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Form 990-PF

Department of the Treasury  
Internal Revenue Service

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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation  
RIVERWAY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)  
8400 NORMANDALE LAKE BLVD NO 920

City or town, state or province, country, and ZIP or foreign postal code  
BLOOMINGTON, MN 55437

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,973,077

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis )

A Employer identification number  
41-6406915

B Telephone number (see instructions)  
(952) 921-3994

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 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) (see instructions) )

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5,023	5,023		
	4 Dividends and interest from securities	85,082	84,912		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	76,706			
	b Gross sales price for all assets on line 6a 888,549				
	7 Capital gain net income (from Part IV, line 2)		76,706		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	340	340	0		
12 Total. Add lines 1 through 11	167,151	166,981	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,793	3,397	0	3,396
	c Other professional fees (attach schedule)	42,230	42,210	0	20
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,824	1,324	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,678	6,653	0	25
	24 Total operating and administrative expenses. Add lines 13 through 23	59,525	53,584	0	3,441
	25 Contributions, gifts, grants paid	215,500			215,500
26 Total expenses and disbursements. Add lines 24 and 25	275,025	53,584	0	218,941	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-107,874			
	b Net investment income (if negative, enter -0-)		113,397		
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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
Assets	1 Cash—non-interest-bearing . . . . .	30,267	40,243	40,243
	2 Savings and temporary cash investments . . . . .	69,565	79,310	79,310
	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)	716,983	637,403	622,197
	b Investments—corporate stock (attach schedule) . . . . .	1,325,083	1,238,128	1,561,336
	c Investments—corporate bonds (attach schedule) . . . . .	379,130	521,843	518,099
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	950,019	875,868	1,031,683
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	150,000	120,209	120,209	
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,621,047	3,513,004	3,973,077	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ _____)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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	3,621,047	3,513,004	
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	3,621,047	3,513,004		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	3,621,047	3,513,004		

**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	3,621,047
2 Enter amount from Part I, line 27a . . . . .	2	-107,874
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3 . . . . .	4	3,513,173
5 Decreases not included in line 2 (itemize) ▶ _____	5	169
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,513,004

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
<b>1 a PUBLICLY TRADED SECURITIES</b>	P		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 888,549		811,843	76,706
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b>			76,706
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	76,706
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float: right;">{ }</span>	<b>3</b>	

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

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

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

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



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see 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	197,258	3,672,844	0 053707
2015	193,331	3,933,863	0 049145
2014	170,509	4,100,484	0 041583
2013	177,680	4,080,937	0 043539
2012	179,274	3,570,509	0 050210
<b>2 Total</b> of line 1, column (d)			<b>2</b> 0 238184
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0 047637
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 3,871,190
<b>5</b> Multiply line 4 by line 3			<b>5</b> 184,412
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,134
<b>7</b> Add lines 5 and 6			<b>7</b> 185,546
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 218,941

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	1,134
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,134
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,134
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	4,291
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	4,291
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	3,157
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 3,157 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

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

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

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	<b>11</b>		<b>No</b>
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>►</b> SHIRLEY A MOEN Telephone no <b>►</b> (952) 921-3994			

Located at **►** 8400 NORMANDALE LAKE BLVD 920 BLOOMINGTON MN ZIP+4 **►** 55437

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>►</b> <b>15</b>			
<b>16</b>	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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>►</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <b>►</b> <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
<b>a</b>	At the end of tax year 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>►</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>►</b> 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 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). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	<b>4b</b>		<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(2)</b> 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		
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(4)</b> 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		
	<b>(5)</b> 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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here. ►	<input type="checkbox"/>	<b>5b</b>	
<b>c</b>	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	<b>No</b>
<b>7a</b>	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>b</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	<b>7b</b>	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
TERRY R BECKER 8400 NORMANDALE LAKE BLVD 920 BLOOMINGTON, MN 55437	TRUSTEE 4 00	0	0	0
LAURA LEE BASKERVILLE BECKER 8400 NORMANDALE LAKE BLVD 920 BLOOMINGTON, MN 55437	TRUSTEE 0 50	0	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
<b>Total number of other employees paid over \$50,000.</b>				0
<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>				
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation		
NONE				
<b>Total number of others receiving over \$50,000 for professional services.</b>				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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	3,678,045
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	116,993
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	135,104
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	3,930,142
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	3,930,142
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	58,952
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	3,871,190
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	193,560

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

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	193,560
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	1,134
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	1,134
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	192,426
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	192,426
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	192,426

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	218,941
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	218,941
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	1,134
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	217,807

