

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

Name of foundation LOTHENBACH FAMILY FOUNDATION		A Employer identification number 81-4309433	
Number and street (or P.O. box number if mail is not delivered to street address) 328 BARRY AVE SOUTH NO 100		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WAYZATA, MN 55391		B Telephone number (see instructions) (952) 903-4400	
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) \$ 10,174,913		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	39,779	39,779		
	4 Dividends and interest from securities	202,790	202,444		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	15,775			
	b Gross sales price for all assets on line 6a 5,555,242				
	7 Capital gain net income (from Part IV, line 2)		12,739		
	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)	80	80		
	12 Total. Add lines 1 through 11	258,424	255,042		
	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)	703	0		703
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	39,426	39,426		0
	17 Interest	17	17		0
	18 Taxes (attach schedule) (see instructions)	53,627	5,794		0
	19 Depreciation (attach schedule) and depletion	1,942	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15,485	15,485		0
	24 Total operating and administrative expenses. Add lines 13 through 23	111,200	60,722		703
	25 Contributions, gifts, grants paid	482,460			482,460
	26 Total expenses and disbursements. Add lines 24 and 25	593,660	60,722		483,163
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-335,236			
b Net investment income (if negative, enter -0-)			194,320		
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	571,242		
	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)	7,355,072	6,204,564	6,204,564
	c	Investments—corporate bonds (attach schedule)	985,170	899,263	899,263
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,610,650	3,063,039	3,063,039
	14	Land, buildings, and equipment basis ▶ _____ 9,989 Less accumulated depreciation (attach schedule) ▶ 1,942	0	8,047	8,047
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,522,134	10,174,913	10,174,913	
Liabilities	17	Accounts payable and accrued expenses		9,585	
	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 ▶ _____)	10,000	10,000	
	23	Total liabilities (add lines 17 through 22)	10,000	19,585	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	11,512,134	10,155,328	
	30	Total net assets or fund balances (see instructions)	11,512,134	10,155,328	
31	Total liabilities and net assets/fund balances (see instructions) .	11,522,134	10,174,913		

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	11,512,134
2	Enter amount from Part I, line 27a	2	-335,236
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	11,176,898
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,021,570
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	10,155,328

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			
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 5,553,487		5,542,503	10,984
b 1,755			1,755
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			10,984
b			1,755
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	12,739
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	67,864	10,578,042	0 006416
2016	0	9,838,163	0 000000
2015			
2014			
2013			

2 Total of line 1, column (d)	2	0 006416
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 003208
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	11,017,389
5 Multiply line 4 by line 3	5	35,344
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,943
7 Add lines 5 and 6	7	37,287
8 Enter qualifying distributions from Part XII, line 4	8	483,163

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	1,943
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	1,943
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	1,943
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	24,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	17,700
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	41,700
8	Enter any penalty for underpayment of estimated tax. Check here ☒ 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	39,757
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 2,000 Refunded ▶	11	37,757

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). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	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 ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	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. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 ► THE FOUNDATION Telephone no ► (952) 903-4400			

Located at **►** 328 BARRY AVE SOUTH NO 100 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			
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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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. ☐	1b		No
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? ☐	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? ☐ 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).	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 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)

5a	During the year did the foundation pay or incur any amount to		Yes	No
(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.		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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	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			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
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?	☐ Yes ☒ 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
ROBERT J LOTHENBACH 328 BARRY AVE SOUTH SUITE 100 WAYZATA, MN 55391	TRUSTEE 0 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.

	Expenses
1	
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	
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	11,062,488
b	Average of monthly cash balances.	1b	122,679
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,185,167
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	11,185,167
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	167,778
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	11,017,389
6	Minimum investment return. Enter 5% of line 5.	6	550,869

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	550,869
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	1,943
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,943
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	548,926
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	548,926
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	548,926

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	483,163
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	483,163
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	1,943
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	481,220

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				548,926
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			430,336	
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 ▶ \$ 483,163				
a Applied to 2017, but not more than line 2a			430,336	
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.				52,827
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				496,099
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	0			
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.				

