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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

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

Name of foundation: THE MORTENSON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 4000 OLSON MEMORIAL HIGHWAY — Room/suite:

City or town, state, and ZIP code: MINNEAPOLIS, MN 55422

A Employer identification number: 41-1958621

B Telephone number: 763-287-5500

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: [X] 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) ▶$ 19,295,447.

J Accounting method: [ ] Cash [X] 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).)

		(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	6,802,913.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	183,657.	110,751.		STATEMENT 1
	4 Dividends and interest from securities	24,578.	24,578.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,046,485.			
	b Gross sales price for all assets on line 6a 3,475,902.				
	7 Capital gain net income (from Part IV, line 2)		1,046,485.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	8,057,633.	1,181,814.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	6,240.	0.		6,240.
	b Accounting fees STMT 4	23,400.	0.		23,400.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	26,116.	284.		25.
	19 Depreciation and depletion	8,844.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	86,391.	50,942.		35,380.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	150,991.	51,226.		65,045.
	25 Contributions, gifts, grants paid	622,500.			617,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	773,491.	51,226.		682,545.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	7,284,142.			
	b **Net investment income** (if negative, enter -0-)		1,130,588.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,029,511.	33,378.	33,378.
	2 Savings and temporary cash investments	4,636,395.	10,307,365.	10,307,365.
	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			
	7 Other notes and loans receivable ▶ 250,000.			
	Less allowance for doubtful accounts ▶	250,000.	250,000.	250,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	7,239,953.	8,317,048.	8,371,230.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 44,221.			
	Less accumulated depreciation ▶ 14,740.	18,951.	29,481.	29,481.
	15 Other assets (describe ▶ STATEMENT 9)	0.	303,993.	303,993.
	16 Total assets (to be completed by all filers)	13,174,810.	19,241,265.	19,295,447.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	13,174,810.	19,241,265.	
	30 Total net assets or fund balances	13,174,810.	19,241,265.	
	31 Total liabilities and net assets/fund balances	13,174,810.	19,241,265.	

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	13,174,810.
2	Enter amount from Part I, line 27a	2	7,284,142.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	19,374.
4	Add lines 1, 2, and 3	4	20,478,326.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON DONATED STOCK	5	1,237,061.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,241,265.

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 STATEMENT A	P	VARIOUS	VARIOUS
b	SEE STATEMENT A	P	VARIOUS	VARIOUS
c	SEE STATEMENT B	D	VARIOUS	VARIOUS
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	134,594.		206,001.	-71,407.
b	343,265.		467,364.	-124,099.
c	2,998,043.		1,756,052.	1,241,991.
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				-71,407.
b				-124,099.
c				1,241,991.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,046,485.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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 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))
2008	384,025.	11,200,032.	.034288
2007	324,025.	8,526,330.	.038003
2006	268,525.	6,579,588.	.040812
2005	246,025.	5,512,715.	.044629
2004	181,025.	4,139,697.	.043729

2 Total of line 1, column (d)	2	.201461
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	.040292
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,945,622.
5 Multiply line 4 by line 3	5	561,897.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,306.
7 Add lines 5 and 6	7	573,203.
8 Enter qualifying distributions from Part XII, line 4	8	932,545.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	11,306.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	11,306.
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	11,306.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 6,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	6,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	162.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	5,468.
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 2010 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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	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.*	7	X	
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? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶ N/A

14 The books are in care of ▶ RANDY JENSON Telephone no ▶763-287-5500

Located at ▶4000 OLSON MEMORIAL HWY, SUITE 650, MPLS, MN ZIP+4 ▶55442

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 N/A

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.

