project of Dr. Robert D. Keeley, MD, MSPH, entitled Motivation Interviews adapted for Depression Treatment in Primary Care (NIMH #1K23MH082997)	2/21/2014	\$18,500.00
Denver Health Foundation	655 Broadway MC 0111 Denver, CO 80203	Yes	restricted to the research project of Dr. Robert D. Keeley, MD, MSPH, entitled Motivation Interviews adapted for Depression Treatment in Primary Care (NIMH #1K23MH082997)	2/21/2014	\$15,000.00
Dodge Nature Center	365 West Marie Avenue West St. Paul, MN 55118	Yes	Annual Fund	2/21/2014	\$5,000.00
Emergency Food Network	3318 92nd Street South Lakewood, WA 98499	Yes	General operating support	2/21/2014	\$ 7,000.00
Forterra	901 5th Avenue, Suite 2200 Seattle, WA 98164	Yes	General operating support	2/21/2014	\$5,000.00
Friends of American Lake Veterans Golf Course	PO Box 99608 Tacoma, WA 98496	Yes	General operating support	2/21/2014	\$1,000.00
Grace Christian School	855 Chevy Way Medford, OR 97504	Yes	General operating support	2/21/2014	\$4,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Great River Greening	35 West Water Street, Suite 201 St. Paul, MN 55107	Yes	General operating support	2/21/2014	\$5,500.00
Greater Metro Parks Foundation	4702 South 19th Street Tacoma, WA 98405	Yes	General operating support	2/21/2014	\$ 2,500.00
Greater Twin Cities United Way	404 South Eighth Street Minneapolis, MN 55404-1084	Yes	General operating support	2/21/2014	\$50,000.00
Guide Dogs for the Blind, Inc.	PO Box 151200 San Rafael, CA 94915-1200	Yes	General operating support	2/21/2014	\$1,000.00
House of Hope Presbyterian Church	797 Summit Avenue St. Paul, MN 55105	Yes	Annual Fund	2/21/2014	\$ 5,000.00
Ipoderac's Children Fund	28651 Moss Rock Road Golden, CO 90401	Yes	General operating support	2/21/2014	\$10,000.00
Jacksonville Engine Company 1, Inc.	PO Box 313 Jacksonville, OR 97530	Yes	General operating support	2/21/2014	\$ 500.00
Jacksonville Woodlands Association	PO Box 1210 Jacksonville, OR 97530	Yes	General operating support	2/21/2014	\$ 500.00
James J. Hill Reference Library	80 West Fourth Street St. Paul, MN 55102	Yes	Annual Fund	2/21/2014	\$1,000.00
Jean Weingarten Peninsula Oral School for The Deaf	3518 Jefferson Avenue Redwood City, CA 94062	Yes	General operating support	2/21/2014	\$5,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930

Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	Yes	Children's Health Fund	2/21/2014	\$1,000.00
Macalester College	1600 Grand Avenue St. Paul, MN 55105-1899	Yes	Annual Fund	2/21/2014	\$1,000.00
MADD National Office	511 E. John Carpenter Freeway, Suite 700 Irving, TX 75062	Yes	General operating support	2/21/2014	\$ 5,000.00
Maslow Project	500 Monroe Street Medford, OR 97501	Yes	General operating support	2/21/2014	\$ 1,000.00
Milkweed Editions, Inc.	1011 Washington Ave S., Suite 300 Minneapolis, MN 55415-1246	Yes	Capital Campaign	2/21/2014	\$25,000.00
Milkweed Editions, Inc.	1011 Washington Ave S., Suite 300 Minneapolis, MN 55415-1246	Yes	General operating support	2/21/2014	\$2,500.00
Minneapolis College of Art & Design	2501 Stevens Avenue South Minneapolis, MN 55404	Yes	Annual Fund	2/21/2014	\$1,000.00
Minneapolis Institute of Arts	2400 Third Avenue South Minneapolis, MN 55404	Yes	Annual Fund	2/21/2014	\$ 5,000.00
Minneapolis Institute of Arts	2400 Third Avenue South Minneapolis, MN 55404	Yes	Annual Fund	2/21/2014	\$10,000.00
Minnesota Children's Museum	10 West 7th Street St. Paul, MN 55102	Yes	Annual Fund	2/21/2014	\$1,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Minnesota Historical Society	345 Kellogg Boulevard West St. Paul, MN 55102-1906	Yes	Ramsey House Endowment Challenge	2/21/2014	\$60,000.00
Minnesota Historical Society	345 Kellogg Boulevard West St. Paul, MN 55102-1906	Yes	North Star Heritage Fund	2/21/2014	\$5,000.00
Minnesota Lakes Maritime Museum	205 3rd Avenue W Alexandria, MN 56308	Yes	General operating support	2/21/2014	\$5,000.00
Minnesota Landscape Arboretum Foundation	3675 Arboretum Drive Chaska, MN 55318-9613	Yes	Slade Perennial Garden	2/21/2014	\$37,500.00
Minnesota Museum of American Art	408 St. Peter Street, Suite 419 St. Paul, MN 55102	Yes	General operating support	2/21/2014	\$15,500.00
Minnesotans' Military Appreciation Fund	PO Box 2070 Minneapolis, MN 55402	Yes	Annual Fund	2/21/2014	\$ 5,000.00
Mississippi River Fund	111 Kellogg Boulevard East, Suite 105 St. Paul, MN 55101	Yes	General operating support	2/21/2014	\$5,000.00
Mississippi River Fund	111 Kellogg Boulevard East, Suite 105 St. Paul, MN 55101	Yes	General operating support	2/21/2014	\$2,500.00
Museum of Glass	1801 Dock Street Tacoma, WA 98402-3217	Yes	GHWJr Memorial Endowment Fund	2/21/2014	\$75,000.00
My New Red Shoes	111 Anza Blvd., Suite 110 Burlingame, CA 94010	Yes	General operating support	2/21/2014	\$1,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
National Foundation for Ectodermal Dysplasias	6 Executive Drive, Suite 2 Fairview Heights, IL 62208-1360	Yes	General operating support	2/21/2014	\$2,500.00
Neighborhood House	179 Robie Street E St. Paul, MN 55107	Yes	Annual Fund	2/21/2014	\$5,000.00
Oakland Cemetery Association	927 Jackson Street St. Paul, MN 55117-5076	Yes	Annual Fund	2/21/2014	\$1,000.00
Palo Alto Players	1305 Middlefield Road Palo Alto, CA 94301	Yes	General operating support	2/21/2014	\$10,000.00
Peninsula Humane Society	12 Airport Boulevard San Mateo, CA 94401	Yes	General operating support	2/21/2014	\$10,000.00
Pierce College Foundation	1601 39th Ave. SE Puyallup, WA 98374	Yes	General operating support	2/21/2014	\$1,000.00
Redline	2350 Arapahoe Street Denver, CO 80205	Yes	General operating support	2/21/2014	\$5,000.00
Riekens Center for Human Enhancement	3455 Edison Way Menlo Park, CA 94025	Yes	General operating support	2/21/2014	\$9,026.00
Runestone Museum Foundation	206 Broadway Street Alexandria, MN 56308	Yes	General operating support	2/21/2014	\$10,000.00
Salvation Army Northern Division	2445 Prior Avenue Roseville, MN 55113	Yes	General operating support	2/21/2014	\$5,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Science Museum of Minnesota	120 West Kellogg Boulevard St. Paul, MN 55102	Yes	Elizabeth S. Driscoll Collectors' Corner	2/21/2014	\$40,000.00
Science Museum of Minnesota	120 West Kellogg Boulevard St. Paul, MN 55102	Yes	Annual Fund	2/21/2014	\$5,000.00
