

Form **990-PF****Return of Private Foundation**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

- or Section 4947(a)(1) Trust Treated as Private Foundation
- Do not enter social security numbers on this form as it may be made public.
- Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

1912

**2019**

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

|                                                                                                                                                                                                                                                     |                                                                    |                                                                                                                                                                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>SPELL FAMILY FOUNDATION C/O WILLIAM SPELL</b>                                                                                                                                                                              |                                                                    | A Employer identification number<br>41-1788155                                                                                                                              |
| Number and street (or P O box number if mail is not delivered to street address)                                                                                                                                                                    | Room/suite                                                         | B Telephone number (see instructions)                                                                                                                                       |
| 222 SOUTH NINTH STREET                                                                                                                                                                                                                              | 2800                                                               | (612) 371-9650                                                                                                                                                              |
| City or town, state or province, country, and ZIP or foreign postal code<br>MINNEAPOLIS, MN 55402                                                                                                                                                   |                                                                    | C If exemption application is pending, check here. <input type="checkbox"/> 6                                                                                               |
| G Check all that apply                                                                                                                                                                                                                              |                                                                    | D 1 Foreign organizations, check here. <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> Initial return                                                                                                                                                                                                             | <input type="checkbox"/> Initial return of a former public charity | E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>                                                              |
| <input type="checkbox"/> Final return                                                                                                                                                                                                               | <input type="checkbox"/> Amended return                            | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>                                                           |
| <input type="checkbox"/> Address change                                                                                                                                                                                                             | <input type="checkbox"/> Name change                               |                                                                                                                                                                             |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation 04 |                                                                    |                                                                                                                                                                             |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,317,682.                                                                                                                                                     |                                                                    |                                                                                                                                                                             |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____                                                                                                     |                                                                    |                                                                                                                                                                             |
| (Part I, column (d), must be on cash basis)                                                                                                                                                                                                         |                                                                    |                                                                                                                                                                             |

| 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) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule)                                                                                                   |  | 220,734.                           |                           |                         |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.                                                                               |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments.                                                                                                              |  |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                                           |  | 95,085.                            | 95,085.                   |                         |                                                             |
| 5a Gross rents                                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                                           |  | 145,669.                           |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                                      |  | 482,386.                           |                           |                         |                                                             |
| 7 Capital gain net income from Part IV, line 2)                                                                                                                    |  |                                    | 145,668.                  |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                                      |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                                             |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                                        |  |                                    |                           |                         |                                                             |
| b Less cost of goods sold                                                                                                                                          |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                                                                                         |  |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule) ATCH. 1                                                                                                                          |  | -16,043.                           | 14,499.                   |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                   |  | 445,445.                           | 255,252.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                                             |  | 0.                                 |                           |                         |                                                             |
| 14 Other employee salaries and wages                                                                                                                               |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                                |  |                                    |                           |                         |                                                             |
| 16a Legal fees (attach schedule)                                                                                                                                   |  |                                    |                           |                         |                                                             |
| b Accounting fees (attach schedule)                                                                                                                                |  |                                    |                           |                         |                                                             |
| c Other professional fees (attach schedule)                                                                                                                        |  |                                    |                           |                         |                                                             |
| 17 Interest. ATCH. 2.                                                                                                                                              |  | 6,765.                             | 6,765.                    |                         |                                                             |
| 18 Taxes (attach schedule) (see instructions) [3]                                                                                                                  |  | 1,284.                             | 1,284.                    |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion.                                                                                                                   |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                                       |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                                               |  |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule) ATCH. 4.                                                                                                                       |  | 3,160.                             | 695.                      |                         |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23.                                                                                           |  | 11,209.                            | 8,744.                    |                         |                                                             |
| 25 Contributions, gifts, grants paid                                                                                                                               |  | 283,350.                           |                           |                         | 283,350.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                           |  | 294,559.                           | 8,744.                    |                         | 283,350.                                                    |
| 27 Subtract line 26 from line 12                                                                                                                                   |  | 150,886.                           |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                |  |                                    | 246,508.                  |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                   |  |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                     |  |                                    |                           |                         |                                                             |

