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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2017

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

THE BEVERLY FOUNDATION

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

1660 HIGHWAY 100 S.

Room/suite

303

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

MINNEAPOLIS, MN 55416

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 30,177,017.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

41-1958161

B Telephone number

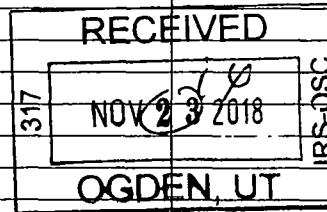
952-545-3000

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	123,916.	119,205.		STATEMENT 1
4	Dividends and interest from securities	432,317.	432,317.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	920,375.			
b	Gross sales price for all assets on line 6a	920,375.			
7	Capital gain net income (from Part IV, line 2)		919,877.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	42,717.	24,713.		STATEMENT 3
12	Total. Add lines 1 through 11	1,519,325.	1,496,112.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	9,185.	4,593.		4,593.
c	Other professional fees STMT 5	255,093.	200,676.		54,417.
17	Interest				
18	Taxes STMT 6	58,117.	14,617.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	128.	0.		128.
22	Printing and publications				
23	Other expenses STMT 7	114,404.	112,146.		1,384.
24	Total operating and administrative expenses. Add lines 13 through 23	436,927.	332,032.		60,522.
25	Contributions, gifts, grants paid	1,776,250.			1,776,250.
26	Total expenses and disbursements. Add lines 24 and 25	2,213,177.	332,032.		1,836,772.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-693,852.			
b	Net investment income (if negative, enter -0-)		1,164,080.		
c	Adjusted net income (if negative, enter -0-)			N/A	



SCANNED DEC 07 2018

D990T 11/14/18

11/6/2018

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			22,578.	3,297.	3,297.
	2 Savings and temporary cash investments			965,100.	557,685.	557,685.
	3 Accounts receivable ▶ 5,884.					
	Less: allowance for doubtful accounts ▶			5,884.	5,884.	5,884.
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			14,127,796.	13,660,513.	17,748,298.
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment, basis ▶					
Liabilities	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 9)			8,121,348.	8,321,475.	11,861,853.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			23,242,706.	22,548,854.	30,177,017.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26, and lines 30 and 31					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			23,242,706.	22,548,854.	
	30 Total net assets or fund balances			23,242,706.	22,548,854.	
	31 Total liabilities and net assets/fund balances			23,242,706.	22,548,854.	

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	23,242,706.
2 Enter amount from Part I, line 27a	2	-693,852.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	22,548,854.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,548,854.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 919,877.			919,877.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			919,877.

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	919,877.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	1,539,499.	28,918,066.	.053237
2015	1,554,500.	30,512,805.	.050946
2014	1,471,079.	31,517,528.	.046675
2013	1,426,044.	29,747,443.	.047938
2012	1,248,139.	28,481,964.	.043822

2 Total of line 1, column (d)	2	.242618
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048524
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	29,560,546.
5 Multiply line 4 by line 3	5	1,434,396.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,641.
7 Add lines 5 and 6	7	1,446,037.
8 Enter qualifying distributions from Part XII, line 4	8	1,836,772.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	11,641.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	11,641.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,641.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	32,559.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	32,559.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,918.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 20,918. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2017)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A		
14 The books are in care of ► <u>SHERRI LEMANCZYK</u> Telephone no. ► <u>952-545-3000</u>		
Located at ► <u>1660 HIGHWAY 100 S., SUITE 303, MINNEAPOLIS, MN</u> ZIP+4 ► <u>55416</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 PF in lieu of Form 1041 - check here and enter the amount of tax exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2017, 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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here	N/A	1b
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 2017?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b X

Form 990-PF (2017)

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

		Yes	No
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))?	<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	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" 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?	N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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?		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?	N/A	7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BEVERLY DEIKEL	PRESIDENT, TREASURER			
1660 HIGHWAY 100 S., SUITE 303				
MINNEAPOLIS, MN 55416	1.00	0.	0.	0.
RONALD FINGERHUT	SECRETARY			
1660 HIGHWAY 100 S., SUITE 303				
MINNEAPOLIS, MN 55416	0.50	0.	0.	0.

