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**Return of Private Foundation**

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

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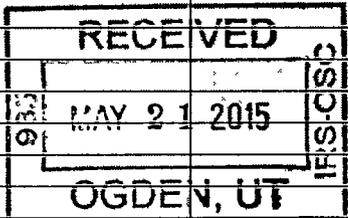
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>FRANCES &amp; FRANK WILKINSON FOUNDATION</b>		A Employer identification number <b>41-1911630</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>188 BANK STREET SE</b>	Room/suite	B Telephone number <b>612-373-7080</b>
City or town, state or province, country, and ZIP or foreign postal code <b>MINNEAPOLIS, MN 55414</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,650,856.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	145,821.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,406.	33,406.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	259,897.			
	b Gross sales price for all assets on line 6a <b>673,323.</b>				
	7 Capital gain net income (from Part IV, line 2)		259,897.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,004.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	440,128.	293,303.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 3</b>	1,675.	419.		1,256.
	c Other professional fees <b>STMT 4</b>	12,044.	12,044.		0.
	17 Interest				
	18 Taxes <b>STMT 5</b>	5,141.	1,232.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses <b>STMT 6</b>	25.	0.		25.
	24 Total operating and administrative expenses Add lines 13 through 23	18,885.	13,695.		1,281.
	25 Contributions, gifts, grants paid	229,750.			229,750.
26 Total expenses and disbursements. Add lines 24 and 25	248,635.	13,695.		231,031.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	191,493.				
b Net investment income (if negative, enter -0-)		279,608.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED MAY 27 2015 Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		74,699.	126,440.	126,440.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
		b Investments - corporate stock STMT 8		946,660.	1,046,465.	1,192,176.
		c Investments - corporate bonds STMT 9		360,213.	318,199.	332,240.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,381,572.	1,491,104.	1,650,856.	
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				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,381,572.	1,491,104.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	<b>Total net assets or fund balances</b>		1,381,572.	1,491,104.		
31	<b>Total liabilities and net assets/fund balances</b>		1,381,572.	1,491,104.		

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	1,381,572.
2	Enter amount from Part I, line 27a	2	191,493.
3	Other increases not included in line 2 (itemize) ▶ <u>NONTAXABLE TRANSACTION</u>	3	36,826.
4	Add lines 1, 2, and 3	4	1,609,891.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 7</u>	5	118,787.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	<b>1,491,104.</b>

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHARLES SCHWAB (SEE ATTACHED)	P	VARIOUS	12/31/14
b	CHARLES SCHWAB (SEE ATTACHED)	P	VARIOUS	12/31/14
c	CAPITAL GAINS DIVIDENDS			
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,587.		50,390.	197.
b 573,747.		363,036.	210,711.
c 48,989.			48,989.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			197.
b			210,711.
c			48,989.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7             }	2	259,897.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	132,781.	1,640,570.	.080936
2012	140,639.	1,592,049.	.088338
2011	61,456.	1,648,531.	.037279
2010	153,771.	1,481,645.	.103784
2009	132,722.	1,332,488.	.099605

2 Total of line 1, column (d)	2	.409942
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.081988
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,676,584.
5 Multiply line 4 by line 3	5	137,460.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,796.
7 Add lines 5 and 6	7	140,256.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	231,031.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,796.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,796.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	2,796.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,520.
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	2,520.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	276.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of FRANK S. WILKINSON JR. Telephone no. (612) 373-7080 Located at 188 BANK ST SE, MINNEAPOLIS, MN ZIP+4 55414
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b			
6b			X
7b			

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK S. WILKINSON, JR. 188 BANK ST SE MINNEAPOLIS, MN 55414	PRESIDENT 5.00	0.	0.	0.
FRANCES WILKINSON 188 BANK ST SE MINNEAPOLIS, MN 55414	SECRETARY 5.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**Part X**

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	1,593,018.
b	Average of monthly cash balances	1b	109,098.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,702,116.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,702,116.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,532.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,676,584.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	83,829.

**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	83,829.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,796.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,796.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	81,033.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	81,033.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	81,033.

**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	231,031.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	231,031.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,796.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	228,235.

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

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

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				81,033.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	48,191.			
b From 2010	155,100.			
c From 2011	61,456.			
d From 2012	141,475.			
e From 2013	53,259.			
f Total of lines 3a through e	459,481.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	231,031.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				81,033.
e Remaining amount distributed out of corpus	149,998.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	609,479.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	48,191.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	561,288.			
10 Analysis of line 9:				
a Excess from 2010	155,100.			
b Excess from 2011	61,456.			
c Excess from 2012	141,475.			
d Excess from 2013	53,259.			
e Excess from 2014	149,998.			