| Part II Balance Sheets      |                                                                                                                                   | Beginning of year<br>(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 . . . . .                                                                                | 410,674.                            | 16,196.        | 16,196.               |
|                             | 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 . . . . . ATCH 5                                                                          |                                     | 3,800.         | 3,800.                |
|                             | 10a Investments - U S and state government obligations (attach schedule) . .                                                      |                                     |                |                       |
|                             | b Investments - corporate stock (attach schedule) ATCH 6                                                                          | 2,783,266.                          | 3,295,699.     | 4,239,445.            |
|                             | c Investments - corporate bonds (attach schedule) . . . . .                                                                       |                                     |                |                       |
| Liabilities                 | 11 Investments - land, buildings, and equipment basis ▶                                                                           |                                     |                |                       |
|                             | Less accumulated depreciation (attach schedule) ▶                                                                                 |                                     |                |                       |
|                             | 12 Investments - mortgage loans . . . . . ATCH 7                                                                                  |                                     |                |                       |
|                             | 13 Investments - other (attach schedule) . . . . . ATCH 7                                                                         | 58,241.                             | 58,241.        | 58,241.               |
|                             | 14 Land, buildings, and equipment basis ▶                                                                                         |                                     |                |                       |
|                             | Less accumulated depreciation (attach schedule) ▶                                                                                 |                                     |                |                       |
|                             | 15 Other assets (describe ▶ )                                                                                                     |                                     |                |                       |
|                             | 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                         | 3,252,181.                          | 3,373,936.     | 4,317,682.            |
|                             | 17 Accounts payable and accrued expenses . . . . .                                                                                | 33.                                 | 178.           |                       |
|                             | 18 Grants payable . . . . .                                                                                                       |                                     |                |                       |
| Net Assets or Fund Balances | 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) . . . . .                                                                          | 33.                                 | 178.           |                       |
|                             | Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>                                                       |                                     |                |                       |
|                             | 24 Net assets without donor restrictions . . . . .                                                                                |                                     |                |                       |
|                             | 25 Net assets with donor restrictions . . . . .                                                                                   |                                     |                |                       |
|                             | Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>                                     |                                     |                |                       |
|                             | and complete lines 26 through 30                                                                                                  |                                     |                |                       |
|                             | 26 Capital stock, trust principal, or current funds . . . . .                                                                     |                                     |                |                       |
|                             | 27 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                        |                                     |                |                       |
|                             | 28 Retained earnings, accumulated income, endowment, or other funds . .                                                           | 3,252,148.                          | 3,373,758.     |                       |
|                             | 29 Total net assets or fund balances (see instructions) . . . . .                                                                 | 3,252,148.                          | 3,373,758.     |                       |
|                             | 30 Total liabilities and net assets/fund balances (see instructions) . . . . .                                                    | 3,252,181.                          | 3,373,936.     |                       |

## 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 29 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 3,252,148. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 150,886.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |            |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 3,403,034. |
| 5 Decreases not included in line 2 (itemize) ▶ ATCH 8                                                                                                                  | 5 | 29,276.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29 . . . .                                                        | 6 | 3,373,758. |

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

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)                                                                        |                                            |                                                 | (b) How acquired<br>P - Purchase<br>D - Donation                                                | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1 a</b> SEE PART IV SCHEDULE                                                                                                                                                                                 |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                           | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g))                                                  |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                     |                                            |                                                 |                                                                                                 |                                      |                                  |
| (i) FMV as of 12/31/69                                                                                                                                                                                          | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                      |                                            |                                                 | <b>2</b>                                                                                        | 145,668.                             |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in<br>Part I, line 8 . . . . . |                                            |                                                 | <b>3</b>                                                                                        | 0.                                   |                                  |

