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

OMB No. 1545-0052

**2015**

Open to Public Inspection

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](http://www.irs.gov/form990pf).

For calendar year **2015** or tax year beginning, **2015**, and ending, **20**

Name of foundation <b>Charlson Foundation</b>		A Employer identification number <b>41-1313302</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>5275 Edina Industrial Blvd</b>	Room/suite	B Telephone number (see instructions) <b>952-938-6968</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Edina, MN 55439</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>\$ 11,111,980</b>	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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12	12		
	4 Dividends and interest from securities	170,563	170,563		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	598,604			
	b Gross sales price for all assets on line 6a <b>3,414,418</b>				
	7 Capital gain net income (from Part IV, line 2)		598,604		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) <b>FUTURES, K-1</b>	(32,120)	(32,120)			
12 Total. Add lines 1 through 11	737,059	737,059			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) <b>STMT 1</b>	93,603	93,603		0
	17 Interest	4	4		0
	18 Taxes (attach schedule) (see instructions) <b>STMT 1</b>	17,561	5,061		0
	19 Depreciation (attach schedule) and depletion <b>STMT 2</b>	0	0		
	20 Occupancy	14,426	1,443		12,983
	21 Travel, conferences, and meetings	1,049	0		1,049
	22 Printing and publications				
	23 Other expenses (attach schedule) <b>STMT 1</b>	1,069	234		835
	24 Total operating and administrative expenses. Add lines 13 through 23	127,712	100,344		14,868
	25 Contributions, gifts, grants paid <b>STMT 3</b>	580,338			580,338
26 Total expenses and disbursements. Add lines 24 and 25	708,050	100,344		595,206	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	29,009				
b Net investment income (if negative, enter -0-)		636,715			
c Adjusted net income (if negative, enter -0-)			Not Applicable		

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments <i>STMT 4</i> . . . . .	156,508	664,026	664,026
	<b>3</b> Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>4</b> Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .			
	<b>b</b> Investments—corporate stock (attach schedule) <i>STMT 4</i> . . . . .	10,365,715	9,930,882	10,447,130
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .			
<b>Liabilities</b>	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ <i>STMT 2</i> 9,619 . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ 9,619 . . . . .	0	0	0
	<b>15</b> Other assets (describe ▶ Rent Deposit ) . . . . .	824	824	824
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	10,523,047	10,595,732	11,111,980
	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ ) . . . . .			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> . . . . .			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b> . . . . .			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .	10,523,047	10,595,732	
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	10,523,047	10,595,732	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	10,523,047	10,595,732	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	10,523,047
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	29,009
<b>3</b> Other increases not included in line 2 (itemize) ▶ <i>Futures K-1 Losses (Tax Basis)</i> . . . . .	<b>3</b>	43,677
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	10,595,733
<b>5</b> Decreases not included in line 2 (itemize) ▶ <i>Rounding</i> . . . . .	<b>5</b>	(1)
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	10,595,732

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>	See Statement 5 and Supporting Broker Statements			
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	598,604
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>3</b>	

**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.

<b>1</b> 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))
2014	598,472	11,575,153	.051703161
2013	694,372	10,948,469	.063421836
2012	655,833	10,594,396	.061903765
2011	702,637	11,194,604	.062765686
2010	654,689	10,785,450	.060701130
<b>2</b> Total of line 1, column (d)			<b>2</b> .300495578
<b>3</b> 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			<b>3</b> .060099116
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			<b>4</b> 11,594,967
<b>5</b> Multiply line 4 by line 3			<b>5</b> 696,847
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 6,367
<b>7</b> Add lines 5 and 6			<b>7</b> 703,214
<b>8</b> 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.			<b>8</b> 595,206

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

<b>1a</b>	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>b</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	<b>1</b>	12,734
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	12,734
<b>4</b>	Subtle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	12,734
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2015 estimated tax payments and 2014 overpayment credited to 2015	<b>6a</b>	18,005
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	18,005
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	5,272
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> 5,272 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		✓
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Minnesota		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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

	Yes	No
<b>11</b> 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) . . . . .		✓
<b>12</b> 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) . . . . .		✓
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► Not Applicable	✓	
<b>14</b> The books are in care of ► Leslie Stiles Telephone no. ► 952-938-6968 Located at ► 5275 Edina Industrial Blvd, Edina, MN ZIP+4 ► 55439-2914		
<b>15</b> 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
<b>16</b> At any time during calendar year 2015, 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. 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.

	Yes	No
<b>1a</b> 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>b</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	✓
<b>c</b> 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 2015? . . . . .	1c	✓
<b>2</b> 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)): <b>a</b> At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ <b>b</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.) . . . . . <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____	2b	
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2015 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 2015.) . . . . .	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
<b>b</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 2015?	4b	✓

**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)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Karen McElrath 5275 Edina Industrial Blvd, Edina, MN 55439	President (2 hours/week)	0	0	0
Leslie Stiles Same	Secr/Treasurer (2 hours/week)	0	0	0
Kim Herzog Same	Director (4 hours/year)	0	0	0
Mary Rippy Same	Director (4 hours/year)	0	0	0

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Morgan Stanley 445 East Lake Street, Suite 320, Wayzata, MN 55391	Investment Consulting	93,603
<b>Total</b> number of others receiving over \$50,000 for professional services . . . . .		93,603

**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
<b>1</b> _____	
<b>2</b> _____	
NOT APPLICABLE	
<b>3</b> _____	
<b>4</b> _____	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
<b>1</b> _____	
<b>2</b> _____	
NONE	
All other program-related investments. See instructions.	
<b>3</b> _____	
<b>Total.</b> Add lines 1 through 3 . . . . .	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	11,636,330
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	135,210
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	11,771,540
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	11,771,540
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	176,573
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	11,594,967
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	579,748

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	579,748
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5 . . . . .	<b>2a</b>	12,734
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	12,734
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	567,014
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	567,014
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	567,014

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	595,206
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	595,206
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	595,206

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .				<b>567,014</b>
<b>2</b> Undistributed income, if any, as of the end of 2015:				
<b>a</b> Enter amount for 2014 only . . . . .			<b>0</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010 . . . . .	<b>118,534</b>			
<b>b</b> From 2011 . . . . .	<b>143,407</b>			
<b>c</b> From 2012 . . . . .	<b>129,646</b>			
<b>d</b> From 2013 . . . . .	<b>170,180</b>			
<b>e</b> From 2014 . . . . .	<b>37,708</b>			
<b>f</b> Total of lines 3a through e . . . . .	<b>599,475</b>			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ► \$ <b>595,206</b>				
<b>a</b> Applied to 2014, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .	<b>0</b>			
<b>d</b> Applied to 2015 distributable amount . . . . .				<b>567,014</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>28,192</b>			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>0</b>			<b>0</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>627,667</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .		<b>0</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 . . . . .				<b>0</b>
<b>7</b> 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) . . . . .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .	<b>118,534</b>			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	<b>509,133</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011 . . . . .	<b>143,407</b>			
<b>b</b> Excess from 2012 . . . . .	<b>129,646</b>			
<b>c</b> Excess from 2013 . . . . .	<b>170,180</b>			
<b>d</b> Excess from 2014 . . . . .	<b>37,708</b>			
<b>e</b> Excess from 2015 . . . . .	<b>28,192</b>			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>2a</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 . . . . .			NOT		
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .			APPLICABLE		
<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).)
- NONE
- 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:
- See Statement 6
- b** The form in which applications should be submitted and information and materials they should include:
- See Statement 6
- c** Any submission deadlines:
- See Statement 6
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- See Statement 6



**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 (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments			14	12	
4	Dividends and interest from securities . . . . .			14	170,563	
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	(32,120)	
8	Gain or (loss) from sales of assets other than inventory			18	598,604	
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) . . . . .				737,059	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				737,059	

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

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**[illegible]

