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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

|                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                            |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>SEWELL FAMILY FOUNDATION                                                                                                                                                                                                                                                            |  | <b>A Employer identification number</b><br><br>41-1861892                                                                                                                                  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>3300 EDINBOROUGH WAY 420                                                                                                                                                                                              |  | <b>B Telephone number</b> (see instructions)<br><br>(952) 392-4474                                                                                                                         |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>EDINA, MN 55435                                                                                                                                                                                                               |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                          |  |
| <b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                   |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                       |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 2,861,413                                                                                                                                                                                             |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                    |  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                     |  |                                                                                                                                                                                            |  |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small> |                                                                                                                       | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                                            | <b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . . |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>3</b> Interest on savings and temporary cash investments                                                           | 3,062                              | 3,062                     |                         |                                                             |
|                                                                                                                                                                                    | <b>4</b> Dividends and interest from securities. . . . .                                                              | 42,600                             | 42,600                    |                         |                                                             |
|                                                                                                                                                                                    | <b>5a</b> Gross rents . . . . .                                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b</b> Net rental income or (loss) _____                                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>6a</b> Net gain or (loss) from sale of assets not on line 10                                                       | 692,766                            |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b</b> Gross sales price for all assets on line 6a <u>2,944,981</u>                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>7</b> Capital gain net income (from Part IV, line 2) . . .                                                         |                                    | 692,766                   |                         |                                                             |
|                                                                                                                                                                                    | <b>8</b> Net short-term capital gain . . . . .                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>9</b> Income modifications . . . . .                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>10a</b> Gross sales less returns and allowances                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b</b> Less Cost of goods sold . . . . .                                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>c</b> Gross profit or (loss) (attach schedule) . . . . .                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>11</b> Other income (attach schedule) . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>12 Total.</b> Add lines 1 through 11 . . . . .                                                                     | 738,428                            | 738,428                   |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                                              | <b>13</b> Compensation of officers, directors, trustees, etc                                                          | 10,000                             |                           |                         | 7,500                                                       |
|                                                                                                                                                                                    | <b>14</b> Other employee salaries and wages . . . . .                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>15</b> Pension plans, employee benefits . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>16a</b> Legal fees (attach schedule) . . . . .                                                                     | 5,500                              |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b</b> Accounting fees (attach schedule) . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>c</b> Other professional fees (attach schedule) . . . . .                                                          | 25,396                             | 12,698                    |                         | 12,698                                                      |
|                                                                                                                                                                                    | <b>17</b> Interest . . . . .                                                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>18</b> Taxes (attach schedule) (see instructions) . . . . .                                                        | 4,435                              | 4,435                     |                         |                                                             |
|                                                                                                                                                                                    | <b>19</b> Depreciation (attach schedule) and depletion . . .                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>20</b> Occupancy . . . . .                                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>21</b> Travel, conferences, and meetings . . . . .                                                                 | 1,000                              |                           |                         | 1,000                                                       |
|                                                                                                                                                                                    | <b>22</b> Printing and publications . . . . .                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>23</b> Other expenses (attach schedule) . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>24 Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .                           | 46,331                             | 17,133                    |                         | 21,198                                                      |
|                                                                                                                                                                                    | <b>25</b> Contributions, gifts, grants paid . . . . .                                                                 | 191,500                            |                           |                         | 191,500                                                     |
|                                                                                                                                                                                    | <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                                                       | 237,831                            | 17,133                    |                         | 212,698                                                     |
|                                                                                                                                                                                    | <b>27</b> Subtract line 26 from line 12                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>a Excess of revenue over expenses and disbursements</b>                                                            | 500,597                            |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b Net investment income</b> (if negative, enter -0-)                                                               |                                    | 721,295                   |                         |                                                             |
|                                                                                                                                                                                    | <b>c Adjusted net income</b> (if negative, enter -0-)                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    |                                                                                                                       |                                    |                           |                         |                                                             |

| Part II Balance Sheets      |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               | Beginning of year | End of year    |                       |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                             |                                                                                                                               |                                                                                                                                   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                             | Cash—non-interest-bearing . . . . .                                                                                               |                   |                |                       |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 315,525           | 55,530         | 55,530                |
|                             | 3                                                                                                                             | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                   |                |                       |
|                             | 4                                                                                                                             | Pledges receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                        |                   |                |                       |
|                             | 5                                                                                                                             | Grants receivable . . . . .                                                                                                       |                   |                |                       |
|                             | 6                                                                                                                             | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                   |                |                       |
|                             | 7                                                                                                                             | Other notes and loans receivable (attach schedule) ▶ _____<br>Less allowance for doubtful accounts ▶ _____                        |                   |                |                       |
|                             | 8                                                                                                                             | Inventories for sale or use . . . . .                                                                                             |                   |                |                       |
|                             | 9                                                                                                                             | Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                |                       |
|                             | 10a                                                                                                                           | Investments—U S and state government obligations (attach schedule)                                                                |                   |                |                       |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule) . . . . .                                                                           | 2,108,987         | 2,994,579      | 2,805,883             |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule). . . . .                                                                            |                   |                |                       |
|                             | 11                                                                                                                            | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                |                       |
|                             | 12                                                                                                                            | Investments—mortgage loans . . . . .                                                                                              |                   |                |                       |
|                             | 13                                                                                                                            | Investments—other (attach schedule) . . . . .                                                                                     |                   |                |                       |
|                             | 14                                                                                                                            | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                   |                |                       |
| 15                          | Other assets (describe ▶ _____)                                                                                               | 125,000                                                                                                                           |                   |                |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                    | 2,549,512                                                                                                                         | 3,050,109         | 2,861,413      |                       |
| Liabilities                 | 17                                                                                                                            | Accounts payable and accrued expenses . . . . .                                                                                   |                   |                |                       |
|                             | 18                                                                                                                            | Grants payable . . . . .                                                                                                          |                   |                |                       |
|                             | 19                                                                                                                            | Deferred revenue . . . . .                                                                                                        |                   |                |                       |
|                             | 20                                                                                                                            | Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                |                       |
|                             | 21                                                                                                                            | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                |                       |
|                             | 22                                                                                                                            | Other liabilities (describe ▶ _____)                                                                                              |                   |                |                       |
|                             | 23                                                                                                                            | Total liabilities (add lines 17 through 22) . . . . .                                                                             |                   | 0              |                       |
| Net Assets or Fund Balances | 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 . . . . .                                                                        |                   |                |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    |                   |                |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                                  | 2,549,512         | 3,050,109      |                       |
|                             | 30                                                                                                                            | Total net assets or fund balances (see instructions) . . . . .                                                                    | 2,549,512         | 3,050,109      |                       |
|                             | 31                                                                                                                            | Total liabilities and net assets/fund balances (see instructions) . . .                                                           | 2,549,512         | 3,050,109      |                       |