**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 doesn't qualify under section 4940(e). Do not complete this part.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2018                                                                                                                                                                                                                                   | 172,688.                                 | 3,618,529.                                   | 0.047723                                                    |
| 2017                                                                                                                                                                                                                                   | 240,710.                                 | 3,387,729.                                   | 0.071053                                                    |
| 2016                                                                                                                                                                                                                                   | 292,437.                                 | 2,810,046.                                   | 0.104068                                                    |
| 2015                                                                                                                                                                                                                                   | 221,325.                                 | 2,636,242.                                   | 0.083955                                                    |
| 2014                                                                                                                                                                                                                                   | 241,147.                                 | 2,649,329.                                   | 0.091022                                                    |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                         |                                          |                                              | <b>2</b> 0.397821                                           |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . .                                   |                                          |                                              | <b>3</b> 0.079564                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5 . . . . .                                                                                                                                        |                                          |                                              | <b>4</b> 4,052,900.                                         |
| <b>5</b> Multiply line 4 by line 3. . . . .                                                                                                                                                                                            |                                          |                                              | <b>5</b> 322,465.                                           |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                           |                                          |                                              | <b>6</b> 2,465.                                             |
| <b>7</b> Add lines 5 and 6. . . . .                                                                                                                                                                                                    |                                          |                                              | <b>7</b> 324,930.                                           |
| <b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .<br>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<br>Part VI instructions |                                          |                                              | <b>8</b> 283,350.                                           |

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

|    |                                                                                                                                                                                                                                               |    |         |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    |         |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                                     | 1  | 4,930.  |
| 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  |         |
| 3  | Add lines 1 and 2 . . . . .                                                                                                                                                                                                                   | 3  | 4,930.  |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)                                                                                                                                  | 4  | 0.      |
| 5  | <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                       | 5  | 4,930.  |
| 6  | <b>Credits/Payments</b>                                                                                                                                                                                                                       |    |         |
| a  | 2019 estimated tax payments and 2018 overpayment credited to 2019 . . . . .                                                                                                                                                                   | 6a | 1,626.  |
| b  | Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                               | 6b |         |
| c  | Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                 | 6c | 10,000. |
| d  | Backup withholding erroneously withheld . . . . .                                                                                                                                                                                             | 6d |         |
| 7  | Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                 | 7  | 11,626. |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                            | 8  | 45.     |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                | 9  |         |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                    | 10 | 6,651.  |
| 11 | Enter the amount of line 10 to be <b>Credited to 2020 estimated tax</b> <input type="checkbox"/> 6,651. <b>Refunded</b> <input type="checkbox"/> <input type="checkbox"/>                                                                     | 11 |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                          | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                        |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . .<br>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 |     | X  |
| c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                                  |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                              |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                                 |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                 |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                 | X   |    |
| b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                                      | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by <i>General Instruction T</i>                                                                                                                                                                    |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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? . . . . .            | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                       | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> MN, <input type="checkbox"/>                                                                                                                                                                                               |     |    |
| 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 <i>General Instruction G</i> ? If "No," attach explanation . . . . .                                                                                                                          | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .                                                                                          |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                          |     | X  |

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

|                                                                                                                                                                                                        | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions . . . . .     |     | X  |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions. . . . .     |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                       | X   |    |
| Website address ▶ N/A                                                                                                                                                                                  |     |    |
| 14 The books are in care of ▶ WILLIAM SPELL Telephone no ▶ (612) 371-9650                                                                                                                              |     |    |
| Located at ▶ 222 S. 9TH ST. STE. 2800 MINNEAPOLIS, MN ZIP+4 ▶ 55402                                                                                                                                    |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . ▶ <input type="checkbox"/>                                                            |     |    |
| and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15                                                                                                         |     |    |
| 16 At any time during calendar year 2019, 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? . . . . . |     | X  |
| See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶                                                                      |     |    |

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes                                                                 | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| <b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                     |    |
| 1a During the year, did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . .                                                                                                                                                                                                                                                                             |                                                                     | X  |
| Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |    |
| 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 2019? . . . . .                                                                                                                                                                                                                                                                                                        |                                                                     | X  |
| <b>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))</b>                                                                                                                                                                                                                                                                                                                     |                                                                     |    |
| a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? . . . . .                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| If "Yes," list the years ▶                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                     |    |
| 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) . . . . .                                                                                                                                                                                       |                                                                     |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019) . . . . . |                                                                     |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .                                                                                                                                                                                                                                                                                                                                                                               |                                                                     | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019? . . . . .                                                                                                                                                                                                                                                              |                                                                     | X  |

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 9               |                                                           | 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. ▶

**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                                                        |                     | 0.               |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|                                                                                                                                                          | Expenses |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b> THE FOUNDATION DID NOT HAVE ANY DIRECT ACTIVE CONDUCT OF CHARITABLE ACTIVITIES. THE FOUNDATION DONATES FUNDS TO OTHER CHARITABLE ORGANIZATIONS. |          |
| <b>2</b>                                                                                                                                                 |          |
| <b>3</b>                                                                                                                                                 |          |
| <b>4</b>                                                                                                                                                 |          |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

|                                                        | Amount |
|--------------------------------------------------------|--------|
| <b>1</b> NONE                                          |        |
| <b>2</b> NONE                                          |        |
| All other program-related investments See instructions |        |
| <b>3</b> NONE                                          |        |

Total. Add lines 1 through 3 . . . . . ▶

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

|   |                                                                                                                     |    |            |
|---|---------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes          |    |            |
| a | Average monthly fair market value of securities . . . . .                                                           | 1a | 3,884,076. |
| b | Average of monthly cash balances . . . . .                                                                          | 1b | 172,302.   |
| c | Fair market value of all other assets (see instructions). . . . .                                                   | 1c | 58,241.    |
| d | <b>Total</b> (add lines 1a, b, and c) . . . . .                                                                     | 1d | 4,114,619. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . | 1e |            |
| 2 | Acquisition indebtedness applicable to line 1 assets . . . . .                                                      | 2  |            |
| 3 | Subtract line 2 from line 1d. . . . .                                                                               | 3  | 4,114,619. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions). . . . .  | 4  | 61,719.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4          | 5  | 4,052,900. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .                                                      | 6  | 202,645.   |

**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  | 202,645. |
| 2a | Tax on investment income for 2019 from Part VI, line 5 . . . . .                                                 | 2a | 4,930.   |
| b  | Income tax for 2019 (This does not include the tax from Part VI) . . . . .                                       | 2b |          |
| c  | Add lines 2a and 2b. . . . .                                                                                     | 2c | 4,930.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1. . . . .                                   | 3  | 197,715. |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                               | 4  |          |
| 5  | Add lines 3 and 4 . . . . .                                                                                      | 5  | 197,715. |
| 6  | Deduction from distributable amount (see instructions). . . . .                                                  | 6  |          |
| 7  | <b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 197,715. |

**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 | 283,350. |
| b | Program-related investments - total from Part IX-B. . . . .                                                                                                | 1b |          |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .                                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                                                        |    |          |
| a | Suitability test (prior IRS approval required) . . . . .                                                                                                   | 3a |          |
| b | Cash distribution test (attach the required schedule) . . . . .                                                                                            | 3b |          |
| 4 | <b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                            | 4  | 283,350. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions. . . . . | 5  | 0.       |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .                                                                            | 6  | 283,350. |

