

For calendar year 2020, or tax year beginning 01-01-2020, and ending 12-31-2020

Name of foundation ATHWIN FOUNDATION C/O CTR FOR ORGANIZATIONAL DEVELOPMENT		A Employer identification number 41-6021773	
Number and street (or P.O. box number if mail is not delivered to street address) 7101 YORK AVE S NO 306		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code EDINA, MN 55435		B Telephone number (see instructions) (612) 616-0256	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... 2. Foreign organizations meeting the 85% test, check here and attach computation ...	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶\$ 5,766,561		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method: ☒ Cash ☐ Accrual ☐ 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	126,655	126,655		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	460,967			
	b Gross sales price for all assets on line 6a 801,760				
	7 Capital gain net income (from Part IV, line 2) . . .		460,967		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	9,601	1,978		
	12 Total. Add lines 1 through 11	597,223	589,600		
	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,250	0		4,250
	c Other professional fees (attach schedule)	42,537	42,537		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	17,418	2,193		25
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	7,311	0		7,311
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	83,207	0		83,207
	24 Total operating and administrative expenses. Add lines 13 through 23	154,723	44,730		94,793
	25 Contributions, gifts, grants paid	295,000			295,000
	26 Total expenses and disbursements. Add lines 24 and 25	449,723	44,730		389,793
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	147,500			
	b Net investment income (if negative, enter -0-)		544,870		
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,372		
	2 Savings and temporary cash investments	525,102	551,305	551,305
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____	845		
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,789,809	1,694,215	4,319,562
	c Investments—corporate bonds (attach schedule)	530,671	736,028	532,948
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	348,249	364,000	362,746
	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)	3,198,048	3,345,548	5,766,561	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0	0	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	3,198,048	3,345,548	
	29 Total net assets or fund balances (see instructions)	3,198,048	3,345,548	
30 Total liabilities and net assets/fund balances (see instructions) .	3,198,048	3,345,548		

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	3,198,048
2 Enter amount from Part I, line 27a	2	147,500
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	3,345,548
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	3,345,548

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	460,967
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE

1 Reserved			
(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
2 Reserved		2	
3 Reserved.		3	
4 Reserved		4	
5 Reserved		5	
6 Reserved		6	
7 Reserved		7	
8 Reserved ,		8	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Reserved.	1	7,574
c	All other domestic foundations enter 1.39% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	7,574
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	5	7,574
6	Credits/Payments:		
a	2020 estimated tax payments and 2019 overpayment credited to 2020	6a	6,760
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	6,760
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .	9	814
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .	10	
11	Enter the amount of line 10 to be: Credited to 2021 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0</u> (2) On foundation managers. \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2020 or the taxable year beginning in 2020? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>BRUCE BEAN</u> Telephone no. ► <u>(612) 616-0256</u>			

Located at ► 7101 YORK AVE S STE 306 EDINA MNZIP+4 ► 55435

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2020, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly):		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2020?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2020, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2020? ☐ Yes ☒ No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2020 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2020.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2020?	4b		No

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE W BEAN 5275 GRANDVIEW SQUARE 3112 EDINA, MN 55436	TRUSTEE 2.00	0	0	0
MARY F BEAN 5275 GRANDVIEW SQUARE 3112 EDINA, MN 55436	TRUSTEE 2.00	0	0	0
GLEN BEAN 16374 GLADYS LN MINNETONKA, MN 55345	TRUSTEE 0.50	0	0	0
ANDREW D BEAN 5275 GRANDVIEW SQUARE 3112 EDINA, MN 55436	TRUSTEE 0.50	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000. 				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CENTER FOR ORGANIZATIONAL DEVELOPMENT	CONSULTING FEES	80,000
7101 YORK AVE S STE 306 EDINA, MN 55435		
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A	Summary of Direct Charitable Activities
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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

generations and other documents (e.g., conference notices, research papers, preprints, etc.)	
1	
2	
3	
4	

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

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

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	4,637,807
b	Average of monthly cash balances.	1b	638,399
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,276,206
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,276,206
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	79,143
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,197,063
6	Minimum investment return. Enter 5% of line 5.	6	259,853

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	259,853
2a	Tax on investment income for 2020 from Part VI, line 5.	2a	7,574
b	Income tax for 2020. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	7,574
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	252,279
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	252,279
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	252,279

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	389,793
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	389,793
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	389,793