| Part III Analysis of Changes in Net Assets or Fund Balances |                                                                                                                                                                    |             |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| 1                                                           | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . . | 1 2,549,512 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 500,597   |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3           |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 3,050,109 |
| 5                                                           | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5           |
| 6                                                           | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .                                                              | 6 3,050,109 |

Part IV

Capital Gains and Losses for Tax on Investment Income

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

|                       |                                            |                                                 |                                              |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a                     | 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) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| 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<br>If (loss), enter -0- in Part I, line 7 } | 2 | 692,766 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . | }                                                                                   | 3 | 18,957  |

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 instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2013                                                                 | 159,310                                  | 2,882,799                                    | 0 055262                                                  |
| 2012                                                                 | 144,570                                  | 2,720,382                                    | 0 053143                                                  |
| 2011                                                                 | 413,213                                  | 2,750,233                                    | 0 150247                                                  |
| 2010                                                                 | 128,830                                  | 2,724,081                                    | 0 047293                                                  |
| 2009                                                                 | 112,219                                  | 2,355,522                                    | 0 047641                                                  |

|   |                                                                                                                                                                                         |   |           |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                    | 2 | 0 353586  |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . . | 3 | 0 070717  |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .                                                                                                   | 4 | 2,882,679 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                      | 5 | 203,854   |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                     | 6 | 7,213     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                              | 7 | 211,067   |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .                                                                                                                           | 8 | 212,698   |

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

|    |  |                                                                                                                                                                      |    |    |       |
|----|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|-------|
| 1a |  | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                                          |    |    |       |
| b  |  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |    | 1  | 7,213 |
| 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  |       |
| 3  |  | Add lines 1 and 2. . . . .                                                                                                                                           |    | 3  | 7,213 |
| 4  |  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                          |    | 4  |       |
| 5  |  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                    |    | 5  | 7,213 |
| 6  |  | Credits/Payments                                                                                                                                                     |    |    |       |
| a  |  | 2014 estimated tax payments and 2013 overpayment credited to 2014                                                                                                    | 6a |    |       |
| 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  |       |
| 8  |  | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                         |    | 8  | 89    |
| 9  |  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                              |    | 9  | 7,302 |
| 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 2015 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>                               |    | 11 |       |

Part VII-AStatements Regarding Activities

|    |  |                                                                                                                                                                                                                                                                                                                                                          |  |    |     |    |
|----|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|-----|----|
| 1a |  | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                           |  | 1a | Yes | No |
| b  |  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .<br><i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> |  | 1b |     | No |
| 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 <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$                                                                                                                                               |  |    |     |    |
| e  |  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$                                                                                                                                                                                         |  |    |     |    |
| 2  |  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                           |  | 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .                                                                                                              |  | 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? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                                     |  | 5  |     | No |
| 6  |  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .              |  | 6  | Yes |    |
| 7  |  | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .                                                                                                                                                                                                      |  | 7  | Yes |    |
| 8a |  | Enter the states to which the foundation reports or with which it is registered (see instructions)<br><input checked="" type="checkbox"/> MN                                                                                                                                                                                                             |  |    |     |    |
| b  |  | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>                                                                                                                                      |  | 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                                 |  | 9  |     | No |
| 10 |  | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .                                                                                                                                                                                                     |  | 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 ▶NA |                                                                                                                                                                                                                                                                                                                                                                                      |    |     |    |
| 14                  | The books are in care of ▶KATHY LONGO Telephone no ▶(952) 392-4474<br>Located at ▶3300 EDINBOUROUGH WAY 420 EDINA MN ZIP +4 ▶55435                                                                                                                                                                                                                                                   |    |     |    |
| 15                  | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶                                                                                                                                        | 15 |     |    |
| 16                  | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br><br>See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ | 16 | Yes | No |

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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(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<br>(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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)? . . . . . <input type="checkbox"/> No<br>Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 1b |     | No |
| 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 2014?. . . . . <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 1c |     |    |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |    |     |    |
| a                                                                                       | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . . <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 2b |     |    |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here<br>▶ 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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2014 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ). . . . . <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 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 2014?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4b |     | No |