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

N/A

**1 a** 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 foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation 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 STATEMENT 10**

**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:

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>BRECK 123 OTTAWA AV. N. MINNEAPOLIS, MN 55422</p>	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	500.
<p>CONSERVATION MINNESOTA (C3) 1101 W RIVER PKWY, SUITE 250 MINNEAPOLIS, MN 55415</p>	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	20,000.
<p>DAVIDSON COLLEGE P.O. BOX 1385 DAVIDSON, MN 28036</p>	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	78,000.
<p>GUTHRIE THEATER 818 SOUTH 2ND ST MINNEAPOLIS, MN 55415</p>	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	10,000.
<p>MINNEAPOLIS INSTITUTE OF ART 1401 3RD AV. S. MINNEAPOLIS, MN 55405</p>	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	2,500.
<p><b>Total</b> SEE CONTINUATION SHEET(S) <span style="float: right;">▶ 3a</span></p>				229,750.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p><b>Total</b> <span style="float: right;">▶ 3b</span></p>				0.





**Schedule B**

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

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2014**

Name of the organization

FRANCES &amp; FRANK WILKINSON FOUNDATION

Employer identification number

41-1911630

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization <b>FRANCES &amp; FRANK WILKINSON FOUNDATION</b>	Employer identification number <b>41-1911630</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FRANK & FRANCES WILKINSON 188 BANK STREET SE MINNEAPOLIS, MN 55414	\$ 2,066.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	FRANK & FRANCES WILKINSON 188 BANK STREET SE MINNEAPOLIS, MN 55414	\$ 18,668.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	FRANK & FRANCES WILKINSON 188 BANK STREET SE MINNEAPOLIS, MN 55414	\$ 4,197.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	FRANK & FRANCES WILKINSON 188 BANK STREET SE MINNEAPOLIS, MN 55414	\$ 90,286.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	FRANK & FRANCES WILKINSON 188 BANK STREET SE MINNEAPOLIS, MN 55414	\$ 8,048.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
6	FRANK & FRANCES WILKINSON 188 BANK STREET SE MINNEAPOLIS, MN 55414	\$ 22,531.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization <b>FRANCES &amp; FRANK WILKINSON FOUNDATION</b>	Employer identification number <b>41-1911630</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<b>FRANK &amp; FRANCES WILKINSON</b>  <b>188 BANK STREET SE</b>  <b>MINNEAPOLIS, MN 55414</b>	\$ <u>25.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>FRANCES &amp; FRANK WILKINSON FOUNDATION</b>	Employer identification number <b>41-1911630</b>
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	34 SHARES OF LAS VEGAS SANDS CORP	\$ 2,066.	09/25/14
2	335 SHARES OF DOLLAR TREE INC	\$ 18,668.	09/25/14
3	51 SHARES OF PHILLIPS 66	\$ 4,197.	09/25/14
4	910 SHARES OF APPLE INC	\$ 90,286.	09/25/14
5	103 SHARES OF CONOCO PHILLIPS	\$ 8,048.	09/25/14
6	852 SHARE OF MELCO CROWN ENTERTAINMENT LIMITED	\$ 22,531.	09/25/14

Name of organization <b>FRANCES &amp; FRANK WILKINSON FOUNDATION</b>	Employer identification number <b>41-1911630</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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



FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	1,232.	1,232.			0.
PRIOR YEAR BALANCE DUE	1,389.	0.			0.
2014 ESTIMATES	2,520.	0.			0.
TO FORM 990-PF, PG 1, LN 18	5,141.	1,232.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MN STATE REGISTRATION FEE	25.	0.			25.
TO FORM 990-PF, PG 1, LN 23	25.	0.			25.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES		STATEMENT	7
DESCRIPTION			AMOUNT	
FMV ADJUSTMENT FOR DONATED STOCK SOLD			116,868.	
MISC ADJUSTMENT			1,919.	
TOTAL TO FORM 990-PF, PART III, LINE 5			118,787.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CHARLES SCHWAB - SEE ATTACHED SCHEDULE	1,046,465.	1,192,176.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,046,465.	1,192,176.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB - SEE ATTACHED SCHEDULE	318,199.	332,240.
TOTAL TO FORM 990-PF, PART II, LINE 10C	318,199.	332,240.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

FRANK S. WILKINSON, JR.  
FRANCES WILKINSON

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	82,395.	48,989.	33,406.	33,406.	
TO PART I, LINE 4	82,395.	48,989.	33,406.	33,406.	

