efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491213004024

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 05-01-2013 , and ending 04-30-2014

Name of foundation
GROTTO FOUNDATION INC

A Employer identification number
41-6052604

Number and street (or P O box number if mail is not delivered to street address)
1315 RED FOX ROAD NO 100

Room/suite

B Telephone number (see instructions)
(651) 209-8011

City or town, state or province, country, and ZIP or foreign postal code
ARDEN HILLS, MN 551126941

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 24,219,841

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

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

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

			(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	11,054	11,054		
	4	Dividends and interest from securities	625,937	625,937		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	1,109,740			
	b	Gross sales price for all assets on line 6a 4,740,629				
	7	Capital gain net income (from Part IV, line 2)		1,109,740		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,755	0		
	12	**Total.** Add lines 1 through 11	1,749,486	1,746,731		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	146,661	4,400		142,261
	14	Other employee salaries and wages	109,010	1,090		107,920
	15	Pension plans, employee benefits	82,574	826		81,748
	16a	Legal fees (attach schedule)	2,500	25		2,475
	b	Accounting fees (attach schedule)	11,700	1,170		10,530
	c	Other professional fees (attach schedule)	139,500	139,500		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	23,781	0		0
	19	Depreciation (attach schedule) and depletion	1,243	12		
	20	Occupancy	5,587	56		5,531
	21	Travel, conferences, and meetings	3,470	35		3,435
	22	Printing and publications	4,999	50		4,949
	23	Other expenses (attach schedule)	39,864	239		39,625
	24	**Total operating and administrative expenses.** Add lines 13 through 23	570,889	147,403		398,474
	25	Contributions, gifts, grants paid	676,500			676,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,247,389	147,403		1,074,974
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	502,097			
	b	**Net investment income** (if negative, enter -0-)		1,599,328		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2013)

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	4,623,565	3,050,076	3,050,076
2	Savings and temporary cash investments	539,402	1,851,760	1,851,760
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ 83,000 Less allowance for doubtful accounts ▶	82,000	83,000	83,000
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	9,865	13,009	13,009
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	18,156,846	19,199,559	19,199,559
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 102,087 Less accumulated depreciation (attach schedule) ▶ 97,631	1,257	4,456	4,456
15	Other assets (describe ▶)	23,137	17,981	17,981
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	23,436,072	24,219,841	24,219,841
Liabilities 17	Accounts payable and accrued expenses	20,969	23,024	
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)	20,969	23,024	
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
Net Assets or Fund Balances 24	Unrestricted	23,333,103	24,113,817	
25	Temporarily restricted	82,000	83,000	
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	23,415,103	24,196,817	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	23,436,072	24,219,841	

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	23,415,103
2	Enter amount from Part I, line 27a	2	502,097
3	Other increases not included in line 2 (itemize) ▶	3	279,617
4	Add lines 1, 2, and 3	4	24,196,817
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	24,196,817

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,109,740
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	822,042	22,275,129	0 036904
2011	953,180	21,593,707	0 044142
2010	995,846	21,178,571	0 047021
2009	714,877	19,369,931	0 036907
2008	1,338,019	19,428,915	0 068867

2	**Total** of line 1, column (d).	2	0 233841
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 046768
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	23,404,239
5	Multiply line 4 by line 3.	5	1,094,569
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	15,993
7	Add lines 5 and 6.	7	1,110,562
8	Enter qualifying distributions from Part XII, line 4.	8	1,074,974

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	31,987
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	31,987
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	31,987
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 21,963		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	21,963
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	141
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	10,165
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW GROTTOFOUNDATION ORG

14 The books are in care of ▶SONJA MOORE Telephone no ▶(651) 209-8010

Located at ▶1315 RED FOX ROAD SUITE 100 ARDEN HILLS MN ZIP+4 ▶551126941

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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
LAVON LEE 1315 RED FOX RD STE 100 ARDEN HILLS, MN 551126941	GRANT MANAGER 40 00	71,829	2,865	0

