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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2009 calendar year, or tax year beginning JUL 01, 2009, and ending JUN 30, 2010	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization, number and street, city, town, state, and ZIP code THE DEPOT FOUNDATION 130 W SUPERIOR ST SUITE 302 DULUTH MN 55802
D Employer identification number 41-1356072	E Telephone number 218-279-9913
F Name and address of principal officer NEALE ROTH 130 W SUPERIOR DULUTH MN 55802	G Gross receipts \$ 490058.
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) (insert no) 4947(a)(1) or 527	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J Website: WWW.DEPOTFOUNDATION.ORG	H(b) Are all affiliates included? If "No", attach a list (see instructions) <input type="checkbox"/> Yes <input type="checkbox"/> No
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other	H(c) Group exemption number
L Year of formation 1979	M State of legal domicile MN

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities THE DEPOT FOUNDATION IS DEDICATED TO FURTHERING THE IDENTITY OF THE DEPOT AS A VITAL AND THRIVING CULTURAL, ARTS, AND HERITAGE CENTER THROUGH THE DISTRIBUTION OF ENDOWMENT FUND EARNINGS
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets
	3	Number of voting members of the governing body (Part VI, line 1a) 3 14
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 14
	5	Total number of employees (Part V, line 2a) 5 2
	6	Total number of volunteers (estimate if necessary) 6 15
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12
7b	Net unrelated business taxable income from Form 990-T, line 34	
Revenue	8	Contributions and grants (Part VIII, line 1h)
	9	Program service revenue (Part VIII, line 2g)
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)
	12	Total revenue - Add lines 8 through 11 (must equal Part VIII, column (A), line 12)
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)
	14	Benefits paid to or for members (Part IX, column (A), line 4)
Expenses	15	Salaries, other compensation, and employee benefits (Part IX, column (A), lines 5-10)
	16a	Professional fundraising fees (Part IX, column (A), line 11e)
	b	Total fundraising expenses, (Part IX, column (D), line 25) 23466.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)
	18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)
	19	Revenue less expenses Subtract line 18 from line 12
	20	Total assets (Part X, line 16)
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)
	22	Net assets or fund balances Subtract line 21 from line 20

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.			
	Signature of officer NEALE ROTH		Date 9-12-10	
	Type or print name and title CHAIR			
Paid Preparer's Use Only	Preparer's signature David A Kuit CPA	Date 08/10/2010	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) P00105668
	Firm's name (or yours if self-employed), address, and ZIP + 4 ANDERSON KUITI & ASUMA PLLC 5 N 3RD AV DULUTH MN 55802-1614	EIN 27-0411671	Phone no 218-727-5066	
	May the IRS discuss this return with the preparer shown above? (See instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

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

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SCANNED NOV 22 2010

Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission:

THE FURTHERANCE OF THE IDENTITY OF THE DEPOT AS A VITAL AND THRIVING
CULTURAL, ARTS, AND HERITAGE CENTER

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts any program services?☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code) (Expenses \$ 134636 . including grants of \$ 126325 .) (Revenue \$)

GRANT-MAKING ACTIVITIES TO SUPPORT THE IDENTITY OF THE DEPOT AS A
VITAL AND THRIVING CULTURAL, ARTS, AND HERITAGE CENTER

4b (Code) (Expenses \$ 1264 . including grants of \$) (Revenue \$)

THE DEPOT FOUNDATION ARTS & CULTURE AWARDS RECOGNIZE MEMBERS OF THE
COMMUNITY IN THE AREAS OF ARTS, CULTURE AND HISTORICAL PRESERVATION

4c (Code) (Expenses \$ 47548 . including grants of \$) (Revenue \$)

THE DEPOT FOUNDATION INITIATED AND FUNDED A SERIES OF PHYSICAL
IMPROVEMENTS TO THE DEPOT BUILDING
SUCH IMPROVEMENTS INCLUDED NEW EXTERIOR BUILDING SIGNAGE, LIGHT POLE
BANNER SIGNS, ROTUNDA REMODELING INCLUDING A MURAL, VINYL WINDOW
TREATMENTS, BENCHES, A NEW TICKET COUNTER, AND DECORATIVE ITEMS

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$)(Revenue \$)

4e Total program service expenses ▶ 183448 .