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAX-EXEMPT DIVIDENDS	1,004.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,004.	0.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	1,675.	419.		1,256.
TO FORM 990-PF, PG 1, LN 16B	1,675.	419.		1,256.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	12,044.	12,044.		0.
TO FORM 990-PF, PG 1, LN 16C	12,044.	12,044.		0.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	1,232.	1,232.			0.
PRIOR YEAR BALANCE DUE	1,389.	0.			0.
2014 ESTIMATES	2,520.	0.			0.
TO FORM 990-PF, PG 1, LN 18	5,141.	1,232.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MN STATE REGISTRATION FEE	25.	0.			25.
TO FORM 990-PF, PG 1, LN 23	25.	0.			25.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
FMV ADJUSTMENT FOR DONATED STOCK SOLD		116,868.	
MISC ADJUSTMENT		1,919.	
TOTAL TO FORM 990-PF, PART III, LINE 5		118,787.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CHARLES SCHWAB - SEE ATTACHED SCHEDULE	1,046,465.	1,192,176.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,046,465.	1,192,176.		



May 7, 2015



**ACCREDITED INVESTORS INC.**

*Real Life Planning*

**Portfolio Statement**

As of 12/31/2014

Frances & Frank Wilkinson FDN [REDACTED]

<u>Description</u>	<u>Quantity</u>	<u>Acquisition Date</u>	<u>Cost Basis</u>	<u>Current Value</u>
<b>Managed Assets</b>				
<b>Equity</b>				
ARTISAN INTL SMALL CAP	2,471.359	09/17/2012	45,442.61	55,506.72
BAIRD MID CAP INSTL CLASS	3,594.831	11/19/2012	40,905.86	55,971.52
CENTURY SMALL CAP SELEC	2,221.002	01/13/2012	35,943.10	65,119.78
FIRST LAGLL OVERSEAS FUN	4,578.666	09/17/2012	98,330.72	101,600.60
GOODHAVEN	979.226	02/03/2012	21,758.34	23,256.62
ISHARES MSCI EMU INDX	1,644	10/17/2014	58,940.10	59,726.52
ISHARES RUSSELL 1000 GRO	378	03/12/2009	12,490.16	36,140.58
ISHARES RUSSELL 2000	145	10/17/2014	16,052.93	17,344.90
ISHARES S&P 500	50	07/08/2010	5,681.54	10,343.50
IVA INTERNATIONAL	9,834.022	01/13/2012	146,641.57	161,572.98
JENSEN PORTFOLIO CLASS 1	2,667.346	05/22/2014	101,036.33	107,120.62
MATTHEW ASIAN GROWTH	3,127.454	05/08/2014	61,004.08	56,294.17
OAKMARK SELECT	2,224.718	01/13/2012	59,675.38	90,746.25
SCHWAB RAFI 1500	8,889.734	02/03/2012	108,479.75	116,277.72
T ROWE PRICE EUROPEAN	4,118.838	01/13/2012	73,375.48	81,758.93
VANGUARD EMERGING MAR	1,180	10/04/2011	41,010.11	47,223.60
WISDOMTREE EMERGING M	1,457	06/25/2012	70,563.81	61,427.12
			<u>997,331.87</u>	<u>1,147,432.13</u>
<b>Fixed Income</b>				
ABERDEEN TOTAL RETURN	6,508.358	09/19/2012	90,739.58	86,496.08
BLACKROCK NATIONAL MU	2,576.288	02/03/2012	28,392.01	28,339.17
BLACKROCK STRATEGIC INC	5,918.811	07/01/2014	61,365.10	59,839.18
LOOMIS SAYLES BOND INST	8,925.882	12/31/2012	113,145.52	132,370.83
NEUBERGER BERMAN CORE	2,392.701	06/28/2013	24,556.79	25,195.14
			<u>318,199.00</u>	<u>332,240.40</u>
<b>Alternatives</b>				
AQR DIVERSIFIED ARBITRAG	4,408.286	01/13/2012	49,132.95	44,744.10
			<u>1,364,663.82</u>	<u>1,524,416.63</u>
<b>Unmanaged Assets</b>				
<b>Cash</b>				
SCHWAB MONEY MARKET F			126,440.49	126,440.49
			<u>126,440.49</u>	<u>126,440.49</u>
			<u>1,491,104.31</u>	<u>1,650,857.12</u>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MN OPERA 620 NORTH 1ST STREET MINNEAPOLIS, MN 55401	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	500.
MN PUBLIC RADIO 480 CEDAR ST ST PAUL, MN 55101	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	1,000.
PLOUGHSHARES FORT MASON CENTER B-330 SAN FRANCISCO, CA 94123	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	750.
PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	45,000.
ST PAUL CHAMBER ORCHESTRA 408 PETER ST. ST PAUL, MN 55102	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	500.
TRUST FOR PUBLIC LAND 2610 UNIVERSITY AV. ST PAUL, MN 55114	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	10,000.
TWIN CITIES PUBLIC TELEVISION 172 E. 4TH ST. ST PAUL, MN 55101	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	1,000.
UNION COLLEGE 807 UNION ST SCHENECTADY, NY 12308	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	500.
UNITED WAY 404 S. 8TH ST. MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	10,000.
WALKER ART CENTER 1750 HENNERPIN AVE MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITIES	GENERAL SUPPORT	40,000.
<b>Total from continuation sheets</b>				<b>118,750.</b>



