

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation PADDOCK FOUNDATION		A Employer identification number 46-1610503	
Number and street (or P.O. box number if mail is not delivered to street address) 600 HIGHWAY 169 SOUTH NO 1950		Room/suite	B Telephone number (see instructions) (952) 746-4565
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55426		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,599,831	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 ▶ <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	521,608			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	152,212	152,212		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,940,716			
	b Gross sales price for all assets on line 6a 3,841,799				
	7 Capital gain net income (from Part IV, line 2) . . .		1,940,716		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	2,614,536	2,092,928		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,053	4,053		0
	c Other professional fees (attach schedule)	27,900	27,900		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	39,459	7,459		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	71,412	39,412		0
	25 Contributions, gifts, grants paid	375,500			375,500
	26 Total expenses and disbursements. Add lines 24 and 25	446,912	39,412		375,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,167,624			
	b Net investment income (if negative, enter -0-)		2,053,516		
c Adjusted net income (if negative, enter -0-) . . .					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	408,614	328,200	328,200
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,551,319	3,172,217	3,657,625
	c	Investments—corporate bonds (attach schedule)	1,141,408	2,210,226	2,119,093
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,021,439	2,577,292	2,486,896
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	5,548	8,017	8,017	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,128,328	8,295,952	8,599,831	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	6,128,328	8,295,952	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	Total net assets or fund balances (see instructions)	6,128,328	8,295,952		
31	Total liabilities and net assets/fund balances (see instructions) .	6,128,328	8,295,952		

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	6,128,328
2	Enter amount from Part I, line 27a	2	2,167,624
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,295,952
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	8,295,952

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES	P		
b CAPITAL GAINS DIVIDENDS	P		
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 3,816,620		1,901,083	1,915,537
b 25,179			25,179
c			
d			
e			

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	
a			1,915,537
b			25,179
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,940,716
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 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))
2017	201,630	4,924,353	0 040945
2016	153,188	3,719,246	0 041188
2015	141,774	2,801,095	0 050614
2014	112,024	2,360,802	0 047452
2013	55,794	1,062,230	0 052525

2 Total of line 1, column (d)	2	0 232724
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 046545
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	7,460,894
5 Multiply line 4 by line 3	5	347,267
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,535
7 Add lines 5 and 6	7	367,802
8 Enter qualifying distributions from Part XII, line 4	8	375,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	20,535
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	20,535
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	20,535
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	20,072
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	22,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	42,072
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,537
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 21,537 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d 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		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	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	No
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	No
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► BRUCE G PADDOCK Telephone no ► (952) 746-4565			

Located at **►** 600 HIGHWAY 169 SOUTH SUITE 1950 MINNEAPOLIS MNZIP+4 **►** 55426

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2018, 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	Yes	No
	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? <input type="checkbox"/>	1c	No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2018 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 2018).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2018?	4b	No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE G PADDOCK 600 HIGHWAY 169 SOUTH SUITE 1950 MINNEAPOLIS, MN 55426	PRESIDENT 1 00	0	0	0
RYAN B PADDOCK 600 HIGHWAY 169 SOUTH SUITE 1950 MINNEAPOLIS, MN 55426	TREASURER/SECRETARY 1 00	0	0	0
DARALYN C MARAS 600 HIGHWAY 169 SOUTH SUITE 1950 MINNEAPOLIS, MN 55426	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.		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.

1	Expenses

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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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	6,964,775
b	Average of monthly cash balances.	1b	609,737
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,574,512
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	7,574,512
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	113,618
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,460,894
6	Minimum investment return. Enter 5% of line 5.	6	373,045

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	373,045
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	20,535
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,535
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	352,510
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	352,510
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	352,510

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	375,500
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	375,500
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	20,535
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	354,965

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				352,510
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			9,587	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 375,500				
a Applied to 2017, but not more than line 2a			9,587	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				352,510
e Remaining amount distributed out of corpus	13,403			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,403			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	13,403			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.	13,403			

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 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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)) BRUCE G PADDOCK	
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 <input type="checkbox"/> 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 e-mail address of the person to whom applications should be addressed BRUCE PADDOCK 600 HIGHWAY 169 SOUTH SUITE 1950 MINNEAPOLIS, MN 55426 (952) 746-4565	
b The form in which applications should be submitted and information and materials they should include VERBAL	
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 NONE	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	152,212	
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			18	1,940,716	
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		2,092,928	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		2,092,928