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7				252,279
2 Undistributed income, if any, as of the end of 2020:				
a Enter amount for 2019 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2020:				
a From 2015.	674,317			
b From 2016.	330,242			
c From 2017.	201,802			
d From 2018.	159,917			
e From 2019.	199,010			
f Total of lines 3a through e.	1,565,288			
4 Qualifying distributions for 2020 from Part XII, line 4: ► \$ 389,793				
a Applied to 2019, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2020 distributable amount.				252,279
e Remaining amount distributed out of corpus	137,514			
5 Excess distributions carryover applied to 2020. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,702,802			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2015 not applied on line 5 or line 7 (see instructions).	674,317			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a.	1,028,485			
10 Analysis of line 9:				
a Excess from 2016.	330,242			
b Excess from 2017.	201,802			
c Excess from 2018.	159,917			
d Excess from 2019.	199,010			
e Excess from 2020.	137,514			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2020, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2020	(b) 2019	(c) 2018	(d) 2017	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

JIM STORM
7101 YORK AVE S STE 306
EDINA, MN 55435
(612) 616-0256

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

THE FOUNDATION REQUIRES THAT APPLICANTS PROVE THEIR 501(C)(3) STATUS. APPLICANTS ARE EXPECTED TO SUBMIT A WRITTEN OUTLINE OF THE PROJECT FOR WHICH THEY WANT A GRANT. THE OUTLINE SHOULD BE SUPPORTED BY FINANCIAL AND TIMING DETAILS WHERE POSSIBLE. AT TIMES, THOSE MATERIALS ARE FURTHER SUPPORTED BY PERSONAL INTERVIEWS WITH REPRESENTATIVES FROM THE REQUESTING ENTITY. INVITED PROPOSALS ONLY.

c Any submission deadlines:

LETTERS OF INQUIRY ARE DUE MARCH 1ST AND OCTOBER 1ST.

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

THERE ARE NO ESTABLISHED RESTRICTIONS OR LIMITATIONS ON AWARDS, ALTHOUGH SINCE THE PASSAGE OF THE REVENUE ACT OF 1969, THE FOUNDATION HAS NOT MADE ANY GRANTS TO INDIVIDUALS BECAUSE OF THE FOLLOW-UP REQUIREMENTS IN THAT LAW AND WITHIN THE STATE OF MINNESOTA, ALTHOUGH GRANTS TO ORGANIZATIONS OUT- SIDE OF THE STATE AND TO NATIONAL ORGANIZATIONS HAVE BEEN MADE.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				295,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Enter gross amounts unless otherwise indicated.

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

Form **990-PF** (2020)

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

		Yes	No
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1a(1)		No
1a(2)		No

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1b(1)	No
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1b(2)		No
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1b(3)	No
--------------	-----------

1b(4)	No
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1b(5)		No
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1b(6)	No
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1c		No
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value
ue

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

2021-05-05

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check if self-employed ► ☐

PTIN

P00167446

KRISTIN A ALINDER CPA

2021-05-05

Firm's name ▶	BAKER TILLY US LLP
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Firm's EIN ► 39-0859910

