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**Short Form**  
**Return of Organization Exempt From Income Tax**  
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
 (except black lung benefit trust or private foundation)

**2009**

Department of the Treasury  
Internal Revenue Service

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**Open to Public Inspection**

**A For the 2009 calendar year, or tax year beginning , 2009, and ending ,**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> OUTFRONT MINNESOTA 310 E 38TH ST MINNEAPOLIS, MN 55409	<b>D</b> Employer identification number 41-1892897
		<b>E</b> Telephone number (612) 822-0127
		<b>F</b> Group Exemption Number

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**G** Accounting method  Cash  Accrual  
Other (specify) ▶

**I Website:** ▶ WWW.OUTFRONT.ORG

**H** Check  if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

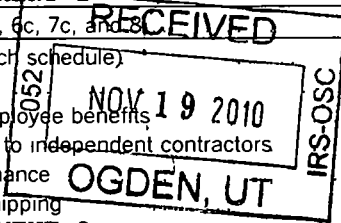
**J Tax-exempt status** (check only one) —  501(c) ( 4 ) ◀ (insert no.)  4947(a)(1) or  527

**K** Check  if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ 458,355.

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

<b>1</b> Contributions, gifts, grants, and similar amounts received	<b>1</b>	85,848.
<b>2</b> Program service revenue including government fees and contracts	<b>2</b>	366,635.
<b>3</b> Membership dues and assessments	<b>3</b>	
<b>4</b> Investment income	<b>4</b>	
<b>5a</b> Gross amount from sale of assets other than inventory	<b>5a</b>	
<b>b</b> Less cost or other basis and sales expenses	<b>5b</b>	
<b>c</b> Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	<b>5c</b>	
<b>6</b> Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1)	<b>6a</b>	
<b>b</b> Less direct expenses other than fundraising expenses	<b>6b</b>	
<b>c</b> Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	<b>6c</b>	
<b>7a</b> Gross sales of inventory, less returns and allowances	<b>7a</b>	
<b>b</b> Less cost of goods sold	<b>7b</b>	
<b>c</b> Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	<b>7c</b>	
<b>8</b> Other revenue (describe ▶ SEE STATEMENT 1 )	<b>8</b>	5,872.
<b>9 Total revenue</b> Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	<b>9</b>	458,355.
<b>10</b> Grants and similar amounts paid (attach schedule)	<b>10</b>	
<b>11</b> Benefits paid to or for members	<b>11</b>	
<b>12</b> Salaries, other compensation, and employee benefits	<b>12</b>	331,991.
<b>13</b> Professional fees and other payments to independent contractors	<b>13</b>	20,097.
<b>14</b> Occupancy, rent, utilities, and maintenance	<b>14</b>	31,027.
<b>15</b> Printing, publications, postage, and shipping	<b>15</b>	4,395.
<b>16</b> Other expenses (describe ▶ SEE STATEMENT 2 )	<b>16</b>	171,299.
<b>17 Total expenses.</b> Add lines 10 through 16	<b>17</b>	558,809.
<b>18</b> Excess or (deficit) for the year (Subtract line 17 from line 9)	<b>18</b>	-100,454.
<b>19</b> Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	<b>19</b>	84,612.
<b>20</b> Other changes in net assets or fund balances (attach explanation)	<b>20</b>	
<b>21</b> Net assets or fund balances at end of year. Combine lines 18 through 20	<b>21</b>	-15,842.



**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

		(A) Beginning of year	(B) End of year
<b>22</b> Cash, savings, and investments		7,496.	<b>22</b>
<b>23</b> Land and buildings			<b>23</b>
<b>24</b> Other assets (describe ▶ SEE STATEMENT 3 )		114,849.	<b>24</b>
<b>25 Total assets</b>		122,345.	<b>25</b>
<b>26 Total liabilities</b> (describe ▶ SEE STATEMENT 4 )		37,733.	<b>26</b>
<b>27 Net assets or fund balances</b> (line 27 of column (B) must agree with line 21)		84,612.	<b>27</b>

**BAA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.**

SCANNED DEC 13 2010

UNSUBMITTED

ASSET

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**Part III Statement of Program Service Accomplishments** (See the instructions.)

