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EXTENDED TO MAY 16, 2016

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2014Department 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.

Open to Public Inspection

For calendar year 2014 or tax year beginning

JUL 1, 2014

, and ending

JUN 30, 2015

Name of foundation FREY FOUNDATION		A Employer identification number 36-3588505
Number and street (or P O box number if mail is not delivered to street address) 90 SOUTH SEVENTH STREET, SUITE 5000	Room/suite	B Telephone number 612-359-6200
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55402		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 25,743,891.	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	45.	134,399.		
	4 Dividends and interest from securities		415,352.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0.			
	b Gross sales price for all assets on line 6a	0.			
	7 Capital gain net income (from Part IV, line 2)		976,723.		
	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		<186,881.>		SEE STATEMENT 1	
12 Total. Add lines 1 through 11	45.	1,339,593.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	135,000.	0.		135,000.
	14 Other employee salaries and wages	54,128.	0.		54,128.
	15 Pension plans, employee benefits	51,433.	0.		51,433.
	16a Legal fees				
	b Accounting fees	10,602.	0.		10,602.
	c Other professional fees				
	17 Interest				
	18 Taxes	27,035.	17,211.		35.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	167,817.	158,200.		9,617.
	24 Total operating and administrative expenses. Add lines 13 through 23	446,015.	175,411.		260,815.
	25 Contributions, gifts, grants paid	1,030,941.			1,030,941.
26 Total expenses and disbursements. Add lines 24 and 25	1,476,956.	175,411.		1,291,756.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,476,911.>				
b Net investment income (if negative, enter -0-)		1,164,182.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	582,781.	615,521.	615,521.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	14,778,462.	13,268,811.	25,128,370.
	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)	15,361,243.	13,884,332.	25,743,891.
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 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	15,361,243.	13,884,332.	
	30 Total net assets or fund balances	15,361,243.	13,884,332.	
	31 Total liabilities and net assets/fund balances	15,361,243.	13,884,332.	

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	15,361,243.
2 Enter amount from Part I, line 27a	2	<1,476,911.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,884,332.
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	13,884,332.

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	WABASH INVESTMENT LIMITED PARTNERSHIP K-1	P	VARIOUS	VARIOUS
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	976,723.		976,723.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			976,723.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	976,723.
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	1,351,785.	26,312,306.	.051375
2012	1,226,080.	24,968,842.	.049104
2011	873,993.	23,705,821.	.036868
2010	1,243,334.	24,276,540.	.051215
2009	1,346,917.	23,887,486.	.056386

2 Total of line 1, column (d)	2	.244948
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	.048990
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	25,931,757.
5 Multiply line 4 by line 3	5	1,270,397.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,642.
7 Add lines 5 and 6	7	1,282,039.
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	1,291,756.

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	11,642.
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	11,642.
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	11,642.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	20,656.	
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	20,656.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,014.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 9,014. Refunded <input checked="" 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	X	
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) <u>MN, CA</u>		
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

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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>HTTP://FREYFOUNDATIONMN.ORG/</u>	13	X	
14	The books are in care of ▶ <u>JAMES R. FREY</u> Telephone no. ▶ <u>612-359-6200</u> Located at ▶ <u>90 S 7TH STREET, SUITE 5000, MINNEAPOLIS, MN</u> ZIP+4 ▶ <u>55402</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 ▶ <u>15</u> 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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
SEE STATEMENT 6		135,000.	26,200.	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
JOANN GRUESNER - 90 S. 7TH STREET SUITE 5000, MINNEAPOLIS, MN 55402	EXECUTIVE ASSISTANT 40.00	54,128.	10,764.	0.

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

☒ 0

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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	25,898,463.
b	Average of monthly cash balances	1b	428,194.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	26,326,657.
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	26,326,657.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	394,900.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,931,757.
6	Minimum investment return. Enter 5% of line 5	6	1,296,588.

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

1	Minimum investment return from Part X, line 6	1	1,296,588.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	11,642.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,642.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,284,946.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,284,946.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,284,946.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,291,756.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,291,756.
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	11,642.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,280,114.