		Line	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? [X] Yes [ ] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? [ ] Yes [X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) [ ] Yes [X] 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? [ ] Yes [X] No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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 ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)* N/A	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 2009?	4b		X

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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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)?	[ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	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? N/A	[ ] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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?	[ ] Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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 10		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
RIVERBRIDGE PARTNERS, LLC - 801 NICOLLET MALL, SUITE 600, MINNEAPOLIS, MN 55402	INVESTMENT ADVISOR	50,885.
Total number of others receiving over $50,000 for professional services ▶		0

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	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 SEE STATEMENT 11	250,000.
2	
All other program-related investments See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	250,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,990,658.
b	Average of monthly cash balances	1b	6,583,859.
c	Fair market value of all other assets	1c	583,475.
d	**Total** (add lines 1a, b, and c)	1d	14,157,992.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,157,992.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,370.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,945,622.
6	**Minimum investment return.** Enter 5% of line 5	6	697,281.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	697,281.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 11,306.		
b	Income tax for 2009. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,306.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	685,975.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	685,975.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	685,975.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	682,545.
b	Program-related investments - total from Part IX-B	1b	250,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	932,545.
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	5	11,306.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	921,239.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				685,975.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			485,303.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 932,545.				
a Applied to 2008, but not more than line 2a			485,303.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				447,242.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				238,733.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a 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 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).)

SEE STATEMENT 12

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 ▶ [X] 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 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:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	617,500.
b *Approved for future payment*				
INSITE	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
Total			▶ 3b	5,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	183,657.	
4 Dividends and interest from securities			14	24,578.	
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	1,046,485.	
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)		0.		1,254,720.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,254,720.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 5/14/10 — Title Secretary

Paid Preparer's Use Only

Preparer's signature	Date 5/12/10	Check if self-employed ☐	Preparer's identifying number P00321516
Firm's name (or yours if self-employed), address, and ZIP code	DELOITTE TAX LLP 50 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402	EIN 86-1065772	Phone no 612-397-4000

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
THE MORTENSON FAMILY FOUNDATION	41-1958621

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

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

Name of organization: THE MORTENSON FAMILY FOUNDATION

Employer identification number: 41-1958621

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 2,709,800.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 599,700.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 678,368.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 291,828.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 307,970.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
6	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 254,977.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)

Name of organization: THE MORTENSON FAMILY FOUNDATION

Employer identification number: 41-1958621

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 292,410.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 310,440.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
9	M.A. MORTENSON COMPANY 700 MEADOW LANE N MINNEAPOLIS, MN 55422	$ 257,420.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
10	MAURITZ MORTENSON, JR. 5233 MINNEHAHA BLVD. MINNEAPOLIS, MN 55422	$ 1,100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: THE MORTENSON FAMILY FOUNDATION

Employer identification number: 41-1958621

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	30,000 SHS MARVEL TECHNOLOGIES	$ 599,700.	12/22/09
3	11,600 SHS MOSAIC COMPANY	$ 678,368.	12/22/09
4	5,949 SHS TARGET CORPORATION	$ 291,828.	12/22/09
5	13,000 SHS CISCO SYSTEMS	$ 307,970.	12/22/09
6	3,728 SHS GENERAL DYNAMICS	$ 254,977.	12/22/09
7	6,000 SHS TARGET CORPORATION	$ 292,410.	12/24/09

Name of organization	Employer identification number
THE MORTENSON FAMILY FOUNDATION	41-1958621

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	13,000 SHS CISCO SYSTEMS	$ 310,440.	12/24/09
9	3,772 SHS GENERAL DYNAMICS	$ 257,420.	12/24/09
		$	
		$	
		$	
		$	

