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HENRYFOUND

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 04/01/17 , and ending 03/31/18

Name of foundation
The Victoria Velie Henry Family Foundation

A Employer identification number
41-1967188

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

Room/suite

B Telephone number (see instructions)
952-471-9618

City or town, state or province, country, and ZIP or foreign postal code
Wayzata MN 55391

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 543,486

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	6	6		
	4	Dividends and interest from securities	25,364	25,364		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,408			
	b	Gross sales price for all assets on line 6a 33,440				
	7	Capital gain net income (from Part IV, line 2)		6,408		
	8	Net short-term capital gain			0	
	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)				
	12	**Total.** Add lines 1 through 11	31,778	31,778	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	1,100	550		550
	c	Other professional fees (attach schedule) Stmt 2	4,839	4,839		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 3	25			25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,964	5,389	0	575
	25	Contributions, gifts, grants paid See Statement 4	23,200			23,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	29,164	5,389	0	23,775
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,614			
	b	**Net investment income** (if negative, enter -0-)		26,389		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	6,876	7,895	7,895
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 5	476,172	477,767	535,591
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	483,048	485,662	543,486
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	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	483,048	485,662	
	30	**Total net assets or fund balances** (see instructions)	483,048	485,662	
	31	**Total liabilities and net assets/fund balances** (see instructions)	483,048	485,662	

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	483,048
2	Enter amount from Part I, line 27a	2	2,614
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	485,662
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	485,662

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	SEE ATTACHED SCHEDULE B	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	33,440		27,032	6,408
b				
c				
d				
e				

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				6,408
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	6,408
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	29,057	504,836	0.057557
2015	27,763	517,903	0.053607
2014	26,000	552,585	0.047052
2013	25,850	538,422	0.048011
2012	24,225	511,352	0.047374

2	**Total** of line 1, column (d)	2	0.253601
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	0.050720
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	538,898
5	Multiply line 4 by line 3	5	27,333
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	264
7	Add lines 5 and 6	7	27,597
8	Enter qualifying distributions from Part XII, line 4	8	23,775

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	528
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	528
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	528
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 223		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	223
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	305
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ Refunded ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ 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	8b	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 taxable year beginning in 2017? See instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Victoria Henry Telephone no ▶ 952-471-9618
1 Crescent Street
Located at ▶ Wayzata MN ZIP+4 ▶ 55391

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
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?	N/A	1c		
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions N/A **5b**
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Victoria Henry 1 Crescent Street	Wayzata MN 55391	Director 1.00	0	0	0
Jennifer N Henry 1 Crescent Street	Wayzata MN 55391	Director 1.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 The Victoria Velie Henry Family Foundation administers a grant program and does not get involved with direct charitable activities.	
2	
3	
4	

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

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

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	541,835
b	Average of monthly cash balances	1b	5,270
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	547,105
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	547,105
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	8,207
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	538,898
6	**Minimum investment return.** Enter 5% of line 5	6	26,945

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	26,945
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 528		
b	Income tax for 2017 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	528
3	Distributable amount before adjustments Subtract line 2c from line 1	3	26,417
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	26,417
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	26,417

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	23,775
b	Program-related investments – total from Part IX-B	1b	
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	23,775
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	23,775

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
1 Distributable amount for 2017 from Part XI, line 7				26,417
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			21,162	
b Total for prior years 20____ , 20____ , 20____				
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				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 23,775				
a Applied to 2016, but not more than line 2a			21,162	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2017 distributable amount				2,613
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				23,804
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
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 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 ▶

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] 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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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
a *Paid during the year* See Statement 6				23,200
Total			▶ 3a	23,200
b *Approved for future payment* N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6	
4 Dividends and interest from securities			14	25,364	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					6,408
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		25,370	6,408
13 Total. Add line 12, columns (b), (d), and (e)				13	31,778

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Victoria V. Henry | 15-29-2018 | Director