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	<input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	<input checked="" type="checkbox"/>	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		<input checked="" type="checkbox"/>
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	<input checked="" type="checkbox"/>	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	<input checked="" type="checkbox"/>	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	<input checked="" type="checkbox"/>	
<ul style="list-style-type: none"> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X 		
12 Did the organization obtain a separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	<input checked="" type="checkbox"/>	
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	<input checked="" type="checkbox"/>	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I		<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		<input checked="" type="checkbox"/>
17 Did the organization report more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		<input checked="" type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		<input checked="" type="checkbox"/>
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		<input checked="" type="checkbox"/>

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employee's? If "Yes," complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part IV, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38 X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable	1a	7
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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Part VI Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No"

response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body	14	
b	Enter the number of voting members that are independent	14	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one of more members of the governing body?	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	X	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?		X
14	Does the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official?		X
b	Other officers or key employees of the organization?	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **► MN**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **► MARLA THIBODEA 130 W SUPE DULUTH MN 55802 218-279-9913**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
NEALE ROTH										
CHAIR		X		X				0	0	0
ROBERT WAHMAN										
VICE CHAIR		X		X				0	0	0
DOLLY SCHNELL										
SECRETARY		X		X				0	0	0
DAVID POLLARD										
TREASURER		X		X				0	0	0
CAROLINE BYE										
DIRECTOR		X						0	0	0
RICHARD FISCHER										
DIRECTOR		X						0	0	0
DEAN CASPERSON										
DIRECTOR		X						0	0	0
SHERYL HOMAN										
DIRECTOR		X						0	0	0
DEXTER LARSEN										
DIRECTOR		X						0	0	0
JEAN OLSON										
DIRECTOR		X						0	0	0
KENNETH SCHOEN										
DIRECTOR		X						0	0	0
JAY STOFFEL										
DIRECTOR		X						0	0	0
THOMAS WHITTAKER										
DIRECTOR		X						0	0	0
MARILYN BOWES										
DIRECTOR		X						0	0	0

[illegible]

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ►

	Yes	No
3		X
4		X
5		X

4		X
---	--	---

5		X
---	--	---

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

Compensation from the organization		
(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	373397.			
	g Noncash contributions included in lines 1a-1f		\$ 250.			
	h Total. Add lines 1a-1f		373397.			
Program Service Revenue	2a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
	3 Investment income (including dividends, interest, and other similar amounts)		100805.			100805.
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
Other Revenue	6a Gross Rents	(i) Real	(ii) Personal			
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)			9922.		9922.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances	a				
	b Less cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
	Miscellaneous Revenue		Business Code			
11a CIRCLE OF FRIENDS	900099	4805.			4805.	
b INVEST MGMT FEES	900099	1129.			1129.	
c						
d All other revenue						
e Total. Add lines 11a-11d		5934.				
12 Total revenue See instructions		490058.			116661.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C) and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	173873.	173873.		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	17321.	5196.	5196.	6929.
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes	2998.	899.	899.	1200.
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	11587.		11587.	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees	18063.		18063.	
g	Other				
12	Advertising and promotion				
13	Office expenses	1902.	143.	288.	1471.
14	Information technology				
15	Royalties				
16	Occupancy	3600.		3600.	
17	Travel				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	22.		22.	
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	4489.		4489.	
23	Insurance	1989.		1989.	
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	DEVELOPMENT	9114.			9114.
b	PRINTING/NEWSLETTERS	4493.			4493.
c	TELECOMMUNICATIONS	2591.	2073.	259.	259.
d	ARTS & CULTURE AWARD	1264.	1264.		
e	MISCELLANEOUS	964.		964.	
f	All other expenses	180.		180.	
25	Total functional expenses. Add lines 1 through 24f	254450.	183448.	47536.	23466.
26	Joint costs Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2829.	1	7521.
	2 Savings and temporary cash investments	10382.	2	106982.
	3 Pledges and grants receivable, net	42203.	3	58095.
	4 Accounts receivable, net	3525.	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Sch L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	2293.	8	2293.
	9 Prepaid expenses and deferred charges	1076.	9	1075.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 56458.		
	b Less accumulated depreciation	10b 31441.	10c	25017.
	11 Investments - publicly traded securities	3942040.	11	4497483.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	13211.	15	11207.
16 Total assets Add lines 1 through 15 (must equal line 34)	4046640.	16	4709673.	
Liabilities	17 Accounts payable and accrued expenses	829.	17	17543.
	18 Grants payable		18	1574.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	212466.	21	235552.
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities Add lines 17 through 25	213295.	26	254669.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	3731380.	27	4345447.
	28 Temporarily restricted net assets	4724.	28	2094.
	29 Permanently restricted net assets	97241.	29	107463.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	3833345.	33	4455004.
34 Total liabilities and net assets/fund balances	4046640.	34	4709673.	

