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DUE 1-15-10

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning

09/01, 2008, and ending

08/31, 20 09

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

P G N FOUNDATION 35182210

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 64713; TRUST TAX SERVICES

City or town, state, and ZIP code

ST. PAUL, MN 55164-0713

A Employer identification number

41-6017325

B Telephone number (see page 10 of the instructions)

(507) 285-7925

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 ☐

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 ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 1,233,636.

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 page 11 of the 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)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	368.	368.		STMT 1
4 Dividends and interest from securities	39,160.	39,160.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	16,159.			
b Gross sales price for all assets on line 6a	16,864.			
7 Capital gain net income (from Part IV, line 2)		16,159.		
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)	168.	168.		STMT 4
12 Total. Add lines 1 through 11	55,855.	55,855.		
13 Compensation of officers, directors, trustees, etc.	NONE	NONE		NONE
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	938.	469.	NONE	469.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	14,643.	11,415.		3,228.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	263.	146.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	406.	NONE	NONE	406.
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	25.			25.
24 Total operating and administrative expenses				
Add lines 13 through 23	16,275.	12,030.	NONE	4,128.
25 Contributions, gifts, grants paid	75,800.			75,800.
26 Total expenses and disbursements. Add lines 24 and 25	92,075.	12,030.	NONE	79,928.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-36,220.			
b Net investment income (if negative, enter -0-)		43,825.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions

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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				
	2	Savings and temporary cash investments	51,111.	15,599.	15,599.	
	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 page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 9	853,524.	852,816.	1,218,037.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	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)	904,635.	868,415.	1,233,636.		
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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	250,097.	250,097.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	654,538.	618,318.		
	30	Total net assets or fund balances (see page 17 of the instructions)	904,635.	868,415.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	904,635.	868,415.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	904,635.
2	Enter amount from Part I, line 27a	2	-36,220.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	868,415.
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 30	6	868,415.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	16,159.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. </div> </div>					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	70,932.	1,606,192.	0.04416159463
2006	11,063.	1,700,342.	0.00650633814
2005	71,090.	1,535,057.	0.04631098389
2004	71,202.	1,485,224.	0.04794024336
2003	67,364.	1,437,966.	0.04684672656
2 Total of line 1, column (d)			2 0.19176588658
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.03835317732
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 1,120,853.
5 Multiply line 4 by line 3			5 42,988.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 438.
7 Add lines 5 and 6			7 43,426.
8 Enter qualifying distributions from Part XII, line 4			8 79,928.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	438.	
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	438.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				
3 Add lines 1 and 2				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	438.	
6 Credits/Payments:		7	328.	
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a			328.
b Exempt foreign organizations-tax withheld at source	6b			NONE
c Tax paid with application for extension of time to file (Form 8868)	6c			NONE
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d		7	328.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	110.	
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 2009 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
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?		X
If "Yes," attach a detailed description of the activities		
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 Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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?	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 page 19 of the instructions) ▶ STMT 11		
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? 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? 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

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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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> US BANK NA Telephone no <input type="checkbox"/> (507) 285-7925			
Located at <input type="checkbox"/> 155 FIRST AVE SW, ROCHESTER, MN ZIP + 4 <input type="checkbox"/> 55902				
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 <input type="checkbox"/> 15				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? <input type="checkbox"/>	1b	
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 2008?	1c	X
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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 page 20 of the 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 <input type="checkbox"/>		
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 2008 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 2008)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2008?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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 you answered "Yes" to 6b, also file Form 8870

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****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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,117,853.
b	Average of monthly cash balances	1b	20,069.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,137,922.
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	NONE
3	Subtract line 2 from line 1d	3	1,137,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	17,069.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,120,853.
6	Minimum investment return. Enter 5% of line 5	6	56,043.

Part XI Distributable Amount (see page 25 of the 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	56,043.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	438.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	438.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	55,605.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	55,605.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,605.

Part XII Qualifying Distributions (see page 25 of the 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	79,928.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	79,928.
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 page 26 of the instructions)	5	438.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,490.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				55,605.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			75,181.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 79,928.				
a Applied to 2007, but not more than line 2a			75,181.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				4,747.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2008 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				50,858.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of the 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).)