What is the organization's primary exempt purpose? **SEE STATEMENT 5**  
 Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title

**Expenses**  
 (Required for section 501(c)(3) and (4) organizations and section 4947(a)(1) trusts, optional for others)

<b>28</b> <u>ADVOCACY AND ORGANIZING - SUPPORT THE DEVELOPMENT AND GROWTH OF LOCAL GLBT AND ALLIED COMMUNITIES ACROSS THE STATE.</u>		
(Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>28 a</b>	338,315.
<b>29</b> <u>SYSTEMS CHANGE AND PUBLIC POLICY - THROUGH OUTREACH ACTIVITIES, THE ORGANIZATION INFLUENCES A RANGE OF POLICY SYSTEMS.</u>		
(Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>29 a</b>	97,840.
<b>30</b> _____ _____ _____		
(Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>30 a</b>	
<b>31</b> Other program services (attach schedule)		
(Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>31 a</b>	
<b>32</b> <b>Total program service expenses</b> (add lines 28a through 31a)	<b>32</b>	436,155.

**Part IV List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated (See the instrs.)

(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 and other allowances
SEE STATEMENT 6		56,127.	5,739.	0.
_____				
_____				
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**Part V Other Information** (Note the statement requirements in the instrs for Part V.)

		Yes	No	
<b>33</b>	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X	
<b>34</b>	Were any changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the changes		X	
<b>35</b>	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.			
<b>35a</b>	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X	
<b>35b</b>	If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?			
<b>36</b>	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N		X	
<b>37a</b>	Enter amount of political expenditures, direct or indirect, as described in the instructions	37a	0.	
<b>37b</b>	Did the organization file <b>Form 1120-POL</b> for this year?		X	
<b>38a</b>	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X	
<b>38b</b>	If 'Yes,' complete Schedule L, Part II and enter the total amount involved.	38b	N/A	
<b>39</b>	Section 501(c)(7) organizations Enter			
<b>39a</b>	Initiation fees and capital contributions included on line 9	39a	N/A	
<b>39b</b>	Gross receipts, included on line 9, for public use of club facilities	39b	N/A	
<b>40a</b>	Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911	N/A	section 4912	N/A
<b>40b</b>	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I		X	
<b>40c</b>	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.	
<b>40d</b>	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization		0.	
<b>40e</b>	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T		X	
<b>41</b>	List the states with which a copy of this return is filed	MN		

**42a** The organization's books are in care of MONICA MEYER Telephone no (612) 822-0127  
 Located at 310 E 38TH ST MINNEAPOLIS MN ZIP + 4 55409

		Yes	No
<b>42b</b>	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country		X
<b>42c</b>	At any time during the calendar year, did the organization maintain an office outside of the US? If 'Yes,' enter the name of the foreign country		X

**43** Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here and enter the amount of tax-exempt interest received or accrued during the tax year  N/A  N/A

		Yes	No
<b>44</b>	Did the organization maintain any donor advised funds? If 'Yes,' Form 990 must be completed instead of Form 990-EZ		X
<b>45</b>	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If 'Yes,' Form 990 must be completed instead of Form 990-EZ		X

**Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
<b>46</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		
<b>47</b> Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II		
<b>48</b> Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		
<b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization?		
<b>49b</b> If 'Yes,' was the related organization a section 527 organization?		

**50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
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f Total number of other employees paid over \$100,000 ▶ \_\_\_\_\_

**51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
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d Total number of other independent contractors each receiving over \$100,000 ▶ \_\_\_\_\_

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 officer) is based on all information of which preparer has any knowledge.

**Sign Here**

▶ Ann M. Swanson 11/13/2010  
 Signature of officer Date

▶ Ann M. Swanson  
 Type or print name and title

**Paid Preparer's Use Only**

Preparer's signature: [Signature] Date: 11/9/10

Firm's name (or yours if self-employed), address, and ZIP + 4: CARPENTER EVERI & ASSOCIATES  
7760 FRANCE AVE. S. #940  
BLOOMINGTON, MN 55435

Check if self-employed:  Preparer's Identifying Number (See instructions): P00041280

EIN: 41-1534805  
 Phone no: (952) 831-0085

May the IRS discuss this return with the preparer shown above? See instructions ▶  Yes  No