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

- | | | | | | |
|---------------------------------------|------------------------------------------------------------------------------|----------------------|------|-------------------------------------------------|-------------------------|
| Paid
Preparer
Use Only | Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed <input type="checkbox"/> | PTIN

P00185941 |
| | MICHAEL PESTKA | | | | |
| | Firm's name ▶ COPELAND BUHL & COMPANY PLLP | | | | Firm's EIN ▶ 41-1292716 |
| | Firm's address ▶ 800 EAST WAYZATA BOULEVARD STE 300
WAYZATA, MN 553911766 | | | | Phone no (952) 476-7100 |

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)				
a <i>Paid during the year</i>				
ACES1115 EAST HENNEPIN AVENUE MINNEAPOLIS, MN 55414	NONE	501 (C)3	GENERAL FUND	5,000
ALS MINNESOTA 333 NORTH WASHINGTON AVENUE SUITE 105 MINNEAPOLIS, MN 55401	NONE	501 (C)3	GENERAL FUND	10,000
ALS SOUTH FLORIDA 3242 PARKSIDE CENTER CIRCLE TAMPA, FL 33619	NONE	501 (C)3	GENERAL FUND	5,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
BOYS AND GIRLS CLUBS OF BROWARD COUNTY 877 NORTHWEST 61ST STREET FORT LAUDERDALE, FL 33309	NONE	501 (C)3	GENERAL FUND	25,000
BEL13VE IN MIRACLES FOUNDATION 1820 OLD HIGHWAY NW 13 NEW BRIGHTON, MN 55112	NONE	501 (C)3	GENERAL FUND	10,000
BRECK SCHOOL123 OTTAWA AVENUE N GOLDEN VALLEY, MN 55422	NONE	501 (C)3	GENERAL FUND	10,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
THE BUONICONTI FUND 1095 MW 14TH TERRACE MIAMI, FL 33136	NONE	501 (C)3	GENERAL FUND	10,000
DULUTH EAST HIGH SCHOOL FOUNDATION 130 W SUPERIOR STREET SUITE 926 DULUTH, MN 55802	NONE	501 (C)3	GENERAL FUND	12,000
FEED MY STARVING CHILDREN 401 93RD AVENUE NW COON RAPIDS, MN 55433	NONE	501 (C)3	GENERAL FUND	5,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
WOMEN OF TOMORROW 8400 NW 36TH STREET SUITE 450 DORAL, FL 33166	NONE	501 (C)3	GENERAL FUND	1,500
JOE DIMAGGIO CHILDREN'S HOSPITAL FOUNDATION 3329 JOHNSON STREET HOLLYWOOD, FL 33021	NONE	501 (C)3	GENERAL FUND	10,000
LEONARDO'S BASEMENT 150 WEST 60TH STREET MINNEAPOLIS, MN 55419	NONE	501 (C)3	GENERAL FUND	2,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
MAKE A WISH MINNESOTA 615 FIRST AVENUE NORTHEAST SUITE 415 MINNEAPOLIS, MN 55413	NONE	501 (C)3	GENERAL FUND	15,000
MAKE A WISH SOUTH FLORIDA 4491 SOUTH STATE ROAD 7 SUITE 201 FORT LAUDERDALE, FL 33314	NONE	501 (C)3	GENERAL FUND	15,000
MAYO CLINIC CANCER RESEARCH 200 FIRST STREET SOUTHWEST ROCHESTER, MN 55905	NONE	501 (C)3	GENERAL FUND	20,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
MAYO CLINIC CENTER FOR INDIVIDUALIZED MEDICINE 200 FIRST STREET SOUTHWEST ROCHESTER, MN 55905	NONE	501 (C)3	GENERAL FUND	20,000
MAYO CLINIC CENTER FOR REGENERATIVE MEDICINE 200 FIRST STREET SOUTHWEST ROCHESTER, MN 55905	NONE	501 (C)3	GENERAL FUND	20,000
MS SOCIETY FLORIDA 3125 WEST COMMERCIAL BLVD FORT LAUDERDALE, FL 33309	NONE	501 (C)3	GENERAL FUND	15,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
MS SOCIETY MINNESOTA 200 SOUTH 12TH AVENUE MINNEAPOLIS, MN 55415	NONE	501 (C)3	GENERAL FUND	20,000
NSU ART MUSEUM ONE EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FL 33301	NONE	501 (C)3	GENERAL FUND	10,000
NORTH MEMORIAL FOUNDATION 3300 OAKDALE AVENUE NORTH ROBBINSDALE, MN 55422	NONE	501 (C)3	GENERAL FUND	20,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
PLACE FOR HOPE9078 ISAAH LANE WEST PALM BEACH, FL 33418	NONE	501 (C)3	GENERAL FUND	20,000
PRISM730 FLORIDA AVENUE SOUTH GOLDEN VALLEY, MN 55426	NONE	501 (C)3	GENERAL FUND	15,000
SHRINERS HOSPITALS FOR CHILDREN MINNESOTA 2025 EAST RIVER PARKWAY MINNEAPOLIS, MN 55414	NONE	501 (C)3	GENERAL FUND	10,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
SHRINERS HOSPITALS FOR CHILDREN TAMPA 12502 USF PINE DRIVE TAMPA, FL 33612	NONE	501 (C)3	GENERAL FUND	5,000
ST JUDE CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	501 (C)3	GENERAL FUND	15,000
THE EMILY PROGRAM 5354 PARKDALE DRIVE ST LOUIS PARK, MN 55416	NONE	501 (C)3	GENERAL FUND	25,000
Total ▶ 3a				375,500