Riverbridge Partners, LLC
REALIZED GAINS AND LOSSES
The Mortenson Family Foundation
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-10-07	01-07-09	568.00	Surmodics Inc Com	28,615.28		15,022.42		-13,592.86
10-10-07	01-07-09	17.00	Surmodics Inc Com	856 58		449.61		-406 97
11-09-07	01-07-09	305 00	Surmodics Inc Com	15,168.60		8,066 62		-7,101.98
04-02-08	01-07-09	110 00	Surmodics Inc Com	4,922 10		2,909 27	-2,012 83	
04-02-08	01-07-09	290 00	Surmodics Inc Com	12,976 45		7,669 02	-5,307 43	
08-07-08	01-07-09	259 00	Surmodics Inc Com	10,993 52		6,849 23	-4,144 29	
08-07-08	01-07-09	100 00	Surmodics Inc Com	4,244.60		2,644 49	-1,600 11	
08-07-08	01-07-09	100 00	Surmodics Inc Com	4,244.60		2,644 49	-1,600 11	
08-07-08	01-07-09	66 00	Surmodics Inc Com	2,801.44		1,745 36	-1,056.08	
10-10-07	02-03-09	265.00	Strayer Ed Inc Com	46,163.94		58,271 67		12,107 73
11-09-07	02-03-09	88.00	Strayer Ed Inc Com	16,836.48		19,350.59		2,514 11
10-10-07	02-12-09	415.00	Amgen Inc Com	23,916 86		24,001.02		84.16
11-09-07	02-12-09	220 00	Amgen Inc Com	12,049 89		12,723.43		673.54
04-02-08	02-12-09	300 00	Amgen Inc Com	12,641.65		17,350 13	4,708 48	
08-07-08	02-12-09	275 00	Amgen Inc Com	17,581.18		15,904 29	-1,676.89	
10-10-07	06-08-09	2,510.00	Boston Scientific Corp Com	36,773.92		23,566.46		-13,207.46
11-09-07	06-08-09	818.00	Boston Scientific Corp Com	10,288 33		7,680 23		-2,608.10
11-09-07	06-08-09	522 00	Boston Scientific Corp Com	6,563.85		4,901 07		-1,662.78
04-02-08	06-08-09	1,725 00	Boston Scientific Corp Com	23,465 50		16,196.07		-7,269 43
08-07-08	06-08-09	1,700.00	Boston Scientific Corp Com	21,969 55		15,961 35	-6,008.20	
08-07-08	06-17-09	475.00	Surmodics Inc Com	20,161 86		9,310 82	-10,851 04	
08-07-08	06-17-09	874 00	Surmodics Inc Com	37,101 32		17,131 91	-19,969.41	
08-07-08	06-17-09	100.00	Surmodics Inc Com	4,244 10		1,960 17	-2,283.93	
08-07-08	06-17-09	100 00	Surmodics Inc Com	4,242 30		1,960 18	-2,282.12	
08-07-08	06-17-09	73 00	Surmodics Inc Com	3,098.85		1,430 93	-1,667 92	
08-07-08	06-17-09	45 00	Surmodics Inc Com	1,909 85		882 08	-1,027 77	
08-07-08	06-17-09	33 00	Surmodics Inc Com	1,400 55		646 85	-753 70	
10-10-07	07-07-09	408 00	Covidien Ltd Com	16,957.34		14,542 13		-2,415.21
10-10-07	07-07-09	42 00	Covidien Ltd Com	1,745 61		1,496 98		-248 63
11-09-07	07-07-09	240 00	Covidien Ltd Com	9,444 59		8,554 19		-890 40
04-02-08	07-07-09	325 00	Covidien Ltd Com	14,633 30		11,583 81		-3,049.49
08-07-08	07-07-09	300 00	Covidien Ltd Com	15,613 75		10,692 74	-4,921 01	
10-10-07	07-08-09	200 00	Gen-Probe Inc New Com	13,943 06		7,953.20		-5,989.86
10-10-07	07-08-09	187.00	Gen-Probe Inc New Com	13,036.76		7,436 24		-5,600.52
10-10-07	07-08-09	163 00	Gen-Probe Inc New Com	11,362.30		6,481.86		-4,880 44
10-10-07	07-08-09	100 00	Gen-Probe Inc New Com	6,971.53		3,976 60		-2,994 93
11-09-07	07-08-09	345 00	Gen-Probe Inc New Com	21,684.58		13,719.26		-7,965.32
04-02-08	07-08-09	112.00	Gen-Probe Inc New Com	5,683 77		4,453.79		-1,229 98
04-02-08	07-08-09	100 00	Gen-Probe Inc New Com	5,074 79		3,976.60		-1,098.19
04-02-08	07-08-09	100 00	Gen-Probe Inc New Com	5,074 79		3,976 60		-1,098.19
04-02-08	07-08-09	100 00	Gen-Probe Inc New Com	5,074 79		3,976 60		-1,098.19
04-02-08	07-08-09	38 00	Gen-Probe Inc New Com	1,928 87		1,511 11		-417 76
08-07-08	07-08-09	300 00	Gen-Probe Inc New Com	18,249 32		11,929 79	-6,319 53	