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				192,426
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			172,179	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>218,941</u>				
<b>a</b> Applied to 2016, but not more than line 2a			172,179	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				46,762
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				145,664
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

**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 2017, enter the date of the ruling. . . . . ☐ 4942(j)(3) or ☐ 4942(j)(5)

**b** Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the organization 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) )  
TERRY R BECKER

**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

**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  
TERRY R BECKER  
8400 NORMANDALE LAKE BLVD 920  
BLOOMINGTON, MN 55437  
(952) 921-3994

**b** The form in which applications should be submitted and information and materials they should include  
LETTER FORMAT/STATEMENT INCLUDING COPY OF IRS DETERMINATION LETTER

**c** Any submission deadlines  
NONE

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
TRUST IS OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF I R C 170(C) AND 501(C) THE TRUST WILL FUND GRANTS TO ORGANIZATIONS WHICH ARE EXEMPT FROM FEDERAL INCOME TAXATION UNDER I R C 501(A) BY VIRTUE OF BEING DESCRIBED IN I R C 501(C)(3) OR TO ORGANIZATIONS CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER I R C 170(C)(2), 2055(A) AND 2522(A)

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

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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	215,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	0

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		
<b>1</b> Program service revenue						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments . . . . .			14	5,023		
<b>4</b> Dividends and interest from securities. . . . .			14	85,082		
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income. . . . .			14	340		
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	76,706		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal Add columns (b), (d), and (e). . .		0		167,151		0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations )			<b>13</b>			167,151

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

[illegible]

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

	Yes	No
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<b>1a(1)</b>	<b>No</b>
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1a(2)	No
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<b>1b(1)</b>	<b>No</b>
--------------	-----------

<b>1b(2)</b>	<b>No</b>
--------------	-----------

<b>1b(3)</b>		<b>No</b>
--------------	--	-----------

<b>1b(4)</b>		<b>No</b>
--------------	--	-----------

<b>1b(5)</b>	<b>No</b>
--------------	-----------

<b>1b(6)</b>		<b>No</b>
--------------	--	-----------

<b>1c</b>		<b>No</b>
-----------	--	-----------

value  
ue

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign  
Here**

\* \* \* \* \*

2018-05-14

\* \* \* \* \*

Signature of officer or trustee

Date \_\_\_\_\_


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  TODD A JACKSON	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN  P00092672
Firm's name ► RSM US LLP				Firm's EIN ► 42-0714325
Firm's address ► 801 NICOLLET MALL SUITE 1100  MINNEAPOLIS, MN 55402				Phone no (612) 332-4300

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ALZHEIMERS ASSOCIATION 7900 W 78TH STREET EDINA, MN 55439	NONE	PC	PROGRAM SUPPORT	2,500
AMERICAN RED CROSS 1201 W RIVER PARKWAY MINNEAPOLIS, MN 55454		PC	PROGRAM SUPPORT	20,000
ANGEL FOUNDATION 1155 CENTRE POINTE DRIVE MENDOTA HEIGHTS, MN 55120	NONE	PC	PROGRAM SUPPORT	2,500
BIG BROTHERSBIG SISTERS TWIN CITIES 2550 UNIVERSITY AVE W ST PAUL, MN 55114	NONE	PC	PROGRAM SUPPORT	3,000
BOYS & GIRLS CLUB OF TWIN CITIES 690 JACKSON STREET ST PAUL, MN 55130	NONE	PC	PROGRAM SUPPORT	2,500
<b>Total</b> . . . . . 				215,500
<b>3a</b>				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
BRIDGE FOR YOUTH111 W 22ND ST MINNEAPOLIS, MN 55405	NONE	PC	PROGRAM SUPPORT	2,500
BRIDGING201 W 87 STREET BLOOMINGTON, MN 55420	NONE	PC	PROGRAM SUPPORT	3,000
CARING BRIDGE WEBSITE 1715 YANKEE DOODLE RD 301 EAGAN, MN 55121	NONE	PC	PROGRAM SUPPORT	3,000
CHILDREN'S CANCER RESEARCH 7301 OHMS LANE MINNEAPOLIS, MN 55439	NONE	PC	PROGRAM SUPPORT	5,000
CHRISTO RAY JESUIT HIGH SCHOOL 2924 FOURTH AVENUE S MINNEAPOLIS, MN 55408	NONE	PC	PROGRAM SUPPORT	7,500
<b>Total . . . . .</b> ▶ <b>3a</b>				215,500