**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)<br>Corpus | (b)<br>Years prior to 2018 | (c)<br>2018 | (d)<br>2019 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2019 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 197,715.    |
| 2 Undistributed income, if any, as of the end of 2019                                                                                                                                |               |                            |             |             |
| a Enter amount for 2018 only. . . . .                                                                                                                                                |               |                            |             |             |
| b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u> . . . . .                                                                                                         |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2019                                                                                                                                    |               |                            |             |             |
| a From 2014 . . . . .                                                                                                                                                                | 116,599.      |                            |             |             |
| b From 2015 . . . . .                                                                                                                                                                | 93,205.       |                            |             |             |
| c From 2016 . . . . .                                                                                                                                                                | 153,428.      |                            |             |             |
| d From 2017 . . . . .                                                                                                                                                                | 79,761.       |                            |             |             |
| e From 2018 . . . . .                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                              | 442,993.      |                            |             |             |
| 4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>283,350.</u>                                                                                                       |               |                            |             |             |
| a Applied to 2018, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions). . . . .                                                                                     |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| d Applied to 2019 distributable amount. . . . .                                                                                                                                      |               |                            |             | 197,715.    |
| e Remaining amount distributed out of corpus. . . . .                                                                                                                                | 85,635.       |                            |             |             |
| 5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .                                         |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                          | 528,628.      |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                           |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                          |               |                            |             |             |
| e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                            |               |                            |             |             |
| f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020. . . . .                                                                 |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .       |               |                            |             |             |
| 8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | 116,599.      |                            |             |             |
| 9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 412,029.      |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| a Excess from 2015 . . . . .                                                                                                                                                         | 93,205.       |                            |             |             |
| b Excess from 2016 . . . . .                                                                                                                                                         | 153,428.      |                            |             |             |
| c Excess from 2017 . . . . .                                                                                                                                                         | 79,761.       |                            |             |             |
| d Excess from 2018 . . . . .                                                                                                                                                         |               |                            |             |             |
| e Excess from 2019 . . . . .                                                                                                                                                         | 85,635.       |                            |             |             |



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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <b>a Paid during the year</b>                    |                                                                                                                    |                                      |                                     |          |
| ATCH 11                                          |                                                                                                                    |                                      |                                     |          |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3a</b>                           | 283,350. |
| <b>b Approved for future payment</b>             |                                                                                                                    |                                      |                                     |          |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3b</b>                           |          |

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated                    |  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions ) |
|-------------------------------------------------------------------|--|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
|                                                                   |  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                    |
| <b>1</b> Program service revenue                                  |  |                           |               |                                      |               |                                                                    |
| a _____                                                           |  |                           |               |                                      |               |                                                                    |
| b _____                                                           |  |                           |               |                                      |               |                                                                    |
| c _____                                                           |  |                           |               |                                      |               |                                                                    |
| d _____                                                           |  |                           |               |                                      |               |                                                                    |
| e _____                                                           |  |                           |               |                                      |               |                                                                    |
| f _____                                                           |  |                           |               |                                      |               |                                                                    |
| g Fees and contracts from government agencies                     |  |                           |               |                                      |               |                                                                    |
| <b>2</b> Membership dues and assessments . . . . .                |  |                           |               |                                      |               |                                                                    |
| <b>3</b> Interest on savings and temporary cash investments .     |  |                           |               |                                      |               |                                                                    |
| <b>4</b> Dividends and interest from securities . . . . .         |  |                           |               | 14                                   | 95,085.       |                                                                    |
| <b>5</b> Net rental income or (loss) from real estate             |  |                           |               |                                      |               |                                                                    |
| a Debt-financed property . . . . .                                |  |                           |               |                                      |               |                                                                    |
| b Not debt-financed property . . . . .                            |  |                           |               |                                      |               |                                                                    |
| <b>6</b> Net rental income or (loss) from personal property       |  |                           |               |                                      |               |                                                                    |
| <b>7</b> Other investment income . . . . .                        |  | 523000                    | -31,303.      | 14                                   | 15,260.       |                                                                    |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |  |                           |               | 18                                   | 145,669.      |                                                                    |
| <b>9</b> Net income or (loss) from special events . . .           |  |                           |               |                                      |               |                                                                    |
| <b>10</b> Gross profit or (loss) from sales of inventory . .      |  |                           |               |                                      |               |                                                                    |
| <b>11</b> Other revenue a _____                                   |  |                           |               |                                      |               |                                                                    |
| b _____                                                           |  |                           |               |                                      |               |                                                                    |
| c _____                                                           |  |                           |               |                                      |               |                                                                    |
| d _____                                                           |  |                           |               |                                      |               |                                                                    |
| e _____                                                           |  |                           |               |                                      |               |                                                                    |
| <b>12</b> Subtotal Add columns (b), (d), and (e) . . . .          |  |                           | -31,303.      |                                      | 256,014.      |                                                                    |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . . |  |                           |               |                                      |               | 224,711.                                                           |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

Form 990-PF (2019)

SPEEL FAMILY FOUNDATION C/O WILLIAM SPEEL.

