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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 01-27-2010 , and ending 06-30-2010

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation FRESHWATER SOCIETY GRAY FRESHWATER CENTER		A Employer identification number 23-7007115	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 2500 SHADYWOOD ROAD		B Telephone number (see page 10 of the instructions) (952) 471-9773	
	City or town, state, and ZIP code EXCELSIOR, MN 55331		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,574,410		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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	16,272			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,023	43,023	43,023	
	5a Gross rents	907,301	907,301	907,301	
	b Net rental income or (loss) 536,384				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2) . . .				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 270,567				
Operating and Administrative Expenses	b Less Cost of goods sold 135,075				
	c Gross profit or (loss) (attach schedule)	135,492		135,492	
	11 Other income (attach schedule)	32,727		32,727	
	12 Total. Add lines 1 through 11	1,134,815	950,324	1,118,543	
	13 Compensation of officers, directors, trustees, etc	156,253	3,202	5,202	151,051
	14 Other employee salaries and wages	370,781	107,469	157,351	213,430
	15 Pension plans, employee benefits	66,090	10,896	19,102	46,988
	16a Legal fees (attach schedule)	35,759			35,759
	b Accounting fees (attach schedule)	38,943			38,943
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion . . .	61,276	61,276	61,276	
	20 Occupancy	296,030	296,030	296,030	
	21 Travel, conferences, and meetings	12,183	459	1,707	10,476
	22 Printing and publications	22,253		734	21,519
	23 Other expenses (attach schedule)	242,195	13,152	50,022	192,173
	24 Total operating and administrative expenses. Add lines 13 through 23	1,301,763	492,484	591,424	710,339
	25 Contributions, gifts, grants paid	47,101			47,101
	26 Total expenses and disbursements. Add lines 24 and 25	1,348,864	492,484	591,424	757,440
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-214,049			
	b Net investment income (if negative, enter -0-)		457,840		
	c Adjusted net income (if negative, enter -0-)			527,119	

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	203	317	317
	2	Savings and temporary cash investments	367,663	136,115	136,115
	3	Accounts receivable ▶ <u>20,342</u>			
		Less allowance for doubtful accounts ▶ _____	14,774	20,342	20,342
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable	40,275		
	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 ▶ _____			
	8	Inventories for sale or use	52,600	52,225	52,225
	9	Prepaid expenses and deferred charges	5,616	6,453	6,453
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	2,685,464	2,740,994	2,740,994	
14	Land, buildings, and equipment basis ▶ <u>2,542,918</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>718,562</u>	1,873,520	1,824,356	3,603,664	
15	Other assets (describe ▶ _____)	14,300	14,300	14,300	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,054,415	4,795,102	6,574,410	
Liabilities	17	Accounts payable and accrued expenses	70,148	86,522	
	18	Grants payable			
	19	Deferred revenue	74,276		
	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)	144,424	86,522	
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	4,796,368	4,650,205	
	25	Temporarily restricted	55,248		
	26	Permanently restricted	58,375	58,375	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	4,909,991	4,708,580	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,054,415	4,795,102	

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)	14,909,991
2	Enter amount from Part I, line 27a	-214,049
3	Other increases not included in line 2 (itemize) ▶ _____	12,638
4	Add lines 1, 2, and 3	4,708,580
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	4,708,580

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				
(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) 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		
a				
b				
c				
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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	

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))
2008	678,396	5,570,838	0 121776
2007	595,072	5,719,479	0 104043
2006	486,363	5,988,366	0 081218
2005	379,920	5,718,927	0 066432
2004	373,357	5,706,738	0 065424
2	Total of line 1, column (d).		2 0 438893
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 087779
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4 6,562,207
5	Multiply line 4 by line 3.		5 576,024
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 4,578
7	Add lines 5 and 6.		7 580,602
8	Enter qualifying distributions from Part XII, line 4.		8 757,440
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1aExempt 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)				
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			1	4,578
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3Add lines 1 and 2.			3	4,578
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			5	4,578
6Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,800	
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		
7Total credits and payments Add lines 6a through 6d.			7	4,800
8Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.			10	222
11Enter the amount of line 10 to be Credited to 2010 estimated tax 0 Refunded			11	222

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	Yes	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.FRESHWATER.ORG	13	Yes	
14	The books are in care of ▶ JOAN NEPHEW Telephone no ▶ (952) 471-9773 Located at ▶ 2150 THIRD AVE STE 110 ANOKA MN ZIP+4 ▶ 55303			
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			