Firm's address ► 225 S 6TH ST 2300

Phone no. (612) 876-4500

MINNEAPOLIS, MN 55402

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALL-SQUARE MINNEAPOLIS 4047 MINNEHAHA AVENUE MINNEAPOLIS, MN 55409	N/A	PUBLIC	GENERAL OPERATING	4,000
AMERICAN COMPOSERS FORUM 75 WEST 5TH ST SUITE 522 ST PAUL, MN 55112	NA	PUBLIC	GENERAL OPERATING	10,000
AVENUES FOR HOMELESS YOUTH 1708 OAK PARK AVENUE NORTH MINNEAPOLIS, MN 55122	N/A	PUBLIC	GENERAL OPERATING	12,500
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CANTUS 1201 MARQUETTE AVE SOUTH STE 100 MINNEAPOLIS, MN 55401	NA	PUBLIC	GENERAL OPERATING	30,000
CIVIC CAUCUS 2104 GIRARD AVENUE SOUTH MINNEAPOLIS, MN 55113	N/A	PUBLIC	GENERAL OPERATING	3,000
CRESCENT COVE 3440 BELTLINE BLVD SUITE 207 ST LOUIS PARK, MN 55401	NA	PUBLIC	GENERAL OPERATING	10,000
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CUYUNA RANGE YOUTH CENTER 15 3RD AVE SW PO BOX 263 CROSBY, MN 55413	N/A	PUBLIC	GENERAL OPERATING	10,000
EVERY MEAL - THE SHERIDAN STORY 2723S PATTON ROAD ROSEVILLE, MN 55114	NA	PUBLIC	GENERAL OPERATING	11,500
FAMILY PROIMISE OF ANOKA CTY 14515 NOWTHEN BLVD NW RAMSEY, MN 55408	NA	PUBLIC	GENERAL OPERATING	30,000
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF THE MISSISSIPPI RIVER 101 E 5TH STREET SUITE 2000 ST PAUL, MN 55401	NA	PUBLIC	GENERAL OPERATING	4,000
GREAT RIVER GREENING 251 STARKEY STREET SUITE 2200 ST PAUL, MN 56401	NA	PUBLIC	GENERAL OPERATING	4,000
GREATER MINNEAPOLIS CRISIS CENTER 4544 4TH AVE S MINNEAPOLIS, MN 55411	NA	PUBLIC	GENERAL OPERATING	12,000
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HAVEN HOUSING1803 BRYANT AVE N MINNEAPOLIS, MN 55416	NA	PUBLIC	GENERAL OPERATING	20,000
LAKES AREA MUSIC FESTIVAL PO BOX 96 BRAINERD, MN 55107	NA	PUBLIC	GENERAL OPERATING	12,000
MACPHAIL CENTER FOR MUSIC 501 SOUTH SECOND STREET MINNEAPOLIS, MN 55101	NA	PUBLIC	GENERAL OPERATING	4,000
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA LAND TRUST 2356 UNIVERSITY AVE W STE 240 ST PAUL, MN 55433	NA	PUBLIC	GENERAL OPERATING	10,000
MY VERY OWN BED 34 13TH AVE NE B002A MINNEAPOLIS, MN 55401	NA	PUBLIC	GENERAL OPERATING	9,000
PAGE EDUCATION FOUNDATION PO BOX 581254 MINNEAPOLIS, MN 56441	NA	PUBLIC	GENERAL OPERATING	7,500
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PATHWAYS MINNEAPOLIS 3115 HENNEPIN AVE S MINNEAPOLIS, MN 55416	N/A	PUBLIC	GENERAL OPERATING	10,000
SOUTHSIDE FAMILY NURTURING CENTER 2448 18TH AVE S MINNEAPOLIS, MN 55405	N/A	PUBLIC	GENERAL OPERATING	20,000
THE ALIVENESS ROJECT 3808 NICOLLET AVE MINNEAPOLIS, MN 55401	NA	PUBLIC	GENERAL OPERATING	10,000
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE FAMILY PARTNERSHIP 414 SOUTH 8T STREET MINNEAPOLIS, MN 55428	NA	PUBLIC	GENERAL OPERATING	15,000
THE OPEN DOOR PANTRY 3910 RAHN ROAD EAGAN, MN 55101	NA	PUBLIC	GENERAL OPERATING	10,000
WILDLIFE REHABILITATION CENTER 2530 DALE STREET ROSEVILLE, MN 55409	N/A	PUBLIC	GENERAL OPERATING	15,000
Total ▶ 3a				295,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUNG DANCE655 FAIRVIEW AVE N ST PAUL, MN 55406	N/A	PUBLIC	GENERAL OPERATING	11,500
Total  3a				295,000

TY 2020 Accounting Fees Schedule**Name:** ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,250	0		4,250

TY 2020 Investments Corporate Bonds Schedule

Name: ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US BANK - CORPORATE BONDS	736,028	532,948

TY 2020 Investments Corporate Stock Schedule

Name: ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANK - COMMON STOCK	1,694,215	4,319,562

TY 2020 Investments - Other Schedule**Name:** ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
US BANK - REAL ESTATE	AT COST	246,870	273,731
US BANK - COMMODITIES	AT COST	117,130	89,015

TY 2020 Other Expenses Schedule**Name:** ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	3,207	0		3,207
CONSULTING EXPENSES	80,000	0		80,000

TY 2020 Other Income Schedule**Name:** ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL INCOME	1,978	1,978	1,978
FEDERAL REFUND	7,623	0	7,623

TY 2020 Other Professional Fees Schedule**Name:** ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US BANK MANAGEMENT FEES	42,537	42,537		0
PORTFOLIO DEDUCTIONS FROM K-1	0	0		0
BANK CHARGES	0	0		0

TY 2020 Taxes Schedule**Name:** ATHWIN FOUNDATION

C/O CTR FOR ORGANIZATIONAL DEVELOPMENT

EIN: 41-6021773**Taxes Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE REGISTRATION FEE	25	0		25
FOREIGN TAXES PAID	2,193	2,193		0
FEDERAL TAX PAYMENTS	15,200	0		0