Riverbridge Partners, LLC
REALIZED GAINS AND LOSSES
The Mortenson Family Foundation
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-07-08	07-08-09	100.00	Gen-Probe Inc New Com	6,083.10		3,976.60	-2,106.50	
08-07-08	07-08-09	25 00	Gen-Probe Inc New Com	1,520.78		994.15	-526 63	
10-10-07	12-10-09	1,000.00	Hain Celestial Grp Inc Com	33,199.64		15,776 22		-17,423.42
10-10-07	12-10-09	100 00	Hain Celestial Grp Inc Com	3,320.77		1,577.62		-1,743.15
10-10-07	12-10-09	100 00	Hain Celestial Grp Inc Com	3,320 77		1,577.62		-1,743 15
10-10-07	12-10-09	100.00	Hain Celestial Grp Inc Com	3,320 77		1,577 62		-1,743 15
11-09-07	12-10-09	500.00	Hain Celestial Grp Inc Com	15,768 46		7,888.11		-7,880 35
11-09-07	12-10-09	100 00	Hain Celestial Grp Inc Com	3,153 44		1,577.62		-1,575.82
11-09-07	12-10-09	90.00	Hain Celestial Grp Inc Com	2,839 00		1,419.86		-1,419.14
04-02-08	12-10-09	600 00	Hain Celestial Grp Inc Com	18,290 98		9,465.73		-8,825 25
04-02-08	12-10-09	100 00	Hain Celestial Grp Inc Com	3,045 79		1,577.62		-1,468.17
04-02-08	12-10-09	100 00	Hain Celestial Grp Inc Com	3,048 49		1,577.62		-1,470 87
04-02-08	12-10-09	100.00	Hain Celestial Grp Inc Com	3,045 99		1,577.62		-1,468 37
08-07-08	12-10-09	875 00	Hain Celestial Grp Inc Com	21,694 95		13,804.20		-7,890 75
TOTAL GAINS							**4,708.48**	**15,379.54**
TOTAL LOSSES							**-76,115.51**	**-139,478.28**
				673,365.24	**0.00**	**477,859.47**	**-71,407.03**	**-124,098.74**

TOTAL REALIZED GAIN/LOSS -195,505.77

Short-Term Basis	$206,001
Short-Term Proceeds	$134,594
Long-Term Basis	$467,364
Long-Term Proceeds	$343,265

STATEMENT A

M. A. Mortenson Company
2009 Appreciated Stock Gifts

Appreciated Stock	Gift Date	Shares	Average Open/Close Share Price	Gift Value	Appreciation	Cost	Growth	Open	Close	Foundation Sale Proceeds	Price
Mortenson Family Foundation Gift											
Marvel Technologies Group, Ltd (MRVL) - 30 000 Shares, Common	22-Dec-09	30,000	$19 99	$599,700 00	$424,200 00	$175,500.00	241 71%	19 96	20 02	$602,528 50	20 09
Mosaic Company (MOS) - 11,600 Shares, Common	22-Dec-09	11,600	$58 48	$678,368 00	$305,789 92	$372,578 08	82 07%	58 31	58 65	$681,426 80	58 74
Target Corp (TGT) - 5 949 Shares, Common	22-Dec-09	5,949	$49 06	$291,828 20	$91,887 06	$199,941 13	45 96%	49 32	48 79	$289,111 58	48 60
Cisco Systems (CSCO) - 13,000 Shares, Common	22-Dec-09	13,000	$23 69	$307,970 00	$109,070 00	$198,900 00	54 84%	23 63	23 75	$308,337 77	23 72
General Dynamics Corp (GD) - 3,728 Shares Common	22-Dec-09	3,728	$68 40	$254,976 56	$55,049 14	$199,927 42	27 53%	68 59	68 2	$254,069 71	68 15
12/21/09 Transfer				**$2,132,842.76**	**$985,996.12**	$1,146,846 63				**$2,135,474.36**	
Target Corp (TGT) - 6,000 Shares Common	24-Dec-09	6,000	$48 74	$292,410 00	$87,930.00	$204,480 00	43 00%	48 82	48 65	$292,012 49	48 67
Cisco Systems (CSCO) - 13,000 Shares, Common	24-Dec-09	13,000	$23 88	$310,440 00	$104,000 00	$206,440 00	50 38%	23 8	23 96	$311,991 97	24 00
General Dynamics Corp (GD) - 3 772 Shares, Common	24-Dec-09	3,772	$68 25	$257,420 14	$59,134 94	$198,285 20	29 82%	68 15	68.34	$258,563 95	68 55
12/24/09 Transfer				**$860,270.14**	**$251,064.94**	$609,205 20				**$862,568.41**	
2009 Year-End Foundation Gift				**$2,993,112.90**	**$1,237,061.07**	$1,756,051 83				**$2,998,042.77**	