Total Known Realized Gain/(Loss)  
\$210,906.79

Total Known Long-Term Gain/(Loss)  
\$210,710.74

Total Known Short-Term Gain/(Loss)  
\$196.05

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss	Total Realized Gain/Loss
BMDIX	BAIRD MID CAP FUND INST	12/15/2014	11/19/2012	428,947	\$6,500.00	\$4,826.19		\$1,673.81	\$1,673.81
IWM	ISHARES TR RUSSELL 2000 ETF	12/15/2014	10/4/2011	87	\$9,881.08	\$5,379.49		\$4,501.59	\$4,501.59
		12/15/2014	10/17/2014	21	\$2,385.09	\$2,252.61	\$132.48		\$132.48
JENIX	JENSEN QUALITY GROWTH FD CL I	12/15/2014	2/22/2008	164,272	\$6,676.09	\$4,329.71		\$2,346.38	\$2,346.38
		12/15/2014	8/15/2012	86,392	\$3,511.02	\$2,500.00	\$1,011.02		\$1,011.02
		12/15/2014	9/18/2012	0.197	\$8.01	\$5.84	\$2.17		\$2.17
		12/15/2014	9/18/2012	6,363	\$258.60	\$188.54	\$70.06		\$70.06
		12/15/2014	12/20/2012	10,765	\$437.50	\$325.10	\$112.40		\$112.40
		12/15/2014	3/20/2013	7,462	\$303.26	\$244.31	\$58.95		\$58.95
		12/15/2014	6/25/2013	6.64	\$269.85	\$220.90	\$48.95		\$48.95
		12/15/2014	9/17/2013	5,799	\$235.67	\$206.53	\$29.14		\$29.14
LSBXX	LOOMIS SAYLES BOND FUND CL I	12/15/2014	4/25/2013	31,301	\$474.37	\$483.03	\$0.00		\$0.00
		12/15/2014	5/28/2013	1,098	\$16.64	\$16.92	\$0.00		\$0.00
		12/15/2014	6/17/2013	26,814	\$406.37	\$417.27	\$0.00		\$0.00
		12/15/2014	7/8/2013	137,461	\$2,083.25	\$2,042.48	\$40.77		\$40.77
		12/15/2014	7/26/2013	33,495	\$507.62	\$504.77	\$2.85		\$2.85
		12/15/2014	7/26/2013	4.28	\$64.86	\$64.50	\$0.36		\$0.36
		12/15/2014	9/25/2013	33,359	\$505.56	\$504.06	\$1.50		\$1.50
		12/15/2014	10/28/2013	37,376	\$566.44	\$574.09	(\$6.64)		(\$6.64)
		12/15/2014	11/26/2013	36.51	\$553.31	\$556.05	(\$2.74)		(\$2.74)
		12/15/2014	2/24/2014	30,376	\$460.35	\$466.27	\$0.00		\$0.00
		12/15/2014	5/23/2014	30,734	\$465.78	\$480.68	\$0.00		\$0.00
		12/15/2014	6/23/2014	27,291	\$413.60	\$431.74	\$0.00		\$0.00
		12/15/2014	7/25/2014	29,173	\$442.12	\$463.85	\$0.00		\$0.00
		12/15/2014	8/25/2014	28,305	\$428.97	\$448.07	\$0.00		\$0.00
		12/15/2014	9/24/2014	26,365	\$399.57	\$412.09	\$0.00		\$0.00
		12/15/2014	10/24/2014	28,665	\$434.42	\$443.45	\$0.00		\$0.00
		12/15/2014	11/24/2014	31,459	\$476.77	\$488.87	\$0.00		\$0.00
JSOSX	JPMORGAN STRATEGIC INCM OPPTY SLCT SHR	10/17/2014	8/8/2011	1681,948	\$19,789.20	\$19,445.14	\$344.06		\$344.06
		10/17/2014	9/30/2011	15,392	\$181.08	\$174.08	\$7.00		\$7.00
		10/17/2014	11/30/2011	22,887	\$269.28	\$262.28	\$7.00		\$7.00
		10/17/2014	12/15/2011	109,563	\$1,289.08	\$1,240.25	\$48.83		\$48.83
		10/17/2014	12/15/2011	9,421	\$110.84	\$106.65	\$4.19		\$4.19