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)				
a <i>Paid during the year</i>				
YMCA OF THE GREATER TWIN CITIES NW 5901 PO BOX 1450 MINNEAPOLIS, MN 55485	NONE	501 (C)3	GENERAL FUND	15,000
YMCA OF SOUTH FLORIDA 900 SE 3 AVENUE SUITE 300 FORT LAUDERDALE, FL 33316	NONE	501 (C)3	GENERAL FUND	10,000
Total ▶ 3a				375,500

TY 2018 Accounting Fees Schedule**Name:** PADDOCK FOUNDATION**EIN:** 46-1610503

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COPELAND BUHL & CO	4,053	4,053		0

TY 2018 Investments Corporate Bonds Schedule**Name:** PADDOCK FOUNDATION**EIN:** 46-1610503**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BNY MELLON XXXX80	1,177,116	1,132,232
BNY MELLON XXXX20	504,166	500,290
BNY MELLON XXXX30	528,944	486,571

TY 2018 Investments Corporate Stock Schedule**Name:** PADDOCK FOUNDATION**EIN:** 46-1610503**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BNY MELLON XXXX40	3,172,217	3,657,625

TY 2018 Investments - Other Schedule**Name:** PADDOCK FOUNDATION**EIN:** 46-1610503**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BNY MELLON XXXX50	AT COST	1,294,517	1,161,841
BNY MELLON XXXX60	AT COST	1,282,775	1,325,055

TY 2018 Other Assets Schedule

Name: PADDOCK FOUNDATION

EIN: 46-1610503

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	5,548	8,017	8,017

TY 2018 Other Professional Fees Schedule**Name:** PADDOCK FOUNDATION**EIN:** 46-1610503

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BNY MELLON - INVESTMENT MANAGEMENT	27,900	27,900		0

TY 2018 Taxes Schedule**Name:** PADDOCK FOUNDATION**EIN:** 46-1610503

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	7,459	7,459		0
FEDERAL TAXES	32,000	0		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491318029009	
<div>Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small></div>		<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Go to www.irs.gov/Form990 for the latest information</div>			<div>OMB No 1545-0047</div> <div>2018</div>
<div>Name of the organization PADDOCK FOUNDATION</div>				<div>Employer identification number 46-1610503</div>	
<div>Organization type (check one)</div>					
<div>Filers of:Section:</div>					
Form 990 or 990-EZ		<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>			
Form 990-PF		<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>			
<div>Check if your organization is covered by the General Rule or a Special Rule.</div> <div>Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions</div>					
<div>General Rule</div> <div><input checked="" type="checkbox"/> For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions</div>					
<div>Special Rules</div> <div><input type="checkbox"/> For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II</div> <div><input type="checkbox"/> For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III</div> <div><input type="checkbox"/> For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc , purpose Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$</div>					
<div>Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)</div>					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2018)	

Name of organization PADDOCK FOUNDATION	Employer identification number 46-1610503
---------------------------------------------------	-----------------------------------------------------

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Name of organization PADDOCK FOUNDATION	Employer identification number 46-1610503
---------------------------------------------------	-----------------------------------------------------