Form 990 (2009)

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selected process during the tax year, explain in Schedule O	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements of the year were issued on a consolidated basis, separate basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2009)

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

**Open to Public
Inspection**

THE DEPOT FOUNDATION

41-1356072

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 ☐ A church, convention, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)** (Complete Part III)
- 10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	164788.	144245.	170617.	151430.	373397.	1004477.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	164788.	144245.	170617.	151430.	373397.	1004477.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						850854.
6 Public support. Subtract line 5 from line 4						153623.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	164788.	144245.	170617.	151430.	373397.	1004477.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	86210.	157785.	224305.	145934.	100805.	715039.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	5629.	8574.	6607.	7085.	5934.	33829.
11 Total support. Add lines 7 through 10						1753345.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	8.76 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	11.55 %
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10% facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, & 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	0.00 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	0.00 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	0.00 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	0.00 %

19a **33 1/3 % support tests - 2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ ☐

b **33 1/3 % support tests - 2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶ ☒

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. See instructions.**PART II LINE 10 OTHER REVENUE**

YEAR	2005	2006	2007	2008	2009
INVESTMENT MGMT FEES	1,163	1,235	1,291	1,019	1,129
CIRCLE OF FRIENDS DINNER	4,455	7,200	5,300	6,050	4,805
MISCELLANEOUS INCOME	11	139	16	16	0
TOTAL	5,629	8,574	6,607	7,085	5,934

PART II, LINE 17B, 10% FACTS AND CIRCUMSTANCES TEST - 2008

THE ACTUAL PERCENTAGE OF PUBLIC SUPPORT, AS MEASURED BY THE SUPPORT SCHEDULE OF FORM 990, IS OVER 10% FOR THE FIVE-YEAR TEST PERIOD OF JULY 1, 2004 THROUGH JUNE 30, 2009

FYE2004-22%; FYE2005-21%; FYE2006-22%; FYE 2007-13%; FY2008-12%

THE ORGANIZATION'S PUBLIC SUPPORT IS DERIVED FROM A REPRESENTATIVE NUMBER OF PERSONS, RATHER THAN FROM MEMBERS OF A SINGLE FAMILY.

THE DEPOT FOUNDATION'S GOVERNING BOARD IS COMPRISED OF COMMUNITY LEADERS AND PERSONS WITH EXPERTISE IN THE ORGANIZATION'S FIELD OF OPERATIONS, ALL OF WHICH ARE ELECTED TO SERVE ON THE BOARD.

THE DEPOT FOUNDATION PROVIDES SUPPORT FOR NONPROFIT ARTS ORGANIZATIONS WHICH FURNISH SERVICES AND FACILITIES DIRECTLY TO THE PUBLIC.

THESE ORGANIZATIONS INCLUDE THE HISTORIC UNION DEPOT, ST LOUIS COUNTY HISTORICAL SOCIETY, MINNESOTA BALLET, LAKE SUPERIOR RAILROAD MUSEUM, DULUTH-SUPERIOR SYMPHONY ORCHESTRA, MATINEE MUSICALE, DULUTH PLAYHOUSE,

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10,
Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. See instructions.

PART II, LINE 17A CONTINUED

DULUTH ART INSTITUTE, DULUTH CHILDREN'S MUSEUM, AND ARROWHEAD CHORALE.

THE ACTIVITIES OF THE DEPOT FOUNDATION WILL APPEAL TO PERSONS HAVING
BROAD COMMON INTEREST IN THE ARTS, CULTURE, AND HISTORY IN NORTHEASTERN
MINNESOTA.

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

THE DEPOT FOUNDATION

Employer identification number

41-1356072

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

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

(a) Description of property (Ex 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a ACTIVISION BLIZZ	11/12/2009	06/08/2010	38694.	32432.	6262.
CREE INC	02/09/2010	03/12/2010	1982.	1658.	324.
CVS/CAREMARK COR	VA/RI/OUS	06/16/2010	1958.	2142.	-184.
IBM CORP	02/11/2009	10/15/2009	1749.	1327.	422.
ISHS DJ SEL DIV	05/18/2009	05/18/2010	23440.	17599.	5841.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on page 2					5 6262.