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

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 (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 Paid during the year SEE STATEMENT 14				
Total			▶ 3a	75,800.
b Approved for future payment				
Total			▶ 3b	

14 -

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	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) of the Code (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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Date _____

☐ Check if self-employed

Preparer's identifying number
(See **Signature** on page 30 of the
instructions)

Firm's name (or yours if self-employed), address, and ZIP code

U.S. BANK NATIONAL ASSOCIATION
P O BOX 64713; TRUST TAX SERVICES
ST. PAUL, MN 5516

EIN ► 31-0841368

Phone no 877-209-7529

Form **990-PF** (2008)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
62.00		13. FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 106.00				P	02/23/2005	10/23/2008
							-44.00	
16,802.00		1000. PFIZER INC PROPERTY TYPE: SECURITIES 599.00				P	11/11/1911	10/23/2008
							16,203.00	
TOTAL GAIN(LOSS)							----- 16,159. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST ON SAVINGS AND TEMPORARY CASH	368.	368.
TOTAL	368.	368.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	2,119.	2,119.
ABBOTT LABS	760.	760.
ALTRIA GROUP INC	832.	832.
AUTOMATIC DATA PROCESSING	896.	896.
BANK OF AMERICA CORP	490.	490.
BEMIS COMPANY INC	961.	961.
BRISTOL-MYERS SQUIBB CO	1,984.	1,984.
BROADRIDGE FINANCIAL SOLUTIONS INC	49.	49.
CHEVRONTXACO CORP	2,600.	2,600.
CITIGROUP INC	170.	170.
COMCAST CORP CL A	390.	390.
DOMINION RESOURCES INC	1,665.	1,665.
EMERSON ELEC CO	1,290.	1,290.
EXXON MOBIL CORP	1,620.	1,620.
FED EX CORP	242.	242.
GENERAL ELEC CO	2,060.	2,060.
GOLDMAN SACHS GROUP INC	350.	350.
INTEL CORP	560.	560.
I SHARES M S C I E A F E INDEX FUND	3,936.	3,936.
J P MORGAN CHASE & CO	688.	688.
JOHNSON & JOHNSON	935.	935.
KRAFT FOODS INC CL A	521.	521.
M D U RES GROUP INC	1,163.	1,163.
MCGRAW HILL COMPANIES INC	748.	748.
MEDTRONIC INC	768.	768.
MICROSOFT CORP	500.	500.
PEPSICO INC	776.	776.
PFIZER INC	1,440.	1,440.
PHILIP MORRIS INTL	1,404.	1,404.
PROCTER & GAMBLE CO	504.	504.
QUALCOMM INC	650.	650.
TARGET CORPORATION	320.	320.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TRAVELERS COS INC	1,080.	1,080.
UNITED TECHNOLOGIES CORP	1,475.	1,475.
VERIZON COMMUNICATIONS	1,288.	1,288.
WELLS FARGO & CO NEW	1,926.	1,926.
	-----	-----
TOTAL	39,160.	39,160.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NET SETTLEMENT FROM CLASS ACTION SUIT	168.	168.
	-----	-----
TOTALS	168.	168.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES	938.	469.		469.
	-----	-----	-----	-----
TOTALS	938.	469.	NONE	469.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
US BANK NA FEES	14,643.	11,415.	3,228.
TOTALS	14,643.	11,415.	3,228.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX	117.	
FOREIGN TAXES ON QUALIFIED FOR	146.	146.
TOTALS	263.	146.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
FILING FEES	25.	25.
TOTALS	25.	25.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
ABBOTT LABS	20,470.	20,470.	22,615.
ALTRIA GROUP	3,545.	3,545.	11,882.
ATT INC	33,514.	33,514.	33,865.
AUTOMATIC DATA PROCESSING	22,180.	22,180.	26,845.
BANK OF AMERICA	22,900.	22,900.	8,795.
BEMIS COMPANY	26,852.	26,852.	28,717.
BRISTOL-MYERS	25,744.	25,744.	35,408.
BROADRIDGE FINANCIAL	2,369.	2,369.	3,644.
CHEVRON CORPORATION	8,775.	8,775.	69,940.
CITIGROUP INC	19,441.	19,441.	5,000.
COMCAST CORP	32,890.	32,890.	22,980.
DOMINION RESOURCES	20,145.	20,145.	33,080.
EMERSON ELEC	27,130.	27,130.	36,870.
EXXON MOBIL	8,704.	8,704.	69,150.
FAIRPOINT COMMUNICATIONS	109.		
FED EX CORP	21,753.	21,753.	37,791.
GENERAL ELEC CO	5,019.	5,019.	27,800.
GOLDMAN SACHS	25,203.	25,203.	49,638.
IDEARC INC	944.	944.	1.
INTEL CORP	27,993.	27,993.	20,320.
J P MORGAN CHASE	30,560.	30,560.	34,768.
JOHNSON & JOHNSON	27,780.	27,780.	30,220.
KRAFT FOODS INC	3,862.	3,862.	12,729.
M D U RES GROUP	34,779.	34,779.	36,394.
MCGRAW - HILL COS	31,865.	31,865.	28,232.
MEDTRONICS INC	17,049.	17,049.	38,300.
MICROSOFT INC	31,190.	31,190.	24,650.
PEPSICO INC	19,710.	19,710.	25,502.
PFIZER INC	1,198.	599.	16,700.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
PHIPIP MORRIS INTL	8,077.	8,077.	29,712.
PROCTOR & GAMBLE CO	16,316.	16,316.	16,233.
QUALCOMM INC	18,010.	18,010.	46,420.
TARGET CORP	18,674.	18,674.	23,500.
TRAVELERS COS	31,169.	31,169.	45,378.
UNITED TECHNOLOGIES	5,247.	5,247.	59,360.
VERIZON COMMUNICATIONS	23,795.	23,795.	21,728.
WELLS FARGO & CO	11,675.	11,675.	49,536.
I SHARES M S C I INDEX	166,888.	166,888.	134,334.
	-----	-----	-----
TOTALS	853,524.	852,816.	1,218,037.
	=====	=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MN