Part VII-B

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

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

Part VIII

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

|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).                     |                                                           |                                           |                                                                       |                                       |
| (a) Name and address                                                                                                         | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| LAURA SEWELL                                                                                                                 | PRES/DIRECTO                                              | 10,000                                    | 0                                                                     | 0                                     |
| 1420 HYTHE ST                                                                                                                | 1 00                                                      |                                           |                                                                       |                                       |
| ST PAUL,MN 55108                                                                                                             |                                                           |                                           |                                                                       |                                       |
| FREDERICK SEWELL                                                                                                             | VICE PRES/DI                                              | 0                                         | 0                                                                     | 0                                     |
| 16 PARK LANE                                                                                                                 | 0 50                                                      |                                           |                                                                       |                                       |
| MINNEAPOLIS,MN 55416                                                                                                         |                                                           |                                           |                                                                       |                                       |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." |                                                           |                                           |                                                                       |                                       |
| (a) Name and address of each employee paid more than \$50,000                                                                | (b) Title, and average hours per week devoted to position | (c) Compensation                          | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE                                                                                                                         |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
| Total number of other employees paid over \$50,000.                                                                          |                                                           |                                           |                                                                       |                                       |

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 N/A                                                                                                            |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See instructions.                                                         |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| Total. Add lines 1 through 3. . . . .                                                                            |        |

Part X

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

|   |                                                                                                                    |    |           |
|---|--------------------------------------------------------------------------------------------------------------------|----|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes         |    |           |
| a | Average monthly fair market value of securities. . . . .                                                           | 1a | 2,760,062 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 166,516   |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0         |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 2,926,578 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e |           |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  |           |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 2,926,578 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 43,899    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 2,882,679 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 144,134   |

Part XI

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

|    |                                                                                                           |    |         |
|----|-----------------------------------------------------------------------------------------------------------|----|---------|
| 1  | Minimum investment return from Part X, line 6. . . . .                                                    | 1  | 144,134 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. . . . .                                           | 2a | 7,213   |
| b  | Income tax for 2014 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 7,213   |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 136,921 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  |         |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 136,921 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                           | 6  |         |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 136,921 |

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 | 212,698 |
| b | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b |         |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |         |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |         |
| a | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |         |
| b | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |         |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 212,698 |
| 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  | 7,213   |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 205,485 |

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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7                                                                                                                                |               |                            |             | 136,921     |
| 2 Undistributed income, if any, as of the end of 2014                                                                                                                               |               |                            |             |             |
| a Enter amount for 2013 only. . . . .                                                                                                                                               |               |                            |             |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2014                                                                                                                                   |               |                            |             |             |
| a From 2009. . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2010. . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2011. . . . .                                                                                                                                                                |               |                            |             | 279,375     |
| d From 2012. . . . .                                                                                                                                                                |               |                            |             | 11,682      |
| e From 2013. . . . .                                                                                                                                                                |               |                            |             | 19,142      |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 310,199       |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 212,698                                                                                                              |               |                            |             |             |
| a Applied to 2013, but not more than line 2a                                                                                                                                        |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               |                            |             |             |
| c Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              |               |                            |             |             |
| d Applied to 2014 distributable amount. . . . .                                                                                                                                     |               |                            |             | 136,921     |
| e Remaining amount distributed out of corpus                                                                                                                                        | 75,777        |                            |             |             |
| 5 Excess distributions carryover applied to 2014<br>(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                                                                                                                                   | 385,976       |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               |                            |             |             |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            |             |             |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .                                                               |               |                            |             | 0           |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .      |               |                            |             |             |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .                                                                                 |               |                            |             |             |
| 9 Excess distributions carryover to 2015.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 385,976       |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2010. . . .                                                                                                                                                           |               |                            |             |             |
| b Excess from 2011. . . .                                                                                                                                                           |               |                            |             | 279,375     |
| c Excess from 2012. . . .                                                                                                                                                           |               |                            |             | 11,682      |
| d Excess from 2013. . . .                                                                                                                                                           |               |                            |             | 19,142      |
| e Excess from 2014. . . .                                                                                                                                                           |               |                            |             | 75,777      |

Part XIVPrivate 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 2014, enter the date of the ruling. . . . .

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

|    | Tax year                                                                                                                                                   | Prior 3 years |          |          | (e) Total |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
|    | (a) 2014                                                                                                                                                   | (b) 2013      | (c) 2012 | (d) 2011 |           |
| 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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

NONE

2

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

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

a

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

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

b

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

TAX-EXEMPT LETTER, PAST AND PRESENT INFO ON PROGRAMS, BUDGET, ETC

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2014)

Part XV

Supplementary Information (continued)

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

| Recipient                                           | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                 |                                                                                                           |                                |                                  |         |
| a Paid during the year<br>See Additional Data Table |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 191,500 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               |         |

Enter gross amounts unless otherwise indicated

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

[illegible]

|                                                                                                                                                                                                                                                                                                                                                                                                                    |  |              |            |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------|------------|-----------|
| <b>1</b> 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?                                                                                                                                                       |  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                                         |  |              |            |           |
| <b>(1)</b> Cash. . . . .                                                                                                                                                                                                                                                                                                                                                                                           |  | <b>1a(1)</b> |            | <b>No</b> |
| <b>(2)</b> Other assets. . . . .                                                                                                                                                                                                                                                                                                                                                                                   |  | <b>1a(2)</b> |            | <b>No</b> |
| <b>b</b> Other transactions                                                                                                                                                                                                                                                                                                                                                                                        |  |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .                                                                                                                                                                                                                                                                                                                                         |  | <b>1b(1)</b> |            | <b>No</b> |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .                                                                                                                                                                                                                                                                                                                                   |  | <b>1b(2)</b> |            | <b>No</b> |
| <b>(3)</b> Rental of facilities, equipment, or other assets. . . . .                                                                                                                                                                                                                                                                                                                                               |  | <b>1b(3)</b> |            | <b>No</b> |
| <b>(4)</b> Reimbursement arrangements. . . . .                                                                                                                                                                                                                                                                                                                                                                     |  | <b>1b(4)</b> |            | <b>No</b> |
| <b>(5)</b> Loans or loan guarantees. . . . .                                                                                                                                                                                                                                                                                                                                                                       |  | <b>1b(5)</b> |            | <b>No</b> |
| <b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .                                                                                                                                                                                                                                                                                                                             |  | <b>1b(6)</b> |            | <b>No</b> |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .                                                                                                                                                                                                                                                                                                                 |  | <b>1c</b>    |            | <b>No</b> |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received |  |              |            |           |