BSIX	BLACKROCK STRAT INCM OPPTY PORT II	10/17/2014	34.987	\$411.64	\$396.40	\$15.24	\$15.24
		3/30/2012	17.787	\$209.28	\$205.44	\$3.84	-\$3.84
		4/30/2012	9.116	\$107.26	\$105.04	\$2.22	\$2.22
		5/10/2012	7.734	\$91.00	\$89.81	\$1.19	\$1.19
		7/31/2012	16.336	\$192.20	\$189.83	\$2.37	\$2.37
		8/15/2012	988.732	\$11,633.07	\$11,540.14	\$92.93	\$92.93
		8/31/2012	5.682	\$66.85	\$66.31	\$0.54	\$0.54
		8/31/2012	15.461	\$181.91	\$180.43	\$1.48	\$1.48
		6/22/2013	3.505	\$41.24	\$41.89	(\$0.65)	(\$0.65)
		6/28/2013	7.388	\$86.92	\$87.55	(\$0.63)	(\$0.63)
		7/31/2013	9.974	\$117.35	\$118.39	(\$1.04)	(\$1.04)
		8/30/2013	8.915	\$104.89	\$105.47	(\$0.58)	(\$0.58)
		9/30/2013	7.81	\$91.89	\$92.47	(\$0.58)	(\$0.58)
		12/31/2013	10.051	\$118.26	\$119.51	(\$1.25)	(\$1.25)
		6/30/2014	4.762	\$56.03	\$56.67	(\$0.64)	(\$0.64)
		7/1/2014	1586.555	\$18,666.84	\$18,900.00	(\$233.16)	(\$233.16)
		7/31/2014	1.739	\$20.46	\$20.63	(\$0.17)	(\$0.17)
		7/31/2014	3.275	\$38.53	\$38.84	(\$0.31)	(\$0.31)
		8/29/2014	5.406	\$63.61	\$64.11	(\$0.50)	(\$0.50)
		9/30/2014	4.263	\$50.16	\$50.43	(\$0.27)	(\$0.27)
		7/1/2014	383.562	\$3,900.00	\$3,978.79	(\$74.45)	(\$74.45)
DLTR	DOLLAR TREE INC	9/26/2014	200	\$11,176.41	\$2,936.86	\$8,239.55	\$8,239.55
MPXL	MELCO CROWN ENTMT ADR FSPONSORED ADR 1 ADR REP 3 ORD	9/26/2014	482	\$12,782.59	\$1,746.87	\$11,035.72	\$11,035.72
		10/15/2010	370	\$9,812.37	\$2,060.46	\$7,751.91	\$7,751.91
DLTR	DOLLAR TREE INC	9/26/2014	100	\$5,587.41	\$1,468.43	\$4,118.98	\$4,118.98
COP	CONOCOPHILLIPS	9/26/2014	103	\$8,040.53	\$2,077.09	\$5,963.44	\$5,963.44
DLTR	DOLLAR TREE INC	9/26/2014	35	\$1,955.56	\$513.95	\$1,441.61	\$1,441.61
PSX	PHILLIPS 66	9/26/2014	51	\$4,184.79	\$611.29	\$3,573.50	\$3,573.50
AAPL	APPLE INC	9/26/2014	100	\$10,024.90	\$1,987.18	\$8,037.72	\$8,037.72
LVS	LAS VEGAS SANDS CORP	9/26/2014	34	\$2,098.35	\$497.87	\$1,600.48	\$1,600.48
AAPL	APPLE INC	9/26/2014	100	\$10,024.90	\$1,987.18	\$8,037.72	\$8,037.72
AAPL	APPLE INC	9/26/2014	610	\$61,151.85	\$12,121.80	\$49,030.05	\$49,030.05
AAPL	APPLE INC	9/26/2014	100	\$10,024.90	\$1,987.18	\$8,037.72	\$8,037.72
NCRLX	NEUBERGER BERMAN CORE BD FD INSTL CL	10/17/2014	648.699	\$6,840.76	\$6,979.13	(\$137.04)	(\$137.04)
		10/17/2014	398.882	\$4,206.35	\$4,287.17	(\$80.82)	(\$80.82)
		10/17/2014	0.762	\$8.04	\$8.11	(\$0.07)	(\$0.07)
		10/17/2014	0.787	\$8.30	\$8.42	(\$0.12)	(\$0.12)
		10/17/2014	0.653	\$6.89	\$6.99	(\$0.10)	(\$0.10)
		10/17/2014	2.066	\$21.79	\$22.07	(\$0.28)	(\$0.28)
		10/17/2014	2.751	\$29.01	\$29.56	(\$0.55)	(\$0.55)
		10/17/2014	2.249	\$23.72	\$23.67	\$0.05	\$0.05
		10/17/2014	299.728	\$3,160.73	\$3,097.74	\$62.99	\$62.99
		10/17/2014	8.953	\$94.41	\$94.54	\$0.00	\$0.00
		9/26/2014	200	\$11,176.41	\$2,936.86	\$8,239.55	\$8,239.55

