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EXTENDED TO NOVEMBER 16, 2015
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation

ARCTOS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

5201 KELLOGG AVENUE

City or town, state or province, country, and ZIP or foreign postal code

MINNEAPOLIS, MN 55424

G Check all that apply:

- ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization:

- ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

- ☒ Cash ☐ Accrual

☐ Other (specify)

\$ 10,884,547. (Part I, column (d) must be on cash basis.)

A Employer identification number

80-0561039

B Telephone number

612-965-9547

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" 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		229,779.	229,779.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		197,745.			
b Gross sales price for all assets on line 6a		878,508.			
7 Capital gain net income (from Part IV, line 2)			197,745.		
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		30,471.	30,471.		STATEMENT 2
12 Total. Add lines 1 through 11		457,995.	457,995.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans/employee benefits					
16a Legal fees		120.	0.		120.
b Accounting fees		7,855.	0.		7,855.
c Other professional fees					
17 Interest					
18 Taxes		6,857.	1,433.		5,424.
19 Depreciation and depletion					
20 Occupancy		9,528.	4,764.		4,764.
21 Travel, conferences, and meetings		6,623.	3,974.		2,649.
22 Printing and publications					
23 Other expenses		59,302.	56,369.		2,933.
24 Total operating and administrative expenses. Add lines 13 through 23		90,285.	66,540.		23,745.
25 Contributions, gifts, grants paid		157,125.			157,125.
26 Total expenses and disbursements. Add lines 24 and 25		247,410.	66,540.		180,870.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		210,585.			
b Net investment income (if negative, enter -0-)			391,455.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	353,217.	177,097.	177,097.
	2 Savings and temporary cash investments	1,139,200.	1,215,100.	1,215,100.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,150,359.	2,295,789.	2,916,530.
	c Investments - corporate bonds STMT 8	558,463.	553,905.	561,097.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	5,435,439.	5,605,372.	6,014,723.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,636,678.	9,847,263.	10,884,547.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,636,678.	9,847,263.	
	30 Total net assets or fund balances	9,636,678.	9,847,263.	
	31 Total liabilities and net assets/fund balances	9,636,678.	9,847,263.	

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	9,636,678.
2 Enter amount from Part I, line 27a	2	210,585.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,847,263.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,847,263.

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 FIDELITY - SHORT TERM - SEE ATTACHED	P	01/01/14	12/31/14
b FIDELITY - LONG TERM - SEE ATTACHED	P	01/01/13	12/31/14
c BESSEMER TRUST - SHORT TERM - SEE ATTACHED	P	01/01/14	12/31/14
d BESSEMER TRUST - LONG TERM - SEE ATTACHED	P	01/01/13	12/31/14
e CAPITAL GAINS DIVIDENDS			

(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 33,170.		40,497.	<7,327.>
b 241,390.		190,449.	50,941.
c 84,416.		92,907.	<8,491.>
d 389,142.		356,910.	32,232.
e 130,390.			130,390.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<7,327.>
b			50,941.
c			<8,491.>
d			32,232.
e			130,390.

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	197,745.
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	198,410.	9,951,327.	.019938
2012	3,763,284.	8,857,286.	.424880
2011	25,089.	3,292,694.	.007620
2010			
2009			

2 Total of line 1, column (d)	2	.452438
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	.150813
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	10,589,452.
5 Multiply line 4 by line 3	5	1,597,027.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,915.
7 Add lines 5 and 6	7	1,600,942.
8 Enter qualifying distributions from Part XII, line 4	8	180,870.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,829.
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	7,829.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,829.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,940.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,940.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	72.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,039.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 2,039. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>CHRISTOPHER VOJTA</u> Telephone no. ► <u>612-965-9547</u> Located at ► <u>EDINA EXEC PLZ, 5200 WILSON RD, STE 150, EDINA, M</u> ZIP+4 ► <u>55424</u>			
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 ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 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 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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Form 990-PF (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER VOJTA C/O BOECKERMANN GRAFSTROM & MAYER 447 BLOOMINGTON, MN 55435	PRESIDENT, DIRECTOR 10.00	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

Form 990-PF (2014)

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	
Total. Add lines 1 through 3	0.