[illegible]

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

| b If "Yes," complete the following schedule |                          |                                 |
|---------------------------------------------|--------------------------|---------------------------------|
| (a) Name of organization                    | (b) Type of organization | (c) Description of relationship |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |

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.

|                      |                                 |            |       |                                                                                                                                                    |
|----------------------|---------------------------------|------------|-------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sign<br/>Here</b> | *****                           | 2015-11-13 | ***** | May the IRS discuss this return with the preparer shown below (see instr )? <input type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> |
|                      | Signature of officer or trustee | Date       | Title |                                                                                                                                                    |

|                               |                                                                                                |                      |                    |                                                            |                   |
|-------------------------------|------------------------------------------------------------------------------------------------|----------------------|--------------------|------------------------------------------------------------|-------------------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br>SARAH B BUDENSKE                                                 | Preparer's Signature | Date<br>2015-11-13 | Check if self-employed <input checked="" type="checkbox"/> | PTIN<br>P00186244 |
|                               | Firm's name <input checked="" type="checkbox"/><br>S B BUDENSKE CPA LTD                        |                      |                    | Firm's EIN <input checked="" type="checkbox"/>             | 45-3674433        |
|                               | Firm's address <input checked="" type="checkbox"/><br>7205 OHMS LN STE 200 EDINA, MN 554392148 |                      |                    | Phone no                                                   | (952) 820-4664    |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 1060 0310 ABERDEEN TOTAL RETURN                                                                                                   | P                                            | 2014-07-06                           | 2014-07-07                       |
| 2460 473 PIMCO TOTAL RETURN                                                                                                       | P                                            | 2014-07-06                           | 2014-07-07                       |
| 12754 202 AQR DIVERSIFIED                                                                                                         | P                                            | 2013-07-06                           | 2014-07-07                       |
| 263 ISHARES RUSSELL 1000 GROWTH                                                                                                   | P                                            | 2013-02-13                           | 2014-07-07                       |
| 4245 633 SCHWAB FUNDAMENTAL US                                                                                                    | P                                            | 2013-07-06                           | 2014-07-07                       |
| 389 659 AQR DIVERSIFIED                                                                                                           | P                                            | 2014-07-06                           | 2014-07-07                       |
| 6685 087 SCHWAB FUNDAMENTAL US                                                                                                    | P                                            | 2014-07-06                           | 2014-07-07                       |
| 2341 442 ARTISAN INTL SMALL CAP                                                                                                   | P                                            | 2013-07-06                           | 2014-07-07                       |
| 67 ISHARES RUSSELL 2000 ETF                                                                                                       | P                                            | 2009-05-28                           | 2014-07-07                       |
| 3022 684 TROWE PRICE EURO                                                                                                         | P                                            | 2013-07-06                           | 2014-07-07                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 14,181                |                                            | 13,896                                          | 285                                          |
| 26,840                |                                            | 26,547                                          | 293                                          |
| 140,787               |                                            | 141,252                                         | -465                                         |
| 24,041                |                                            | 18,182                                          | 5,859                                        |
| 58,123                |                                            | 43,163                                          | 14,960                                       |
| 4,301                 |                                            | 4,247                                           | 54                                           |
| 91,519                |                                            | 86,597                                          | 4,922                                        |
| 64,975                |                                            | 35,438                                          | 29,537                                       |
| 7,901                 |                                            | 3,283                                           | 4,618                                        |
| 66,665                |                                            | 46,430                                          | 20,235                                       |

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<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
|                                                                                             |                                      |                                               | 285                                                                                       |
|                                                                                             |                                      |                                               | 293                                                                                       |
|                                                                                             |                                      |                                               | -465                                                                                      |
|                                                                                             |                                      |                                               | 5,859                                                                                     |
|                                                                                             |                                      |                                               | 14,960                                                                                    |
|                                                                                             |                                      |                                               | 54                                                                                        |
|                                                                                             |                                      |                                               | 4,922                                                                                     |
|                                                                                             |                                      |                                               | 29,537                                                                                    |
|                                                                                             |                                      |                                               | 4,618                                                                                     |
|                                                                                             |                                      |                                               | 20,235                                                                                    |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 159 131 ARTISAN INTL SMALL CAP                                                                                                    | P                                            | 2014-07-06                           | 2014-07-07                       |
| 907 981 T ROWE PRICE EURO                                                                                                         | P                                            | 2014-07-06                           | 2014-07-07                       |
| 3667 082 BAIRD MID CAP FUND                                                                                                       | P                                            | 2013-07-06                           | 2014-07-07                       |
| 346 ISHARES RUSSELL 2000 ETF                                                                                                      | P                                            | 2009-05-28                           | 2014-07-07                       |
| 3258 238 THIRD AVE SMALL CAP                                                                                                      | P                                            | 2013-03-13                           | 2014-03-14                       |
| 75 857 BAIRD MID CAP FUND                                                                                                         | P                                            | 2014-07-06                           | 2014-07-07                       |
| 217 488 THIRD AVENUE SMALL CAP                                                                                                    | P                                            | 2014-03-13                           | 2014-03-14                       |
| 2623 888 CENTURY SMALL CAP                                                                                                        | P                                            | 2013-07-06                           | 2014-07-07                       |
| 617 ISHARES RUSSELL 2000 ETF                                                                                                      | P                                            | 2009-05-28                           | 2014-07-07                       |
| 732 1939 VANGUARD BOND INDEX                                                                                                      | P                                            | 2012-05-14                           | 2014-07-07                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 4,416                 |                                            | 4,055                                           | 361                                          |
| 20,025                |                                            | 17,409                                          | 2,616                                        |
| 56,343                |                                            | 41,869                                          | 14,474                                       |
| 40,800                |                                            | 16,952                                          | 23,848                                       |
| 89,452                |                                            | 49,905                                          | 39,547                                       |
| 1,166                 |                                            | 1,133                                           | 33                                           |
| 5,971                 |                                            | 5,872                                           | 99                                           |
| 91,528                |                                            | 42,204                                          | 49,324                                       |
| 72,757                |                                            | 30,229                                          | 42,528                                       |
| 59,791                |                                            | 61,557                                          | -1,766                                       |

