

For calendar year 2018, or tax year beginning 10-01-2018, and ending 09-30-2019

Name of foundation THE PHILEONA FOUNDATION		A Employer identification number 41-1763225	
Number and street (or P.O. box number if mail is not delivered to street address) 2950 DEAN PARKWAY NO 2501		Room/suite	B Telephone number (see instructions) (612) 331-8493
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55416		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 24,011,840	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				
	4 Dividends and interest from securities	545,358	515,738		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	244,738			
	b Gross sales price for all assets on line 6a _____ 3,091,470				
	7 Capital gain net income (from Part IV, line 2)		244,738		
	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)	3,150,879	18,059		
	12 Total. Add lines 1 through 11	3,940,975	778,535		
	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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,250	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	21,394	21,369		25
	24 Total operating and administrative expenses. Add lines 13 through 23	36,644	21,369		25
	25 Contributions, gifts, grants paid	924,220			924,220
	26 Total expenses and disbursements. Add lines 24 and 25	960,864	21,369		924,245
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,980,111			
	b Net investment income (if negative, enter -0-)		757,166		
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	76,984	905,537	905,537
	2	Savings and temporary cash investments			
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	20,190,020	22,341,578	23,105,803
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	500	500	500	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,267,504	23,247,615	24,011,840	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	20,274,535	23,254,646	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-7,031	-7,031	
30	Total net assets or fund balances (see instructions)	20,267,504	23,247,615		
31	Total liabilities and net assets/fund balances (see instructions) .	20,267,504	23,247,615		

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	20,267,504
2	Enter amount from Part I, line 27a	2	2,980,111
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	23,247,615
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	23,247,615

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	244,738
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	666,708	21,138,915	0 031539
2016	1,235,887	21,708,033	0 056932
2015	1,105,601	22,756,888	0 048583
2014	889,256	24,204,151	0 036740
2013	575,075	22,136,471	0 025979
2 Total of line 1, column (d)			2 0 199773
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 039955
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 22,077,588
5 Multiply line 4 by line 3			5 882,110
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,572
7 Add lines 5 and 6			7 889,682
8 Enter qualifying distributions from Part XII, line 4			8 924,245

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	7,572
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	7,572
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	7,572
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	3,296
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,500
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	9,796
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	128
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	2,096
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 2,096 Refunded ☐	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). <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 ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>MD MILLER</u> Telephone no ▶ <u>(612) 331-8493</u>			

Located at ▶ 2950 DEAN PARKWAY SUITE 2501 MINNEAPOLIS MNZIP+4 ▶ 55416

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.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. ☐	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?	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 ▶ 2017, 2016, 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	Yes
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
See Additional Data Table				
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	21,629,503
b	Average of monthly cash balances.	1b	784,292
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,413,795
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	22,413,795
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	336,207
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,077,588
6	Minimum investment return. Enter 5% of line 5.	6	1,103,879

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

1	Minimum investment return from Part X, line 6.	1	1,103,879
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	7,572
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,572
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,096,307
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,096,307
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,096,307

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	924,245
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	924,245
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	7,572
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	916,673

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				1,096,307
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			1,044,992	
b Total for prior years 2016, 20____, 20____		311,066		
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 ▶ \$ 924,245				
a Applied to 2017, but not more than line 2a			924,245	
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.				0
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		311,066		
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		311,066		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			120,747	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,096,307
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)) See Additional Data Table	
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

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	
Enter gross amounts unless otherwise indicated				
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. . . .				
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				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a MADOFF FRAUD COMPENSATION		01	3,121,698	
b TAX REFUND		01	11,122	
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). .				
13 Total. Add line 12, columns (b), (d), and (e).				
(See worksheet in line 13 instructions to verify calculations)				

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2020-08-14	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.) ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	MATTHEW T BROWN		2020-08-14		P01236249
	Firm's name ▶ LURIE LLP				Firm's EIN ▶ 41-0721734
	Firm's address ▶ 2501 WAYZATA BOULEVARD MINNEAPOLIS, MN 55405				Phone no (612) 377-4404

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 AMERICAN EXPRESS 2 125	P		2019-03-18
1 CONGRESSIONAL BA 2 85%	P		2019-07-16
DISCOVER BANK 1 65%	P		2019-05-02
GOLDMAN SACHS BAN 1 6	P		2019-04-04
HATTERAS CORE ATL TEI INSTITUTIONAL FUND	P		2019-04-01
HATTERAS CORE ATL TEI INSTITUTIONAL FUND	P		2019-01-02
HATTERAS CORE ATL TEI INSTITUTIONAL FUND	P		2019-07-01
HATTERAS CORE ATL TEI INSTITUTIONAL FUND	P		2018-10-01
MERCK & CO , INC 5%	P		2018-12-13
NC TPK AUH TRI EXPW 5	P		2019-01-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,000		100,279	-279
200,000		200,025	-25
239,975		240,025	-50
150,000		150,025	-25
18,591		19,551	-960
18,849		19,858	-1,009
16,901		16,882	19
18,838		18,621	217
202,382		207,325	-4,943
200,000		209,669	-9,669