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

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

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

0

Form 990-PF (2017)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ARL & ASSOCIATES 4598 CHANTREY PLACE, MINNETONKA, MN 55345	NONPROFIT CONSULTING	54,417.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 10	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2017)

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	17,698,249.
b	Average of monthly cash balances	1b	883,926.
c	Fair market value of all other assets	1c	11,428,532.
d	Total (add lines 1a, b, and c)	1d	30,010,707.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	30,010,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	450,161.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,560,546.
6	Minimum investment return. Enter 5% of line 5	6	1,478,027.

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

1	Minimum investment return from Part X, line 6	1	1,478,027.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	11,641.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	2,311.
c	Add lines 2a and 2b	2c	13,952.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,464,075.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,464,075.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,464,075.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,836,772.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,836,772.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	11,641.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,825,131.

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

Form 990-PF (2017)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,464,075.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,270,726.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4. \blacktriangleright \$ 1,836,772.				
a Applied to 2016, but not more than line 2a			1,270,726.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				566,046.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				898,029.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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				
ACHIEVE MINNEAPOLIS 111 3RD AVENUE S SUITE 5 MINNEAPOLIS, MN 55401	N/A	PUBLIC	STEP UP PROGRAM	20,000.
ALZHEIMER'S ASSOCIATION 7900 WEST 78TH STREET #100 MINNEAPOLIS, MN 55439	N/A	PUBLIC	WALK SPONSOR	2,500.
AMERICAN FRIENDS OF LEKET P.O. BOX 2090 TEANECK, NJ 07666	N/A	PUBLIC	GENERAL OPERATING	30,000.
AMERICAN FRIENDS OF NISHMAT 520 8TH AVENUE NEW YORK, NY 10018	N/A	PUBLIC	SCHOLARSHIPS	35,000.
AMERICAN HEART ASSOCIATION 4701 WEST 77TH STREET MINNEAPOLIS, MN 55435	N/A	PUBLIC	MEMORIAL	250.
Total			SEE CONTINUATION SHEET(S)	1,776,250.
b Approved for future payment				
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET NW WASHINGTON, DC 20001	N/A	PUBLIC	GENERAL OPERATING	100,000.
THE FOOD GROUP 8501 54TH AVENUE NORTH NEW HOPE, MN 55428	N/A	PUBLIC	GENERAL OPERATING	20,000.
GROVES ACADEMY 3200 HIGHWAY 100 SOUTH ST. LOUIS PARK, MN 55416	N/A	PUBLIC	GENERAL OPERATING	10,000.
Total			SEE CONTINUATION SHEET(S)	502,500.

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

- | | | Yes | No |
|----------|--|-------|----|
| f | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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


Signature of officer or trustee

11/12/18
Date

► PRESIDENT
Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
ANNE TOOHEY	ANNE TOOHEY	11/09/18		P01282064
Firm's name ► CLIFTONLARSONALLEN LLP			Firm's EIN ► 41-0746749	
Firm's address ► 220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402			Phone no. 612-376-4500	

THE BEVERLY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SECURITIES LITIGATION	P		
b	PASSTHROUGH LT GAIN	P		
c	PASSTHROUGH ST GAIN	P		
d	PASSTHROUGH LT GAIN, UBI	P		
e	PASSTHROUGH ST GAIN, UBI	P		
f	PASSTHROUGH SECTION 1256 LT	P		
g	PASSTHROUGH SECTION 1256 ST	P		
h	ADJUSTMENT FOR UBIT CAPITAL GAINS	P		
i				
j				
k				
l				
m				
n				
o				

(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 852.			852.
b 803,830.			803,830.
c 94,957.			94,957.
d 3.			3.
e 495.			495.
f 12,143.			12,143.
g 8,095.			8,095.
h -498.			-498.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			852.
b			803,830.
c			94,957.
d			3.
e			495.
f			12,143.
g			8,095.
h			-498.
i			
j			
k			
l			
m			
n			
o			