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<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
|                                                                                             |                                      |                                               | 361                                                                                       |
|                                                                                             |                                      |                                               | 2,616                                                                                     |
|                                                                                             |                                      |                                               | 14,474                                                                                    |
|                                                                                             |                                      |                                               | 23,848                                                                                    |
|                                                                                             |                                      |                                               | 39,547                                                                                    |
|                                                                                             |                                      |                                               | 33                                                                                        |
|                                                                                             |                                      |                                               | 99                                                                                        |
|                                                                                             |                                      |                                               | 49,324                                                                                    |
|                                                                                             |                                      |                                               | 42,528                                                                                    |
|                                                                                             |                                      |                                               | -1,766                                                                                    |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 135 476 CENTURY SMALL CAP                                                                                                         | P                                            | 2013-12-18                           | 2014-07-07                       |
| 1939 VANGUARD BOND INDEX                                                                                                          | P                                            | 2014-01-02                           | 2014-07-07                       |
| 7949 011 FIRST EAGLE OVERSEAS                                                                                                     | P                                            | 2013-07-06                           | 2014-07-07                       |
| 1 ISHARES RUSSELL 2000 ETF                                                                                                        | P                                            | 2011-09-19                           | 2014-07-07                       |
| 71 VANGUARD BOND INDEX                                                                                                            | P                                            | 2013-05-29                           | 2014-07-07                       |
| 513 04 FIRST EAGLE OVERSEAS                                                                                                       | P                                            | 2014-07-06                           | 2014-07-07                       |
| 13 VANGUARD BOND INDEX                                                                                                            | P                                            | 2014-01-02                           | 2014-07-07                       |
| 3051 842 GOODHAVEN FUND                                                                                                           | P                                            | 2013-07-06                           | 2014-07-07                       |
| 78 ISHARES RUSSELL 2000 ETF                                                                                                       | P                                            | 2011-10-03                           | 2014-07-07                       |
| 60 WISDOMTREE EMERGING MKTS                                                                                                       | P                                            | 2012-06-25                           | 2014-07-07                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 4,726                 |                                            | 4,509                                           | 217                                          |
| 16                    |                                            | 16                                              |                                              |
| 200,773               |                                            | 148,545                                         | 52,228                                       |
| 118                   |                                            | 70                                              | 48                                           |
| 5,798                 |                                            | 5,868                                           | -70                                          |
| 12,958                |                                            | 11,748                                          | 1,210                                        |
| 1,062                 |                                            | 1,043                                           | 19                                           |
| 90,132                |                                            | 65,844                                          | 24,288                                       |
| 9,198                 |                                            | 4,841                                           | 4,357                                        |
| 3,154                 |                                            | 2,954                                           | 200                                          |

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<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
|                                                                                             |                                      |                                               | 217                                                                                       |
|                                                                                             |                                      |                                               |                                                                                           |
|                                                                                             |                                      |                                               | 52,228                                                                                    |
|                                                                                             |                                      |                                               | 48                                                                                        |
|                                                                                             |                                      |                                               | -70                                                                                       |
|                                                                                             |                                      |                                               | 1,210                                                                                     |
|                                                                                             |                                      |                                               | 19                                                                                        |
|                                                                                             |                                      |                                               | 24,288                                                                                    |
|                                                                                             |                                      |                                               | 4,357                                                                                     |
|                                                                                             |                                      |                                               | 200                                                                                       |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 32 672 GOODHAVEN FUND                                                                                                             | P                                            | 2014-07-06                           | 2014-07-07                       |
| 99 8061 VANGUARD BOND INDEX                                                                                                       | P                                            | 2014-01-02                           | 2014-07-07                       |
| 16 ISHARES CORE S&P                                                                                                               | P                                            | 2009-05-28                           | 2014-07-07                       |
| 8 ISHARES RUSSELL 2000 ETF                                                                                                        | P                                            | 2012-02-02                           | 2014-07-07                       |
| 1428 WISDOMTREE EMERGING MKTS                                                                                                     | P                                            | 2012-06-25                           | 2014-07-07                       |
| 1544 012 IVA INTL FD                                                                                                              | P                                            | 2014-07-06                           | 2014-07-07                       |
| 237 WISDOMTREE EMERGING MKTS                                                                                                      | P                                            | 2013-08-07                           | 2014-07-07                       |
| 39 ISHARES CORE S&P                                                                                                               | P                                            | 2009-05-28                           | 2014-07-07                       |
| 8122 468 IVA INTL FUND                                                                                                            | P                                            | 2013-07-06                           | 2014-07-07                       |
| 240 WISDOMTREE EMERGING MKTS                                                                                                      | P                                            | 2013-06-14                           | 2014-07-07                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 965                   |                                            | 904                                             | 61                                           |
| 8,150                 |                                            | 8,008                                           | 142                                          |
| 3,179                 |                                            | 1,452                                           | 1,727                                        |
| 943                   |                                            | 650                                             | 293                                          |
| 75,051                |                                            | 70,306                                          | 4,745                                        |
| 27,990                |                                            | 25,996                                          | 1,994                                        |
| 12,458                |                                            | 11,576                                          | 882                                          |
| 7,749                 |                                            | 3,540                                           | 4,209                                        |
| 147,244               |                                            | 117,170                                         | 30,074                                       |
| 12,614                |                                            | 12,209                                          | 405                                          |