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	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)) ROBERT J LOTHEBACH	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. 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	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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

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

Form **990-PF** (2018)

Part XVII

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)	No
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1b(3)	No
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1b(4)	No
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1b(5)	No
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1b(6)	No
--------------	-----------

1c	No
----	----

value
ue

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

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

b If "Yes," complete the following schedule

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

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

Sign Here

2019-10-11

May the IRS discuss this return

Signature of officer or trustee _____ Date _____ Title _____

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	ASHLEY C REHN CPA		2019-10-11		P00965922
	Firm's name ▶ REDPATH AND COMPANY LTD				Firm's EIN ▶ 41-0975573
	Firm's address ▶ 4810 WHITE BEAR PARKWAY WHITE BEAR LAKE, MN 55110				Phone no (651) 426-7000

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>				
LITERACY MATTERS FOUNDATION 4311 UPTON AVE S SUITE 2 MINNEAPOLIS, MN 55410	NONE	PUBLIC CHARITY	GENERAL SUPPORT	400,000
PERMANENTLY DISABLED JOCKEYS FUND PO BOX 803 ELMHURST, IL 60126	NONE	PUBLIC CHARITY	HALL OF FAME SPONSORSHIP	4,960
CASA OF ORANGE COUNTY 1505 E 17TH STREET SUITE 214 SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000
Total ▶ 3a				482,460

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>				
NORTHSIDE BOXING CLUB 1704 NORTH 33RD AVE MINNEAPOLIS, MN 554122440	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000
GROVES ACADEMY 3200 HIGHWAY 100 SOUTH ST LOUIS PARK, MN 55416	NONE	PUBLIC CHARITY	TO HELP WITH THE COST OF EDUCATING CHILDREN	2,500
TEXAS MEDICAL INSTITUTE OF TECHNOLOGY INC 305 N HEATHERWILDE BLVD NO 440 PFLUGERVILLE, TX 78660	NONE	PUBLIC CHARITY	AED CARE CASE MED TAC PROJECT	5,000
Total ▶ 3a				482,460

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: LOTHENBACH FAMILY FOUNDATION

EIN: 81-4309433

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GRANT SOFTWARE	2018-05-31	9,989		SL	3 000000000000	1,942	0		

TY 2018 Investments Corporate Bonds Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY NTS B/E	104,640	104,640
J P MORGAN CHASE & CO NTS B/E	62,062	62,062
MARSH & MCLENNAN COS INC	35,792	35,792
BERKSHIRE HATHAWAY INC	31,077	31,077
VERIZON COMMUNICATIONS	59,999	59,999
CIGNA CORP B/E	102,535	102,535
HEWLETT PACKARD ENTERPRI	61,479	61,479
ALLSTATE CORP B/E	60,008	60,008
GILEAD SCIENCES INC NTS	58,381	58,381
CAMDEN PPTY TR B/E	62,366	62,366
BK OF AMER CORP MED TERM NTS	60,932	60,932
BIOGEN INC NTS B/E	100,737	100,737
AT&T INC B/E	99,255	99,255

TY 2018 Investments Corporate Stock Schedule

Name: LOTHENBACH FAMILY FOUNDATION
EIN: 81-4309433

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC IRELAND CL A	34,124	34,124
ADOBE SYSTEMS INC	58,596	58,596
ALPHABET INC CL A	98,226	98,226
AMERICAN TOWER CORP REIT	51,095	51,095
AMERIPRISE FINANCIAL INC	15,969	15,969
COMCAST CORP NEW CL A	28,125	28,125
DANAHER CORP	47,332	47,332
ECOLAB INC	44,205	44,205
FACEBOOK INC CL A	18,746	18,746
HOME DEPOT INC	35,051	35,051
HONEYWELL INTL INC	45,449	45,449
INTERCONTINENTALEXCHANGE GROUP	22,524	22,524
LAUDER ESTEE COS CL A	16,263	16,263
LOWES COMPANIES INC	31,587	31,587
MEDTRONIC	33,655	33,655
MONDELEZ INTL INC	35,387	35,387
O REILLY AUTOMOTIVE INC	40,975	40,975
RED HAT INC	84,658	84,658
ROCKWELL AUTOMATION INC NEW	17,907	17,907
THERMO FISHER SCIENTIFIC INC	55,948	55,948
TJX COS INC NEW	24,607	24,607
UNITEDHEALTH GROUP INC	71,248	71,248
UNTD TECHNOLOGIES CORP	25,662	25,662
VISA INC CL A	77,845	77,845
WALT DISNEY CO (HOLDING CO) DISNEY COM	60,308	60,308
ACCENTURE PLC IRELAND CL A	43,149	43,149
BLACKROCK INC	21,212	21,212
CHEVRON CORP	44,930	44,930
COCA COLA CO COM	47,019	47,019
COMCAST CORP NEW CL A	31,769	31,769