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

(a) Description of property (Ex 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a ACCENTURE PLC	01/25/2007	10/15/2009	284726.	281066.	3660.
ACCENTURE PLC	01/25/2007	12/28/2009	1833.	1661.	172.
ACTIVISION BLIZZ	11/12/2008	06/08/2010	1591.	1646.	-55.
CISCO SYSTEMS IN	05/08/2003	02/03/2010	1887.	1426.	461.
CITRIX SYS INC	VA/RI/OUS	11/17/2009	3732.	3250.	482.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on page 2					12 3660.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part

		(1) Beneficiaries' (see instructions)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		6262.	6262.
14 Net long-term gain or (loss):				
a Total for year	14a		3660.	3660.
b Unrecaptured section 1250 gain (see the worksheet in the instructions)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14	15		9922.	9922.

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

Part IV Capital Loss Limitation**16** Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of

a The loss on line 15, column (3) or **b** \$3,000

16 ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the worksheet in the instructions if

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (15)	30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

- ▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

THE DEPOT FOUNDATION

Employer identification number

41-1356072

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, reporting of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1 a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets
(continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☒ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? ☒ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	101,965.	128,201.			
b Contributions					
c Net investment earnings, gains, and losses	12,316.	(20,736.)			
d Grants or scholarships	4,724.	5,500.			
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	109,557.	101,965.			

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ☐ 0.00 %
 b Permanent endowment ☒ 98.09 %
 c Term endowment ☐ 1.91 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	13,025.		1,294.	11,731.
d Equipment	43,433.		30,147.	13,286.
e Other				
Total. Add lines 1a through 1e (Column (d) should equal Form 990, Part X, column (B), line 10(c))				25,017.

Schedule D (Form 990) 2009

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
ACCRUED INVESTMENT INCOME	11,207.
Total. (Column (b) should equal Form 990, Part X, col (B) line 15) ▶	
	11,207.

Part X Other Liabilities. See Form 990, Part X, line 25

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	490,058.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	254,450.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	235,608.
4	Net unrealized gains (losses) on investments	4	385,306.
5	Donated services and use of facilities	5	(800.)
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	55.
9	Total adjustments (net) Add lines 4 through 8	9	386,051.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	621,659.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	875,401.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	385,306.
b	Donated services and use of facilities	2b	18,100.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	403,406.
3	Subtract line 2e from line 1	3	471,995.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	18,063.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	18,063.
5	Total revenue Add lines 3 and 4c (This should equal Form 990, Part I, line 12)	5	490,058.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	253,742.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	17,300.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	55.
e	Add lines 2a through 2d	2e	17,355.
3	Subtract line 2e from line 1	3	236,387.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	18,063.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	18,063.
5	Total expenses Add lines 3 and 4c (This should equal Form 990, Part I, line 18)	5	254,450.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART IV, LINE 2B, TRUST, ESCROW AND CUSTODIAL ARRANGEMENTS

THE DEPOT FOUNDATION ALLOWS THE MEMBER ORGANIZATIONS OF THE DEPOT TO INVEST THEIR FUNDS, IF SO DESIDRED, BY POOLING THEIR INVESTMENTS WITH THOSE OF THE DEPOT FOUNDATION TO ACHIEVE A GREATER ECONOMY OF SCALE AND LEVEL OF DIVERSIFICATION THAN IS POSSIBLE ALONE.

TO ACHIEVE THIS GOAL, THE INVESTMENT PORTFOLIO IS INTERMINGLED WITH EACH INVESTING ORGANIZATION AND THE DEPOT FOUNDATION OWNING AN UNDIVIDED INTEREST IN THE INVESTED FUNDS.

Part XIV Supplemental Information (continued)

FOR ACCOUNTING PURPOSES THEREFORE 100% OF THE INVESTMENTS ARE RECORDED
AS ASSETS WITH A CORRESPONDING LIABILITY FOR THE AMOUNT INVESTED ON
BEHALF OF THE PARTICIPATING ORGANIZATIONS.

PART V, LINE 4, ENDOWMENT FUNDS

THE PRINDLE WOOD FAMILY MEMORIAL ENDOWMENT IS A PERMANENT ENDOWMENT
WHOSE INCOME MAY BE USED FOR THE FUNDING OF ARTISTIC PERFORMANCE AND
PRESENTATION INCLUDING BALLET, DANCE, DRAMA, THEATRICAL, SYMPHONIC AND
CHORAL MUSIC AND THE VISUAL ARTS, ARTS AND CULTURAL EDUCATIONAL
PROGRAMMING, CULTURAL PRESERVATION AND INTERPRETATION, HISTORIC
PRESERVATION AND INTERPRETATION, OR SUPPORT OF EMERGING ARTISTS.