Form 990-PF (2014)

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	10,485,556.
b	Average of monthly cash balances	1b	265,157.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,750,713.
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	10,750,713.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	161,261.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,589,452.
6	Minimum investment return. Enter 5% of line 5	6	529,473.

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	529,473.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,829.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,829.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	521,644.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	521,644.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	521,644.

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	180,870.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,870.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	180,870.

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

Form 990-PF (2014)

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				521,644.
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				
b From 2010				
c From 2011				
d From 2012				2,897,020.
e From 2013				
f Total of lines 3a through e	2,897,020.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 180,870.				
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				180,870.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	340,774.			340,774.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,556,246.			
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	2,556,246.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				2,556,246.
d Excess from 2013				
e Excess from 2014				

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

11325 1

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				
MALI HEALTH PO BOX 426081 CAMBRIDGE, MA 02142		501(C)(3)	CHARITABLE	2,000.
MINNESOTA WHITECAPS 10355 HEATHER LANE CORCORAN, MN 55374		501(C)(3)	CHARITABLE	50,000.
THE BLAKE SCHOOL 110 BLAKE RD S HOPKINS, MN 55343		501(C)(3)	CHARITABLE	12,500.
USS MINNESOTA 9587 BROOKVIEW CIRCLE WOODURY, MN 55125		501(C)(3)	CHARITABLE	7,500.
THE FOUNDLING 590 AVENUE OF THE AMIERCAS NEW YORK, NY 10011		501(C)(3)	CHARITABLE	40,000.
Total	SEE CONTINUATION SHEET(S)			157,125.
b Approved for future payment				
NONE				
Total				0.

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			18	229,779.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	30,471.		
8 Gain or (loss) from sales of assets other than inventory			18	197,745.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		457,995.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	457,995.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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


Signature of officer or trustee

Date _____

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARK COSSETTE

Preparer's signature _____

MARK COSSETTE

Date

09/30/15

Check ☐ if
self-employed

PTIN	
------	--

P00096275

Firm's name ► **BOECKERMANN GRAFSTROM & MAYER, LLC**

Firm's EIN ► 20-0472826

Firm's address ► 4470 W 78TH ST CIRCLE, STE 200
BLOOMINGTON, MN 55435-5416

Phone no. **952-844-2500**

Form **990-PF** (2014)

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
DIVIDENDS	154,377.	0.	154,377.	154,377.	
INTEREST	75,402.	0.	75,402.	75,402.	
LT CAPITAL GAIN DISTRIBUTION	130,390.	130,390.	0.	0.	
TO PART I, LINE 4	360,169.	130,390.	229,779.	229,779.	

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
NORTHWEST CAPITAL PARTNERS II, LP	<139.>	<139.>	
FGI OPPORTUNITY INVESTMENT FUND II	21,154.	21,154.	
FIDELITY	107.	107.	
INREIT RE	9,349.	9,349.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,471.	30,471.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	120.	0.		120.
TO FM 990-PF, PG 1, LN 16A	120.	0.		120.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,855.	0.		7,855.
TO FORM 990-PF, PG 1, LN 16B	7,855.	0.		7,855.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,433.	1,433.		0.
FEDERAL TAXES	5,424.	0.		5,424.
TO FORM 990-PF, PG 1, LN 18	6,857.	1,433.		5,424.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,531.	0.		2,531.
OTHER GENERAL	402.	0.		402.
FEES	56,369.	56,369.		0.
TO FORM 990-PF, PG 1, LN 23	59,302.	56,369.		2,933.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENTS - CORPORATE STOCK	2,295,789.	2,916,530.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,295,789.	2,916,530.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE BONDS	553,905.	561,097.
TOTAL TO FORM 990-PF, PART II, LINE 10C	553,905.	561,097.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - OTHER	COST	5,605,372.	6,014,723.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,605,372.	6,014,723.