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	919,877.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET NW WASHINGTON, DC 20001	N/A	PUBLIC	GENERAL OPERATING	50,000.
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE, INC 220 EAST 42ND STREET # 400 NEW YORK, NY 10017	N/A	PUBLIC	EMERGENCY GRANT/ GENERAL OPERATING	35,000.
APPETITE FOR CHANGE 1200 W BROADWAY AVENUE #180 MINNEAPOLIS, MN 55411	N/A	PUBLIC	GENERAL OPERATING	25,000.
AVENUES FOR HOMELESS YOUTH 1708 OAK PARK AVENUE NORTH MINNEAPOLIS, MN 55411	N/A	PUBLIC	GENERAL OPERATING	10,000.
BRIDGE FOR YOUTH 1111 WEST 22ND STREET MINNEAPOLIS, MN 55405	N/A	PUBLIC	GENERAL OPERATING	20,000.
CENTER SCHOOL NA-WAY-EE 2421 BLOOMINGTON AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL OPERATING	25,000.
COLE CHABAD 806 EASTERN PARKWAY BROOKLYN, NY 11213	N/A	PUBLIC	NATIONAL FOOD SECURITY PROGRAM	5,000.
COOKIE CART LEARNING CENTER 1119 W BROADWAY AVE MINNEAPOLIS, MN 55411	N/A	PUBLIC	GENERAL OPERATING	25,000.
EMERGE 1834 EMERSON AVENUE NORTH MINNEAPOLIS, MN 55411	N/A	PUBLIC	GENERAL OPERATING	25,000.
FOOD GROUP, THE 8501 54TH AVENUE NORTH NEW HOPE, MN 55428	N/A	PUBLIC	GENERAL OPERATING	20,500.
Total from continuation sheets				1,688,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF THE MISSISSIPPI RIVER 101 E FIFTH STREET #2000 ST. PAUL, MN 55101	N/A	PUBLIC	GENERAL OPERATING	5,000.
GROVES ACADEMY 3200 HIGHWAY 100 SOUTH ST. LOUIS PARK, MN 55416	N/A	PUBLIC	GENERAL OPERATING	10,000.
HADASSAH 40 WALL STREET NEW YORK, NY 10005	N/A	PUBLIC	GENERAL OPERATING	5,000.
HANDS ACROSS THE SEA, INC. P.O. BOX 55071, SUITE 85043 BOSTON, MA 02205	N/A	PUBLIC	WORK IN DOMINICA	32,500.
HERZL CAMP 4330 CEDAR LAKE ROAD SOUTH ST. LOUIS PARK, MN 55416	N/A	PUBLIC	GENERAL OPERATING	10,000.
HILLEL UMN 1521 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	N/A	PUBLIC	GENERAL OPERATING	10,000.
ISRA AID GLOBAL HUMANITARIAN ASSISTANCE 555 COLLEGE AVENUE PALO ALTO, CA 94306	N/A	PUBLIC	GENERAL OPERATING/ DOMINICA AID	250,000.
ISRAEL GUIDE DOG CENTER FOR THE BLIND 968 EASTON ROAD, SUITE H WARRINGTON, PA 18976	N/A	PUBLIC	PARTNERSHIP	25,000.
ISRAEL PROJECT 1901 PENNSYLVANIA AVENUE #600 WASHINGTON, DC 20006	N/A	PUBLIC	GENERAL OPERATING	50,000.
JEWFOLK MEDIA 4330 S CEDAR LAKE ROAD ST. LOUIS PARK, MN 55416	N/A	PUBLIC	GENERAL OPERATING	20,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH AGENCY FOR ISRAEL 633 THIRD AVENUE, 21ST FLOOR NEW YORK, NY 10017	N/A	PUBLIC	WINGS PROGRAM	10,000.
JEWISH COMMUNITY RELATIONS COUNCIL 12 N 12TH STREET SUITE 480 MINNEAPOLIS, MN 55403	N/A	PUBLIC	GENERAL OPERATING/ TOLERANCE MN	80,000.
JEWISH FAMILY & CHILDREN'S SERVICE OF MINNEAPOLIS 13100 WAYZATA BLVD #400 MINNETONKA, MN 55305	N/A	PUBLIC	GENERAL OPERATING	60,500.
JEWISH HOUSING AND PROGRAMMING 9280 GOLDEN VALLEY ROAD GOLDEN VALLEY, MN 55427	N/A	PUBLIC	CAPITAL CAMPAIGN	25,000.
JEWISH INST FOR NATL SECURITY AFFAIRS 1101 14TH STREET NW #1110 WASHINGTON, DC 20005	N/A	PUBLIC	GENERAL OPERATING	5,000.
MASORTI FOUNDATION FOR CONSERVATIVE JUDAISM 475 RIVERSIDE DRIVE #832 NEW YORK, NY 10115	N/A	PUBLIC	WORK IN ISRAEL	5,000.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	N/A	PUBLIC	SUPPORT KOGOD CENTER ON AGING	60,000.
MINNEAPOLIS JEWISH FEDERATION 13100 WAYZATA BLVD #200 MINNETONKA, MN 55305	N/A	PUBLIC	GENERAL OPERATING	112,000.
NAT'L PARKINSON FOUNDATION MN 8085 WAYZATA BOULEVARD #100 GOLDEN VALLEY, MN 55426	N/A	PUBLIC	WALK SPONSOR	2,100.
NATIONAL COUCIL OF JEWISH WOMEN 13100 WAYZATA BLVD #160 MINNETONKA, MN 55305	N/A	PUBLIC	GENERAL OPERATING	15,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NECHAMA-JEWISH RESPONSE TO DISASTER 4330 S CEDAR LAKE ROAD MINNEAPOLIS, MN 55416	N/A	PUBLIC	GENERAL OPERATING	21,000.
NEW ISRAEL FUND 6 EAST 39TH STREET #301 NEW YORK, NY 10016	N/A	PUBLIC	CENTER FOR EDUCATIONAL INNOVATION	25,000.
OASIS FOR YOUTH 2200 W OLD SHAKOPEE ROAD BLOOMINGTON, MN 55431	N/A	PUBLIC	GENERAL OPERATING	15,000.