Donated Stock Proceeds	**$2,998,042.77**
Donated Stock Cost Basis	**$1,756,051.83**
	$1,241,990.94

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	183,657.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	183,657.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	24,578.	0.	24,578.
TOTAL TO FM 990-PF, PART I, LN 4	24,578.	0.	24,578.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,240.	0.		6,240.
TO FM 990-PF, PG 1, LN 16A	6,240.	0.		6,240.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	23,400.	0.		23,400.
TO FORM 990-PF, PG 1, LN 16B	23,400.	0.		23,400.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	284.	284.		0.
STATE REGISTRATION	25.	0.		25.
INCOME TAXES	25,807.	0.		0.
TO FORM 990-PF, PG 1, LN 18	26,116.	284.		25.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	50,885.	50,885.		0.
EMPLOYMENT RECRUITING	35,380.	0.		35,380.
INVESTMENT FEES	57.	57.		0.
OTHER EXPENSES	69.	0.		0.
TO FORM 990-PF, PG 1, LN 23	86,391.	50,942.		35,380.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
ADJUSTMENT TO ACCUMULATED DEPRECIATION	19,374.
TOTAL TO FORM 990-PF, PART III, LINE 3	19,374.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB INVESTMENTS	6,446,725.	6,215,431.
WELLS FARGO INVESTMENTS	1,870,323.	2,155,799.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,317,048.	8,371,230.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	0.	50,182.	50,182.
ACCRUED DIVIDEND RECEIVABLE	0.	3,811.	3,811.
WORLD VISION LOAN - PRI	0.	250,000.	250,000.
TO FORM 990-PF, PART II, LINE 15	0.	303,993.	303,993.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALICE D. MORTENSON 4000 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55422	PRESIDENT/CHAIR 3.00	0.	0.	0.
MAURITZ A. MORTENSON, JR. 4000 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55422	VP/TREAS 2.00	0.	0.	0.
DAVID C. MORTENSON 4000 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55422	DIRECTOR 1.00	0.	0.	0.
MARK A. MORTENSON 4000 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55422	SECRETARY 3.00	0.	0.	0.
CHRISTOPHER D. MORTENSON 4000 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55422	DIRECTOR 1.00	0.	0.	0.
MATHIAS H. MORTENSON 4000 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55422	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 11

DESCRIPTION

PROGRAM RELATED INVESTMENT TO VISIONFUND INTERNATIONAL, A NONPROFIT CORPORATION WHOSE SOLE MEMBER IS WORLD VISION INTERNATIONAL. VISIONFUND INTERNATIONAL PROVIDES CAPITAL FOR MICROFINANCE INSTITUTIONS THAT LEND TO THE POOR AND DISADVANTAGED IN DEVELOPING COUNTRIES.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 1	250,000.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12

NAME OF MANAGER

ALICE D. MORTENSON
MAURITZ A. MORTENSON, JR.