**Charlson Foundation**  
**EIN # 41-1313302**  
**Part I - Analysis of Revenue and Expenses**  
**Tax Year 2015**

	<u>Interest on Savings and Temp Cash</u>	<u>Dividends+ Interest on Securities</u>	<u>Capital Gain or (Loss)</u>	<u>Futures Sch K-1 Net Loss</u>	<u>Net Investment Income</u>	<u>Disb. For Charitable Purposes</u>
<b><u>Interest and Dividends:</u></b>						
MS6115 FMA	12					
MS6115 Futures(Sch K-1)		54	41,518	(32,120)		
MS6115 FMA Investments		11,684	10,223			
MS6119 Kayne		10,573	71,341			
MS0611 Clearbridge		13,247	69,215			
MS0944 Covered Calls		31,849	27,963			
MS8247 Harding		14,837	17,047			
MS9286 Cambiar		48,254	172,961			
MS1152 Red Granite		30,059	188,332			
MS6688 Intl Mutual Funds	-	10,006	4			
<b>Totals</b>	12	170,563	598,604	(32,120)	737,059	-
<b><u>Expenses:</u></b>						
16c MS Investment Fees	93,603				93,603	-
17 Interest Paid	4				4	
18 Federal Excise Tax	12,500				-	-
Foreign Tax Paid	5,061				5,061	
Total Taxes Paid	17,561				5,061	
19 Depreciation - Stmt 2	-				-	
20 Occupancy + Telephone	14,426				1,443	12,983
21 Travel, Conf, etc.	1,049				-	1,049
23 Other Expenses:						
Assoc Dues	-				-	-
Bank + Reg. Fees	83				58	25
Insurance	376				-	376
Internet + Website	278				28	250
Supplies + Postage	332				148	184
Total Other Exp.	1,069				234	835
24 Subtotal Expenses	127,712				100,344	14,868
25 Grants Paid - Stmt 3	580,338				-	580,338
<b>Total Expenses</b>	<u>708,050</u>				<u>100,344</u>	<u>595,206</u>

**Charlson Foundation**  
**EIN # 41-1313302**  
**2015 Depreciation Schedule**

<u>Date</u> <u>Acq.</u>	<u>Office Equipment</u>	<u>Cost</u>	<u>Jan 1</u> <u>Accum</u> <u>Depr</u>	<u>Current</u> <u>Year</u> <u>Depr(SL)</u>	<u>Dec 31</u> <u>Accum</u> <u>Depr</u>	<u>Dec 31</u> <u>Asset</u> <u>Basis</u>
Pre-1994	Vault File Cabinet	625	625	-	625	-
Oct-95	Canon Copier	623	623	-	623	-
Mar-02	Office Furniture	<u>8,371</u>	<u>8,371</u>	<u>-</u>	<u>8,371</u>	<u>-</u>
	<b>Totals</b>	9,619	9,619	-	9,619	-