OCEANS FORWARD 69 W ORANGE GROVE AVENUE SIERRA MADRA, CA 91024	N/A	PUBLIC	GENERAL OPERATING	5,000.
PACER CENTER 8161 NORMANDALE BOULEVARD MINNEAPOLIS, MN 55437	N/A	PUBLIC	HOUSING CHALLENGE FUND	25,000.
PEF ISRAEL ENDOWMENT FUNDS 630 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	CENTER FOR WOMENS JUSTICE	20,000.
PEF ISRAEL ENDOWMENT FUNDS 630 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	IMPACT SE	25,000.
PEF ISRAEL ENDOWMENT FUNDS 630 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	ISRAEL FAMILY PLANNING ASSOCIATION	20,000.
PEF ISRAEL ENDOWMENT FUNDS 630 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	TEVEL B'TZEDEK	15,000.
PEF ISRAEL ENDOWMENT FUNDS 630 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	ASSN OF RAPE CRISIS CENTERS	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD 671 VANDALIA ST ST. PAUL, MN 55114	N/A	PUBLIC	GENERAL OPERATING	35,000.
PROJECT FOR PRIDE IN LIVING, INC 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL OPERATING	25,000.
RESOURCE FOUNDATION 237 W 35TH STREET #1203 NEW YORK, NY 10001	N/A	PUBLIC	DOMINICAN SUPPORT/ EMERGENCY ASSISTANCE	150,000.
RESPECTABILITY 4340 EAST-WEST HIGHWAY #350 BETHESDA, MD 20814	N/A	PUBLIC	GENERAL OPERATING	30,000.
SHOLOM FOUNDATION 3610 PHILLIPS PARKWAY ST. LOUIS PARK, MN 55426	N/A	PUBLIC	GENERAL OPERATING/ CALL SYSTEM	75,000.
SOJOURNER PROJECT, INC. P.O. BOX 272 HOPKINS, MN 55343	N/A	PUBLIC	GENERAL OPERATING	20,000.
SOUTHSIDE FAMILY NURTURING CENTER 2448 18TH AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL OPERATING	10,000.
STEP 6812 W LAKE STREET ST. LOUIS PARK, MN 55426	N/A	PUBLIC	GENERAL OPERATING	10,500.
SUSAN G. KOMAN BREAST CANCER FOUNDATION 960 SOUTHDALE CENTER EDINA, MN 55435	N/A	PUBLIC	WALK SPONSOR	1,600.
TEXAS HILLEL 2015 SAN ANTONIO STREET AUSTIN, TX 78705	N/A	PUBLIC	EVENT SUPPORT	1,800.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VOLUNTEERS OF AMERICA OF MINNESOTA 7625 METRO VOULEVARD MINNEAPOLIS, MN 55439	N/A	PUBLIC	AMICUS	15,000.
WALK-IN COUNSELING CENTER MINNESOTA 2421 CHICAGO AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL OPERATING	10,000.
WASHBURN CENTER FOR CHILDREN 1100 GLENWOOD AVENUE MINNEAPOLIS, MN 55405	N/A	PUBLIC	GENERAL OPERATING	20,000.
WIDECAST 1348 RUSTICVIEW DRIVE BALLWIN, MO 63011	N/A	PUBLIC	DOMSETCO	45,000.
WILDERNESS INQUIRY 808 14TH AVENUE SE MINNEAPOLIS, MN 55414	N/A	PUBLIC	GENERAL OPERATING	1,000.
WILDERNESS WATCH P.O. BOX 9175 MISSOULA, MT 59807	N/A	PUBLIC	GENERAL OPERATING	5,000.
YOUTH FARM AND MARKET PROJECT 128 WEST 33RD STREET #2 MINNEAPOLIS, MN 55408	N/A	PUBLIC	GENERAL OPERATING	10,000.
YWCA OF MINNEAPOLIS 1130 NICOLLET MALL MINNEAPOLIS, MN 55403	N/A	PUBLIC	GENERAL OPERATING	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HERZL CAMP 4330 CEDAR LAKE ROAD SOUTH ST. LOUIS PARK, MN 55416	N/A	PUBLIC	GENERAL OPERATING	20,000.
HILLEL UMN 1521 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	N/A	PUBLIC	GENERAL OPERATING	10,000.
JEWFOK MEDIA 4330 CEDAR LAKE ROAD SOUTH ST. LOUIS PARK, MN 55416	N/A	PUBLIC	GENERAL OPERATING	20,000.
JEWISH FAMILY & CHILDREN'S SERVICE OF MINNEAPOLIS 13100 WAYZATA BLVD #400 MINNETONKA, MN 55047	N/A	PUBLIC	GENERAL OPERATING	60,000.
MASORTI FOUNDATION FOR CONSERVATIVE JUDAISM 475 RIVERSIDE DRIVE #832 NEW YORK, NY 10115	N/A	PUBLIC	WORK IN ISRAEL	5,000.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	N/A	PUBLIC	SUPPORT KOGOD CENTER ON AGING	60,000.
NATIONAL COUCIL OF JEWISH WOMEN 13100 WAYZATA BLVD #160 MINNETONKA, MN 55305	N/A	PUBLIC	GENERAL OPERATING	15,000.
NEW ISRAEL FUND 6 EAST 39TH STREET #301 NEW YORK, NY 10016	N/A	PUBLIC	CENTER FOR EDUCATIONAL INNOVATION	25,000.
PEF ISRAEL ENDOWMENT FUNDS 630 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	CENTER FOR WOMENS JUSTICE	20,000.
PLANNED PARENTHOOD 671 VANDALIA ST ST. PAUL, MN 55114	N/A	PUBLIC	GENERAL OPERATING	35,000.
Total from continuation sheets				372,500.