Name of 501c3	Purpose of Grant	Impact	Amount
Admission Possible *St. Paul, MN*	General Operating	helping promising, low-income young people prepare for and earn admission to college	$5,000
Children's Heartlink *Edina, MN*	General Operating	partnering with health care centers in underserved regions of the world to promote sustainable cardiac care for children with congenital or acquired heart disease	$2,000
Common Hope *St. Paul, MN*	General Operating	providing opportunities for students and families in Guatemala	$5,000
Friends of the Orphans *St. Paul, MN*	General Operating	improving the lives of orphaned, abandoned and disadvantaged children in Mexico, Latin America and Caribbean	$3,000
Global Volunteers *St. Paul, MN*	General Operating	helping promote justice and peace through mutual understanding	$1,500
Greater Minneapolis Council of Churches *Minneapolis, MN*	General Operating	mobilizing member congregations, volunteers, and diverse community constituencies to serve human need and seek social justice	$30,000
Hospitality House *Minneapolis, MN*	General Operating	providing a safe harbor and lifeline for inner city children and youth in North Minneapolis	$5,000

Name of 501c3	Purpose of Grant	Impact	Amount
Organization for Youth Empowerment *Washington, DC*	El Progreso, Honduras Programs	developing at-risk Honduran youth through an integrated academic scholarship program and a youth capacity-building program	$6,000
Peace Foundation *Minneapolis, MN*	Northside Achievement Zone	meeting the physical, emotional, and spiritual needs of North Minneapolis children and youth to promote educational achievement and life success	$5,000
Project for Pride in Living *Minneapolis, MN*	Homework & Hoops	providing opportunities for enrichment and recreation activities	$3,000
Project for Pride in Living *Minneapolis, MN*	General Operating	assisting people toward self sufficiency by providing affordable housing, employment training, and support services	$5,000
Ready 4 K *St. Paul, MN*	General Operating	supporting early childhood development and learning readiness	$7,500
Seattle Pacific University *Seattle, WA*	Center for Integrity in Business	equipping business practitioners to serve society and developing thought leadership to influence the theory and practice of business	$7,500
Second Harvest Heartland *St. Paul, MN*	General Operating	ending hunger through community partnerships	$15,000

Name of 501c3	Purpose of Grant	Impact	Amount
Students Today, Leaders Forever *Minneapolis, MN*	General Operating	revealing leadership through student service relationships and action	$7,000
The Jeremiah Program *Minneapolis, MN*	General Operating	Empowering single mothers to achieve self-sufficiency	$5,000
United Way *Minneapolis, MN*	General Operating	building a stronger, more self-sufficient region by bringing together the hearts, minds and resources of all our citizens	$250,000
University of Wisconsin *Madison, WI*	Faculty Chair	supporting the Alice D. Mortenson/Petrovich Chair in Russian History Fund	$50,000
Viviendas Leon *San Francisco, CA*	Leon, Nicaragua programs	providing meaningful development to the community of Leon, Nicaragua	$7,000
Westminister Presbyterian (	Endowment Fund	supporting the 150th Anniversary Fund	$128,000
World Savvy *San Francisco, CA*	General Operating	educating and engaging youth in community and world affairs, to prepare them to learn, work and live as responsible global citizens in the 21st century	$30,000

World Vision *Minneapolis, MN*	General Operating	supporting the well being of all people, especially children, through emergency relief, education, health care, economic development and promotion of justice	$20,000
Youth Enterprise *Minneapolis, MN*	General Operating	empowering and preparing teens from the inner-city with relevant life and business skills grounded in the hope of Christ	$2,000
Youth for Understanding *Bethesda, MD*	Minnesota Programs	supporting Minnesota programs that prepare young people for their responsibilities and opportunities in a changing, interdependent world	$3,000
Youthcare *Minneapolis, MN*	Camp Sunrise	supporting Camp Sunrise to provide opportunities for urban youth to have a positive experience in the great outdoors, develop leadership skills and build friendships across cultures	$15,000