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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		
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 ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

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)? Organizations relying on a current notice regarding disaster assistance check here.			5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes	☐ No	
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? <i>If "Yes" to 6b, file Form 8870.</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☐ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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 Additional Data Table				
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
PATRICK SWEENEY	COMMS DIR	66,631	11,247	
2500 SHADYWOOD RD EXCELSIOR, MN 55331	40 00			
CHRISTOPHER PROK	BUILDING MGR	63,658	7,912	
2500 SHADYWOOD RD EXCELSIOR, MN 55331	40 00			
CHERIE WAGNER	ADMIN	51,050	5,100	
2500 SHADYWOOD RD EXCELSIOR, MN 55331	40 00			
JEANNE PROK	ADMIN	50,000	5,226	
2150 THIRD AVE STE 110 ANOKA, MN 55303	40 00			
Total number of other employees paid over \$50,000.				

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

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 THE MISSION OF FRESHWATER SOCIETY IS TO PROMOTE CONSERVATION AND STEWARDSHIP OF ALL FRESHWATER RESOURCES AND THE EDUCATION OF THE PUBLIC TO FULFILL ITS MISSION, THE SOCIETY PUBLISHES THE COMPREHENSIVE MINNESOTA WEATHERGUIDE ENVIRONMENT CALENDAR, WHICH PROVIDES INFORMATION ON PHENOLOGY, HISTORICAL WEATHER CONDITIONS, METEROLOGY, ASTRONOMY, AND AWARD WINNING NATURE PHOTOGRAPHY, AS WELL AS NEWSLETTERS, REPORTS, AND BULLETINS ON CRITICAL FRESH WATER ISSUES EDUCATIONAL PROGRAMS INCLUDE THE "WATER IS LIFE" ART CONTEST WHICH ENGAGES HIGH SCHOOL STUDENTS THROUGHOUT MINNESOTA TO CREATIVELY EXPRESS THE SIGNIFICANCE OF WATER, THE ROAD SALT SYMPOSIUM, A STATE OF THE ART FORUM THAT BRINGS TOGETHER TRANSPORTATION PROFESSIONALS, RESEACHERS, AND ENVIRONMENTALISTS TO SHARE CUTTING-EDGE INFORMATION ABOUT THE IMPACT OF ROAD SALT ON THE ENVIRONMENT AND BEST PRACTICES TO REDUCE THE CONSEQUENCES FRESHWATER SOCIETY ALSO COLLABORATES WITH OTHER NONPROFIT, ACEDEMIC AND GOVERNMENTAL ORGANIZATIONS TO DEVELOP	468,414
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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	2,713,229
b	Average of monthly cash balances.	1b	252,149
c	Fair market value of all other assets (see page 24 of the instructions).	1c	3,696,761
d	Total (add lines 1a, b, and c).	1d	6,662,139
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	
3	Subtract line 2 from line 1d.	3	6,662,139
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	99,932
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,562,207
6	Minimum investment return. Enter 5% of line 5.	6	328,110

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	
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

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	757,440
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	
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	757,440
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	4,578
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	752,862
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 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only.			
b	Total for prior years 20____, 20____, 20____			
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.			
4	Qualifying distributions for 2009 from Part XII, line 4 ➤ \$ _____			
a	Applied to 2008, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2009 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.			
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).			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.			
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 XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

2003-05-07

b

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

☒ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
		328,110	278,542	285,974	299,418	1,192,044
b	85% of line 2a	278,894	236,761	243,078	254,505	1,013,238
c	Qualifying distributions from Part XII, line 4 for each year listed	757,440	683,093	600,034	492,037	2,532,604
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	757,440	683,093	600,034	492,037	2,532,604
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. . . .	218,740	185,695	190,649	199,612	794,696
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 XVSupplementary Information (Complete this part only if the organization 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))

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> MN LANDSCAPE ARBORETUM 3675 ARBORETUM DR CHASKA, MN 55318			GENERAL OPERATING	20,000
CONSERVATION MINNESOTA 1101 WEST RIVER PARKWAY SUITE 250 MINNEAPOLIS, MN 55415			GENERAL OPERATING	25,000
Total			 3a	45,000
b <i>Approved for future payment</i>				
Total			 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2009)