41-1958161

3 Grants and Contributions Approved for Future Payment (Continuation)

723635
04-01-17

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ASSTHROUGH INTEREST INCOME	115,538.	115,538.	
ASSTHROUGH INTEREST INCOME, UBI	1,836.	0.	
ASSTHROUGH TAX EXEMPT INTEREST	729.	0.	
ASSTHROUGH TAX EXEMPT INTEREST, UBI	2,146.	0.	
ASSTHROUGH US OBLIGATION INTEREST	1,081.	1,081.	
IS BANK	2,586.	2,586.	
TOTAL TO PART I, LINE 3	123,916.	119,205.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ASSTHROUGH DIVIDEND INCOME IS BANK	25,045.	0.	25,045.	25,045.	
INVESTMENTS	407,272.	0.	407,272.	407,272.	
TO PART I, LINE 4	432,317.	0.	432,317.	432,317.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ASSTHROUGH OTHER INCOME	3,479.	3,479.	
ASSTHROUGH OTHER INCOME, UBI	-24,144.	0.	
ASSTHROUGH SEC. 1231, 988 & SUB PART F	21,234.	21,234.	
ASSTHROUGH SEC. 1231, 988 & SUB PART F, UBI	42,148.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	42,717.	24,713.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	9,185.	4,593.		4,593.	
NO FORM 990-PF, PG 1, LN 16B	9,185.	4,593.		4,593.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ASSET MANAGEMENT FEES	200,676.	200,676.		0.	
RL & ASSOCIATES	54,417.	0.		54,417.	
NO FORM 990-PF, PG 1, LN 16C	255,093.	200,676.		54,417.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	5,469.	5,469.		0.	
PASSTHROUGH FOREIGN TAXES					
PAID	1,274.	1,274.		0.	
PASSTHROUGH STATE NON					
RESIDENT WITHHOLDING	7,874.	7,874.		0.	
FEDERAL UBIT PAYMENTS	42,500.	0.		0.	
STATE UBIT TAX PAYMENTS	1,000.	0.		0.	
NO FORM 990-PF, PG 1, LN 18	58,117.	14,617.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEES & SUBSCRIPTIONS	1,300.	0.		1,300.	
ASSTHROUGH INVESTMENT INT.					
EXP.	15,446.	15,169.		0.	
ASSTHROUGH OTHER EXPENSES	95,855.	95,262.		0.	
ASSTHROUGH NONDEDUCTIBLE EXPENSES	1,718.	1,715.		0.	
ASSTHROUGH CONTRIBUTIONS	85.	0.		84.	
TOTAL TO FORM 990-PF, PG 1, LN 23	114,404.	112,146.		1,384.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
WIMCO FDS TOTAL RETURN FUND	1,719,652.	1,623,507.		
VANGUARD FTSE ALL WORLD EX-US ETF	2,083,699.	2,956,795.		
VANGUARD TOTAL STOCK MARKET ETF	3,746,251.	7,124,099.		
DOUBLELINE TOTAL RETURN BOND FUND I	3,228,782.	3,139,678.		
ICW TOTAL RETURN BOND FUND I	1,605,515.	1,570,978.		
UNITED STATES COMMODITY INDEX	210,362.	212,650.		
BARCLAYS BK PLC IPATH DOW JONES	452,339.	494,303.		
POWERSHARES DB COMMODITY IND	515,089.	514,910.		
BLACKROCK RESOURCES COMMODITY	98,824.	111,378.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,660,513.	17,748,298.		

FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
BERBERUS INT'L	167,485.	91,788.	54,961.	
IONAM 2017 MULTIFAMILY OPP	0.	57,527.	61,523.	
DAVIDSON KEMPNER PARTNERS	3,159,953.	3,298,989.	3,517,848.	
BERDEEN VENTURE PARTNERS IV, L.P.	403,211.	350,460.	222,818.	
BERDEEN PRIVATE EQUITY LP	40,919.	34,010.	62,246.	
BERDEEN GLOBAL PARTNERS LP	610,121.	663,874.	975,382.	
FORTRESS CREDIT OPP	336,489.	289,871.	288,560.	

THE BEVERLY FOUNDATION			41-1958161
PORTRESS MSR	101,282.	87,205.	112,925.
GREENLIGHT MASTERS OFFSHORE LTD	1,000,000.	1,000,000.	2,280,330.
GREENLIGHT CAPITAL OFFSHORES GOLD	1,000,000.	1,000,000.	1,118,990.
MYRICAL-ANTHEUS REALTY PARTNERS			
III, LP	204,398.	155,402.	1,000,000.
ACKERBERG INV FUND II	0.	12,500.	12,500.
SOLUB CAPITAL PTNRS II	0.	300,000.	300,000.
VALOR EQUITY PTNRS IV	0.	102,570.	108,555.
PCM PROVIDENT AGENCY	471,962.	471,962.	563,171.
SHEPHERD INV. INTERNATIONAL LTD.	223,178.	206,161.	18,035.
STYX INTERNATIONAL FUND, LTD	-591,835.	-632,701.	72,041.
SUN CAPITAL PARTNERS V, LP	396,248.	327,760.	476,279.
WALTON STREET REAL ESTATE IV, LP	597,937.	504,097.	615,689.
NO FORM 990-PF, PART II, LINE 15	8,121,348.	8,321,475.	11,861,853.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 10
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ACTIVITY ONE

THE BEVERLY FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH MAKING CHARITABLE GIFTS AND DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES. SINCE THIS FOUNDATION'S CHARITABLE PROGRAMS CONSIST SOLELY OF GRANT-MAKING ACTIVITIES, NO ALLOCATION OF ADMINISTRATIVE EXPENSES BETWEEN GRANT ACTIVITIES, DIRECT CHARITABLE ACTIVITIES AND PROGRAM-RELATED INVESTMENTS IS REQUIRED.

	EXPENSES
NO FORM 990-PF, PART IX-A, LINE 1	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	11
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BEVERLY DEIKEL
660 HIGHWAY 100 S., SUITE 303
MINNEAPOLIS, MN 55416

TELEPHONE NUMBER

952-545-3000

FORM AND CONTENT OF APPLICATIONS

LETTER OF REQUEST, ACCOMPANIED BY AUDITED FINANCIAL STATEMENT, TAX RETURN,
OR EQUIVALENT FORM INDICATING FINANCIAL DATA

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE