

Return of Private Foundation

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

► 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.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

John and Leslea Caswell Family Foundation

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

A Employer identification number

46-6367031

12816 Frost Point Way

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

Apple Valley, MN 55124

G Check all that apply

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

H Check type of organization

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

I Fair market value of all assets at

J Accounting method

 Cash Accrual

end of year (from Part II, col (c), line

 Other (specify) _____

16) ► \$ 4,110,072.49 (Part I, column (d) must be on cash basis)

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)

1 Contributions, gifts, grants, etc., received (attach schedule)	500,000.00		
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B.			
3 Interest on savings and temporary cash investments.	29.09	29.09	0.00
4 Dividends and interest from securities	88,300.48	88,300.48	0.00
5a Gross rents			0.00
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10	2,319.79		
b Gross sales price for all assets on line 6a	2,319.79		
7 Capital gain net income (from Part IV, line 2)		2,319.79	
8 Net short-term capital gain.			0.00
9 Income modifications			0.00
10a Gross sales less returns and allowances			
b Less Cost of goods sold			0.00
c Gross profit or (loss) (attach schedule)			0.00
11 Other income (attach schedule)			0.00
12 Total. Add lines 1 through 11	590,649.36	90,649.36	0.00
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)	3,775.14	3,775.14	3,397.63
b Accounting fees (attach schedule)			
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)	6,500.00	6,500.00	
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)			
24 Total operating and administrative expenses.			
Add lines 13 through 23.	10,275.14	6,877.51	3,397.63
25 Contributions, gifts, grants paid	160,000.00		160,000.00
26 Total expenses and disbursements Add lines 24 and 25	170,275.14	6,877.51	163,397.63
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	420,374.22		
b Net investment income (if negative, enter -0-)		83,771.85	
c Adjusted net income (if negative, enter -0-)			0.00

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	829,687.22	1,096,961.56	1,096,961.56
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 (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ► Less allowance for doubtful accounts ►			
8	Inventories for sale or use.			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	2,164,629.13	2,317,729.01	2,897,620.93
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ► Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans.			
13	Investments - other (attach schedule)	100,000.00	100,000.00	115,490.00
14	Land, buildings, and equipment basis ► Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,094,316.35	3,514,690.57	4,110,072.49
17	Accounts payable and accrued expenses			
18	Grants payable.			
19	Deferred revenue.			
20	Loans from officers, directors, trustees, and other disqualified persons.			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0.00	0.00	
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 and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	3,094,316.35	3,514,690.57	
28	Paid-in or capital surplus, or land, bldg., and equipment fund.			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	3,094,316.35	3,514,690.57	
31	Total liabilities and net assets/fund balances (see instructions)	3,094,316.35	3,514,690.57	

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	3,094,316.35
2	Enter amount from Part I, line 27a	2	420,374.22
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,514,690.57
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,514,690.57

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(Note - Lines 2, 10b, 13 and 16 - See Attachments)

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.)
1 a Long Term Capital Gain Dividend			P	N/A	N/A
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 2,319.79	0.00	0.00	2,319.79		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a 0.00	0.00		2,319.79		
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	2,319.79	
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) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		3	0.00	

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))
2015	152,054.80	3,382,017.20	0.0450
2014	148,564.79	3,354,910.00	0.0443
2013	5,806.98	2,800,962.74	0.0021
2012	0.00	107,761.49	0.00
2011			
2 Total of line 1, column (d)			2 0.0914
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 0.0305
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,520,997.74
5 Multiply line 4 by line 3.			5 107,390.43
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 837.72
7 Add lines 5 and 6.			7 108,228.15
8 Enter qualifying distributions from Part XII, line 4			8 163,397.63
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	837.72
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 . . .			
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	0.00
3	Add lines 1 and 2 . . .		3	837.72
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0.00
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	837.72
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016. . .	6a	1,036.88	
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	1,036.88
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	0.00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	0.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	199.16
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ► 199.16 Refunded ►		11	0.00

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<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>	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	N/A	
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? . . .	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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	<u>Minnesota</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> x
14	The books are in care of ► <u>John R. Caswell</u> Telephone no ► <u>651-204-2041</u> Located at ► <u>12816 Frost Point Way, Apple Valley, MN</u> ZIP+4 ► <u>55124</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A. ► <input type="checkbox"/> 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 2016, 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 ►	<input type="checkbox"/> 16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A		
	Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>		
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 2016?		
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► <u>N/A</u> , <u>N/A</u> , <u>N/A</u> , <u>N/A</u>		
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>N/A</u> , <u>NM/A</u> , <u>N/A</u> , <u>N/A</u>		
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 2016 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 2016) N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 5a(1)-(5), did 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A		
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	► <input type="checkbox"/>	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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 (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
John R. Caswell 12816 Frost Point Way Apple Valley, MN 55124	Trustee 1+-	0.00	0.00	0.00
Leslea R. Caswell 12816 Frost Point Way Apple Valley, MN 55124	Trustee 1+-	0.00	0.00	0.00