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Darcy M. Rasmussen	Darcy Rasmussen CPA	5/24/18	
Firm's name ▶ Sevenich, Butler, Gerlach & Brazil, LTD		PTIN	
Firm's address ▶ 2221 Ford Parkway, Suite 300 St. Paul, MN 55116-1800		Firm's EIN ▶	
		Phone no 651-690-1040	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 1,100	$ 550	$	$ 550
Total	$ 1,100	$ 550	$ 0	$ 550

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Wells Fargo fees	$ 4,839	$ 4,839	$	$
Total	$ 4,839	$ 4,839	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MN FILING FEE	25			25
Total	$ 25	$ 0	$ 0	$ 25

Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
300					3/23/18
500					3/23/18
1,000					3/23/18
200					3/23/18
200					3/23/18
50					3/23/18

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants (continued)

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
300					3/23/18
250					3/23/18
250					3/23/18
500					3/23/18
5,000					3/23/18
2,000					3/23/18
250					3/23/18
250					3/23/18
250					3/23/18
200					3/23/18
2,000					3/23/18
200					3/23/18
250					3/23/18
200					3/23/18
2,000					3/23/18
1,000					3/23/18
500					3/23/18
200					3/23/18
200					3/23/18
200					3/23/18
100					3/23/18
250					3/23/18
500					3/23/18
2,000					3/23/18
100					3/23/18
150					3/23/18
250					3/23/18
200					3/23/18
500					3/23/18
100					3/23/18
500					3/23/18

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE A	$ 476,172	$ 477,767	Cost	$ 535,591
Total	$ 476,172	$ 477,767		$ 535,591

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
SPECIAL OLYMPICS MINNEAPOLIS MN 55402	900 2ND AVENUE S #300	501(C)3	HUMAN SERVICES	300
AMERICAN DIABETES ASSN ALEXANDRIA VA 22311	1701 N BEAUREGARD ST	501(C)(3)	HEALTH & HUMAN SERVICE	500
AMERICAN FDN FOR SUICIDE PREVENTION NEW YORK NY 10005	120 WALL STREET 29TH FLR.	501 (C)(3)	HEALTH & HUMAN SERVICES	1,000
AMERICAN HEART ASSOCIATION EAGAN MN 55124	2750 BLUE WATER ROAD	501(C)3		300
AMERICAN KIDENY FUND ROCKVILLE MD 20852	11921 ROCKVILLE PIKE ST 3	501(C)3	HEALTH AND HUMAN SERVICES	200
AMERICAN RED CROSS MINNEAPOLIS MN 55454	1201 W RIVER PARKWAY	501(C)3	HEALTH AND HUMAN SERICES	200
AMERICAN VET DOGS SMITHTOWN MN 11787	371 JERICHO TURNPIKE	501(C)3	HUMAN SERVICES	50
ARTHRITIS FOUNDATION ST PAUL MN 55114	662 TRANSFER ROAD	501(C)3	HEALTH AND HUMAN SERVICES	300
ASPCA GLOBAL RESCUE DOGS GOLDEN VALLEY MN 55422	845 MEADOW LANE N	501(C)3	HUMAN SERVICES	250
BOYS TOWN BOYS TOWN NE 68010	14100 CRAWFORD STREET	501(C)	HEALTH AND HUMAN SERVICES	250
BRAILLE INSTITUTE LOS ANGELES CA 90029	741 NORTH VERMONT AVE	501(C)(3)	HEALTH & HUMAN SERVICES	500
CHILDRENS HOME SOCIETY ST PAUL MN 55108-1219	1605 EUSTIS STREET	501c3	HEALTH & HUMAN SERVICES	5,000
DARE MN PROGRAM EDEN PRAIRIE MN 55344	6542 REGENCY LANE	501(C)(3)	HEALTH & HUMAN SERVICES	2,000