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

PAULA S CURTIN

ADDRESS:

P O BOX 1389

BIG TIMBER, MT 59011

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

JOHN D CURTIN

ADDRESS:

6608 LONDONDERRY DRIVE

EDINA, MN 55436

TITLE:

V-PRES.

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

ANDREA C ANDERSON

ADDRESS:

4600 DENT AVENUE

WEBSTER, MN 55088

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

JOHN S CURTIN

ADDRESS:

68 WOODLAND CIRCLE

EDINA, MN 55424

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

RECIPIENT NAME:

PGN FOUNDATION DUANE FERAGEN

ADDRESS:

155 FIRST AVE SW

ROCHESTER, MN 55902

RECIPIENT'S PHONE NUMBER: 507 285-7925

FORM, INFORMATION AND MATERIALS:

APPLICATIONS ARE ACCEPTED IN WRITTEN FORM ONLY

SUBMISSION DEADLINES:

APPLICATIONS WILL BE ACCEPTED AT ANY TIME

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THIS FOUNDATION MAKES GRANTS TO ORGANIZATIONS PRIMARILY IN THE STATES
OF MINNESOTA AND MONTANA

=====

RECIPIENT NAME:

SEE ATTACHED

AMOUNT OF GRANT PAID 75,800.

TOTAL GRANTS PAID:

75,800.

=====

GRANT SCHEDULE
9/1/08 - 8/31/09

RECIPIENT NAME & ADDRESS	PURPOSE	PAYMENTS
A.D. Alzheimers Disease & Related Disorders Assn Inc. 919 N Michigan Ave Suite 1000 Chicago, IL 60611	2009 Grant	300.00
Abbott Northwestern Hospital Assn 800 East 28th St Minneapolis, MN 55407	2009 Grant	1,000.00
Alano Society 2218 1st Ave S Minneapolis, MN 55404	2009 Grant	300.00
American Cancer Society 2520 Pilot Knob Rd, Suite 150 Mendota Heights, MN 55120	2009 Grant	800.00
American Diabetes Foundation 5100 Gamble Dr, Suite 394 St. Louis Park, MN 55416	2009 Grant	700.00
American Heart Association 4701 W 77th St Minneapolis, MN 55435	2009 Grant	600.00
American Red Cross 1201 W River Pkwy Minneapolis, MN 55454	2009 Grant	800.00
Big Sky Chapter March of Dimes 643 Grand Ave, Suite B Billings, MT 59101	2009 Grant	200.00
Big Timber Civic Center 111 W 3rd Ave Big Timber, MT 59011	2009 Grant	1,100.00
Blake School 110 S Blake Rd Hopkins, MN 55343	2009 Grant	1,000.00
Boy Scouts of America Viking Council 5300 Glenwood Ave Minneapolis, MN 55422	2009 Grant	400.00
Boys and Girls Club 2323 11th Ave S Minneapolis, MN 55404	2009 Grant	500.00