Part XVII 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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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				
*****			2010-11-10	
Signature of officer or trustee			Date	
*****			*****	
Preparer's Signature			Date	
JAMES V LEWIS			2010-11-10	
Firm's name (or yours if self-employed), address, and ZIP code			Check if self-employed ☐	
LEWIS KISCH & ASSOCIATES LTD			Preparer's identifying number (see Signature on page 30 of the instructions)	
1303 SOUTH FRONTAGE ROAD SUITE 3			EIN	
HASTINGS, MN 550332477			Phone no (651) 437-3356	

Additional Data

Software ID: 09000034

Software Version: 09540951

EIN: 23-7007115

Name: FRESHWATER SOCIETY
GRAY FRESHWATER CENTER

Form 990PF Part VIII Line 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
TODD BOLIN	CHAIR 0 50	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
JOELLEN HURR	EMERITUS DR 1 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
TOM GAPINSKE	VICE CHAIR 0 50	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
BLYTH BROOKMAN	V CHR PROG 3 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
RICHARD CALDECOTT	DIRECTOR 1 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
ROBERT ELDE	DIRECTOR 0 50	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
STUART GRUBB	DIRECTOR 1 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
BARBARA LUIKENS	DIRECTOR 1 50	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
THOMAS SKRAMSTAD	TREASURER 3 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
DAVID KNOBLACH	DIRECTOR 1 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
RICK BATESON	DIRECTOR 1 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
LILI MCMILLAN	DIRECTOR 2 00	0	0	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
GENE MERRIAM	PRESIDENT 20 00	56,254	2,361	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				
JOAN NEPHEW	EXEC DR 40 00	99,999	8,195	0
2150 THIRD AVE STE 110 ANOKA, MN 55303				

TY 2009 Accounting Fees Schedule

Name: FRESHWATER SOCIETY
GRAY FRESHWATER CENTER
EIN: 23-7007115

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	38,943			38,943

TY 2009 Investments - Other Schedule**Name:** FRESHWATER SOCIETY

GRAY FRESHWATER CENTER

EIN: 23-7007115

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CERTIFICATE OF DEPOSIT	FMV	2,066,021	2,066,021
MONEY MARKET FUNDS	FMV	523,298	523,298
MUTUAL FUNDS	FMV	151,675	151,675

TY 2009 Land, Etc. Schedule**Name:** FRESHWATER SOCIETY

GRAY FRESHWATER CENTER

EIN: 23-7007115

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING	1,220,000	448,604	771,396	2,280,746
EQUIPMENT	105,063	75,535	29,528	105,063
BUILDING IMPROVEMENTS	467,855	194,423	273,432	467,855
LAND	750,000		750,000	750,000

TY 2009 Legal Fees Schedule

Name: FRESHWATER SOCIETY
GRAY FRESHWATER CENTER
EIN: 23-7007115

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	35,759			

TY 2009 Other Assets Schedule

Name: FRESHWATER SOCIETY
GRAY FRESHWATER CENTER
EIN: 23-7007115

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK	14,300	14,300	14,300

TY 2009 Other Expenses Schedule

Name: FRESHWATER SOCIETY

GRAY FRESHWATER CENTER

EIN: 23-7007115

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RENTAL PROPERTY				
OFFICE SUPPLIES	3,778	3,778	3,778	
TELEPHONE	7,556	7,556	7,556	
POSTAGE	932	932	932	
OTHER	85	85	85	
EQUIPMENT REPAIR AND RENTAL	801	801	801	
EXPENSES				
OFFICE SUPPLIES	35,897		1,721	34,176
TELEPHONE	7,040			7,040
POSTAGE	22,113		17,347	4,766
INSURANCE	2,993		592	2,401
OTHER	56,714		2,640	54,074
PROMOTION	27,748		14,310	13,438
EQUIPMENT RENTAL AND MAINTENA	1,425			1,425
CONTRACT SERVICES CONSULTANTS	74,864		260	74,604
BUILDING SERVICE REPAIR	249			249

TY 2009 Other Income Schedule**Name:** FRESHWATER SOCIETY

GRAY FRESHWATER CENTER

EIN: 23-7007115

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROGRAM REVENUE	29,230		29,230
MISCELLANEOUS REVENUE	3,497		3,497

TY 2009 Other Increases Schedule

Name: FRESHWATER SOCIETY
GRAY FRESHWATER CENTER
EIN: 23-7007115

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	12,638

TY 2009 Sales Of Inventory Schedule**Name:** FRESHWATER SOCIETY

GRAY FRESHWATER CENTER

EIN: 23-7007115

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
CALENDAR SALES	270,567	135,075	135,492