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
FEED THE CHILDREN OKLAHOMA CITH OK 73101	P O BOX 36	501(C)3	HUMAN SERVICES	250
FOOD FOR THE HUNGRY MINNEAPOLIS MN 55404	122 W FRANKLIN AVE ST 610	501(C)3	HUMAN SERVICES	250
FREEDM SERVICE DOGS ENGLEWOOD CO 80112	7193 S DILLON CT	501(C)3	HEALTH AND HUMAN SERVICE	250
HABITAT FOR HUMANITY ST PAUL MN 55104	1954 UNIVERSITY AVE W	501(C)3	HUMAN SERVICES	200
INNER CITY TENNIS MINNEAPOLIS MN 55409	4005 NICOLLET AVE S	501(C)(3)	YOUTH DEVELOPMENT	2,000
LAKE MINNETONKA ASSOCIATION EXCELSIOR MN 55331	PO BOX 248	501(C)(3)	ENVIRONMENTAL	200
LEUKEMIA & LYMPHOMA SOCIETY MINNEAPOLIS MN 55413	1711 BROADWAY ST NE	501(C)3	HEALTH & HUMAN SERVICES	250
LONG LAKE FIRE DEPT LONG LAKE MN 55356	340 WILLOW DR N	501(C)3	HEALTH AND HUMAN SERVICES	200
MADD IRVING TX 75062	511 E JOHN CARPENTER FREE	501(C)(3)	HEALTH & HUMAN SERVICES	2,000
MAKE A WISH FDN OF AMERICA MINNEAPOLIS MN 55413	615 FIRST AVENUE NE	501(C)(3)	HEALTH & HUMAN SERVICES	1,000
MEMORIAL BLOOD CENTERS ST PAUL MN 55114	737 PELHAM BLVD	501(C)(3)	HEALTH & HUMAN SERVICES	500
MD ANDERSON CANCER CENTER AUSTIN MN 55912	1000 1ST DR NW	501(C)3	HEALTH AND HUMAN SERVICES	200
NATIONAL FOUNDATION CANCER RESEARCH ROCKVILLE MD 20852	5515 SECURITY LN STE 1105	501(C)3	HEALTH AND HUMAN SERVICES	200
NATIONAL MS SOCIETY MINNEAPOLIS MN 55415	200 12TH AVENUE S	501(C)3	HEALTH AND HUMAN SERVICES	200
NATIONAL PARKS ST PAUL MN 55102	120 W KELLOGG BLVD	501(C)3	HUMAN SERVICES	100
OPEN ARMS OF MINNESOTA BLOOMINGTON MN 55404	2500 BLOOMINGTON AVENUE	501(C)3	HEALTH AND HUMAN SERVICES	250
ORDWAY CENTER FOR THE PER ST PAUL MN 55102	345 WASHINGTON STREET	501(C)(3)	PERFORMING ARTS	500

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
ORONO FOUNDATION FOR EDUCATION MAPLE PLAIN MN 55359	PO BOX 124	501(C)(3)	YOUTH DEVELOPMENT	2,000
PARALYZED VETERANS FOR AMERICA WASHINGTON DC 20006	801 18TH STREET NW	501(C)3	HEALTH AND HUMAN SERVICES	100
PROJECT HOPE ST PAUL MN 55101	400 ALLIANCE BANK CENTER	501(C)(3)	HEALTH & HUMAN SERVICES	150
SAVE THE CHILDREN BLOOMINGTON MN 55425	60 E BROADWAY	501(C)(3)	HUMAN SERVICES	250
SECOND HARVEST HEARTLAND ST PAUL MN 55109-2020	1140 GERVAIS AVE	501(C)(3)	HEALTH & HUMAN SERVICES	200
EPILEPSY FOUNDATION OF MN ST PAUL MN 55104	1600 UNIVERSITY AVE W #30	501(C)3	HEALTH & HUMAN SERVICES	500
OPEN ARMS MINNEAPOLIS MN 55404	2500 BLOOMINGTON AVE	501(C)3	HEALTH & HUMAN SERVICES	
VETS OF FOREIGN WARS WASHINGTON DC 20002	200 MARYLAND AVE NE	501(C)3	HUMAN SERVICES	100
PLANNED PARENTHOOD MINNEAPOLIS MN 55408	1200 LAGOON AVE	501(C)3	HEALTH AND HUMAN SERVICES	500
Total				23,200