PART XI, LINE 8, OTHER

DEPRECIATION ON CAPITALIZED DONATED SERVICES 55

PART XIII, LINE 2D, OTHER

DEPRECIATION ON CAPITALIZED DONATED SERVICES 55

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990
Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
THE DEPOT FOUNDATION

Employer identification number
41-1356072

PAGE 6, VI-A, LINE 6 MEMBERS

THE MEMBERSHIP OF THE ORGANIZATION CONSISTS OF MEMBERS OF THE BOARD OF
DIRECTORS AND MEMBERS OF THE FOUNDERS CIRCLE, HERITAGE CIRCLE AND MAGIC
CIRCLE CONSISTING OF DONORS WHO HAVE CONTRIBUTED OR PLEDGED AT LEAST
\$1,000.

PAGE 6, VI-A, LINE 7A VOTING

THE MEMBERSHIP OF THE ORGANIZATION ELECTS THE BOARD OF DIRECTORS.

PAGE 6, VI-A, LINE 7B APPROVAL OF DECISIONS OF GOVERNING BODY

THE GENERAL MEMBERSHIP HAS NO APPROVAL CAPACITY OVER THE DECISIONS OF
THE GOVERNING BOARD OF DIRECTORS.

PAGE 6, VI-A, LINE 11A, REVIEW OF 990

THE COMPLETED FORM 990 IS DISTRIBUTED TO THE BOARD OF DIRECTORS AFTER
ITS COMPLETION AND REVIEWED AT THE NEXT SCHEDULED BOARD MEETING.
THE TAX PREPARE THEN FILES THE SIGNED 990 AFTER RECEIVING AUTHORIZATION
FROM THE BOARD OF DIRECTORS SUBSEQUENT TO ITS REVIEW.

Name of the organization

THE DEPOT FOUNDATION

Employer identification number

41-1356072

PAGE 6, VI-B, LINE 12B&C, CONFLICT OF INTEREST POLICY

OFFICERS, DIRECTORS, & KEY EMPLOYEES ANNUALLY COMPLETE A CONFLICT OF INTEREST DISCLOSURE FORM. MONITORING AND ENFORCING POLICY REQUIRES MINIMAL PROCEDURES DUE TO THE LIMITED SIZE AND SCOPE OF OPERATIONS OF THE ORGANIZATION. COMPLETED DISCLOSURE FORMS ARE REVIEWED, A LIST OF ALL VENDORS AND GRANTEEES ARE REVIEWED FOR CONFLICTS, BOARD SELF-POLICES ITSELF FOR POTENTIAL CONFLICTS AND INQUIRIES ARE PERFORMED BY OFFICERS AND INDEPENDENT AUDITORS IN THE COURSE OF PREPARING THE ORGANIZATION'S TAX RETURN AND AUDITED FINANCIAL STATEMENTS FOR RELATED PARTY TRANSACTIONS.

PAGE 6, VI-B, LINE 15A&B, COMPENSATION

THE ORGANIZATION DOES NOT HAVE A CEO, EXECUTIVE DIRECTOR, OR ANY KEY EMPLOYEES CURRENTLY.

THE VOLUNTEER BOARD MANAGES AND OPERATES THE ORGANIZATION ON A DAY-TO-DAY BASIS WITH THE ASSISTANCE OF A PART-TIME PAID STAFF MEMBER. AN EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS DETERMINES COMPENSATION OF THE STAFF MEMBER BASED ON PREVAILING LOCAL WAGES.

PAGE 6, VI-C, LINE 19, GOVERNING DOCUMENTS

ALONG WITH THE 990, AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST AT THE ORGANIZATION'S OFFICE DURING NORMAL BUSINESS HOURS. COPIES OF THE ORGANIZATION'S CONFLICT OF INTEREST POLICY AND GOVERNING DOCUMENTS MAY ALSO BE REQUESTED.

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

US**2009**

(a) Describe property	(b) Date acquired	(c) Date sold	(d) Sales price	(e) Cost or basis	(f) Gain or loss
ACTIVISION BLIZZAR	11/12/2009	06/08/2010	1700.	1796.	-96.
CREE INC.	02/09/2010	03/12/2010	1982.	1658.	324.
CVS/CAREMARK CORP	VA/RI/OUS	06/16/2010	1958.	2142.	-184.
IBM CORP	02/11/2009	10/15/2009	1749.	1327.	422.
ISHS DJ SEL DIV FD	05/18/2009	05/18/2010	23440.	17599.	5841.
SYSCO CORP	06/25/2009	03/12/2010	977.	775.	202.
TARGET CORP	03/24/2009	03/12/2010	1319.	837.	482.
TRANSOCEAN LTD	VA/RI/OUS	05/06/2010	4798.	5064.	-266.
UNION PACIFIC CORP	07/25/2008	07/13/2009	771.	1234.	-463.
			38694.	32432.	6262.