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 NATIVE LANGUAGE REVITALIZATION - SINCE ITS INCEPTION IN 1964, THE GROTTO FOUNDATION HAS DIRECTED APPROXIMATELY 37 PERCENT OF ITS GRANT SUPPORT TO NATIVE-AMERICAN ENDEAVORS, INCLUDING COMMUNITY AND CULTURAL REVITALIZATION THROUGH RECENT RESEARCH RELATED TO THESE ENDEAVORS, IT WAS DISCOVERED THAT CHILDREN WHO LEARN THEIR HERITAGE LANGUAGE ACHIEVE BETTER ACADEMICALLY WHILE A MYRIAD OF NEEDS EXIST, NURTURING THE ROOT OF NATIVE CULTURE AND BELIEF SYSTEMS THROUGH LANGUAGE RESTORATION IS THE CALL TO WHICH GROTTO HAS RESPONDED THE GROTTO FOUNDATION SERVES AS A CATALYST IN THE WORK OF NATIVE LANGUAGE REVITALIZATION IT RECOGNIZES THAT THE RENEWAL OF INDIGENOUS LANGUAGE LIES WITHIN THE COMMUNITY ITSELF ULTIMATELY, INDIGENOUS COMMUNITIES WILL PRESERVE AND RESTORE THEIR HERITAGE LANGUAGE FOR FUTURE GENERATIONS IN FISCAL YEAR 2014 THE GROTTO FOUNDATION MADE GRANTS OF $265,000 TO THE NATIVE LANGUAGES INITIATIVE	311,394
2	
3 GENERAL GRANTS AND CONSULTATIVE SERVICES ARE TO BENEFIT SOCIETY BY IMPROVING THE EDUCATION AND THE ECONOMIC, PHYSICAL, AND SOCIAL WELL-BEING OF CITIZENS, WITH A SPECIAL FOCUS ON FAMILIES AND CULTURALLY DIVERSE GROUPS THE FOUNDATION IS FURTHER INTERESTED IN INCREASING PUBLIC UNDERSTANDING OF AMERICAN CULTURAL HERITAGE, THE CULTURES OF NATIONS, AND THE INDIVIDUAL'S RESPONSIBILITY TO FELLOW HUMAN BEINGS IN FISCAL YEAR 2014 THE GROTTO FOUNDATION MADE GENERAL GRANTS OF $162,000 FOR CHARITABLE PURPOSES	289,577
4 EARLY CHILDHOOD DEVELOPMENT - IN 2008 THE GROTTO DIRECTORS DETERMINED THAT THEY WANTED TO FOCUS GROTTO'S FUNDING ON SUPPORT FOR EARLY CHILDHOOD DEVELOPMENT AND PARENTING THEY WILL FOCUS ITS FUNDING TO SUPPORT AGENCIES AND INSTITUTIONS DEDICATED TO IMPROVING THE QUALITY OF PARENTING AND THE WELL- BEING OF INFANTS AND CHILDREN (FROM BIRTH TO SIX YEARS OF AGE) IN FISCAL YEAR 2014 THE GROTTO FOUNDATION MADE GRANTS OF $265,000 TO THE EARLY CHILDHOOD DEVELOPMENT INITIATIVE	365,518

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	19,964,357
b	Average of monthly cash balances	1b	3,773,858
c	Fair market value of all other assets (see instructions)	1c	22,434
d	**Total** (add lines 1a, b, and c)	1d	23,760,649
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	23,760,649
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	356,410
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,404,239
6	**Minimum investment return.** Enter 5% of line 5	6	1,170,212

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	1,170,212
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 31,987		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	31,987
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,138,225
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,138,225
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	1,138,225

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	1,074,974
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	1,074,974
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	1,074,974

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					1,138,225
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	107,548				
b From 2009.					
c From 2010.					
d From 2011.					
e From 2012.					
f Total of lines 3a through e.		107,548			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,074,974					
a Applied to 2012, but not more than line 2a				0	
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.					1,074,974
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013		63,251			63,251
(If an amount appears in column (d), the same amount must be shown in column (a).)					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		44,297			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		44,297			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .					
c Excess from 2011. . . .					
d Excess from 2012. . . .					
e Excess from 2013. . . .					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