ARCTOS FOUNDATION

EIN:80-0561039

FORM 990-PF, PART II - BALANCE SHEET, LINE 10B - CORPORATE STOCK

YEAR ENDED DECEMBER 31, 2014

	Total Value	
	Total Cost Basis	December 31, 2014
CHECKPOINT SOFTWARE TECHNOLOGIES	40,189	55,392
ABBOTT LABORATORIES	14,322	24,311
ABBIVE INC COM	15,531	35,338
AMERICAN EXPRESS	30,101	55,359
ANHEUSER-BUSCH	23,938	38,189
APPLE INC	24,278	29,251
BAKER HUGHES INC	28,193	28,035
CELGENE CORP	19,478	22,372
CHURCH & DWIGHT INC	31,700	53,985
COLTGATE-PALMOLIVE CO	31,628	48,433
CONOCOPHILLIPS	23,435	29,351
DISNEY WALT CO	30,348	73,468
DIRECTV COM	23,904	48,986
EXXON MOBIL CORP	24,152	25,886
FIFTH THIRD BANCORP	24,277	37,286
FIRST REPUBLIC BANK SAN FRANCISCO	22,945	35,442
FISERV INC	26,367	26,969
FRANKLIN RES INC	24,201	40,697
GENERAL ELECTRIC CO	24,261	32,346
GILEAD SCIENCES INC	19,175	16,967
HASBRO INC	24,004	39,868
INTERNATIONAL BUS MACHINES	38,886	34,495
ISHARES CORE US AGGREGATE BOND ETF	17,340	17,069
ISHARES CORE S&P SMALL-CAP ETF	43,344	66,155
ISHARES MSCI ACWI EX US ETF	63,581	63,885
ISHARES INTERMEDIATE GOVERNMENT CREDIT BOND ETF	79,423	78,562
ISHARES INTERMEDIATE CREDIT BOND ETF	57,957	58,492
ISHARES TRUST CMBS ETF	99,868	102,380
ISHARES BOND 2018 CORPORATE	39,816	39,548
LOWES COS INC	29,576	37,152
MCKESSON CORP	18,818	19,720
MERCK & CO INC NEW COM	22,752	28,395
MYLAN INC	30,769	54,397
NVIDIA CORP	24,631	25,163
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1	88,375	133,305
SELECT SECTOR SPDR TR SHS BEN INT	41,444	44,937
SECTOR SPDR TR SHS BEN INT UTILITIES	29,314	33,998
TEXAS INSTRUMENTS INC	34,273	55,069
TRAVELERS COS INC COM	23,254	35,989
UNION PACIFIC CORP	30,296	65,522
UNITED TECHNOLOGIES CORP	22,856	33,925

