

For calendar year 2023, or tax year beginning 01-01-2023 , and ending 12-31-2023

Name of foundation CAROLYN FOUNDATION		A Employer identification number 41-6044416	
Number and street (or P.O. box number if mail is not delivered to street address) 729 N WASHINGTON AVE		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55401		B Telephone number (see instructions) (612) 596-3266	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ 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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶\$ 45,672,631		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 . . .	884,893	884,893		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	1,088,044			
	b Gross sales price for all assets on line 6a _____				
		5,354,128			
	7 Capital gain net income (from Part IV, line 2) . . .		1,088,044		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0			
	12 Total. Add lines 1 through 11	1,972,937	1,972,937		
	13 Compensation of officers, directors, trustees, etc.	211,117	5,278		205,839
	14 Other employee salaries and wages	80,000	2,000		78,000
	15 Pension plans, employee benefits	38,906	973		37,933
	16a Legal fees (attach schedule)	0			
	b Accounting fees (attach schedule)	 7,300			7,300
	c Other professional fees (attach schedule)	 99,589	84,788		14,801
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	 45,344	509		19,835
	19 Depreciation (attach schedule) and depletion . . .	0			
	20 Occupancy	7,456			7,456
	21 Travel, conferences, and meetings	69,876			69,876
	22 Printing and publications				
	23 Other expenses (attach schedule)	 51,571	367		51,204
	24 Total operating and administrative expenses. Add lines 13 through 23	611,159	93,915		492,244
	25 Contributions, gifts, grants paid	3,725,865			3,725,865
	26 Total expenses and disbursements. Add lines 24 and 25	4,337,024	93,915		4,218,109
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,364,087			
	b Net investment income (if negative, enter -0-)		1,879,022		
	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		43,547	48,121	48,121
	2	Savings and temporary cash investments		5,126,940	5,372,044	5,372,044
	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)			0	
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			0	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)		1,305,514	125,028	123,779
	b	Investments—corporate stock (attach schedule)		20,406,845	19,702,187	33,949,363
	c	Investments—corporate bonds (attach schedule)		7,633,932	6,869,634	6,075,702
	11	Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			0	
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)			35,173	103,622
	14	Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			0	
15	Other assets (describe ▶ _____)		0	0	0	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		34,516,778	32,152,187	45,672,631	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue.				
	20	Loans from officers, directors, trustees, and other disqualified persons			0	
	21	Mortgages and other notes payable (attach schedule)			0	
	22	Other liabilities (describe ▶ _____)		2,324	1,820	
	23	Total liabilities (add lines 17 through 22).		2,324	1,820	
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		34,514,454	32,150,367	
	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				
	27	Paid-in or capital surplus, or land, bldg., and equipment fund				
	28	Retained earnings, accumulated income, endowment, or other funds				
	29	Total net assets or fund balances (see instructions)		34,514,454	32,150,367	
	30	Total liabilities and net assets/fund balances (see instructions) .		34,516,778	32,152,187	

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	34,514,454
2	Enter amount from Part I, line 27a	2	-2,364,087
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	32,150,367
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	32,150,367

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a Securities sales		P	2022-01-01	2023-06-30
b Capital gain dividends		P	2022-01-01	2023-06-30
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,625,825	0	4,266,084	359,741
b 728,303	0	0	728,303
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
a 0	0	0	359,741
b 0	0	0	728,303
c			
d			
e			

2 Capital gain net income or (net capital loss)

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 7
If (loss), enter -0- in Part I, line 7

2

3

1,088,044

Part V

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)		1	26,118
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) 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	26,118
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	26,118
6 Credits/Payments:			
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a 37,135		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	37,135	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	11,017	
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax	Refunded	11	
11,017			

Part VI-A

Statements Regarding Activities

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?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.			No
	<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>			
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. ▶ \$ (2) On foundation managers. ▶ \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$			
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 XIV.</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 2023 or the taxable year beginning in 2023? See the instructions for Part XIII. <i>If "Yes," complete Part XIII</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
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)? <i>If "Yes," attach schedule. See instructions.</i>	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? <i>If "Yes," attach statement. See instructions</i>	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ CAROLYNFOUNDATION.ORG	13	Yes	
14	The books are in care of ▶ CAROLYN FOUNDATION Telephone no. ▶ (612) 596-3266 Located at ▶ 729 N WASHINGTON SUITE 600 MINNEAPOLIS MN ZIP+4 ▶ 55401			
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 2023, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. <i>If "Yes", enter the name of the foreign country</i> ▶	16	Yes	No
				No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	Yes
(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)?	1a(5)	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.)	1a(6)	No
b If any answer is "Yes" to 1a(1)–(6); did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	No
c Organizations relying on a current notice regarding disaster assistance check here.  		
d 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 2023?	1d	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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a	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?	3a	No
b If "Yes," did it have excess business holdings in 2023 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 2023.)	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 2023?	4b	No

Part VI-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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
c Organizations relying on a current notice regarding disaster assistance check
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?
If "Yes," attach the statement required by Regulations section 53.4945–5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
b If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?