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<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
|                                                                                             |                                      |                                               | 61                                                                                        |
|                                                                                             |                                      |                                               | 142                                                                                       |
|                                                                                             |                                      |                                               | 1,727                                                                                     |
|                                                                                             |                                      |                                               | 293                                                                                       |
|                                                                                             |                                      |                                               | 4,745                                                                                     |
|                                                                                             |                                      |                                               | 1,994                                                                                     |
|                                                                                             |                                      |                                               | 882                                                                                       |
|                                                                                             |                                      |                                               | 4,209                                                                                     |
|                                                                                             |                                      |                                               | 30,074                                                                                    |
|                                                                                             |                                      |                                               | 405                                                                                       |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 194 612 JENSEN QUALITY GROWTH FD                                                                                                  | P                                            | 2014-07-06                           | 2014-07-07                       |
| 44 WISDOMTREE EMERGING MKTS                                                                                                       | P                                            | 2013-08-22                           | 2014-07-07                       |
| 77 ISHARES CORE S&P                                                                                                               | P                                            | 2009-05-28                           | 2014-07-07                       |
| 583 2 JENSEN QUALITY GROWTH                                                                                                       | P                                            | 2013-01-01                           | 2014-01-02                       |
| 161 554 JPMORGAN STRATEGIC INC                                                                                                    | P                                            | 2014-07-06                           | 2014-07-07                       |
| 100 WISDOMTREE EMERGING MKTS                                                                                                      | P                                            | 2013-08-22                           | 2014-07-07                       |
| 100 ISHARES CORE S&P                                                                                                              | P                                            | 2009-05-28                           | 2014-07-07                       |
| 4061 456 JENSEN QUALITY GROWTH                                                                                                    | P                                            | 2013-07-06                           | 2014-07-07                       |
| 1931 469 LOOMIS SAYLES BOND                                                                                                       | P                                            | 2014-07-06                           | 2014-07-07                       |
| 100 WISDOMTREE EMERGING MKTS                                                                                                      | P                                            | 2013-08-22                           | 2014-07-07                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 7,528                 |                                            | 7,221                                           | 307                                          |
| 2,313                 |                                            | 2,154                                           | 159                                          |
| 15,299                |                                            | 6,988                                           | 8,311                                        |
| 21,800                |                                            | 15,373                                          | 6,427                                        |
| 1,925                 |                                            | 1,921                                           | 4                                            |
| 5,256                 |                                            | 4,894                                           | 362                                          |
| 19,868                |                                            | 9,076                                           | 10,792                                       |
| 157,097               |                                            | 100,812                                         | 56,285                                       |
| 30,708                |                                            | 29,387                                          | 1,321                                        |
| 5,256                 |                                            | 4,895                                           | 361                                          |

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<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
|                                                                                             |                                      |                                               | 307                                                                                       |
|                                                                                             |                                      |                                               | 159                                                                                       |
|                                                                                             |                                      |                                               | 8,311                                                                                     |
|                                                                                             |                                      |                                               | 6,427                                                                                     |
|                                                                                             |                                      |                                               | 4                                                                                         |
|                                                                                             |                                      |                                               | 362                                                                                       |
|                                                                                             |                                      |                                               | 10,792                                                                                    |
|                                                                                             |                                      |                                               | 56,285                                                                                    |
|                                                                                             |                                      |                                               | 1,321                                                                                     |
|                                                                                             |                                      |                                               | 361                                                                                       |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 161 ISHARES CORE S&P                                                                                                              | P                                            | 2009-05-28                           | 2014-07-07                       |
| 8206 136 JPMORGAN STRATEGIC INC                                                                                                   | P                                            | 2013-07-06                           | 2014-07-07                       |
| 869 817 NEUBERGER BERMAN CORE                                                                                                     | P                                            | 2014-02-05                           | 2014-02-06                       |
| 226 WISDOMTREE EMERGING MKTS                                                                                                      | P                                            | 2013-08-22                           | 2014-07-07                       |
| 223 ISHARES CORE S&P                                                                                                              | P                                            | 2009-05-28                           | 2014-07-07                       |
| 17737 411 LOOMIS SAYLES BOND                                                                                                      | P                                            | 2013-07-06                           | 2014-07-07                       |
| 1024 881 NEUBERGER BERMAN CORE                                                                                                    | P                                            | 2014-07-06                           | 2014-07-07                       |
| 133 WISDOMTREE EMERGING MKTS                                                                                                      | P                                            | 2014-02-06                           | 2014-07-07                       |
| 1092 ISHARES RUSSELL GROWTH MID                                                                                                   | P                                            | 2011-03-23                           | 2014-07-07                       |
| 3899 169 NEUBERGER BERMAN                                                                                                         | P                                            | 2013-07-06                           | 2014-07-07                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 31,988                |                                            | 14,613                                          | 17,375                                       |
| 97,798                |                                            | 96,302                                          | 1,496                                        |
| 9,000                 |                                            | 9,241                                           | -241                                         |
| 11,880                |                                            | 11,061                                          | 819                                          |
| 44,306                |                                            | 20,241                                          | 24,065                                       |
| 282,007               |                                            | 252,132                                         | 29,875                                       |
| 10,757                |                                            | 10,676                                          | 81                                           |
| 6,991                 |                                            | 6,285                                           | 706                                          |
| 97,727                |                                            | 64,454                                          | 33,273                                       |
| 40,925                |                                            | 42,424                                          | -1,499                                       |