IWF	ISHARES TR RUSSELL 1000 GROWTH ETF	9/11/2014	3/12/2009	150	\$13,931.89	\$4,956.41	\$8,975.48	\$8,975.48
ADAIX	AQR DIVERSIFIED ARBITRAGE CL I	9/11/2014	11/16/2010	1321.201	\$14,500.00	\$14,748.91	(\$248.91)	(\$248.91)
IWM	ISHARES TR RUSSELL 2000 ETF	9/11/2014	10/4/2011	75	\$8,704.44	\$4,637.50	\$4,066.94	\$4,066.94
SFSNX	SCHWAB FUNDAMENTAL US SMALL CO INDEX	9/11/2014	2/3/2012	544.749	\$7,408.59	\$5,670.84	\$1,737.75	\$1,737.75
PTTRX	PIMCO TOTAL RETURN FUND INSTL CL	9/11/2014	8/12/2013	602.31	\$8,191.41	\$7,300.00	\$891.41	\$891.41
		7/1/2014	8/20/2009	4587.821	\$50,224.43	\$49,261.50	\$962.93	\$962.93
		7/1/2014	10/30/2009	0.004	\$0.04	\$0.04	\$0.00	\$0.00
		7/1/2014	7/30/2010	0.001	\$0.01	\$0.01	\$0.00	\$0.00
		7/1/2014	11/1/2010	8.833	\$96.70	\$100.96	(\$4.26)	(\$4.26)
		7/1/2014	11/2/2010	1.815	\$19.87	\$20.64	(\$0.77)	(\$0.77)
		7/1/2014	11/11/2010	10.714	\$117.29	\$122.69	(\$5.40)	(\$5.40)
		7/1/2014	11/21/2010	28.12	\$307.84	\$321.71	(\$13.87)	(\$13.87)
		7/1/2014	9/30/2011	30.497	\$333.86	\$329.06	\$4.80	\$4.80
		7/1/2014	11/10/2011	643.284	\$7,042.25	\$7,012.63	\$29.62	\$29.62
		7/1/2014	11/30/2011	2.992	\$32.75	\$32.25	\$0.50	\$0.50
		7/1/2014	11/30/2011	32.994	\$361.20	\$355.67	\$5.53	\$5.53
		7/1/2014	12/28/2011	77.201	\$845.15	\$836.09	\$9.06	\$9.06
		7/1/2014	12/30/2011	35.705	\$390.87	\$388.11	\$2.76	\$2.76
		7/1/2014	12/30/2011	1.974	\$21.61	\$21.46	\$0.15	\$0.15
		7/1/2014	1/31/2012	35.012	\$383.29	\$389.33	(\$6.04)	(\$6.04)
		7/1/2014	2/29/2012	32.781	\$358.86	\$364.52	(\$5.66)	(\$5.66)
		7/1/2014	3/30/2012	40.634	\$444.83	\$450.63	(\$5.80)	(\$5.80)
		7/1/2014	4/30/2012	37.283	\$408.15	\$418.32	(\$10.17)	(\$10.17)
		7/1/2014	8/20/2012	17.036	\$186.50	\$196.97	(\$10.47)	(\$10.47)
		7/1/2014	11/11/2012	16.765	\$183.53	\$194.78	(\$11.25)	(\$11.25)
		7/1/2014	12/1/2012	1.52	\$16.64	\$17.82	(\$1.18)	(\$1.18)
		7/1/2014	12/27/2012	58.327	\$638.53	\$655.59	(\$17.06)	(\$17.06)
		7/1/2014	12/31/2012	605.919	\$6,633.20	\$6,829.50	(\$196.30)	(\$196.30)
		7/1/2014	12/31/2012	12.829	\$140.44	\$144.20	(\$3.76)	(\$3.76)
		7/1/2014	1/31/2013	9.819	\$107.49	\$109.87	(\$2.38)	(\$2.38)
		7/1/2014	1/31/2013	1.316	\$14.41	\$14.73	(\$0.32)	(\$0.32)
		7/1/2014	2/28/2013	1.01	\$11.06	\$11.34	(\$0.28)	(\$0.28)
		7/1/2014	2/28/2013	12.098	\$132.44	\$135.86	(\$3.42)	(\$3.42)
		7/1/2014	5/31/2013	15.275	\$167.22	\$169.09	(\$1.87)	(\$1.87)
		7/1/2014	6/28/2013	10.809	\$118.33	\$116.31	\$2.02	\$2.02
		7/1/2014	7/8/2013	934.457	\$10,229.82	\$10,000.00	\$229.82	\$229.82
		7/1/2014	7/31/2013	13.349	\$146.14	\$144.04	\$2.10	\$2.10
		7/1/2014	7/31/2013	1.46	\$15.98	\$15.75	\$0.23	\$0.23
		7/1/2014	8/30/2013	15.746	\$172.37	\$167.69	\$4.68	\$4.68
		7/1/2014	8/30/2013	0.784	\$8.58	\$8.35	\$0.23	\$0.23
		7/1/2014	9/30/2013	12.667	\$138.67	\$137.06	\$1.61	\$1.61
		7/1/2014	10/31/2013	14.204	\$155.50	\$154.82	\$0.68	\$0.68
		7/1/2014	11/29/2013	13.618	\$149.08	\$148.16	\$0.92	\$0.92