• Carnegie Library P.O. Box 1518 Big Timber, MT 59011	Capital Campaign	1,000.00
Central Asia Institute P.O. Box 7209 Bozeman, MT 59771	Capital Campaign	500.00
Children's Healthcare Foundation 2525 Chicago Ave S Minneapolis, MN 55404	2009 Grant	700.00
Children's Heart Link 5075 Arcadia Ave Minneapolis, MN 55436	2009 Grant	700.00
Church of St. Nicolas P.O. Box 9, 51 Church St New Market, MN 55054	2009 Grant	700.00
Citizens League 555 Wabasha St N, Suite 240 St. Paul, MN 55102	2009 Grant	400.00
Conservancy, The 1450 Merrihue Drive Naples, FL 33942	2009 Grant	300.00
Courage Center 3915 Golden Valley Rd Golden Valley, MN 55422	2009 Grant	1,500.00
Crossroads Aftercare Program 2823 Wayzata Blvd Minneapolis, MN 55403	2009 Grant	2,000.00
Episcopal Community Services 1730 Clifton Pl, Suite 104 Minneapolis, MN 55403	2009 Grant	300.00
Familia 9110 83rd Ave N Brooklyn Park, MN 55455	2009 Grant	500.00
Freshwater Society 2500 Shadywood Rd Excelsior, MN 55331	2009 Grant	500.00
Greater Twin Cities United Way 404 S 8th St Minneapolis, MN 55404	2009 Grant	1,500.00
Harvard College Fund 124 Mount Auburn St Cambridge, MA 02138	2009 Grant	1,000.00

Heifer International P.O. Box 1692 Merrifield, VA 22116	2009 Grant	1,000.00
Hennepin County Medical Center 701 Park Ave Minneapolis, MN 55415	Diabetes Center	1,900.00
Her Choice, Inc. P.O. Box 175 New Market, MN 55054	2009 Grant	500.00
Holy Cross LNMV Catholic Edu Center P.O. Box 25 Webster, MN 55088	Building Fund	2,200.00
KTCA 2 172 E 4th St St. Paul, MN 55101	2009 Grant	500.00
Learning Disabilities Association 5354 Parkdale Dr #200 St. Louis Park, MN 55416	2009 Grant	500.00
Loring-Nicollet-Bethlehem 1925 Nicollett Ave Minneapolis, MN 55403	2009 Grant	500.00
Majestic Hills Ranch C/O Alternative Staffing Inc. 3001 Metro Dr Suite 480 Bloomington, MN 55425	2009 Grant	1,000.00
Mayo Foundation 200 First St SW SI-6 Rochester, MN 55905	Department of Development Planned Giving Office	1,400.00
Minneapolis Society of Fine Arts 2400 Third Ave S Minneapolis, MN 55404	2009 Grant	700.00
Minnesota Landscape Arboretum 3675 Arboretum Dr Chaska, MN 55318	2009 Grant	500.00
Minnesota Medical Foundation P.O. Box 64001 St. Paul, MN 55164	Pediatric Cardiology Fund	700.00
Minnesota Orchestra 1111 Nicollet Ave Minneapolis, MN 55403	2009 Grant	2,000.00