ELLIS BULLOCK
1315 RED FOX ROAD SUITE 100
ARDEN HILLS, MN 551126941
(651) 209-8010

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

ON THE APPLICATION FORM THE ORGANIZATION PROVIDES INFORMATION ABOUT THE LOCATION OF THE ORGANIZATIONS AND A CONTACT PERSON, ALONG WITH THE TYPE OF ORGANIZATION 501(C)(3) THE ORGANIZATION THEN DESCRIBES THE PROJECT THEY ARE REQUESTING A GRANT FOR, THE AMOUNT THEY ARE REQUESTING FOR THE PROJECT, AND WHAT TYPE OF FUNDS ARE BEING REQUESTED (GENERAL OPERATING SUPPORT, PROJECT/PROGRAM SUPPORT, CAPACITY BUILDING, ETC)

c Any submission deadlines

JANUARY 15 FOR APRIL, MARCH 15 FOR JUNE, JULY 15 FOR OCTOBER, AND NOVEMBER 15 FOR FEBRUARY

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				676,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,054	
4 Dividends and interest from securities			14	625,937	
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					2,755
8 Gain or (loss) from sales of assets other than inventory			18	1,109,740	
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		1,746,731	2,755

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,749,486

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
7	THIS AMOUNT IS FOR A LITIGATION REFUND RECEIVED DURING THE YEAR

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2014-07-28 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
ROZALYN Z ALLYSON		2014-07-28		P00234621
Firm's name ▶ MAHONEYULBRICHCHRISTIANSEN & RUSS PA			Firm's EIN ▶ 41-1647057	
Firm's address ▶ 30 EAST PLATO BOULEVARD SAINT PAUL, MN 551071809			Phone no (651) 227-6695	

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)
NT MAIRS AND POWER	P		
NT OPPORTUNITY BOND FUND	P		
NT SIT LARGE CAP	P		
GOVERNMENT BOND	P		
PASS THROUGH OPPORTUNITY BOND FUND	P		
PASS THROUGH OPPORTUNITY BOND FUND	P		
PASS THROUGH SIT SMALL CAP	P		
PASS THROUGH SIT SMALL CAP	P		
PASS THROUGH SHORT DURATION	P		
PASS THROUGH SHORT DURATION	P		
PASS THROUGH SIT TARGETED OPPORTUNITY	P		
PASS THROUGH SIT TARGETED OPPORTUNITY	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)
413,429		229,109	184,320
500,000		500,000	0
2,211,499		1,540,882	670,617
1,615,701		1,615,701	0
			-5,163
			58,983
			-6,778
			156,048
			20,919
			44,333
			-18,928
			5,389

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	
			184,320
			0
			670,617
			0
			-5,163
			58,983
			-6,778
			156,048
			20,919
			44,333
			-18,928
			5,389