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$ _____	_____

Name of organization PADDOCK FOUNDATION	Employer identification number 46-1610503
---------------------------------------------------	-----------------------------------------------------

Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	

Additional Data

Software ID:
Software Version:
EIN: 46-1610503
Name: PADDOCK FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	EAGLE VENTURE CAPITAL LLC	<u>\$ 7,689</u>	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	EAGLE VENTURE CAPITAL LLC	<u>\$ 10,700</u>	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	EAGLE VENTURE CAPITAL LLC	<u>\$ 4,623</u>	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>4</u>	EAGLE VENTURE CAPITAL LLC	<u>\$ 4,491</u>	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>5</u>	EAGLE VENTURE CAPITAL LLC	<u>\$ 1,262</u>	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>6</u>	EAGLE VENTURE CAPITAL LLC	<u>\$ 53,952</u>	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	EAGLE VENTURE CAPITAL LLC	\$ 52,956	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>8</u>	EAGLE VENTURE CAPITAL LLC	\$ 37,826	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>9</u>	EAGLE VENTURE CAPITAL LLC	\$ 30,010	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>10</u>	EAGLE VENTURE CAPITAL LLC	\$ 11,590	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>11</u>	EAGLE VENTURE CAPITAL LLC	\$ 6,842	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>12</u>	EAGLE VENTURE CAPITAL LLC	\$ 3,880	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	EAGLE VENTURE CAPITAL LLC	\$ 51,416	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
14	EAGLE VENTURE CAPITAL LLC	\$ 12,256	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
15	EAGLE VENTURE CAPITAL LLC	\$ 14,835	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
16	EAGLE VENTURE CAPITAL LLC	\$ 7,252	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
17	EAGLE VENTURE CAPITAL LLC	\$ 28,542	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
18	EAGLE VENTURE CAPITAL LLC	\$ 50,476	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	EAGLE VENTURE CAPITAL LLC	\$ 20,381	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
20	EAGLE VENTURE CAPITAL LLC	\$ 3,133	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
21	EAGLE VENTURE CAPITAL LLC	\$ 21,175	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
22	EAGLE VENTURE CAPITAL LLC	\$ 13,463	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
23	EAGLE VENTURE CAPITAL LLC	\$ 12,681	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
24	EAGLE VENTURE CAPITAL LLC	\$ 4,174	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	EAGLE VENTURE CAPITAL LLC	\$ 100	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
26	EAGLE VENTURE CAPITAL LLC	\$ 19,806	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
27	EAGLE VENTURE CAPITAL LLC	\$ 17,448	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
28	EAGLE VENTURE CAPITAL LLC	\$ 2,873	Person <input type="checkbox"/>
	155 LAKE STREET EAST SUITE 2000		Payroll <input type="checkbox"/>
	WAYZATA, MN 55391		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
29	RYAN B PADDOCK	\$ 2,170	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
30	RYAN B PADDOCK	\$ 3,314	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>31</u>	RYAN B PADDOCK	\$ 2,125	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>32</u>	RYAN B PADDOCK	\$ 278	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>33</u>	DARALYN C MARAS	\$ 2,170	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>34</u>	DARALYN C MARAS	\$ 3,314	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>35</u>	DARALYN C MARAS	\$ 2,125	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
<u>36</u>	DARALYN C MARAS	\$ 278	Person <input type="checkbox"/>
	4350 BAKER ROAD SUITE 220		Payroll <input type="checkbox"/>
	MINNETONKA, MN 55343		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	151 SHARES OF APPLE INC STOCK	<u>\$ 26,368</u>	<u>2018-11-29</u>
<u>2</u>	417 SHARES OF ABBVIE INC STOCK	<u>\$ 35,962</u>	<u>2018-11-29</u>
<u>3</u>	26 SHARES OF AMAZON INC STOCK	<u>\$ 41,115</u>	<u>2018-11-29</u>
<u>4</u>	78 SHARES OF ANTHEM INC STOCK	<u>\$ 21,944</u>	<u>2018-11-29</u>
<u>5</u>	178 SHARES OF ADVANSIX INC COM STOCK	<u>\$ 4,790</u>	<u>2018-11-29</u>
<u>6</u>	924 SHARES OF THE BOEING COMPANY STOCK	<u>\$ 292,317</u>	<u>2018-11-29</u>
<u>7</u>	7672 SHARES OF BANK OF AMERICA CORPORATION STOCK	<u>\$ 211,440</u>	<u>2018-11-29</u>
<u>8</u>	572 SHARES OF CATERPILLAR INC STOCK	<u>\$ 71,386</u>	<u>2018-11-29</u>
<u>9</u>	1998 SHARES OF CISCO SYSTEMS INC STOCK	<u>\$ 91,049</u>	<u>2018-11-29</u>
<u>10</u>	1382 SHARES OF ERA GROUP, INC STOCK	<u>\$ 14,981</u>	<u>2018-11-29</u>