**Charlson Foundation**  
**EIN # 41-1313302**  
**2015 Grants**

<u>Date Paid</u>	<u>Grant Description</u>	<u>Grant Purpose</u>	<u>Amount</u>
21-Mar	<b>Women's Foundation of Minnesota</b> 105 Fifth Ave So, Suite 300, Minneapolis, MN 55401	General Operating Support (GOS)	34,000
21-Mar	<b>Women's Foundation of Minnesota</b> 105 Fifth Ave So, Suite 300, Minneapolis, MN 55401	UN Project	3,838
29-Apr	<b>YWCA of Minneapolis</b> 1130 Nicollet Mall, Minneapolis, MN 55403	Event Sponsorship	1,500
26-May	<b>Oasis for Youth</b> 2200 West Old Shakopee Rd, Bloomington, MN 55431	GOS	10,000
4-Jun	<b>Ujamaa Place</b> 1885 University Ave, Suite 355, St. Paul , MN 55104	GOS	20,000
30-Jun	<b>YouthZone</b> 803 School St, Glenwood Springs, CO 81601	GOS	5,000
16-Sep	<b>VEAP</b> 9600 Aldrich Ave So, Bloomington, MN 55431	Capital Campaign	20,000
29-Sep	<b>Youth Farm</b> 128 West 33rd St, Suite 2, Minneapolis, MN 55408	GOS	22,500
5-Nov	<b>Beacon Interfaith Housing Collaborative</b> 2610 University Ave W., Suite 100, St. Paul, MN 55114	Nicollet Square	10,000
5-Nov	<b>Immigrant Law Center of Minnesota</b> 450 North Syndicate St, St. Paul, MN 55104	New Beginnings Project	5,000
9-Nov	<b>Perspectives</b> 3381 Gorham Ave, St. Louis Park, MN 55426	Project: software update	7,500
9-Nov	<b>True Friends</b> 10509 108th St. NW, Annandale, MN 55302	GOS	15,000
9-Nov	<b>Avenues for Homeless Youth</b> 1708 Oak Park Ave N, Minneapolis, MN 55411	GOS	30,000
9-Nov	<b>Charities Review Council</b> 2334 University Ave W, Suite 150, St. Paul, MN 55114	GOS	5,000



9-Nov	<b>CommonBond Communities</b> 1080 Montreal Ave, St. Paul, MN 55116	Supportive housing	25,000
11-Nov	<b>People Incorporated</b> 2060 Centre Pointe Blvd., Suite 3, St. Paul, MN 55120	Homeless Outreach program	10,000
12-Nov	<b>Family Housing Fund</b> 801 Nicollet Mall, Suite 1825, Minneapolis, MN 55402	Homeless Adolescent Parent project	20,000
12-Nov	<b>Lutheran Social Services</b> 2485 Como Ave, St. Paul, MN 55108	Metro Homeless Youth Services	20,000
19-Nov	<b>St Stephen's Human Services</b> 2309 Nicollet Ave So, Minneapolis, MN 55404	GOS	25,000
19-Nov	<b>The Link</b> 1210 Glenwood Ave, Minneapolis, MN 55405	GOS	25,000
19-Nov	<b>The YWCA of St Paul</b> 375 Selby Ave, St. Paul, MN 55102	Transitional Housing program	20,000
3-Dec	<b>University of Minnesota Foundation</b> 1920 Fitch Ave, St. Paul, MN 55108	Raptor Center	15,000
3-Dec	<b>Children's Law Center of Minnesota</b> 450 Syndicate St N, Suite 315, St. Paul, MN 55104	GOS	10,000
3-Dec	<b>PPL</b> 1035 East Franklin Ave, Minneapolis, MN 55404	Family Supportive Housing Program	40,000
3-Dec	<b>Pillsbury United Communities</b> 125 West Broadway, Suite 130, Minneapolis, MN 55411	Full Cycle	5,000
3-Dec	<b>Jeremiah Program</b> 1510 Laurel Ave, Suite 100, Minneapolis, MN 55403	GOS	40,000
10-Dec	<b>Books on Wings</b> 8425 Quinn Ave S, Bloomington, MN 55437	GOS	2,000
11-Dec	<b>Helping Paws</b> 630 12th Ave S, Hopkins, MN 55343	GOS	10,000
16-Dec	<b>Ampersand Families</b> 1700 Second St NE, Minneapolis, MN 55413	GOS	20,000
16-Dec	<b>NC Little Memorial Hospice</b> 7019 Lynmar Lane, Edina, MN 55435	GOS	20,000