VALERO ENERGY CORP	27,737	28,463
VANGUARD INDEX FDS VANGUARD TOTAL	30,443	48,230
VERIZON COMMUNICATIONS	17,852	21,511
FIDELITY CONSERVATIV INCOME BOND	116,002	115,886
DOLLAR GENERAL CORP	17,211	26,512
L BRANDS INC	6,901	10,818
MACY'S INC	8,053	15,451
NIKE INC CL B	16,797	19,230
VIACOM INC CL B NEW	19,215	18,812
YUM BRANDS	15,976	16,391
CVS\CAREMARK CORP	5,342	13,483
LORILLARD INC COM	4,474	6,294
CONOCOPHILLIPS	12,781	15,193
VALERO ENERGY CORP	6,273	6,187
ACE LIMITED	8,214	13,785
AMERICAN INTL GROUP INC	9,230	12,602
CITIGROUP	7,639	13,527
KEYCORP NEW	21,055	21,892
MORGAN STANLEY GRP INC	11,055	14,550
AETNA INC NEW	16,785	28,869
MYLAN INC	18,990	25,366
PFIZER INC	24,488	25,698
THERMO FISHER SCIENTIFIC	5,824	12,529
ZIMMER HLDGS INC	10,996	19,848
CUMMINS INC	6,441	7,208
ILLINOIS TOOL WORKS INC	6,269	9,470
KIRBY CORP	11,617	8,074
NIELSEN HOLDINGS BV	6,543	8,946
RAYTHEON CO NEW	21,126	23,797
UNION PACIFIC CORP	15,863	23,826
UNITED RENTALS INC	11,461	12,241
APPLE INC	21,596	34,769
AVAGO TECHNOLOGIES	4,250	12,573
NXP SEMICONDUCTORS	11,660	15,280
QUALCOMM INC	17,288	20,440
TERADATA CORP	17,171	17,472
AMERICAN WATER WORKS CO	20,265	26,650
BRIDGESTONE CORP	11,389	11,207
DAIHATSU MOTOR CO LTD	8,534	5,926
PANDORA AS ADR	6,433	8,198
SKY PLC ADR	20,384	18,223
IMERIAL TOBACCO LT	11,195	13,266
J SAINSBURY SPN	16,131	10,770
SVENSKA CL AKTIBLGT	14,102	11,327
UNILEVER NV	16,220	16,787
WILMAR INTERNATIONAL ADR	12,505	11,614
SINOPEC/CHINA PETE&CHM	7,320	7,614

BNP PARIBAS SPON	8,490	9,686
DBS GROUP HLDGS LTD ADR	18,334	21,764
HSBC HLDGS PLC ADR	17,651	16,530
ORIX CORP	14,893	12,041
RSA INS GRP INC SPON	18,898	13,566
SKANDINAVISKA ENSKILD	5,860	6,358
WHARF HOLDINGS	7,021	10,398
ASTRAZENECA PLC	16,319	15,972
ITOCHU CORP	17,389	17,133
HITACHI LTD ADR	19,502	18,781
SUMITOMO METAL MIN CO LTD	7,750	8,303
CHINA TELECOM	19,265	19,961
KDDI CORP	7,799	14,331
TIM PARTICIPACOES SA	8,962	8,217
TOKYO GAS LTD ADR	9,560	10,595
TOTAL	2,295,789	2,916,530

ARCTOS FOUNDATION

EIN:80-0561039

FORM 990-PF, PART II - BALANCE SHEET, LINE 10C - CORPORATE BONDS

YEAR ENDED DECEMBER 31, 2014

	Total Cost Basis	Total Value December 31, 2014
WYANDANCH N Y UN FREE SCH DIST	61,137	61,522
GENERAL ELECTRIC CAPITAL CORP	68,200	67,410
JPMORGAN CHASE & CO SR NT	42,311	44,188
GOLDMAN SACHS GROUP INC	33,502	34,964
BANK AMER CORP SR NT-L	41,658	46,379
SAN FRANCISCO CALIF CITY & CNTY	55,104	56,634
TRADITIONAL DEBENTURE	251,993	250,000
Total	<u>553,905</u>	<u>561,097</u>

ARCTOS FOUNDATION

EIN:80-0561039

FORM 990-PF, PART II - BALANCE SHEET, LINE 13 - INVESTMENTS - OTHER
YEAR ENDED DECEMBER 31, 2014

	Total Cost Basis	Total Value December 31, 2014
ALLY BK MIDVALE UTAH CD	115,377	117,453
GOLDMAN SACHS BK USA NY	115,453	116,923
OW FIXED INCOME FUND	1,117,835	1,089,382
OW LARGE CAP STRATEGIES FD	1,095,333	1,386,164
OW GLOBAL SML & MID CAP FD	776,721	889,388
OW GLOBAL OPPORTUNITIES FD	779,640	831,076
OW REAL RETURN FUND	167,757	126,583
NORTHWEST CAPITAL PARTNERS	8,212	8,212
FGI OPPORTUNITY FUND II	845,332	833,035
INREIT	583,712	616,507
TOTAL	5,605,372	6,014,723