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<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
|                                                                                             |                                      |                                               | 17,375                                                                                    |
|                                                                                             |                                      |                                               | 1,496                                                                                     |
|                                                                                             |                                      |                                               | -241                                                                                      |
|                                                                                             |                                      |                                               | 819                                                                                       |
|                                                                                             |                                      |                                               | 24,065                                                                                    |
|                                                                                             |                                      |                                               | 29,875                                                                                    |
|                                                                                             |                                      |                                               | 81                                                                                        |
|                                                                                             |                                      |                                               | 706                                                                                       |
|                                                                                             |                                      |                                               | 33,273                                                                                    |
|                                                                                             |                                      |                                               | -1,499                                                                                    |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 116 24 OAKMARK SELECT FUND                                                                                                        | P                                            | 2014-07-06                           | 2014-07-07                       |
| 300 WISDOMTREE EMERGING MKTS                                                                                                      | P                                            | 2014-02-06                           | 2014-07-07                       |
| 257 ISHARES RUSSELL 1000 GROWTH                                                                                                   | P                                            | 2011-10-03                           | 2014-07-07                       |
| 2097 127 OAKMARK SELECT FUND                                                                                                      | P                                            | 2013-07-06                           | 2014-07-07                       |
| 1063 712 PIMCO TOTAL RETURN                                                                                                       | P                                            | 2014-02-05                           | 2014-02-06                       |
| 10005 813 ABERDEEN TOTAL RETURN                                                                                                   | P                                            | 2013-07-06                           | 2014-07-07                       |
| 423 ISHARES RUSSELL 1000 GROWTH                                                                                                   | P                                            | 2011-12-02                           | 2014-07-07                       |
| 10280 194 PIMCO TOTAL RETURN                                                                                                      | P                                            | 2013-07-06                           | 2014-07-07                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 5,222                 |                                            | 4,547                                           | 675                                          |
| 15,769                |                                            | 14,177                                          | 1,592                                        |
| 23,492                |                                            | 13,234                                          | 10,258                                       |
| 94,203                |                                            | 36,302                                          | 57,901                                       |
| 11,500                |                                            | 11,877                                          | -377                                         |
| 133,860               |                                            | 138,345                                         | -4,485                                       |
| 38,667                |                                            | 24,724                                          | 13,943                                       |
| 112,141               |                                            | 111,390                                         | 751                                          |

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<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
|                                                                                             |                                      |                                               | 675                                                                                       |
|                                                                                             |                                      |                                               | 1,592                                                                                     |
|                                                                                             |                                      |                                               | 10,258                                                                                    |
|                                                                                             |                                      |                                               | 57,901                                                                                    |
|                                                                                             |                                      |                                               | -377                                                                                      |
|                                                                                             |                                      |                                               | -4,485                                                                                    |
|                                                                                             |                                      |                                               | 13,943                                                                                    |
|                                                                                             |                                      |                                               | 751                                                                                       |

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

|                  |
|------------------|
| Gloria Sewell    |
| Frederick Sewell |

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

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |         |
| ARTARIA STRING QUARTET 980 BELLOWS STREET ST PAUL,MN 55118                                                             | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 18,500  |
| THE ARTS PARTNERSHIP 345 WASHINGTON STREET ST PAUL,MN 55102                                                            | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 20,000  |
| BALLET WORKS INC 528 HENNEPIN AV STE 205 MINNEAPOLIS,MN 55403                                                          | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 55,000  |
| BEACON INTERFAITH HOUSING COLLAB 2610 UNIVERSITY AVE W ST PAUL,MN 55114                                                | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 5,000   |
| CANTUS 1221 NICOLLET AVE STE 231 MINNEAPOLIS,MN 55403                                                                  | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 2,500   |
| CELLO AN AMERICAN EXPERIENCE 804 IVANHOE DRIVE NORTHFIELD,MN 55057                                                     | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 1,000   |
| GLOBAL HORIZONS FOR WOMEN 601 CARLSON PKWY STE 1050 HOPKINS,MN 55305                                                   | NONE                                                                                                      | PUBLIC                         | COMMUNITY SERVICE                | 5,000   |
| GLOBAL GRASSROOTS 1950 LAFAYETTE RD STE 200 PORTSMOUTH,NH 03801                                                        | NONE                                                                                                      | PUBLIC                         | COMMUNITY SERVICE                | 10,000  |
| GREATER TWIN CITIES YOUTH SYMPHONY 408 ST PETER ST 300 ST PAUL,MN 55102                                                | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 1,000   |
| THE JUNGLE THEATER 2951 LYNDALE AVE S MINNEAPOLIS,MN 55408                                                             | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 5,000   |
| LAKE COUNTRY SCHOOL 3755 PLEASANT AVE MINNEAPOLIS,MN 55409                                                             | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 1,500   |
| MACPHAIL CENTER FOR THE ARTS 501 S SECOND ST MINNEAPOLIS,MN 55401                                                      | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 2,500   |
| METROPOLITAN SYMPHONY ORCHESTRA PO BOX 581213 MINNEAPOLIS,MN 55458                                                     | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 1,500   |
| MINNESOTA OPERA 620 NORTH FIRST STREET MINNEAPOLIS,MN 55401                                                            | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 2,000   |
| MINNESOTA YOUTH SYMPHONY 790 CLEVELAND AVE S 203 ST PAUL,MN 55116                                                      | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 1,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 191,500 |