17-Dec	<b>Catholic Charities of St. Paul and Minneapolis</b> 1200 Second Ave S, Minneapolis, MN 55403	Hope Street for Homeless Youth	27,000
17-Dec	<b>Metro Meals on Wheels</b> 1200 Washington Ave S, #380, Minneapolis, MN 55415	GOS	5,000
17-Dec	<b>One Village Partners</b> 2104 Stevens Ave S, Minneapolis, MN 55404	GOS	2,000
17-Dec	<b>Minnesota Orchestra</b> 1111 Nicollet Mall, Minneapolis, MN 55403	GOS	5,000
28-Dec	<b>Free Arts Minnesota</b> 400 1st Ave N, Suite 518, Minneapolis, MN 55401	GOS	10,000
28-Dec	<b>Mental Health Resources, Inc.</b> 762 Transfer Road, Suite 21, St. Paul, MN 55144	GOS	10,000
28-Dec	<b>YouthLink</b> 41 North 12th St, Minneapolis, MN 55403	GOS	20,000
28-Dec	<b>Teens Alone</b> 1001 Highway 7, Room 237, Hopkins, MN 55305 Hopkins, MN 55305	GOS	5,000
			<hr/> <hr/> 580,338

**Charlson Foundation**  
**EIN # 41-1313302**  
**Assets - Part II**  
**December 31, 2015**

<u>Asset</u>	<u>Book Value</u> <u>12/31/2014</u>	<u>Reinv. Inc.</u> <u>+ Transfers</u>	<u>Book Value</u> <u>12/31/2015</u>	<u>Fair Market Value</u> <u>12/31/2015</u>
<b>Savings + Temp Cash:</b>				
MS6115 FMA	156,508	507,518	664,026	664,026
<b>Investment: Stock</b>				
MS0611 Clearbridge	974,127	70,154	1,044,281	1,096,149
MS0944 Covered Calls	2,007,263	(340,473)	1,666,790	1,243,722
MS6115 Futures	769,539	(769,539)	-	-
MS6115 FMA Investments	731,017	(72,318)	658,699	556,997
MS6119 Kayne	798,164	69,871	868,035	1,082,379
MS8247 Harding	435,489	222,189	657,678	767,636
MS9286 Cambiar	2,156,146	193,055	2,349,201	2,474,898
MS1152 Red Granite	1,970,875	189,546	2,160,421	2,760,800
MS1154 Hansberger	20	(20)	-	-
MS6688 Intl Mutual Funds	523,075	2,702	525,777	464,549
	10,365,715	(434,833)	9,930,882	10,447,130
<b>Equipment:</b>				
Office Machines	-	-	-	-
<b>Other Assets:</b>				
Rent Deposit	824	-	824	824
<b>TOTALS</b>	<b>10,523,047</b>	<b>72,685</b>	<b>10,595,732</b>	<b>11,111,980</b>

**Charlson Foundation**  
**EIN # 41-1313302**  
**Capital Gains & Losses - Part IV**  
**December 31, 2015**

<b>Col. a</b> <b><u>Property Sold</u></b>	<b>Col. b</b> <b><u>P or D</u></b>	<b>Col. c + d</b> <b><u>Date Acq/Sold</u></b>	<b>Col. e</b> <b><u>Gross Sales</u></b>	<b>Col. g</b> <b><u>Cost Basis</u></b>	<b>Col. h</b> <b><u>Gain/(Loss)</u></b>
1a Futures + Straddles	p	K-1+Form 6781	K-1	K-1	41,518
1b Litigation Settlements	p	Various	Various	Various	-
<b><u>Short Term Capital Gains:</u></b>					
1c MS0611 Clearbridge	p	See	181	65	116
1d MS6119 Kayne	p	Detail	26,021	20,190	5,831
1e MS6688 Intl Mutual Funds	p	on the	-	-	-
1f MS8247 Harding	p	Attached	228	228	-
1g MS9286 Cambiar	p	Broker	637,452	646,174	(8,722)
1h MS1152 Red Granite	p	Schedules	385,014	406,134	(21,120)
1i MS0944 Covered Calls	p		228,640	209,101	19,539
<b><u>Long Term Capital Gains:</u></b>					
1j MS6115 FMA Inv	p		146,508	136,285	10,223
1k MS0611 Clearbridge	p	See	166,753	97,654	69,099
1l MS6119 Kayne	p	Detail	239,771	174,261	65,510
1m MS6688 Intl Mutual Funds	p	on the	47	43	4
1n MS8247 Harding	p	Attached	56,128	39,081	17,047
1o MS9286 Cambiar	p	Broker	698,691	517,008	181,683
1p MS1152 Red Granite	p	Schedules	676,933	467,481	209,452
1q MS0944 Covered Calls	p		152,051	143,627	8,424
<b>Gross Sales Price and Cost Basis Totals</b>			<b>3,414,418</b>	<b>2,857,332</b>	