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-279
			-25
			-50
			-25
			-960
			-1,009
			19
			217
			-4,943
			-9,669

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
CIBC BANK USA 1 25		P		2018-11-05
1	SAN ANTONIO TX 1 234	P		2019-05-05
WELLS FARGO & CO 2 25		P		2019-09-30
WESTWOOD INCOME OPPTY FD INST		P		2019-02-21
SCH TREAS OBLIGATION MMF INVESTOR SHARES		P		2018-10-04
CAPITAL GAINS DIVIDENDS		P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
150,000		149,800	200
185,000		184,083	917
200,000		200,025	-25
357,721		230,564	127,157
900,000		900,000	0
133,213			133,213

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			200
			917
			-25
			127,157
			0
			133,213

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MD MILLER 2950 DEAN PARKWAY MINNEAPOLIS, MN 55416	CHAIRMAN 1 00	0	0	0
MJ MILLER 2950 DEAN PARKWAY MINNEAPOLIS, MN 55416				
DJ MILLER 2950 DEAN PARKWAY MINNEAPOLIS, MN 55416	DIRECTOR 1 00	0	0	0
SL MILLER 2950 DEAN PARKWAY MINNEAPOLIS, MN 55416				
T SLEDD 2950 DEAN PARKWAY MINNEAPOLIS, MN 55416	DIRECTOR 1 00	0	0	0
SD MILLER 2950 DEAN PARKWAY MINNEAPOLIS, MN 55416				

Form 990PF Part XV Line 1a - 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).

MD MILLER
DJ MILLER
SL MILLER
SD MILLER

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>				
ACHIEVE MINNEAPOLIS 111 3RD AVE S STE 5 MINNEAPOLIS, MN 55401	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	8,235
AMERICAN ASSOCIATION OF THE NATIONAL THEATER 268 WEST 44TH ST 4TH FLOOR NEW YORK, NY 10036	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
ANIMAL FOLKS 1043 GRAND AVENUE 115 ST PAUL, MN 55105	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
Total ▶ 3a				924,220

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>				
ANN BANCROFT FOUNDATION 211 N 1ST STREET 480 MINNEAPOLIS, MN 55401	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	5,500
BLYTHEDALE CHILDREN'S HOSPITAL 95 BRADHURST AVE VALHALLA, NY 10595	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	250
BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET 8TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
Total ▶ 3a				924,220

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>				
BROOKLYN YOUTH SPORTS CLUB INC 9 WYCKOFF ST 1 BROOKLYN, NY 11201	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	500
CHILDREN'S FOUNDATION 2049 CENTURY PARK E LOS ANGELES, CA 90067	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	20,000
CHILDREN'S THEATER COMPANY AND SCHOOL 2400 3RD AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
Total ▶ 3a				924,220

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>				
CORAL RESTORATION FOUNDATION 5 SEAGATE BLVD KEY LARGO, FL 33037	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	10,000
CORNELIA DE LANGE SYNDROME FOUNDATION INC 30 TOWER LANE 400 AVON, CT 06001	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	250
DORCAS INTERNATIONAL INSTITUTE OF RHODE ISLAND INC 645 ELMWOOD AVE PROVIDENCE, RI 02907	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,250
Total ▶ 3a				924,220

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>				
EUGENE O'NEILL MEMORIAL THEATER CENTER INC 305 GREAT NECK RD WATERFORD, CT 06385	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	500
FRACTURED ATLAS INC 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
FRESH ENERGY408 ST PETER STE 220 ST PAUL, MN 55102	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,000
Total ▶ 3a				924,220

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>				
GIRAFFE CONSERVATION FOUNDATION USA PO BOX 24246 CLEVELAND, OH 44124	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	20,000
GIVE KIDS THE WORLD INC 210 SOUTH BASS ROAD KISSIMMEE, FL 34746	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	500
GREYWOLF PRESS 250 THIRD AVENUE NORTH SUITE 600 MINNEAPOLIS, MN 55401	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,000
Total ▶ 3a				924,220

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>				
GUTHRIE THEATER FOUNDATION 818 2ND ST S MINNEAPOLIS, MN 55415	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	35,000
HENNEPIN THEATRE TRUST 615 HENNEPIN AVE MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
JEWISH FAMILY AND CHILDRENS SERVICE OF MPLS 13100 WAYZATA BLVD STE 200 MINNEAPOLIS, MN 55305	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	3,000
Total ▶ 3a				924,220

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>				
LEUKEMIA SOCIETY 1711 BROADWAY ST NE MINNEAPOLIS, MN 55413	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
MACPHAIL CENTER FOR MUSIC 501 S 2ND ST MINNEAPOLIS, MN 55401	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
MIDWAY CONTEMPORARY ART 527 SE 2ND AVE MINNEAPOLIS, MN 55414	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	7,400
Total ► 3a				924,220

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>				
MINNEAPOLIS COLLEGE OF ART & DESIGN 2501 STEVENS AVE MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,500
MINNEAPOLIS FOUNDATION 80 S 8TH STREET MINNEAPOLIS, MN 55402	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	100,000
MINNEAPOLIS JEWISH FEDERATION 13100 WAYZATA BLVD STE 200 MINNEAPOLIS, MN 55305	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	200,000
Total ▶ 3a				924,220