Form 990PF Part VIII Line 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
LOUIS FORS HILL 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	PRESIDENT 1 00	0	0	0
MALCOLM W MCDONALD 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	VICE PRESIDENT 1 00	0	0	0
MARY MANUEL 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	TREASURER 1 00	0	0	0
RICHARD ANDOLSHEK 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	MEMBER 1 00	0	0	0
KATHRINE HILL 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	MEMBER 1 00	0	0	0
LOUIS SHEA HILL 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	MEMBER 1 00	0	0	0
NANCY RANDALL-DANA 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	MEMBER 1 00	0	0	0
BARBARA SLADE 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	MEMBER 1 00	0	0	0
DEREK BENZ 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	MEMBER 1 00	0	0	0
ERIK FORS 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	MEMBER 1 00	0	0	0
ELLIS BULLOCK 1315 RED FOX ROAD SUITE 200 ARDEN HILLS, MN 55112	EXECUTIVE DIRECTOR/SECRETA 40 00	146,661	22,034	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A CHANCE TO GROW 1800 SECOND ST NE MINNEAPOLIS,MN 55418	NONE	N/A	TO SUPPORT THE TURNQUIST CHILD ENRICHMENT CENTER	15,000
ALLIANCE OF EARLY CHILDHOOD PROFESSIONALS 2438 18TH AVENUE S MINNEAPOLIS,MN 55404	NONE	N/A	TO SUPPORT WICOIE NANDAGIKENDAN URBAN IMMERSION LANGUAGE PROGRAM	30,000
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER,CO 80221	NONE	N/A	TO SUPPORT THE HOSTING OF THE ANNUAL FLAME OF HOPE GALA HELD IN MINNEAPOLIS, MN ON OCTOBER 10, 2013	5,000
AUGSBURG COLLEGE 2211 RIVERSIDE AVE MINNEAPOLIS,MN 55454	NONE	N/A	TO SUPPORT THE TWIN CITIES AMERICAN INDIAN COLLEGE GRADUATION	500
BDOTE LEARNING CENTER 1001 EAST LAKE STREET MINNEAPOLIS,MN 55407	NONE	N/A	GRANT TO SUPPORT A CURRICULUM AND MATERIALS IN THE DAKOTA AND OJIBWE LANGUAGES FOR A K-3 CHARTER IMMERSION SCHOOL	40,000
CENTER FOR SCHOOL CHANGE 1381 MARSHALL AVE SAINT PAUL,MN 55104	NONE	N/A	TO SUPPORT TWO EDUCATIONAL CONVENINGS AIMED AT IMPROVING EDUCATIONAL OUTCOMES FOR DISADVANTAGED YOUNG PEOPLE	10,000
CENTRO 1915 CHICAGO AVE MINNEAPOLIS,MN 55404	NONE	N/A	TO SUPPORT ITS SIEMBRA MONTESSORI PROGRAM FOR LATINO CHILDREN	20,000
DAKOTA WICOHAN PO BOX 2 - 280 N CENTENNIAL DRIVE MORTON,MN 56270	NONE	N/A	TO SUPPORT THE TIWAHE DAKOTA IAPI A FAMILY BASED DAKOTA LANGUAGE DEVELOPMENT PROJECT	20,000
DAKOTA WICOHAN PO BOX 2 - 280 N CENTENNIAL DRIVE MORTON,MN 56270	NONE	N/A	TO SUPPORT THE WETU/SPRING PROJECT THAT AIMS TO TEACH THE DAKOTA LANGUAGE TO A VARIETY OF LEARNERS	30,000
FAMILY PARTNERSHIP 2438 18TH AVENUE S MINNEAPOLIS,MN 55404	NONE	N/A	TO SUPPORT THE FOUR DIRECTIONS FAMILY CENTER, WHICH INCLUDES AN EARLY CHILDHOOD PROGRAM ROOTED IN OJIBWE LANGUAGE AND CULTURE	5,000
FAMILY PARTNERSHIP 2438 18TH AVENUE S MINNEAPOLIS,MN 55404	NONE	N/A	TO SUPPORT THE FOUR DIRECTIONS FAMILY CENTER, WHICH INCLUDES AN EARLY CHILDHOOD PROGRAM ROOTED IN OJIBWE LANGUAGE AND CULTURE	5,000
GRASSROOTS INDIGENOUS MULTIMEDIA PO BOX 1370 HAYWARD,WI 54843	NONE	N/A	TO SUPPORT 7TH NATIVE LANGUAGE REVITALIZATION CONFERENCE	5,000
HEADWATERS FOUNDATION FOR JUSTICEAFRICAN AMERICAN LEADERSHIP FORUM 2801 21ST AVE S SUITE 132-B MINNEAPOLIS,MN 55407	NONE	N/A	TO SUPPORT THE AFRICAN AMERICAN LEADERSHIP FORUM'S ANNUAL BUDGET	5,000
HILL MUSEUM AND MANUSCRIPT LIBRARY 2835 ABBEY PLAZA COLLEGEVILLE,MN 65321	NONE	N/A	50TH ANNIVERSARY GRANT	25,000
INTERFAITH OUTREACH AND COMMUNITY PARTNERS 1605 COUNTY ROAD 101 PLYMOUTH,MN 55447	NONE	N/A	TO SUPPORT THE CARING FOR KIDS INITATIVE, A QUALITY CHILD CARE AND PRESCHOOL PROGRAM FOR CHILDREN FROM LOW INCOME FAMILIES	20,000
Total . . . . ▶ **3a**				676,500