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

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

[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**

Signature of officer or trustee

Date \_\_\_\_\_

73116

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

**Preparer's signature**

Date \_\_\_\_\_

Check ☐ self-employed

PTIN

Firm's name

Firm's EIN: 

Firm's address

Phone no. \_\_\_\_\_

Form 990-PF (2019)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2019**

Name of the organization

SPELL FAMILY FOUNDATION C/O WILLIAM SPELL

Employer identification number

41-1788155

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **SPELL FAMILY FOUNDATION C/O WILLIAM SPELL**Employer identification number  
**41-1788155****Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                        | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                        |
|------------|----------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | WILLIAM SPELL<br>4706 WHITE OAKS ROAD<br>EDINA, MN 55424 | \$ 220,734.                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |

|                                |
|--------------------------------|
| Employer identification number |
| 41-1788155                     |

## Part II

[illegible]



Name of organization SPELL FAMILY FOUNDATION C/O WILLIAM SPELL

Employer identification number

41-1788155

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

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------------------|-----------------------------------------|-----------------------------|
| PASS THROUGH INCOME (LOSS) | -16,043.                                | 14,499.                     |
| TOTALS                     | -16,043.                                | 14,499.                     |

ATTACHMENT 2

FORM 990PF, PART I - INTEREST EXPENSE

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|
| INVESTMENT INTEREST EXPENSE K1 | 6,739.                                            | 6,739.                               |
| MARGIN INTEREST                | 26.                                               | 26.                                  |
| TOTALS                         | <u>6,765.</u>                                     | <u>6,765.</u>                        |

ATTACHMENT 3

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| EXCISE TAX         |                                                   |                                      |
| FOREIGN TAXES      | 1,284.                                            | 1,284.                               |
| TOTALS             | <u>1,284.</u>                                     | <u>1,284.</u>                        |

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------------------|-----------------------------------------|-----------------------------|
| GENERAL AND ADMINISTRATIVE | 200.                                    | 55.                         |
| PORTFOLIO DEDUCTIONS K1    | 640.                                    | 640.                        |
| OTHER DEDUCTIONS K1        | 2,320.                                  |                             |
| TOTALS                     | <u>3,160.</u>                           | <u>695.</u>                 |

ATTACHMENT 5

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|------------------------------|-----------------------|
| OTHER PREPAIDS     | 3,800.                       | 3,800.                |
| TOTALS             | <u>3,800.</u>                | <u>3,800.</u>         |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| CONOCO                         |                              |                       |
| MICROCHIP                      | 43,575.                      | 157,080.              |
| PACKAGING CORP                 | 40,955.                      | 134,388.              |
| 3M                             | 45,609.                      | 110,262.              |
| ENBRIDGE ENERGY LP             |                              |                       |
| COLGATE PALMOLIVE              | 132,943.                     | 137,680.              |
| INTEL CORP                     | 58,298.                      | 134,663.              |
| KIMBERLY-CLARK                 | 80,923.                      | 151,305.              |
| PROCTER & GAMBLE               | 70,902.                      | 137,390.              |
| CRESTWOOD EQUITY               | 12,413.                      | 64,907.               |
| AT&T                           | 86,638.                      | 117,240.              |
| COSTCO WHOLESale               | 350,467.                     | 455,870.              |
| SUBURBAN PROPANE               | 51,776.                      | 125,637.              |
| CHINA MOBILE                   |                              |                       |
| I SHARES                       | 257,305.                     | 244,335.              |
| JOHNSON AND JOHNSON            | 101,295.                     | 145,870.              |
| VERIZON                        |                              | 54,462.               |
| ISHARES INTERMEDIATE CREDIT BD | 164,948.                     | 173,940.              |
| ISHARES 1-3 YR CREDIT BOND ETF | 126,493.                     | 128,712.              |
| BANCO SANTANDER                |                              |                       |
| WASTE MANAGEMENT               | 132,652.                     | 170,940.              |
| SCMP SBIC                      | 351,028.                     | 349,793.              |
| GENERAL ELECTRIC               |                              |                       |
| OLD NATIONAL                   | 53,250.                      | 54,870.               |
| CALUMET SPECIALTY              | 537.                         | 14,600.               |
| ENERGY TRANSFER LTD PARTNERSHI | 53,648.                      | 87,757.               |
| DAIMLER AG                     | 40,945.                      | 27,240.               |
| ENBRIDGE INC                   | 76,068.                      | 96,562.               |
| VANGUARD                       | 262,219.                     | 262,219.              |