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVE BETHESDA, MD 20814		PC	PROGRAM SUPPORT	1,000
DOMESTIC ABUSE PROJECT 204 W FRANKLIN AVE MINNEAPOLIS, MN 55404	NONE	PC	PROGRAM SUPPORT	2,500
DUNWOODY INSTITUTE 818 DUNWOODY BLVD MINNEAPOLIS, MN 55403	NONE	PC	PROGRAM SUPPORT	2,000
ELIPIS ENTERPRISES 550 VANDALIA STREET 304 ST PAUL, MN 55114	NONE	PC	PROGRAM SUPPORT	1,500
EMERGE1101 W BROADWAY AVE MINNEAPOLIS, MN 55411	NONE	PC	PROGRAM SUPPORT	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				215,500

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
FRASER2400 W 64 STREET RICHFIELD, MN 55423	NONE	PC	PROGRAM SUPPORT	2,500
GENESYS WORKS 445 MINNESOTA STREET 720 ST PAUL, MN 55101	NONE	PC	PROGRAM SUPPORT	2,000
GOLFERS AGAINST CANCERINC 1700 LAKE KINGWOOD TR KINGWOOD, TX 77339	NONE	PC	PROGRAM SUPPORT	3,000
GOODWILL-EASTER SEALS 553 FAIRVIEW AVE NO ST PAUL, MN 55104	NONE	PC	PROGRAM SUPPORT	1,500
GREATER MINNEAPOLIS CRISIS NURSERY 4544 FOURTH AVENUE SOUTH MINNEAPOLIS, MN 55419	NONE	PC	PROGRAM SUPPORT	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				215,500

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
HOPE ACADEMY2300 CHICAGO AVE S MINNEAPOLIS, MN 55404	NONE	PC	PROGRAM SUPPORT - SPONSORSHIP(\$7,000) & CAP CAMPAIGN 40/30/30 (\$30,000)	37,000
HOSPITALITY HOUSE 1220 LOGAN AVENUE N MINNEAPOLIS, MN 554110008	NONE	PC	PROGRAM SUPPORT	2,500
LIFETRACK409 UNIVERSITY AVE W ST PAUL, MN 55410	NONE	PC	PROGRAM SUPPORT	2,000
LIVING LANDS & WATERS 17615 ROUTE 843 N EAST MOLINE, IL 61244	NONE	PC	PROGRAM SUPPORT	10,000
LOPET FOUNDATION 1301 THEODORE WIRTH PARKWAY MINNEAPOLIS, MN 55422	NONE	PC	PROGRAM SUPPORT	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				215,500

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
NATIONAL WATERWAYS FOUNDATION 499 S CAPITAL STREET SW 401 WASHINGTON, DC 20003	NONE	PC	PROGRAM SUPPORT	1,000
PEOPLE SERVING PEOPLE 614 S THIRD ST MINNEAPOLIS, MN 55415	NONE	PC	PROGRAM SUPPORT	3,000
SALVATION ARMY2445 PRIOR AVE NO ROSEVILLE, MN 55113	NONE	PC	PROGRAM SUPPORT	10,000
SOJOURNER PROJECTPO BOX 272 HOPKINS, MN 55343	NONE	PC	PROGRAM SUPPORT	2,500
ST STEPHENS HUMAN SERVICES 2309 NICOLLET AVE S MINNEAPOLIS, MN 55404	NONE	PC	PROGRAM SUPPORT	3,000
Total . . . . . ► 3a				215,500

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
SUPER HERO KIDS FOUNDATION 7130 WILLOW CREEK ROAD EDEN PRAIRIE, MN 55344	NONE	PC	PROGRAM SUPPORT	2,500
THE DWELLING PLACE 940-44TH AVE NE 21307 COLUMBIA HEIGHTS, MN 55421	NONE	PC	PROGRAM SUPPORT	2,000
TREE HOUSE5666 LINCOLN DR EDINA, MN 55436	NONE	PC	PROGRAM SUPPORT	5,000
URBAN HOMEWORKS 2015 EMERSON AVENUE N MINNEAPOLIS, MN 55411	NONE	PC	PROGRAM SUPPORT	50,000
URBAN VENTURES2924 FOURTH AVE S MINNEAPOLIS, MN 55408	NONE	PC	PROGRAM SUPPORT	5,000
<b>Total . . . . .</b> <b>3a</b>				215,500

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
YMCA OF GREATER TWIN CITIES 30 THIRD AVENUE SO MINNEAPOLIS, MN 55402	NONE	PC	PROGRAM SUPPORT	5,000
<b>Total</b> . . . . . 				215,500
<b>3a</b>				