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. ► 0.00

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ► 0.00

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	
2	
3	
4	
	0.00

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	None	
2		
3	All other program-related investments See instructions	
Total. Add lines 1 through 3	►	0.00 0.00

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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	2,810,261.00
b Average of monthly cash balances	1b	764,356.00
c Fair market value of all other assets (see instructions)	1c	0.00
d Total (add lines 1a, b, and c)	1d	3,574,617.00
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2 Acquisition indebtedness applicable to line 1 assets	2	0.00
3 Subtract line 2 from line 1d	3	3,574,617.00
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	53,619.26
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,520,997.74
6 Minimum investment return. Enter 5% of line 5	6	176,049.89

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	176,049.89
2a Tax on investment income for 2016 from Part VI, line 5	2a	837.72
b Income tax for 2016 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	837.72
3 Distributable amount before adjustments Subtract line 2c from line 1	3	175,212.17
4 Recoveries of amounts treated as qualifying distributions	4	0.00
5 Add lines 3 and 4	5	175,212.17
6 Deduction from distributable amount (see instructions)	6	0.00
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	175,212.17

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	163,397.63
b Program-related investments - total from Part IX-B	1b	0.00
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.00
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.00
b Cash distribution test (attach the required schedule)	3b	0.00
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	163,397.63
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	837.72
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	162,559.91

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				175,212.17
2 Undistributed income, if any, as of the end of 2016			155,933.15	
a Enter amount for 2015 only.		0.00		
b Total for prior years 20 20 20				
3 Excess distributions carryover, if any, to 2016				
a From 2011	0.00			
b From 2012	0.00			
c From 2013	0.00			
d From 2014	0.00			
e From 2015	0.00			
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 163,397.63			155,933.15	
a Applied to 2015, but not more than line 2a			155,933.15	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2016 distributable amount.				7,464.48
e Remaining amount distributed out of corpus.	0.00			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b.		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions			0.00	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				167,747.69
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)	0.00			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.00			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2012	0.00			
b Excess from 2013	0.00			
c Excess from 2014	0.00			
d Excess from 2015	0.00			
e Excess from 2016	0.00			

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 2016, enter the date of the ruling				► N/A
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test - enter				
(1)	Value of all assets.				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test - enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(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))

John R. and Leslea R. Caswell

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
360 Communities 501 Minnesota 13, #102 Burnsville, MN 55337	N/A	PC	General Operating Expense	35,000.00
Feed My Starving Children 990 Lone Oak Road, #136 Eagan, MN 55121	N/A	PC	General Operating Expense	35,000.00
American Red Cross 1201 W River Parkway Minneapolis, MN 55454	N/A	PC	General Operating Expense	20,000.00
The Salvation Army 2024 Lyndale Ave N Minneapolis, MN 55411	N/A	PC	General Operating Expense	30,000.00
Insight for Living Post Office Box 5000 Frisco, TX 75034	N/A	PC	General Operating Expense	15,000.00
West Wisconsin Land Trust 500 East Main St., Suite 307 Menomonie, WI 54751	N/A	PC	General Operating Expense	15,000.00
Heifer International 1 World Avenue Little Rock, AR 72202	N/A	PC	General Operating Expense	10,000.00
Total			► 3a	160,000.00
b Approved for future payment				
None				
Total			► 3b	

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			14	29.09	
3 Interest on savings and temporary cash investments .			14	88,300.48	
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			18	2,319.79	
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)				90,649.36	
13 Total. Add line 12, columns (b), (d), and (e)				13	90,649.36

Part A: VFR - Relationship of Activities to the Accomplishment of Exempt Purposes

JOHN AND LESLEA CASWELL FAMILY FOUNDATION

EIN: 46-6367031
2016 Form 990-PF

Supplemental Information

Part I, Line 16a, Other Professional Fees

Lindquist & Vennum LLP
2000 IDS Center
80 South 8th Street
Minneapolis, MN 55402

Legal Fees \$3,775.14

Part I, Line 18, Taxes

Internal Revenue Service

2015 Form 990-PF Excise Taxes \$6,500.00

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

John and Leslea Caswell Family Foundation

46-6367031

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

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

Name of organization

John and Leslea Caswell Family Foundation

Employer identification number

46-6367031

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John R. and Leslea R. Caswell 12816 Frost Point Way Apple Valley, MN 55124	\$ 500,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

PRINCIPAL BALANCE ON HAND
John and Leslea Caswell Family Foundation
As of 12/31/2016

	Current Value	Carrying Value
Checking Accounts		
Wells Fargo Bank Checking Account	\$394,489.54	\$394,489.54
Money Market Accounts		
JPMorgan Money Market Fund	702,472.02	702,472.02
Common Stocks		
SPDR S&P Dividend ETF 7,400 Units	633,144.00	502,848.22
US Bancorp DEL 2,500 Units	128,425.00	51,843.71
Wells Fargo & Co. 3,213 Units	177,068.43	39,956.64
Williams Companies Inc. 1,800 Units	56,052.00	28,786.09
AT&T Inc. 3,000 Units	127,590.00	105,295.50
General Mills, Inc. 2,000 Units	123,540.00	106,239.00
Altria Group Inc. 1,700 Units	114,954.00	94,864.00
Caterpillar Inc. 1,500 Units	139,110.00	105,256.95
Chevron Corp. 1,200 Units	141,240.00	105,107.00
Easterly Government Properties Inc. 7,000 Units	140,140.00	114,148.62
General Electric Company 3,000 Units	94,800.00	83,070.00
Gilead Sciences Inc. 1,000 Units	71,610.00	99,595.90
Healthcare Trust American Inc. Class A 4,200 Units	122,262.00	106,447.00
Kimberly-Clark Corp. 900 Units	102,708.00	101,314.00

PRINCIPAL BALANCE ON HAND
 John and Leslea Caswell Family Foundation
 As of 12/31/2016

Page 2

	Current Value	Carrying Value
Kinder Morgan Inc. 5,000 Units	\$103,550.00	\$127,115.00
The Kraft Heinz Co 1,400 Units	122,248 00	102,471 00
Merck & Co. Inc. 1,900 Units	111,853.00	96,400.00
Proctor & Gamble Co. 1,300 Units	109,304 00	95,965.50
Schlumberger Ltd 1,300 Units	109,135 00	97,905.00
DB CBEN SPX 1/25/17 85% Barrier - 8% Coupon 100,000 Units	107,400 00	100,000.00
Delta Air Lines Inc. 1,250 Units	61,487 50	53,099 88
Other Assets		
\$100,000 CS Leveraged Market Plus 1,000 Units	115,490.00	100,000 00
 PRINCIPAL BALANCE ON HAND	 <u><u>\$4,110,072.49</u></u>	 <u><u>\$3,514,690 57</u></u>

PRINCIPAL BALANCE ON HAND
John and Leslea Caswell Family Foundation
As of 12/31/2015

	Current Value	Carrying Value
Checking Accounts		
Wells Fargo Bank Checking Account	\$64,735.59	\$64,735.59
Money Market Accounts		
JPMorgan Money Market Fund	764,951.63	764,951.63
Common Stocks		
SPDR S&P Dividend ETF 7,400 Units	544,418.00	502,848.22
US Bancorp DEL 2,500 Units	106,675.00	51,843.71
Wells Fargo & Co. 3,213 Units	174,658.68	39,956.64
Williams Companies Inc. 1,800 Units	46,260.00	28,786.09
AT&T Inc. 3,000 Units	103,230.00	105,295.50
General Mills, Inc. 2,000 Units	115,320.00	106,239.00
Altria Group Inc. 1,700 Units	98,957.00	94,864.00
Caterpillar Inc. 1,500 Units	101,940.00	105,256.95
Chevron Corp. 1,200 Units	107,952.00	105,107.00
Easterly Government Properties Inc. 7,000 Units	120,260.00	114,148.62
General Electric Company 3,000 Units	93,450.00	83,070.00
Gilead Sciences Inc. 1,000 Units	101,190.00	99,595.90
Healthcare Trust American Inc. Class A 4,200 Units	113,274.00	106,447.00
Kimberly-Clark Corp. 900 Units	114,570.00	101,314.00

PRINCIPAL BALANCE ON HAND
John and Leslea Caswell Family Foundation
As of 12/31/2015

Page 2

	Current Value	Carrying Value
Kinder Morgan Inc 5,000 Units	\$ 74,600 00	\$127,115 00
The Kraft Heinz Co. 1,400 Units	101,864.00	102,471 00
Merck & Co Inc 1,900 Units	100,358 00	96,400 00
Proctor & Gamble Co. 1,300 Units	103,233 00	95,965.50
Schlumberger Ltd 1,300 Units	90,675 00	97,905.00
Other Assets		
\$100,000 CS Leveraged Market Plus 1,000 Units	115,240 00	100,000 00
 PRINCIPAL BALANCE ON HAND	 <u>\$3,357,811.90</u>	 <u>\$3,094,316.35</u>