**2 Capital Gain Net Income or (Net Capital Loss)**

**598,604**

**Charlson Foundation**  
**EIN # 41-1313302**  
**Form 990PF – Part XV, Line 2**

**Line 2a – Grant Application Address**

Charlson Foundation  
5275 Edina Industrial Blvd, Suite 111  
Edina, MN 55439  
952-938-6968

**Line 2b – Form of Submitted Applications**

First time or nonrecurring applicants should submit a maximum two-page letter of intent describing the organization's history, mission, goals, the project for which a grant is requested, and the amount of the intended grant. The letter will be reviewed, and if accepted, an invitation for a full proposal will be sent out within one month of the deadline dates.

Renewal requests will be considered only after a final report of a previous grant has been received. Renewal grant applicants should submit a new full proposal by the deadline dates.

Two complete copies of the grant proposals should be submitted using the Minnesota Common Grant Application, as well as copies of the organization's most recent audited financial statements. Finally, the proposal should include the salaries of the organization's two highest paid employees.

**Line 2c – Submission Deadlines**

Letter of Intent: March 1<sup>st</sup> and August 1<sup>st</sup>  
Renewal Requests: April 1<sup>st</sup> and September 1<sup>st</sup>

**Line 2d – Restrictions or Limitations on Awards**

Areas of interest include Youth & Children and Families. Priority is given to requests for programs that do a superior job helping individuals overcome multiple obstacles by providing an integrated, wrap-around array of services, as well as programs that focus on prevention and long-term solutions, have made provisions for measurable outcomes, can demonstrate past success, and that generally serve low income people.

Grants are generally restricted to organizations serving residents in the Minneapolis/St. Paul, MN metropolitan area.

There is a \$10,000 limit for first time requests. Multiple-year grants will only be considered on renewal requests.

**Charlson Foundation**  
**EIN # 41-1313302**  
**Form 990PF – Part XV, 3b**  
**Grants Approved for Future Payment**  
**December 31, 2015**

<b><u>Organization</u></b>	<b><u>Purpose of Grant and Years</u></b>	<b><u>Amount</u></b>
<b>Ampersand Families</b> 2515 Wabash Ave, Suite 150, St. Paul, MN 55114	General Operations 2016	20,000
<b>Avenues for Homeless Youth</b> 1708 Oak Park Ave N, Minneapolis, MN 55411	General Operations 2016	35,000
<b>Catholic Charities of St. Paul &amp; Minneapolis</b> 1200 Second Ave S, Minneapolis, MN 55403	Hope Street for Homeless Youth 2016 2017	27,000 27,000
<b>Jeremiah</b> 1510 Laurel Ave S, Suite 100, Minneapolis, MN 55403	General Operations 2016 2017	40,000 40,000
<b>Project for Pride in Living</b> 1035 E Franklin Ave, Minneapolis, MN 55404	Family Supportive Housing Services 2016 2017	40,000 40,000
<b>St. Stephen's Human Services</b> 2309 Nicollet Ave, Minneapolis, MN 55404	General Operations 2016	25,000
<b>Ujamaa Place</b> 1885 University Ave, Suite 355, St. Paul, MN 55104	General Operations 2016	20,000
<b>Woman's Foundation of Minnesota</b> 105 5th Ave So, Ste 300, Minneapolis, MN 55401	General Operations 2016 2017	33,000 33,000
<b>Total Approved Future Grants</b>		<b>380,000</b>

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

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

**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.

Leshie Shles  
Signature of officer or trustee

5-10-16  
Date

**Secretary/Treasurer**  
Title

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

**Paid Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.