CLIENT 015073

OUTFRONT MINNESOTA

41-1892897

**STATEMENT 1  
FORM 990-EZ, PART I, LINE 8  
OTHER REVENUE**

OTHER INCOME	\$ 5,872.
TOTAL	<u>\$ 5,872.</u>

**STATEMENT 2  
FORM 990-EZ, PART I, LINE 16  
OTHER EXPENSES**

ADVERTISING AND PROMOTION	\$ 650.
BANK AND CREDIT CARD FEES	3,126.
CONFERENCES, CONVENTIONS, AND MEETINGS	6,771.
DEPRECIATION	124.
DUES AND SUBSCRIPTIONS	709.
INSURANCE	5,649.
INTEREST	1,016.
MISCELLANEOUS EXPENSE	505.
OFFICE EXPENSES	35,727.
PROGRAM SERVICE FEES	110,639.
TRAVEL	6,383.
TOTAL	<u>\$ 171,299.</u>

**STATEMENT 3  
FORM 990-EZ, PART II, LINE 24  
OTHER ASSETS**

	<u>BEGINNING</u>	<u>ENDING</u>
ACCOUNTS RECEIVABLE	\$ 108,868.	\$ 15,286.
MACHINERY AND EQUIPMENT	0.	7,306.
PLEDGES AND GRANTS RECEIVABLE	0.	19,745.
PREPAID EXPENSES AND DEFERRED CHARGES	1,980.	530.
SECURITY DEPOSIT	4,001.	4,001.
TOTAL	<u>\$ 114,849.</u>	<u>\$ 46,868.</u>

**STATEMENT 4  
FORM 990-EZ, PART II, LINE 26  
TOTAL LIABILITIES**

	<u>BEGINNING</u>	<u>ENDING</u>
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	\$ 37,733.	\$ 37,979.
CASH OVERDRAFT	0.	24,731.
TOTAL	<u>\$ 37,733.</u>	<u>\$ 62,710.</u>

CLIENT 015073

OUTFRONT MINNESOTA

41-1892897

**STATEMENT 5  
FORM 990-EZ, PART III  
ORGANIZATION'S PRIMARY EXEMPT PURPOSE**

TO MAKE OUR STATE A PLACE WHERE GAY, LESBIAN, BISEXUAL AND TRANSGENDER MINNESOTANS HAVE THE FREEDOM, POWER, AND CONFIDENCE TO MAKE THE BEST CHOICES FOR THEIR OWN LIVES.

**STATEMENT 6  
FORM 990-EZ, PART IV  
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
AMY JOHNSON 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	EXECUTIVE DIREC 40.00	\$ 56,127.	\$ 5,739.	\$ 0.
JANE EASTWOOD 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	CHAIR 2.00	0.	0.	0.
DAVID BJORK 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
BRAD FROSLEE 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	SECRETARY 2.00	0.	0.	0.
CATHY MULDOON 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	TREASURER 2.00	0.	0.	0.
ANDREA JENKINS 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
MICHAEL DOUGLAS 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
FABIAN HOFFNER 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
MAGGIE GEORGE 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
ROBERT LILLIGREN 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.

CLIENT 015073

OUTFRONT MINNESOTA

41-1892897

STATEMENT 6 (CONTINUED)  
 FORM 990-EZ, PART IV  
 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MICHAEL ROBINS 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	\$ 0.	\$ 0.	\$ 0.
JOHN MOORE 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
JOHN SULLIVAN 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
PAUL TUCHMAN 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
SCOTT BENSON 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
ERIC JENSEN 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
ANN SWANSON 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
MURRAY THOMAS 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	DIRECTOR 2.00	0.	0.	0.
RONALD ZWEBER 310 EAST 38TH STREET MINNEAPOLIS, MN 55409	VICE CHAIR 2.00	0.	0.	0.
	TOTAL	\$ 56,127.	\$ 5,739.	\$ 0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>OUTFRONT MINNESOTA</b>	Employer identification number <b>41-1892897</b>
	Number, street, and room or suite number. If a P.O. box, see instructions. <b>CARPENTER EVERT &amp; ASSOCIATES</b> <b>7760 FRANCE AVE. S. #940</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BLOOMINGTON, MN 55435</b>	

**Check type of return to be filed** (File a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of **AMY JOHNSON**  
 Telephone No **(612) 822-0127** FAX No **(612) 822-8786**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 2010

5 For calendar year 2009, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

6 If this tax year is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension AUDIT OF THE ORGANIZATION IS NOT COMPLETE. RETURN IS BASED ON AUDIT.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b> \$
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs	<b>8c</b> \$

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 8/1/10