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
INTERFAITH OUTREACH AND COMMUNITY PARTNERS 1605 COUNTY ROAD 101 PLYMOUTH, MN 55447	NONE	N/A	50TH ANNIVERSARY GRANT	25,000
JEREMIAH PROGRAM 1510 LAUREL AVE SUITE 100 MINNEAPOLIS, MN 55403	NONE	N/A	TO SUPPORT ONGOING WORK USING TWO-GENERATIONAL EDUCATION AND PARENT TRAINING AS CATALYSTS TO BREAK THE CYCLE OF POVERTY	15,000
JOYCE PRESCHOOL 1219 E 31ST ST MINNEAPOLIS, MN 55408	NONE	N/A	TO SUPPORT A PARTNERSHIP AND EXPANSION PLAN DESIGNED TO BROADEN COMMUNITY IMPACT, DEEPEN TIES WITH MINNEAPOLIS PUBLIC SCHOOLS, AND OFFER LONGER-TERM SUPPORT FOR LATINO CHILDREN AND FAMILIES	15,000
MINNESOTA INDIAN WOMEN'S RESOURCE CENTER 2300 15TH AVE S MINNEAPOLIS, MN 55404	NONE	N/A	TO SUPPORT THE CHERISH THE CHILDREN LEARNING CENTER, WHICH OFFICERS CULTURALLY GROUNDED EARLY CHILDHOOD EDUCATION AND PARENTING SUPPORT FOR LOW INCOME AMERICAN INDIAN FAMILIES	10,000
MINNESOTA LITERACY COUNCIL 700 RAYMOND AVE SUITE 180 SAINT PAUL, MN 55114	NONE	N/A	TO SUPPORT ITS OPEN DOOR PRESCHOOL PROGRAM THAT FOCUSES ON EARLY READING SKILLS	10,000
MODEL CITIES OF ST PAUL 839 UNIVERSITY AVE W SAINT PAUL, MN 55104	NONE	N/A	50TH ANNIVERSARY GRANT	25,000
MONTESSORI TRAINING CENTER OF MINNESOTA 1611 E AMES AVE ST PAUL, MN 55106	NONE	N/A	TO SUPPORT THE INITIATIVE, MONTESSORI FOR ALL, WITH A SPECIAL BONUS GRANT	20,000
NATIVE AMERICAN COMMUNITY BOARD 809 HIGH ST LAKE ANDES, SD 57356	NONE	N/A	TO SUPPORT YANKTON SIOUX LANGUAGE AND HERITAGE PRESERVATION CAMP FOR PRESCHOOL CHILDREN	10,000
NIIGAANE OJIBWEMOWIN IMMERSION SCHOOL 15353 SILVER EAGLE DR NW BENA, MN 56626	NONE	N/A	50TH ANIVERSARY GRANT	25,000
PEOPLE SERVING PEOPLE 614 S 3RD ST MINNEAPOLIS, MN 55415	NONE	N/A	TO PROVIDE CONTINUING SUPPORT FOR THE PARENT ENGAGEMENT PROGRAM	20,000
PHYLLIS WHEATLEY COMMUNITY CENTER 1301 10TH AVE N MINNEAPOLIS, MN 55411	NONE	N/A	TO FUND SCHOLARSHIPS FOR THE MARY T WELLCOME CHILD DEVELOPMENT CENTER	20,000
PIEGAN INSTITUTE PO BOX 890 BROWNING, MT 59417	NONE	N/A	MEMORIAL GIFT IN HONOR OF DARRELL KIPP	1,000
REACH OUT AND READ MINNESOTA 701 PARK AVE MINNEAPOLIS, MN 55415	NONE	N/A	REACH OUT AND READ PREPARES AMERICA'S CHILDREN TO SUCCEED IN SCHOOL BY PARTNERING WITH DOCTORS AND HOSPITAL STAFF TO PRESCRIBE BOOKS AND ENCOURACE FAMILIES TO READ TOGETHER	10,000
REACH OUT AND READ MINNESOTA 701 PARK AVE MINNEAPOLIS, MN 55415	NONE	N/A	SPECIAL BONUS GRANT	20,000
RED CLOUD INDIAN SCHOOL 100 MISSION DRIVE PINE RIDGE, SD 57770	NONE	N/A	SPECIAL BONUS GRANT	20,000
Total . . . . ▶ **3a**				676,500