**TY 2017 Accounting Fees Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	6,793	3,397	0	3,396

**TY 2017 Investments Corporate Bonds Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
BERKSHIRE HATHAWAY FIN	14,105	13,954
BANK OF NY MELLON CORP	22,281	21,969
VISA INC	16,381	15,987
STATE STREET CORP (857477AV5)	17,167	16,755
CAPITAL ONE FINANCIAL CO	16,273	16,027
GOLDMAN SACHS GROUP INC	10,980	10,838
MICROSOFT CORP	14,438	13,977
WELLS FARGO & COMPANY	15,827	15,488
WATSON PHARMACEUTICALS	15,531	15,046
ABBVIE INC	16,399	16,047
JPMORGAN CHASE & CO	14,474	14,280
USD UNITED MEXICAN	13,918	13,605
ALTRIA GROUP INC	14,386	13,791
MORGAN STANLEY	21,120	20,882
STATE STREET CORP (857477AN3)	19,221	18,592
LOCKHEED MARTIN CORP	14,090	13,499
ANHEUSER-BUSCH INBEV FIN	18,097	18,576
APPLE INC	11,030	10,543
PFIZER INC	11,769	12,072
ENTERPRISE PRODUCTS OPER	8,338	8,282

**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
COMCAST CORP	9,766	9,462
ORACLE CORP	17,555	18,088
UNITED TECHNOLOGIES CORP	16,005	15,842
KFW	12,681	12,677
AMERICAN EXPRESS CREDIT	14,871	15,049
CITIGROUP INC	15,958	15,968
WAL-MART STORES INC	16,984	16,940
NORTHROP GRUMMAN CORP	12,004	11,929
KINDER MORGAN INC/DELAWA	12,289	12,500
CVS HEALTH CORP	10,298	10,299
VERIZON COMMUNICATIONS	15,437	16,012
GOLDMAN SACHS GROUP INC	12,326	12,320
MCDONALDS'S CORP	14,780	15,426
APPLE INC (037833DB3)	13,923	13,834
JP MORGAN CHASE & CO	12,116	12,208
WELLS FARGO & COMPANY	9,025	9,335

**TY 2017 Investments Corporate Stock Schedule**

**Name:** RIVERWAY FOUNDATION  
**EIN:** 41-6406915

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC SHS	8,233	11,991
ACTIVISION BLIZZARD INC	10,123	15,450
AETNA INC NEW	12,013	20,564
ALPHABET INC SHS CL C	13,453	19,882
ALPHABET INC SHS CL A	17,545	24,228
ALTRIA GROUP INC	49,366	51,058
ANHEUSER-BUSCH INBEV ADR	6,990	6,359
ANSELL LTD-SPON ADR	4,908	6,490
ANTA SPORTS PROD-UNSPON	4,268	6,627
APPLE INC	27,511	54,154
ASTRAZENECA PLC SPND ADR	10,453	12,006
BIOGEN INC	18,262	20,388
BLOCK H&R INC	8,135	8,731
BP PLC	7,754	9,835
BRITISH AMN TOBACO SPADR	23,311	25,389
CARNIVAL CORP PAIRED SHS	10,500	15,132
CDW CORP	9,153	15,079
CENTENE CORP	7,439	11,904
CISCO SYSTEMS INC COM	26,306	36,921
CITIGROUP INC COM NEW	15,194	25,002
CITIZENS FINL GROUP INC	3,302	6,255
COCA COLA COM	13,450	13,626
COGNIZANT TECH SOLUTNS A	14,061	16,548
COMCAST CORP NEW CL A	18,121	26,954
CVS HEALTH CORP	11,653	12,108
D R HORTON INC	12,463	20,019
DBS CROUP HLDGS SPN ADR	6,280	9,855
DELL TECHNOLOGIES INC	8,875	12,517
DELTA AIR LINES INC	15,172	17,584
DEUTSCHE POST AG SHS	10,054	16,607