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|------------------------------|-----------------------|
| METABANK           | 311,384.                     | 311,608.              |
| BLACKROCK          | 389,428.                     | 390,115.              |
| LORD ABBETT        |                              |                       |
| TOTALS             | <u>3,295,699.</u>            | <u>4,239,445.</u>     |



FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|------------------------------|-----------------------|
| OTHER INVESTMENTS  | 58,241.                      | 58,241.               |
| TOTALS             | <u>58,241.</u>               | <u>58,241.</u>        |

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

DONATED STOCK ADJUSTMENT (SALE)

29,276.

TOTAL

29,276.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

| NAME AND ADDRESS                                            | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|-------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| HARRY SPELL<br>8231 EAY COLONY DRIVE<br>NAPLES, FL 34108    | CHMN + CEO                                              | 0.           | 0.                                            | 0.                                      |
| ANGELINE SPELL<br>8231 EAY COLONY DRIVE<br>NAPLES, MN 34108 | SECRETARY                                               | 0.           | 0.                                            | 0.                                      |
| WILLIAM SPELL<br>4706 WHITE OAKS ROAD<br>EDINA, MN 55424    | PRESIDENT                                               | 0.           | 0.                                            | 0.                                      |
| DIANNE SPELL<br>4706 WHITE OAKS ROAD<br>EDINA, MN 55424     | DIRECTOR                                                | 0.           | 0.                                            | 0.                                      |
| GRAND TOTALS                                                |                                                         | 0.           | 0.                                            | 0.                                      |

ATTACHMENT 10FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WILLIAM SPELL  
222 SOUTH NINTH STREET, SUITE 2800  
MINNEAPOLIS, MN 55402  
612-371-9650

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY  
SHOULD INCLUDE:

LETTER REQUESTING FUNDS SHOULD CONTAIN NATURE OF GIFT AND  
INFORMATION ON THE ORGANIZATION.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                                                      |                          |                                |                                    | P<br>r<br>o<br>p<br>e<br>r<br>t<br>y | Date<br>acquired     | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------------------------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                                                        | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |                                      | Gain<br>or<br>(loss) |            |
|                                              |                                       | TOTAL SHORT-TERM COMMON TRUST FUND AND<br>PARTNERSHIP, S CORPORATION, AND OTHER<br>ESTATES OR TRUST GAIN OR LOSS |                          |                                |                                    |                                      | -1.                  |            |
|                                              |                                       | TOTAL LONG-TERM COMMON TRUST FUND AND<br>PARTNERSHIP, S CORPORATION, AND OTHER<br>ESTATES OR TRUST GAIN OR LOSS  |                          |                                |                                    |                                      | 32,066.              |            |
| 102,323.                                     |                                       | COLGATE                                                                                                          |                          |                                |                                    |                                      | 06/05/2006           | 06/04/2019 |
|                                              |                                       | 43,471.                                                                                                          |                          |                                |                                    |                                      | 58,852.              |            |
| 86,063.                                      |                                       | WASTE MANAGEMENT                                                                                                 |                          |                                |                                    |                                      | 04/21/2014           | 06/07/2019 |
|                                              |                                       | 31,312.                                                                                                          |                          |                                |                                    |                                      | 54,751.              |            |
| TOTAL GAIN(LOSS) .....                       |                                       |                                                                                                                  |                          |                                |                                    |                                      | <u>145,668.</u>      |            |