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

US		Assets Held More Than One Year			2009	
(a)	Describe property	(b) Date acquired	(c) Date sold	(d) Sales price	(e) Cost or basis	(f) Gain or loss
	ACCENTURE PLC	01/25/2007	10/15/2009	3534.	3360.	174.
	ACCENTURE PLC	01/25/2007	12/28/2009	1833.	1661.	172.
	ACTIVISION BLIZZAR	11/12/2008	06/08/2010	1591.	1646.	-55.
	CISCO SYSTEMS INC	05/08/2003	02/03/2010	1887.	1426.	461.
	CITRIX SYS INC	VA/RI/OUS	11/17/2009	3732.	3250.	482.
	COOPER INDS LTD	04/22/2008	07/13/2009	759.	1136.	-377.
	DANAHER CORP	01/28/2003	02/03/2010	3689.	1559.	2130.
	DOLBY LABORATORIES	08/22/2008	03/12/2010	1981.	1450.	531.
	ECOLAB INC	07/05/2005	07/13/2009	747.	643.	104.
	ECOLAB INC	07/05/2005	12/28/2009	1878.	1351.	527.
	EXXON MOBIL CORP	11/15/2001	07/13/2009	1513.	991.	522.
	EXXON MOBIL CORP	11/15/2001	08/13/2009	1731.	1078.	653.
	EXXON MOBIL CORP	11/15/2001	11/17/2009	1803.	1078.	725.
	EXXON MOBIL CORP	11/15/2001	12/23/2009	3629.	2285.	1344.
	FIRST SOLAR INC	VA/RI/OUS	06/08/2010	3506.	7068.	-3562.
	GENZYME CORP	06/20/2007	08/13/2009	4067.	5516.	-1449.
	IBM CORP	02/11/2009	04/20/2010	6012.	4358.	1654.
	ISHS BARC AGG BD	07/27/2007	11/05/2009	36539.	34563.	1976.
	ITT CORPORATION	07/05/2005	10/15/2009	5661.	5483.	178.
	JOHNSON & JOHNSON	01/17/1992	09/16/2009	5134.	1141.	3993.
	MEDCO HEALTH SOLUT	07/10/2008	12/23/2009	3916.	3013.	903.
	MONSANTO CO	06/20/2007	07/13/2009	783.	742.	41.
	MONSANTO CO	06/20/2007	09/16/2009	3511.	3034.	477.
	MONSANTO CO	06/20/2007	04/20/2010	2108.	2152.	-44.
	MONSANTO CO	VA/RI/OUS	06/16/2010	4015.	5254.	-1239.
	NATL RURAL UTILITI	11/13/2007	08/28/2009	150000.	153102.	-3102.
	PRAXAIR INC	07/18/2006	11/17/2009	1894.	1204.	690.
	PRECISION CASTPART	VA/RI/OUS	07/13/2009	1521.	1715.	-194.
	QUALCOMM INC	07/10/2008	02/12/2010	5247.	6615.	-1368.
	SYSCO INC	VA/RI/OUS	03/12/2010	7727.	9178.	-1451.
	TARGET CORP	09/08/1999	03/12/2010	528.	284.	244.
	TARGET CORP	09/08/1999	04/20/2010	2138.	1079.	1059.
	TRACTOR SUPPLY CO	07/05/2005	08/13/2009	1660.	1735.	-75.
	TRACTOR SUPPLY CO	07/05/2005	04/20/2010	2078.	1537.	541.
	XTO ENERGY INC	VA/RI/OUS	01/28/2010	6374.	8816.	-2442.
	LESS ALLOCATED TO MANAGED FUNDS			284726.	563. 281066.	-563. 3660.

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

2009Attachment
Sequence No 67

Name(s) shown on return

THE DEPOT FOUNDATION

Business or activity to which this form relates

FORM 990, PART IX, LINE 22

Identifying number

41-1356072

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	4,423.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ <input type="checkbox"/>		

Section B-Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depr (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		660.	5	HY	SL	66.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			27 5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

Section C-Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	4,489.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2009)