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				1,284,946.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			74,499.	
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				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,291,756.				
a Applied to 2013, but not more than line 2a			74,499.	
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				1,217,257.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				67,689.
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	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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(1)(3) or		4942(1)(5)
--	---------------	--	------------

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

Part XV **Supplementary Information (Complete this part only if the 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 7

- 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:

EMAIL@FREYFOUNDATIONMN.ORG

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

EMAIL@FREYFOUNDATIONMN.ORG OR VISIT [HTTP://FREYFOUNDATIONMN.ORG](http://FREYFOUNDATIONMN.ORG) FOR MORE INFORMATION

- 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 XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	45.	
4	Dividends and interest from securities					
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					
8	Gain or (loss) from sales of assets other than inventory					
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.		45.	0.
13	Total. Add line 12, columns (b), (d), and (e)				13	45.

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

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

[illegible]

Frey Foundation
EIN 36-3588505
Form 990-PF - Part XV, Line 3a, Grants and Contributions Paid During the Year

<u>Organization</u>	<u>Address</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Acacia Global	P O. Box 2128, Ketchum, ID 83340	PC	General Operating Support	\$5,000
Alliance Housing Inc	2309 Nicollet Avenue, Minneapolis, MN 55404	PC	General Operating Support	\$21,500
Aplastic Anemia Foundation	100 Park Avenue, Suite 108, Rockville, MD 20850	PC	General Operating Support	\$250
Banyan Community	2647 Bloomington Avenue South, Minneapolis, MN 55407	PC	General Operating Support	\$45,000
Beth El Synagogue	5224 W 26th Street, St. Louis Park, MN 55416	PC	General Operating Support	\$441
Boy Scouts of America Northern Star Council	393 Marshall Avenue, St. Paul, MN 55102	PC	Annual Fund	\$13,000
Catholic Charities	1200 2nd Avenue South, Minneapolis, MN 55403	PC	General Operating Support	\$40,250
Charter School Partners	2800 University Avenue S E., Minneapolis, MN 55414	PC	General Operating Support	\$20,000
College Possible	540 Fairview Ave. N , 201, St. Paul, MN 55104	PC	General Operating Support	\$1,000
Courage Kenny Center	3915 Golden Valley Road, Golden Valley, MN 55422	PC	General Operating Support	\$50,000
Education Transformation (Now MN Comeback)	710 S 2nd St, Suite 400, Minneapolis, MN 55401	PC	General Operating Support	\$25,000
Educators 4 Excellence	212 Third Ave. N. Suite 485, Minneapolis, MN 55401	PC	General Operating Support	\$20,000
Evans Scholars Fund	One Briar Road, Golf, IL 60029	PC	General Operating Support	\$2,500
Family Housing Fund	801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	PC	General Operating Support	\$50,000
Guadalupe Center Inc	509 Hope Circle, Immokalee, FL 34142	PC	General Operating Support	\$10,000
Jeremiah Program	1510 Laurel Avenue, Suite 100, Minneapolis, MN 55403	PC	General Operating Support	\$70,000
KIPP Stand Academy	1601 Laurel Avenue, Minneapolis, MN 55403	PC	General Operating Support	\$20,000
Mayo P T. Alumni Association	Mayo Clinic Campus Department of Development, 200 1st Street SW, Rochester, MN 55905	PC	General Operating Support	\$5,000
MinnCAN	287 East Sixth Street, Suite 513, Minneapolis, MN 55101	PC	General Operating Support	\$14,000
Minnesota Council on Foundations	100 Portland Avenue South, Suite 225, Minneapolis, MN 55401	PC	Membership	\$4,450
Minnesota Historical Society	345 Kellogg Blvd., West St. Paul, MN 55102	PC	General Operating Support	\$2,500
Neighborhood House Family Centers	179 Robie Street East, St Paul, MN 55107	PC	General Operating Support	\$15,000
Northside Achievement Zone	2123 West Broadway Ave., Suite 100, Minneapolis, MN 55411	PC	General Operating Support	\$25,000
Open Access	1821 University Avenue, Suite N-184, St Paul, MN 55107	PC	General Operating Support	\$12,750
Open Arms of Minnesota	2500 Bloomington Avenue South, Minneapolis, MN 55404	PC	General Operating Support	\$13,000
Our Lady of Grace	5071 Eden Avenue, Edina, MN 55436	PC	General Operating Support	\$7,000
Project Open Hand	730 Polk Street, San Francisco, CA 94109	PC	General Operating Support	\$50,000
Simpson Housing Services	2100 Pillsbury Avenue South, Minneapolis, MN 55404	PC	General Operating Support	\$25,000
Special Olympics Minnesota	100 Washington Avenue S. Suite 550, Minneapolis, MN 55401	PC	General Operating Support	\$1,100
St. John's University	P.O. Box 7222, Collegeville, MN 56321	PC	General Operating Support	\$100,000
St. Patrick's Church	6820 Saint Patricks Lane, Edina, MN 55439	PC	General Operating Support	\$5,000
St. Stephen's Human Services	2309 Nicollet Avenue, Minneapolis, MN 55404	PC	General Operating Support	\$78,000
Susan G. Komen 3 Day Twin Cities RISE!	55 East Jackson Blvd, Suite 1010, Chicago, IL 60604	PC	General Operating Support	\$100
Ujamaa Place	800 Washington Avenue North, #203, Minneapolis, MN 55401	PC	General Operating Support	\$75,000
University of Minnesota	1885 University Avenue, Suite 355, St. Paul, MN 55104	PC	General Operating Support	\$72,000
Foundation	200 Oak Street Southeast, Suite 500, Minneapolis, MN 55455-2010	PC	General Operating Support	\$100
University of Minnesota - Duluth	315 Darland Admin Building, 1049 University Drive, Duluth, MN 55812	PC	General Operating Support	\$5,000
University of St. Thomas	2115 Summit Avenue, St. Paul, MN 55105	PC	General Operating Support	\$10,000
Walk-In Counseling	2421 Chicago Avenue South, Minneapolis, MN 55404	PC	General Operating Support	\$20,000
Wilderness Inquiry	808 - 14th Avenue SE, Minneapolis, MN 55414	PC	General Operating Support	\$70,000
Youth Frontiers	6009 Excelsior Blvd., Minneapolis, MN 55416	PC	General Operating Support	\$27,000
Total				1,030,941