Minnesota Public Radio 480 Cedar St St. Paul, MN 55101	2009 Grant	500.00
Minnesota Special Olympics 100 Washington Ave S, Suite 550 Minneapolis, MN 55401	2009 Grant	100.00
Minnesota Zoo 13000 Zoo Blvd Apple Valley, MN 55124	2009 Grant	200.00
Minnesota's Historical Society 345 Kellogg Blvd W St. Paul, MN 55102	2009 Grant	500.00
Montana Land Reliance P.O. Box 355 Helena, MT 59624	2009 Grant	100.00
Montana Meth Project P.O. Box 8944 Missoula, MT 59807	2009 Grant	1,000.00
Mothers Against Drunk Drivers Dallas County Chapter 511 John Carpenter Freeway, Suite 700 Irving, TX 75062	2009 Grant	100.00
Mount Olivet Lutheran Church 5025 Knox Ave S Minneapolis, MN 55419	Cathedral of the Pines	5,000.00
Neighborhood Involvement Program 2431 Hennepin Ave S Minneapolis, MN 55405	2009 Grant	500.00
Ordway Center for Performing Arts 345 Washington St St. Paul, MN 55102	2009 Grant	500.00
Pillsbury United Neighborhood Services, Inc. 1201 37th Ave N Minneapolis, MN 55412	2009 Grant	500.00
Planned Parenthood of Minnesota 1965 Ford Parkway St. Paul, MN 55116	2009 Grant	700.00
Pope Paul VI Institute 6901 Marcy Rd Omaha, NE 68106	2009 Grant	700.00
Project for Pride in Living 1035 E Franklin Ave Minneapolis, MN 55404	2009 Grant	700.00

Regions Hospital Foundation 640 Jackson St St. Paul, MN 55101	Burn Center	1,400.00
Ronald McDonald House 1144 N 30th St Billings, MT 59101	2009 Grant	300.00
Salvation Army 2445 Prior Ave N Roseville, MN 55113	2009 Grant	700.00
Science Museum of Minnesota 120 W Kellogg Blvd St. Paul, MN 55102	2009 Grant	500.00
Sharing and Caring Hands, Inc. 525 N 7th St Minneapolis, MN 55405	2009 Grant	800.00
Shattuck - St. Mary's 1000 Shumway Ave, P.O. Box 218 Fairbault, MN 55021	2009 Grant	1,000.00
South High School 3131 19th Ave S Minneapolis, MN 55407	Alternative Artists in Residence Program	500.00
St. Joseph's Home for Children 1121 E 46th St Minneapolis, MN 55407	2009 Grant	300.00
St. Mark's Episcopal Church P.O. Box 626 Big Timber, MT 59011	2009 Grant	500.00

St. Paul Chamber Orchestra The Hamm Building 408 St. Peter St., Suite 300 St. Paul, MN 55102	2009 Grant	500.00
St. Paul's Episcopal Church 1917 Logan Ave S Minneapolis, MN 55403	2009 Grant	2,500.00
Sweet Grass Cty Combined Campaign 130 McLeod St Big Timber, MT 59011	2009 Grant - 200.00 BS, 200.00 GS, 500.00 Hosp Guild	900.00
Sweet Grass Health Care Foundation P.O. Box 435 Big Timber, MT 59011	2009 Grant	6,500.00
Vail Place 1412 W 36th St Minneapolis, MN 55408	2009 Grant	500.00
Vision Loss Resources 1936 Lyndale Ave S Minneapolis, MN 55403	2009 Grant	400.00
Volunteers of America 5905 Golden Valley RD, Suite 110 Minneapolis, MN 55422	2009 Grant	500.00
Washburn Child Guidance Center 2430 Nicollet Ave S Minneapolis, MN 55404	2009 Grant	500.00
Wind River Bear Institute P.O. Box 1299 Florence, MT 59833	Partners in Life Program	7,500.00
Wind River Bear Institute P.O. Box 1299 Florence, MT 59833	2009 Grant	5,000.00
Yellowstone Boys & Girls Ranch Fdn P.O. Box 80807 Billings, MT 59108	2009 Grant	500.00
Young Men's Christian Association 30 S 9th St Minneapolis, MN 55402	2009 Grant	500.00
Zoo Montana 2100 Shiloh Rd Billings, MT 59106	2009 Grant	200.00
Total		75,800.00

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

2008

Name of estate or trust

P G N FOUNDATION 35182210

Employer identification number

41-6017325

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet

4 ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►

5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

16,159.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet

11 ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►

12

16,159.

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		16,159.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		16,159.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,200	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Schedule D (Form 1041) 2008

Employer identification number

41-6017325

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	16,159.00
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Schedule D-1 (Form 1041) 2008