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RED CLOUD INDIAN SCHOOL INC 100 MISSION DRIVE PINE RIDGE,SD 57770	NONE	N/A	TO SUPPORT THE FINAL YEAR OF LAKOTA LANGUAGE CURRICULUM DEVELOPMENT AT RED CLOUD INDIAN SCHOOL	25,000
THINK SMALL 10 YORKTON COURT SAINT PAUL,MN 55117	NONE	N/A	TO SUPPORT THE DEVELOPMENT OF A PARENT EMPOWERMENT INITIATIVE IN THE AMERICAN INDIAN COMMUNITY	25,000
TIWAHE FOUNDATION 2801 21ST AVE S SUITE 132-F MINNEAPOLIS,MN 55407	NONE	N/A	50TH ANNIVERSARY GRANT	25,000
WAADOOKODAADING AN OJIBWE IMMERSION SCHOOL PO BOX 860 HAYWARD,WI 54843	NONE	N/A	TO SUPPORT INSTRUCTIONAL STAFFING AND CAPACITY BUILDING TO MEET THE NEEDS OF ITS GROWING CLASSROOMS	60,000
WAADOOKODAADING AN OJIBWE LANGUAGE IMMERSION SCHOOL 8575 N ROUND LAKE SCHOOL ROAD HAYWARD,WI 54843	NONE	N/A	SPECIAL BONUS GRANT	20,000
WAY TO GROW 125 W BROADWAY AVE SUITE 110 MINNEAPOLIS,MN 55411	NONE	N/A	TO SUPPORT GREAT BY 8, A PROGRAM AIMING TO CAPITALIZE ON RESEARCH SHOWING THAT ACADEMIC ACHIEVEMENT IN THIRD GRADE TIED TO FUTURE SUCCESS	20,000
WAY TO GROW 125 W BROADWAY AVE SUITE 110 MINNEAPOLIS,MN 55411	NONE	N/A	SPECIAL BONUS GRANT	20,000
Total . . . . ▶ **3a**				676,500

TY 2013 Accounting Fees Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	11,700	1,170		10,530

TY 2013 Investments Corporate Stock Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SIT - SMALL CAP FUND II, LLC	1,857,856	1,857,856
COMMON STOCK	8,390,131	8,390,131
SIT OPPORTUNITY BOND FUND, LLC	6,054,163	6,054,163
SIT - GOV'T BOND FUND	0	0
SIT - TARGETED OPPORTUNITY FUND	2,897,409	2,897,409

TY 2013 Legal Fees Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,500	25		2,475

TY 2013 Other Assets Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME RECEIVABLE	23,137	17,981	17,981

TY 2013 Other Expenses Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	7,372	74		7,298
OFFICE EXPENSE	6,984	70		6,914
TELEPHONE	6,283	63		6,220
ANNUAL REPORT	25	0		25
OFFICE SUPPLIES	2,235	22		2,213
POSTAGE	636	6		630
EDUCATION AND TRAINING	400	4		396
MISCELLANEOUS EXPENSES	67	0		67
50TH ANNIVERSARY	15,862	0		15,862

TY 2013 Other Income Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION REFUND	2,755	0	2,755

TY 2013 Other Increases Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	278,617
CHANGE IN PRESENT VALUE OF ANNUITY	1,000

TY 2013 Other Professional Fees Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORS	139,500	139,500		0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491213004024

TY 2013 Taxes Schedule

Name: GROTTO FOUNDATION INC

EIN: 41-6052604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	23,781	0		0