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIAGEO PLC SPSD ADR NEW	8,409	10,952
FLEX LTD	7,321	10,164
GENERAL ELECTRIC	9,145	8,481
GENUINE PARTS CO	16,338	15,867
GILEAD SCIENCES INC COM	23,224	18,197
GIVAUDAN SA UNSP ADR	9,348	10,767
GLAXOSMITHKLINE PLC ADR	11,760	9,790
GOLDMAN SACHS GROUP INC	8,091	12,738
GOODYEAR TIRE RUBBER	10,257	11,212
HOME DEPOT INC	6,012	17,626
HUMANA INC	12,675	19,101
IMPERIAL BRANDS PLC	23,883	20,524
INTL PAPER CO	9,355	11,588
JAPAN TOBACCO INC 2914	15,309	13,086
JOHNSON AND JOHNSON COM	18,206	21,796
JPMORGAN CHASE & CO	23,398	37,643
KONE OYJ	11,940	12,798
LABORATORY CP AMER HLDGS	9,795	11,325
LENNAR CORP CL A	8,745	11,446
LLOYDS BANKING GROUP PLC	4,444	5,625
LOWE'S COMPANIES INC	15,254	20,261
M&T BANK CORPORATION	6,725	9,746
MICROSOFT CORP	32,541	54,061
NESTLE S A REP RG SH ADR	13,336	15,131
NOVARTIS ADR	16,311	17,296
NOVO NORDISK A S ADR	15,757	17,711
PACKAGING CORP AMERICA	6,995	11,452
PEPSICO INC	10,591	12,112
PFIZER INC	32,598	33,757
PHILIP MORRIS INTL INC	14,540	16,164

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUB SVC ENTERPRISE GRP	6,996	7,931
RAYTHEON CO DELAWARE NEW	6,374	8,641
ROBERTHALF INTL INC COM	4,334	6,554
ROCHE HLDG LTD SPN ADR	9,547	9,411
ROGERS COMMUNICATIONS B	13,127	16,247
SANDS CHINA LTD UNSP ADR	5,263	7,245
SANOFI ADR	17,529	17,544
SGS SA ADR	5,739	6,794
SONIC HEALTHCARE-UNSP	7,930	8,372
SOUTHWEST AIRLNS CO	6,331	9,687
SUNCOR ENERGY INC NEW	11,690	15,276
SUNTRUST BKS INC COM	14,026	21,186
SVENSKA HANDELSBANKEN AB	7,424	8,252
TAIWAN S MANUFCTRING ADR	6,639	11,102
TELUS CORP	15,445	17,572
UNILEVER NV NY REG SHS	9,542	11,658
UNITED PARCEL SVC CL B	5,979	6,434
UNITED TECHS CORP	10,910	12,502
UNITEDHEALTH GROUP INC	8,466	19,841
US BANCORP (NEW )	21,097	27,326
VALERO ENERGY CORP NEW	3,514	6,342
WELLS FARGO & CO NEW DEL	7,029	10,011
3M COMPANY	5,818	7,532
AMCOR LDT AUS ADR NEW	11,885	11,765
BAXTER INTERNTL INC	11,594	13,768
CHEVRON CORP	20,646	22,033
DOWDUPONT INC COM	15,818	21,793
ETRADE FINL CORP	9,733	10,905
FIRSTENERGY CORP	12,558	12,769
FORTIVE CORP SHS	9,159	10,129

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARTFORD FINL SVCS GROUP	10,113	10,524
HEINEKEN N V ADR	6,746	8,965
NORFOLK SOUTHERN CORP	16,256	20,866
ORACLE CORP \$0.01 DEL	21,752	21,938
PG&E CORP	13,651	10,849
PROCTER & GAMBLE CO	11,967	12,220
REGIONS FINL CORP	11,990	13,893
URBAN OUTFITTERS INC	9,357	14,375
WAL-MART STORES INC	17,503	23,404

**TY 2017 Investments Government Obligations Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915**US Government Securities - End  
of Year Book Value:**

637,403

**US Government Securities - End  
of Year Fair Market Value:**

622,197

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2017 Investments - Other Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
BLACKROCK STRATEGIC	AT COST	273,863	279,368
ISHARES CORE S&P MID-CAP	AT COST	310,668	381,837
ISAHRES TR RUSSELL 2000	AT COST	291,337	370,478

**TY 2017 Other Assets Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
URBAN HOMEWORKS LLC - LOAN	50,000	40,000	40,000
URBAN HOMEWORKS LLC - LOAN	100,000	80,209	80,209

**TY 2017 Other Decreases Schedule**

**Name:** RIVERWAY FOUNDATION  
**EIN:** 41-6406915

Description	Amount
BASIS ADJUSTMENT BY BROKER	169

**TY 2017 Other Expenses Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MINNESOTA ATTORNEY GENERAL	25	0	0	25
BOND AMORTIZATION	6,653	6,653	0	0

**TY 2017 Other Income Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
QUESTCOR LITIGATION PROCEEDS	167	167	
OTHER INCOME	173	173	

**TY 2017 Other Professional Fees Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT ADVISORY & ADR FEES	42,210	42,210	0	0
CHECKING ACCOUNT FEES	20	0	0	20

**TY 2017 Taxes Schedule****Name:** RIVERWAY FOUNDATION**EIN:** 41-6406915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	1,324	1,324	0	0
ESTIMATED TAX EXPENSE	2,500	0	0	0