7/1/2014 7.864 \$86.09 \$84.54 \$1.55  
 7/1/2014 41.145 \$450.43 \$442.31 \$8.12  
 7/1/2014 10.01 \$109.58 \$107.01 \$2.57  
 7/1/2014 10.023 \$109.73 \$108.45 \$1.28  
 7/1/2014 10.931 \$119.67 \$118.71 \$0.96  
 7/1/2014 12.846 \$140.63 \$138.48 \$2.15  
 7/1/2014 13.555 \$148.39 \$146.94 \$1.45  
 7/1/2014 17.259 \$188.94 \$188.99 (\$0.05)  
 7/1/2014 14.008 \$153.35 \$153.67 (\$0.32)  
 5/8/2014 922.951 \$22,500.00 \$19,085.56 \$3,414.44

SGOIX FIRST EAGLE OVERSEAS FUND CL I

JSOSX JPMORGAN STRATEGIC INCM OPPTY SLCT SHR

5/8/2014 853.337 \$10,151.69 \$9,959.86 \$191.83  
 5/8/2014 10.613 \$126.26 \$125.35 \$0.91  
 5/8/2014 1.06 \$12.61 \$12.60 \$0.01  
 5/8/2014 13.17 \$156.68 \$155.80 \$0.88  
 5/8/2014 7.038 \$83.73 \$83.89 (\$0.16)  
 5/8/2014 9.302 \$110.66 \$110.79 (\$0.13)  
 5/8/2014 516.722 \$6,147.17 \$6,200.00 (\$52.83)  
 5/8/2014 8.988 \$106.93 \$107.23 (\$0.30)  
 5/8/2014 1.213 \$14.43 \$14.47 (\$0.04)  
 5/8/2014 10.555 \$125.57 \$126.34 (\$0.77)  
 5/8/2014 10.233 \$121.74 \$122.28 (\$0.54)  
 5/8/2014 7.414 \$88.20 \$88.23 (\$0.03)  
 5/8/2014 7.427 \$88.36 \$88.38 (\$0.02)  
 5/8/2014 2.98 \$35.45 \$35.49 (\$0.04)  
 5/8/2014 7.064 \$84.04 \$84.35 (\$0.31)  
 5/8/2014 8.199 \$97.54 \$97.82 (\$0.28)  
 5/8/2014 4.114 \$48.94 \$49.00 (\$0.06)

LSBDX LOOMIS SAYLES BOND FUND CL I

4/4/2014 527.165 \$8,149.13 \$7,630.28 \$518.85  
 4/4/2014 39.818 \$615.52 \$576.97 \$38.55  
 4/4/2014 41.709 \$644.75 \$614.38 \$30.37  
 4/4/2014 33.959 \$524.95 \$514.08 \$10.87  
 4/4/2014 34.183 \$528.41 \$513.38 \$15.03  
 4/4/2014 5.105 \$78.91 \$77.33 \$1.58  
 4/4/2014 76.18 \$1,177.62 \$1,148.04 \$29.58  
 4/4/2014 30.832 \$476.61 \$472.34 \$4.27  
 4/4/2014 34.323 \$530.58 \$519.65 \$10.93  
 4/4/2014 34.12 \$527.44 \$521.69 \$5.75  
 4/4/2014 31.301 \$483.86 \$485.48 \$0.00  
 4/4/2014 36.37 \$562.22 \$563.37 (\$0.27)

IVIQX IVA INTL FD CL I

4/4/2014 1036.562 \$18,255.07 \$16,518.57 \$1,736.50  
 4/4/2014 5.935 \$104.52 \$94.13 \$10.39  
 4/4/2014 19.329 \$340.41 \$306.56 \$33.85

IVV	ISHARES CORE S&P ETF S&P 500 INDEX	4/4/2014	8/8/2011	35	\$6,567.79	\$4,060.50	\$2,507.29	\$2,507.29
OAKLX	OAKMARK SELECT FUND	4/4/2014	2/22/2008	95.659	\$4,018.63	\$2,327.38	\$1,691.25	\$1,691.25
		4/4/2014	12/13/2012	2.789	\$117.17	\$84.67	\$32.50	\$32.50
		4/4/2014	12/13/2012	291.935	\$12,264.20	\$8,863.16	\$3,401.04	\$3,401.04
TASCX	THIRD AVENUE SMALL CAP VALUE FUND INSTL CL	3/18/2014	10/16/2008	2030.753	\$56,580.62	\$33,369.20	\$23,211.42	\$23,211.42
		3/18/2014	12/23/2008	163.575	\$4,557.51	\$2,236.07	\$2,321.44	\$2,321.44
		3/18/2014	12/23/2008	35.533	\$990.02	\$485.74	\$504.28	\$504.28
		3/18/2014	12/18/2012	15.159	\$422.36	\$338.66	\$83.70	\$83.70
		3/18/2014	12/18/2012	41.915	\$1,167.83	\$936.37	\$231.46	\$231.46
		3/18/2014	12/18/2012	24.198	\$674.20	\$540.59	\$133.61	\$133.61
		3/18/2014	12/18/2013	3.141	\$87.51	\$84.82	\$2.69	\$2.69
		3/18/2014	12/18/2013	119.676	\$3,334.40	\$3,231.24	\$103.16	\$103.16
		3/18/2014	12/18/2013	31.451	\$876.28	\$849.18	\$27.10	\$27.10
SGOIX	FIRST EAGLE OVERSEAS FUND CL I	2/27/2014	11/16/2010	8.81	\$211.47	\$182.18	\$29.29	\$29.29
		2/27/2014	12/13/2011	0.025	\$0.60	\$0.52	\$0.08	\$0.08
		2/27/2014	1/3/2012	147.01	\$3,528.53	\$3,091.99	\$436.54	\$436.54
		2/27/2014	12/13/2012	22.359	\$536.66	\$491.90	\$44.76	\$44.76
		2/27/2014	12/13/2012	66.433	\$1,594.52	\$1,461.52	\$133.00	\$133.00
		2/27/2014	12/13/2012	171.995	\$4,128.22	\$3,783.88	\$344.34	\$344.34
ARTJX	ARTISAN INTL SMALL CAP FUND INVESTOR SHARE	2/27/2014	12/19/2007	80.13	\$2,267.68	\$1,225.83	\$1,041.85	\$1,041.85
		2/27/2014	12/19/2007	23.622	\$668.51	\$361.37	\$307.14	\$307.14
		2/27/2014	2/25/2009	90.594	\$2,563.81	\$1,385.91	\$1,177.90	\$1,177.90
SFSNX	SCHWAB FUNDAMENTAL US SMALL CO INDEX	1/6/2014	2/3/2012	679.188	\$8,659.65	\$7,070.35	\$1,589.30	\$1,589.30
		1/6/2014	12/23/2013	91.785	\$1,170.26	\$1,175.76	(\$5.50)	(\$5.50)
		1/6/2014	12/23/2013	45.912	\$585.38	\$588.13	(\$2.75)	(\$2.75)
		1/6/2014	12/23/2013	116.448	\$1,484.71	\$1,491.70	(\$6.99)	(\$6.99)
ARTJX	ARTISAN INTL SMALL CAP FUND INVESTOR SHARE	1/6/2014	2/25/2009	123.759	\$3,346.45	\$1,893.27	\$1,453.18	\$1,453.18
		1/6/2014	12/19/2012	27.868	\$753.55	\$618.12	\$135.43	\$135.43
GSMCX	CENTURY SMALL CAP SELECT INST CL	1/6/2014	10/16/2008	312.81	\$10,700.00	\$4,743.86	\$5,956.14	\$5,956.14
IWF	ISHARES TR RUSSELL 1000 GROWTH ETF	1/6/2014	3/12/2009	284	\$24,057.36	\$9,384.14	\$14,673.22	\$14,673.22
Total					624,333.55		196.05	210,906.79