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

| Recipient                                                                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                  |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                 |                                                                                                           |                                |                                  |         |
| MUSIC IN THE PARK SERIES<br>THE SCHUBERT CLUB 75 W 5TH ST<br>302<br>ST PAUL,MN 55102 | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 6,000   |
| PENUMBRA THEATRE COMPANY<br>270 NORTH KENT STREET<br>ST PAUL,MN 55102                | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION AND APPRECIATION  | 1,000   |
| REIF ARTS COUNCIL 720 NW<br>CONIFER DR<br>GRAND RAPIDS,MN 55744                      | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 5,000   |
| SMILE TRAIN 41 MADISON AVE 28<br>FLOOR<br>NEW YORK,NY 10010                          | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 2,500   |
| SPRINGBOARD FOR THE ARTS 308<br>PRINCE ST STE 270<br>ST PAUL,MN 55101                | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 4,500   |
| ST PAUL CHAMBER ORCHESTRA<br>408 ST PETER STREET<br>ST PAUL,MN 55102                 | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 25,000  |
| TWIN CITIES PUBLIC TELEVISION<br>172 E 4TH STREET<br>SAINT PAUL,MN 55101             | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 10,000  |
| UNITY CHURCH - UNITARIAN 732<br>HOLLY AVE N GROTTTO ST<br>ST PAUL,MN 55104           | NONE                                                                                                      | PUBLIC                         | COMMUNITY SERVICE                | 4,000   |
| UPSTREAM ARTS 3501 CHICAGO<br>AVE S<br>MINNEAPOLIS,MN 55407                          | NONE                                                                                                      | PUBLIC                         | ARTS EDUCATION & APPRECIATION    | 1,000   |
| YMCA CAMP WIDJIWAGAN 3788<br>NORTH ARM ROAD<br>ELY,MN 55731                          | NONE                                                                                                      | PUBLIC                         | COMMUNITY SERVICE                | 1,000   |
| <b>Total . . . . . ▶ 3a</b>                                                          |                                                                                                           |                                |                                  | 191,500 |

TY 2014 Investments Corporate  
Stock Schedule

Name: SEWELL FAMILY FOUNDATION  
EIN: 41-1861892

| Name of Stock                 | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| AQR DIVERSIFIED ARB CLASS 1   |                        |                               |
| ARTISAN ITNL FUND             |                        |                               |
| ARTIO TOTAL RETURN            |                        |                               |
| BAIRD MID CAP                 |                        |                               |
| CENTURY SMALL CAP SELECT      |                        |                               |
| FIRST EAGLE FUND              |                        |                               |
| GOODHAVEN FUND                |                        |                               |
| ISHARES RUSSELL 1000 GROWTH   |                        |                               |
| ISHARES RUSSELL 2000          |                        |                               |
| ISHARES RUSSELL MIDCAP GROWTH |                        |                               |
| ISHARES S&P INDEX             |                        |                               |
| IVA INTERNATIONAL             |                        |                               |
| JENSEN QUALITY GROWTH FUND    |                        |                               |
| JP MORGAN STRATEGIC INCOME    |                        |                               |
| LOOMIS SAYLES BOND CL I       |                        |                               |
| NEUBERGER BERMAN CORE         |                        |                               |
| OAKMARK SELECT FUND           |                        |                               |
| PIMCO TOTAL RETURN FUND       |                        |                               |
| SCHWAB RAFI 1500              |                        |                               |
| T ROWE PRICE EUROPEAN         |                        |                               |
| THIRD AVE VALUE SMALL CAP     |                        |                               |
| VANGUARD BOND INDEX           |                        |                               |
| WISDOMTREE EMERGING MKTS      |                        |                               |
| ALLY BANK CD                  | 69,775                 | 70,128                        |
| BANK OF BARODA .4%            | 100,020                | 100,012                       |
| BANK OF BARODA .5%            | 65,020                 | 65,053                        |
| BARCLAYS BANK PL 2.05%        | 69,635                 | 69,891                        |
| STATE BK OF INDI .85%         | 70,014                 | 70,239                        |
| SYNCHRONY BANK 1.6%           | 69,810                 | 69,225                        |
| SYNCHRONY BANK 2.35%          | 69,635                 | 69,639                        |

| Name of Stock                 | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| BRIDGEWAY OMNI SM CAP         | 569,727                | 524,438                       |
| DFA COMMODITY                 | 120,935                | 94,980                        |
| DFA EMERGING MKTS CORE        | 219,957                | 197,721                       |
| DFA INTERNATIONAL CORE EQUITY | 133,278                | 116,497                       |
| DFA INTERNATIONAL REAL ESTATE | 50,818                 | 47,114                        |
| DFA INTERNATIONAL SMALL CAP   | 272,870                | 231,928                       |
| DFA INTERNATIONAL VALUE III   | 259,608                | 222,768                       |
| DFA LARGE CAP VALUE III       | 191,149                | 184,230                       |
| DFA REAL ESTATE               | 73,172                 | 79,873                        |
| DFA US CORE EQUITY 2          | 589,156                | 592,147                       |

TY 2014 Legal Fees Schedule

**Name:** SEWELL FAMILY FOUNDATION

**EIN:** 41-1861892

| Category   | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------|--------|--------------------------|------------------------|---------------------------------------------|
| LEGAL FEES | 5,500  |                          |                        |                                             |

TY 2014 Other Assets Schedule

**Name:** SEWELL FAMILY FOUNDATION

**EIN:** 41-1861892

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

# TY 2014 Other Professional Fees Schedule

**Name:** SEWELL FAMILY FOUNDATION

**EIN:** 41-1861892

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT FEES | 25,396 | 12,698                   |                        | 12,698                                      |

# TY 2014 Taxes Schedule

**Name:** SEWELL FAMILY FOUNDATION

**EIN:** 41-1861892

| Category            | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FEDERAL AND FOREIGN | 4,435  | 4,435                    |                        |                                             |