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CRANE CO	25,840	25,840
DIAGEO PLC NEW GB SPON ADR	29,636	29,636
HOME DEPOT INC	45,876	45,876
INTEL CORP	60,258	60,258
JOHNSON & JOHNSON COM	59,750	59,750
LOCKHEED MARTIN CORP	39,538	39,538
MARSH & MCLENNAN COS INC	31,820	31,820
MCDONALDS CORP	41,019	41,019
MEDTRONIC PLC	41,205	41,205
MICROSOFT CORP	86,436	86,436
NEXTERA ENERGY INC COM	35,112	35,112
NOVARTIS AG SPON ADR	30,977	30,977
REPUBLIC SERVICES INC	26,457	26,457
ROCKWELL AUTOMOTIVE INC NEW	19,863	19,863
SUNCOR ENERGY INC NEW CAD	23,914	23,914
TEXAS INSTRUMENTS	33,264	33,264
UNION PACIFIC COP	34,696	34,696
UNTD TECHNOLOGIES CORP	25,555	25,555
VF CORP	19,476	19,476
VANGUARD DIVID APPRECIATION ETF	112,643	112,643
ISHARES CORE S&P SMALL-CAP ETF	364,623	364,623
ISHARES S&P 100 ETF	613,415	613,415
ISHARES MSC I CHINA ETF	159,912	159,912
ISHARES MSCI EUROZONE ETF	70,646	70,646
ISHARES MSCI EUROPE ETF	70,674	70,674
ISHARES MSCI INDIA ETF	115,390	115,390
ISHARES CORE MSCI EMERGING MARKETS ETF	387,667	387,667
VANGUARD VALUE ETF	146,141	146,141
VANGUARD LARGE-CAP ETF	229,375	229,375
VANGUARD MID-CAP ETF	509,210	509,210

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD GROWTH ETF	120,360	120,360
VANGUARD TOTAL WORLD STK ETF	177,266	177,266
HARTFORD SCHRODERS EMERGING EQUITY FUND CLASS 1	451,954	451,954
ISHARES INC ISHARES ESG MSCI EM ETF	222,935	222,935
ISHARES TRUST ISHARES ESG MSCI EAFE ETF	222,362	222,362
JOHN HANCOCK MULTI-FACTOR MID CAP ETF	255,728	255,728

TY 2018 Investments - Other Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AVENUE AVIATION OPP	FMV	164,384	164,384
CANYON DISTRESSED OPPORTUNITY FUND II (CAYMEN) LP	FMV	306,584	306,584
ALPHAKEYS RENAISS INST EQUIT II LLC B A/O 11/30/17	FMV	608,676	608,676
ALPHAKEYS MILLENNIUM OFFSHORE FUND LTD SER 1	FMV	488,117	488,117
NINETEEN77 GLOBAL MULTI-STRATEGY ALPHA II LTD WMGA A/O 11/30/17	FMV	127,379	127,379
NINETEEN77 MERGER ARBITRAGE LTD	FMV	533,534	533,534
WHITEBOX MULTI-STRATEGY FUND LTD A/O 11/30/17	FMV	532,164	532,164
BLACKRPCL STRATEGIC MUNICIPAL OPPORTUNITIES FUND CLASS	FMV	127,638	127,638
EATON VANCE FLTNG RT & HIGH INCOME FD I	FMV	174,563	174,563

**TY 2018 Land, Etc.
Schedule****Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
GRANT SOFTWARE	9,989	1,942	8,047	8,047

TY 2018 Legal Fees Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	703	0		703

TY 2018 Other Decreases Schedule

Name: LOTHENBACH FAMILY FOUNDATION
EIN: 81-4309433

Description	Amount
CHANGE IN UNREALIZED GAIN/(LOSS)	1,021,570

TY 2018 Other Expenses Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	14	14		0
FROM K-1 ALPHAKEYS RENAISSANCE INSTITUTIONAL EQUITY FUND II LLC SERIES B	15,471	15,471		0

TY 2018 Other Income Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 ALPHAKEYS RENAISSANCE INSTITUTIONAL EQUITY FUND II LLC	80	80	80

TY 2018 Other Liabilities Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO ROBERT J. LOTHENBACH	10,000	10,000

TY 2018 Other Professional Fees Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER FEES	37,498	37,498		0
FROM K-1 ALPHAKEYS RENAISSANCE INSTITUTIONAL EQUITY FUND II LLC SERIES B	1,928	1,928		0

TY 2018 Taxes Schedule**Name:** LOTHENBACH FAMILY FOUNDATION**EIN:** 81-4309433

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX EXPENSE	47,833	0		0
FOREIGN TAX PAID	5,794	5,794		0