Southern Oregon Humane Society	2910 Table Rock Road Medford, OR 97501	Yes	General operating support	2/21/2014	\$1,000.00
St. Mary's of Medford Inc.	816 Black Oak Drive Medford, OR 97504	Yes	General operating support	2/21/2014	\$10,000.00
St. Paul Academy and Summit School	1712 Randolph Avenue St. Paul, MN 55105-2194	Yes	Driscoll Maintenance Fund	2/21/2014	\$5,330.00
St. Paul Academy and Summit School	1712 Randolph Avenue St. Paul, MN 55105-2194	Yes	Capital Campaign	2/21/2014	\$100,000.00
St. Paul Academy and Summit School	1712 Randolph Avenue St. Paul, MN 55105-2194	Yes	Capital Campaign	2/21/2014	\$ 45,000.00
Stanford University	Office of Development - Gift Processing 326 Galvez St Stanford, CA 94305-6105	Yes	School of Engineering	2/21/2014	\$1,000.00
Stanford University	Office of Development - Gift Processing 326 Galvez St Stanford, CA 94305-6105	Yes	Graduate School of Business	2/21/2014	\$ 2,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Stanford University	Office of Development - Gift Processing 326 Galvez St Stanford, CA 94305-6105	Yes	School of Medicine	2/21/2014	\$ 1,000.00
Stanford University	Office of Development - Gift Processing 326 Galvez St Stanford, CA 94305-6105	Yes	Dr. Kenneth Hunt for Human Performance Lab	2/21/2014	\$ 5,000.00
Starfish One-by-One	33424 Deep Forest Road Evergreen, CO 80439	Yes	General operating support	2/21/2014	\$10,000.00
Tacoma Art Museum	1701 Pacific Avenue Tacoma, WA 98402-9949	Yes	General operating support	2/21/2014	\$20,000.00
Temple Beth El	5975 South 12th Street Tacoma, WA 98465-1998	Yes	General operating support	2/21/2014	\$ 5,000.00
Trust for Public Land	901 Fifth Avenue, Suite 1520 Seattle, WA 98164	Yes	Use in Peirce and/or Jefferson Counties	2/21/2014	\$ 6,500.00
U.N. Foundaiton Inc., Global Alliance for Clean Cookstoves	1800 Massachusetts Ave NW, Suite 400 Washington, DC 20036	Yes	General operating support	2/21/2014	\$7,500.00
United Negro College Fund, Inc.	Minneapolis Area Office 1201 Marquette Avenue, Suite 300 Minneapolis, MN 55403	Yes	Annual Fund	2/21/2014	\$3,000.00
University of Southern California	1150 South Olive St., Suite 320 Los Angeles, CA 90015-2483	Yes	Wyatt D.D.W. Driscoll Fund for the Driscoll/ Clevenger Professor of Social Policy and Admin	2/21/2014	\$50,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930
Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
University of Washington Foundation	1900 Commerce Street Tacoma, WA 98402	Yes	Urban Studies Endowed Student Scholarship Fund	2/21/2014	\$5,000.00
University of Washington Foundation	1900 Commerce Street Tacoma, WA 98402	Yes	Debra Feidman Memorial Scholarship Fund	2/21/2014	\$25,000.00
Vassar College	124 Raymond Avenue Poughkeepsie, NY 12601	Yes	Annual Fund	2/21/2014	\$1,000.00
Walker Art Center	1750 Hennepin Avenue Minneapolis, MN 55403	Yes	Annual Fund	2/21/2014	\$1,000.00
Western Forest Industries Museum	1201 Pacific Avenue, Suite 1750 Tacoma, WA 98402	Yes	General operating support	2/21/2014	\$2,500.00
Wilderness Inquiry, Inc.	808 14th Avenue SE Minneapolis, MN 55414	Yes	General operating support	2/21/2014	\$50,000.00
Women's Bean Project	3201 Curtis Street Denver, CO 80205	Yes	General operating support	2/21/2014	\$5,000.00
Woodside Portola Valley Fire Foundation	3111 Woodside Road Woodside, CA 94062	Yes	General operating support	2/21/2014	\$1,000.00
Woodside School Foundation	3195 Woodside Road Woodside, CA 94062	Yes	Capital Campaign	2/21/2014	\$25,000.00
Woodside School Foundation	3195 Woodside Road Woodside, CA 94062	Yes	Annual Fund	2/21/2014	\$25,000.00

Driscoll Foundation

30 East 7th Street, Suite 2000, St. Paul, MN 55101-4930

Contributions Paid for Year-End 2/28/2014

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Yale University	Office of Development PO Box 2038 New Haven, CT 06521	Yes	Annual Fund	2/21/2014	\$3,000.00
Grand Totals					\$1,137,356.00