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM WABASH INVESTMENT, LP	0.	<186,881.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	<186,881.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	10,602.	0.		10,602.
TO FORM 990-PF, PG 1, LN 16B	10,602.	0.		10,602.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX EXPENSE	27,000.	0.		0.
FOREIGN TAX PAID - FROM WABASH INVESTMENT	0.	17,211.		0.
FILING FEES	35.	0.		35.
TO FORM 990-PF, PG 1, LN 18	27,035.	17,211.		35.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WABASH MANAGEMENT FEE	158,200.	158,200.		0.
MISCELLANEOUS EXPENSE	471.	0.		471.
GRANT MANAGEMENT SOFTWARE	9,146.	0.		9,146.
TO FORM 990-PF, PG 1, LN 23	167,817.	158,200.		9,617.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WABASH INVESTMENT, LP	COST	13,268,811.	25,128,370.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,268,811.	25,128,370.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EUGENE U. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	CHAIRMAN & DIRECTOR 1.00	0.	0.	0.
MARY F. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	VICE CHAIRMAN & DIRECTOR 1.00	0.	0.	0.
JAMES R. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	PRESIDENT, CEO, & DIRECTOR 35.00	67,500.	19,166.	0.
MARY W. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
JOHN J. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
JANE E. LETOURNEAU 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
CAROL F. WOLFE 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	VP, PROGRAM MANAGER, & DIRECTOR 15.00	67,500.	7,034.	0.
DAN T. WOLFE 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
PETER J. FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
SARAH F. WILSON 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
ANDREW F. WOLFE 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.

FREY FOUNDATION

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FLOR FREY 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
ANDREW WILSON 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
MOLLY F. WOLFE 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
JACK F. WOLFE 90 S. 7TH STREET SUITE 5000 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

135,000.

26,200.

0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT

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NAME OF MANAGER

EUGENE U. FREY
MARY F. FREY
JAMES R. FREY
MARY W. FREY
JOHN J. FREY
JANE E. LETOURNEAU
CAROL F. WOLFE
DAN T. WOLFE