THE VICTORIA VELIE HENRY FAMILY FOUNDATION
(ID# 41-1967188)
F.Y. 03-31-2018
SCHEDULE B

Part IV Capital Gains and Losses for Tax on Investment Income

(a) Property Sold	(b) How Acquired	(C) Date Acquired	(d) Date Sold	(e) Sales Price	(f) Depreciation Allowed	(g) Cost Basis	(h) Gain or (loss)
DUETSCHE SECS TR ENH COMM 752 907 SHARE!	P	12/116/15	08/28/17	8,440 09		8,619.14	(179 05)
AMERICAN FUNDS WASHINGTON 98 759 SHARES	P	04/06/15	03/07/18	4,551 78		4,063.94	487 84
WELLS FARGO EMERGING MARKETS EQ 180 069	P	09/12/13	03/07/18	4,930 30		3,956.12	974 18
AMERICAN FUNDS EUROPAC GR 39 19 SHARES	P	09/04/12	03/07/18	2,241 28		1,492 42	748 86
T ROWE PRICE BLUE CHIP 124 827 SHARES	P	04/06/15	03/07/18	13,276 64		8,900 18	4,376 46
TOTALS				33,440 09		27,031 80	6,408 29

The Victoria Henry Family Foundation
Schedule A Book and Fair Market Value
Fiscal Year Ended 3/31/18

Schedule A	Book Value	Market Value
Mutual Funds		
AMG Fund Loomis Sayles Bond Fund Class I 1,280 354 shares	34,781	33,993
Invesco Global Real Estate Y 1,107.002 shares	14,421	14,502
American Centy Invt TR Diversified Bond Fd 3,897.503 shares	42,837	41,080
Cohen & Steers Rlty Shares Inc 149.949 shares	9,823	8,961
Dodge & Cox Stk Fd 154 237 shares	21,243	30,402
Fidelity Advisor Strat Income Cl I 1,555.018 shares	19,188	19,220
Goldman Sachs Tr Finl Square Treas Instr 4,696.3 shares	4,696	4,696
Hartford Mutl Fds Inc Midcap Fd Class I 527 516 shares	13,319	16,817
American Funds Washington Mutl Fd 1,063 648 shares	43,487	47,630
Mainstay Fd High Yield Corp Bd Fd Cl I 1,707 615 shares	9,686	9,648
MFS Ser Tr X Emerging Mkts Debt Fd 998.99 shares	15,406	14,645
Metropolitan West Fds Total Return Bd Fd 4,360 124 shares	46,637	45,607
Nationwide Mut Fds-Highmark Sm Cp 826.385 shares	21,465	30,031
Champlain Fds Sm Company Fd 731.700 shares	12,703	14,905
Wells Fargo FDs Tr Sm Co Grow 297 001 shares	12,539	16,543
Wells Fargo FDs Tr Emerging Mkts Equity Fd 717.032 shares	15,400	19,267
American Funds Europacific Growth Fd 273.787 shares	10,957	15,499
Oppenheimer Intl Bd Fd 4,218 562 shares	25,168	25,480
PIMCO fds Pac Invt Mgmt Ser-Commodity Real 1,264 434	8,385	8,535
Principal Fds Inc Sm Midcap Div Income Fd 873 519 shares	12,873	14,500
Northern LTS Fd Tr II Al Frank Fd 906.115 shares	16,192	22,037
T Rowe Price Blue Chip Growth Fd 370 584 shares	26,845	37,725
Thornvurg Invt Tr Invt Income Builder Fd 1,165 666 shares	22,747	24,899
Wells Fargo Funds Tr Spec Mid Cap Value Fd 508 698 shares	16,970	18,969
	477,767	535,591