Yes

No

5a(1)

No

5a(2)

No

5a(3)

No

5a(4)

No

5a(5)

No

5b

5d

6a

No

6b

No

7a

No

7b

8

No

Part VII

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
SOPHIE LaROCQUE 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	CHAIR 1.00	0	0	0
CLARK CARLTON 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	VICE CHAIR 1.00	0	0	0
NELL SMITH 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TREASURER 1.00	0	0	0
REBECCA ERDAHL 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	SEC/EX DIRECTOR 40.00	211,117	20,306	0
CLAREN COPP LaROCQUE 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
ALEXANDER CROSBY 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
STEWART CROSBY 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
TIM CROSBY 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
EDMUND C GRAHAM III 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
JOHN JOLLIFFE 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
ANNE CALABRESI 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
BROOKE REED 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
CHRIS SMITH 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
JENNIFER PHELPS 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	TRUSTEE 1.00	0	0	0
GUIDO CALABRESI 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	EMERITUS TRUSTEE 0.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GENEVIEVE FINSETH 729 N WASHINGTON AVE 600 MINNEAPOLIS, MN 55401	OPS & PGM MANGER 32.00	80,000	18,600	0
Total number of other employees paid over \$50,000.				1

Part VII

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
ASCENT PRIVATE CAPITAL MANAGEMENT	INVESTMENT ADVISORS	88,788
800 NICOLLET MALL MINNEAPOLIS,MN 55402		

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

Part VIII- Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part VIII- 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 IX 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	4,391,893
b	Average of monthly cash balances.	1b	39,321,646
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	43,713,539
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	
3	Subtract line 2 from line 1d.	3	43,713,539
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	655,703
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	43,057,836
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	2,152,892

Part X 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 IX, line 6.	1	2,152,892
2a	Tax on investment income for 2022 from Part V, line 5.	2a	26,118
b	Income tax for 2022. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	26,118
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,126,774
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,126,774
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.	7	2,126,774

Part XI 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	4,218,109
b	Program-related investments—total from Part VIII-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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4.. . . .	4	4,218,109

Part XII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				2,126,774
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2022 only.				
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2022:				
a From 2018. 0				
b From 2019. 0				
c From 2020. 1,313,077				
d From 2021. 1,326,330				
e From 2022. 343,244				
f Total of lines 3a through e.	2,982,651			
4 Qualifying distributions for 2023 from Part XI, line 4: ▶ \$ 4,218,109				
a Applied to 2022, 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).	0			
d Applied to 2023 distributable amount				2,126,744
e Remaining amount distributed out of corpus	2,091,365			
5 Excess distributions carryover applied to 2023. (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	5,074,016			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				30
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 2018 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	5,074,016			
10 Analysis of line 9:				
a Excess from 2019	0			
b Excess from 2020	1,313,077			
c Excess from 2021.	1,326,330			
d Excess from 2022	343,244			
e Excess from 2023	2,091,365			

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, 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)

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

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).)

NONE

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.

NONE

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:

BECKY ERDAHL
729 N WASHINGTON AVE 600
MINNEAPOLIS, MN 55401
(612) 596-3266

b The form in which applications should be submitted and information and materials they should include:
SEE WEBSITE - GRANTMAKING

c Any submission deadlines:
SEE WEBSITE - GRANTMAKING

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

Part

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 Paid during the year				
SEE ATTACHMENT 2		P C	SEE ATTACHMENT 2	3,693,065
729 N WASHINGTON AVE 600 MINNEAPOLIS,MN 55401				
SEE ATTACHMENT 3		P C	SEE ATTACHMENT 3	32,800
729 N WASHINGTON AVE 600 MINNEAPOLIS,MN 55401				
Total			▶ 3a	3,725,865

b Approved for future payment				
SEE ATTACHMENT 4		P C	SEE ATTACHMENT 4	678,200
729 N WASHINGTON AVE 600 MINNEAPOLIS,MN 55401				
SEE ATTACHMENT 5		P C	OPERATING	30,615
729 N WASHINGTON AVE 600 MINNEAPOLIS,MN 55401				
Total			▶ 3b	708,815

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	884,893	
5 Net rental income or (loss) from real estate:						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	1,088,044	
9 Net income or (loss) from special events:						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e) . .					1,972,937	
13 Total. Add line 12, columns (b), (d), and (e).				13		1,972,937

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash.

(2) Other assets.

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization

(3)* Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees. . . .

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here

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

	2024-10-03	
Signature of officer or trustee	Date	Title

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JULIE R RICHARDSON CPA		2024-10-03		P01567137
	Firm's name ► Landon C Scott PLLC				Firm's EIN ► 81-452948
	Firm's address ► 8985 33rd St N Lake Elmo, MN 55042				Phone no. (651) 774-8785

Additional Data

Return to Form

Software ID:

Software Version:

Part VI Line 7 -Original Return Overpayment: -37,135

Form 990PF - Special Condition Description:

Special Condition Description

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LANDON C. SCOTT, PLLC ACCOUNTING	7,300			7,300

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

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Sercurities sales		Purchased			4,625,825	4,266,084			359,741	
Captial gain distribution		Purchased			728,303			0	728,303	

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 1	5,749,824	4,971,366
SEE ATTACHMENT 1	1,119,810	1,104,336

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 1	16,359,082	27,009,196
SEE ATTACHMENT 1	3,343,105	6,940,167

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

**US Government Securities - End of
Year Book Value:**

125,028

**US Government Securities - End of
Year Fair Market Value:**

123,779

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHMENT 1		35,173	103,622

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEMINARS	5,426			5,426
INSURANCE	4,285			4,285
MEMBERSHIP	815			815
COMPUTER	14,676	367		14,309
PROGRAM EXPENSES	18,780			18,780
TELEPHONE	728			728
PARKING	5,051			5,051
OFFICE EXPENSE	726			726
PAYROLL EXPENSE	953			953
MISCELLANEOUS	131			131

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD LIABILITY	1,552	402
PAYROLL LIABILITIES	772	1,418

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANKIE ROMAN CONSULTING	1,556			1,556
OTHER CONTRACT	4,095			4,095
INVESTMENT ADVISOR FEES INVESTMENT MANAGEMENT	84,788	84,788		
PINK CONSULTING CONSULTING	9,150			9,150

TY 2023 IRS 990 e-File Render

Name: CAROLYN FOUNDATION

EIN: 41-6044416

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	20,344	509		19,835
EXCISE TAXES	25,000			