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>11</u>	504 SHARES OF ETSY, INC STOCK	<u>\$ 24,308</u>	<u>2018-11-29</u>
<u>12</u>	202 SHARES OF H C A HOLDINGS INC STOCK	<u>\$ 27,373</u>	<u>2018-11-29</u>
<u>13</u>	1503 SHARES OF HOME DEPOT INC STOCK	<u>\$ 255,239</u>	<u>2018-11-29</u>
<u>14</u>	2153 SHARES OF HP INC STOCK	<u>\$ 49,110</u>	<u>2018-11-29</u>
<u>15</u>	406 SHARES OF IDEXX LABS INC STOCK	<u>\$ 79,860</u>	<u>2018-11-29</u>
<u>16</u>	374 SHARES OF INTEL CORP STOCK	<u>\$ 17,746</u>	<u>2018-11-29</u>
<u>17</u>	650 SHARES OF INTUIT STOCK	<u>\$ 130,923</u>	<u>2018-11-29</u>
<u>18</u>	1553 SHARES OF JP MORGAN CHASE & CO STOCK	<u>\$ 169,681</u>	<u>2018-11-29</u>
<u>19</u>	1094 SHARES OF KRATON PERFORMANCE POLYMERS INC STOCK	<u>\$ 28,039</u>	<u>2018-11-29</u>
<u>20</u>	113 SHARES OF LYONDELLBASELL INDUSTRIES NV STOCK	<u>\$ 10,407</u>	<u>2018-11-29</u>

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>21</u>	128 SHARES OF METTLER-TOLEDO INTL INC STOCK	<u>\$ 77,400</u>	<u>2018-11-29</u>
<u>22</u>	2385 SHARES OF MICRON TECHNOLOGY INC STOCK	<u>\$ 87,219</u>	<u>2018-11-29</u>
<u>23</u>	1461 SHARES OF NUTRI/SYSTEM INC STOCK	<u>\$ 52,523</u>	<u>2018-11-29</u>
<u>24</u>	173 SHARES OF ROYAL CARIBBEAN CRUISES LTD STOCK	<u>\$ 19,283</u>	<u>2018-11-29</u>
<u>25</u>	8 SHARES OF THE RMR GROUP INC STOCK	<u>\$ 508</u>	<u>2018-11-29</u>
<u>26</u>	3290 SHARES OF ISTAR FINANCIAL INC STOCK	<u>\$ 34,381</u>	<u>2018-11-29</u>
<u>27</u>	400 SHARES OF UNITED HEALTH GROUP INC STOCK	<u>\$ 106,464</u>	<u>2018-11-29</u>
<u>28</u>	144 SHARES OF VISA INC-CLASS A SHRS STOCK	<u>\$ 19,575</u>	<u>2018-11-29</u>
<u>29</u>	241 SHARES OF NETFLIX COM INC STOCK	<u>\$ 68,740</u>	<u>2018-12-07</u>
<u>30</u>	279 SHARES OF NVIDIA CORP STOCK	<u>\$ 45,329</u>	<u>2018-12-07</u>

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>31</u>	111 SHARES OF CONSTELLATION BRANDS STOCK	<u>\$ 21,567</u>	<u>2018-12-07</u>
<u>32</u>	12 SHARES OF ADOBE SYSTEMS INC STOCK	<u>\$ 2,998</u>	<u>2018-12-07</u>
<u>33</u>	241 SHARES OF NETFLIX COM INC STOCK	<u>\$ 68,740</u>	<u>2018-12-07</u>
<u>34</u>	279 SHARES OF NVIDIA CORP STOCK	<u>\$ 45,329</u>	<u>2018-12-07</u>
<u>35</u>	111 SHARES OF CONSTELLATION BRANDS STOCK	<u>\$ 21,567</u>	<u>2018-12-07</u>
<u>36</u>	12 SHARES OF ADOBE SYSTEMS INC STOCK	<u>\$ 2,998</u>	<u>2018-12-07</u>