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>				
MINNESOTA ORCHESTRAL ASSOCIATION 1111 NICOLLET MALL MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
MINNESOTA PUBLIC RADIO 480 CEDAR ST ST PAUL, MN 55101	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
MISSION ANIMAL HOSPITAL 10100 VIKING DR STE 150 EDEN PRAIRIE, MN 55344	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	209,500
Total ▶ 3a				924,220

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>				
NATIONAL SPORTS CENTER FOUNDATION 1700 105TH AVENUE NE BLAINE, MN 55449	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	5,000
NEW YORK THEATRE WORKSHOP INC 79 EAST 4TH STREET NEW YORK, NY 10003	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
PAB'S PACKS 811 GLENWOOD AVENUE 370 MINNEAPOLIS, MN 55405	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
Total ► 3a				924,220

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>				
PIPELINE THEATER COMPANY PO BOX 30156 NEW YORK, NY 10011	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
PLANNED PARENTHOOD 123 WILLIAM STREET 10TH FLOOR NEW YORK, NY 10038	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	10,000
PROJECT SUCCESS 1 GROVELAND TERRACE 300 MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
Total ► 3a				924,220

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>				
REFUGEE & IMMIGRANT CENTER FOR EDUCATION & LEGAL SERVICES 5121 CRESTWAY DRIVE 105 SAN ANTONIO, TX 78239	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,500
RHODE ISLAND PUBLIC RADIO ONE UNION STATION PROVIDENCE, RI 02903	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
SEA TURTLE OVERSIGHT PROTECTION 3104 NE 9TH STREET FORT LAUDERDALE, FL 33304	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	20,000
Total ▶ 3a				924,220

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>				
SECOND STAGES THEATER 305 W 43RD ST NEW YORK, NY 10036	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
SING FOR HOPE 575 EIGHT AVE STE 1812 NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	31,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	20,000
Total ► 3a				924,220

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>				
TEMPLE ISRAEL2324 EMERSON AVE S MINNEAPOLIS, MN 55405	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	41,000
THE JUNGLE THEATER 2951 LYNDALE AVENUE SOUTH MINNEAPOLIS, MN 55408	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,500
THE PINK AGENDA 60 EAST 56TH STREET 8TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
Total ► 3a				924,220

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 PLAYWRIGHT'S CENTER INC 2301 FRANKLIN AVE E MINNEAPOLIS, MN 55406	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	2,500
THE PUBLIC THEATER425 LAFAYETTE ST NEW YORK, NY 10003	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	4,000
THE ROBERT W WILSON MCC THEATER SPACE 511 W 52ND ST NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	20,000
Total ▶ 3a				924,220

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>				
THEATER LATTE DA 345 13TH AVENUE NE MINNEAPOLIS, MN 55413	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	6,000
TRADEMARK THEATER 2285 UNIVERSITY AVENUE WEST NO 451 SAINT PAUL, MN 55114	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
UNIVERISTY OF CALIFORNIA IRVINE FOUNDATION 100 THEORY SUITE 250 IRVINE, CA 92617	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	5,000
Total ▶ 3a				924,220

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>				
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK ST SE STE 300 MINNEAPOLIS, MN 55455	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	63,835
UNIVERSITY OF OXFORD OXFORD OX1 2JD OXFORD, ENGLAND UK	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	10,000
WALKER ART CENTER 1750 HENNEPIN AVE MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	5,250
Total ▶ 3a				924,220

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>				
WALLIN EDUCATION PARTNERS 5200 WILSON ROAD MINNEAPOLIS, MN 55424	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	5,750
WOMEN DIVERS HALL OF FAME INC 503 VIA FLORIDA SAN CLEMENTE, CA 92672	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	15,000
WORLDWIDE ORPHANS FOUNDATION 3 VOSE AVE SOUTH ORANGE, NJ 07079	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	1,000
Total ► 3a				924,220

TY 2018 Investments - Other Schedule

Name: THE PHILEONA FOUNDATION

EIN: 41-1763225

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SCHWAB	AT COST	22,341,578	23,105,803

TY 2018 Other Assets Schedule

Name: THE PHILEONA FOUNDATION

EIN: 41-1763225

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM DAVID MILLER	500	500	500

TY 2018 Other Expenses Schedule

Name: THE PHILEONA FOUNDATION

EIN: 41-1763225

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MN FILING FEE	25	0		25
INVESTMENT FEES	13,429	13,429		0
PORTFOLIO DEDUCTION - K-1 - HATTERAS FUND	3,064	3,064		0
BOND AMORTIZATION	4,876	4,876		0

TY 2018 Other Income Schedule**Name:** THE PHILEONA FOUNDATION**EIN:** 41-1763225**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 - HATTERAS MULTI-STRATEGY FUND	18,059	18,059	18,059
MADOFF FRAUD COMPENSATION	3,121,698		3,121,698
TAX REFUND	11,122		11,122

TY 2018 Taxes Schedule**Name:** THE PHILEONA FOUNDATION**EIN:** 41-1763225

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PAID	15,250	0		0