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**Return of Organization Exempt From Income Tax**

**2009**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

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 **OCT 1, 2009** and ending **SEP 30, 2010**

<b>B</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	Please use IRS label or print or type  See Specific Instructions	<b>C</b> Name of organization <b>MINNESOTA CHAMBER OF COMMERCE AND INDUSTRY</b>		<b>D</b> Employer identification number <b>41-0417210</b>	
		Doing Business As		<b>E</b> Telephone number <b>651-292-4650</b>	
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>400 ROBERT STREET NORTH 1500</b>		<b>G</b> Gross receipts \$ <b>4,000,383.</b>	
		City or town, state or country, and ZIP + 4 <b>ST. PAUL, MN 55101-4901</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
<b>F</b> Name and address of principal officer: <b>DAVID OLSON SAME AS C ABOVE</b>		<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c) ( <b>6</b> ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(c)</b> Group exemption number	
<b>J</b> Website: <b>WWW.MNCHAMBER.COM</b>					
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other				<b>L</b> Year of formation: <b>1909</b> <b>M</b> State of legal domicile: <b>MN</b>	

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>ADVANCE PUBLIC POLICY&amp;JOB GROWTH STRATEGIES THAT CREATE AN ENVIRONMENT FOR BUSINESSES TO PROSPER.</b>	
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>50</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>48</b>
	<b>5</b> Total number of employees (Part V, line 2a)	<b>26</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>350</b>
	<b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>0.</b>
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h) SEE SCHEDULE O	Prior Year: <b>5,000.</b> Current Year: <b>5,000.</b>
	<b>9</b> Program service revenue (Part VIII, line 2g) SEE SCHEDULE O	<b>3,849,603.</b> <b>3,853,180.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3-4 and 10)	<b>52,481.</b> <b>43,584.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 9c, 10c, and 11e)	<b>88,237.</b> <b>78,240.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>3,995,321.</b> <b>3,980,004.</b>
	<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		<b>2,284,372.</b> <b>2,306,785.</b>
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		<b>1,535,713.</b> <b>1,575,442.</b>
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>3,820,085.</b> <b>3,882,227.</b>	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>175,236.</b> <b>97,777.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year: <b>3,208,740.</b> End of Year: <b>3,761,834.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>1,512,159.</b> <b>1,974,991.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>1,696,581.</b> <b>1,786,843.</b>

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature of officer: *David C. Olson* Date: **4/27/11**  
 Type or print name and title: **David C. Olson, President**

**Paid Preparer's Use Only**

Preparer's signature: *Linda M. Nelson, CPA* Date: **4/5/2011** Check if self-employed:  Preparer's identifying number (see instructions):  
**LINDA M. NELSON**

Firm's name (or yours if self-employed), address, and ZIP + 4: **OLSEN THIELEN & CO., LTD 2675 LONG LAKE ROAD ST. PAUL, MN 55113**  
 EIN: Phone no. **651-483-4521**

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

SCANNED MAY 25 2011

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AND INDUSTRY

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**Part III** Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:  
**THE MINNESOTA CHAMBER OF COMMERCE IS COMMITTED TO ADVANCING PUBLIC  
POLICY AND JOB GROWTH STRATEGIES THAT CREATE AN ENVIRONMENT FOR  
BUSINESSES STATEWIDE TO PROSPER.**

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 \$ including grants of \$ ) (Revenue \$ )  
**LEGISLATIVE - TO BE AN ADVOCATE FOR MINNESOTA BUSINESSES BY LOBBYING AT  
THE STATE CAPITOL, TESTIFYING IN COURTS AND INTERVENING BEFORE STATE  
REGULATORY AGENCIES.**

**OBJECTIVE: TO MAKE MINNESOTA A COMPETITIVE PLACE TO DO BUSINESS.**

**MEMBERS SERVED: 2400**

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )  
**GRASSROOTS - TO KEEP OUR MEMBERS INFORMED ON ISSUES THAT MAY AFFECT  
THEIR BUSINESS. COMMUNICATIONS INCLUDE A MONTHLY NEWSLETTER, BIMONTHLY  
LEGISLATIVE EMAIL UPDATES, ISSUE ALERTS AND A DAILY E-NEWSLETTER ON  
CURRENT EVENTS.**

**OBJECTIVE: TO GIVE OUR MEMBERS THE NECESSARY INFORMATION FOR THEM TO  
CONTACT THEIR LAWMAKERS AND TO KEEP UPDATED ON BUSINESS ISSUES.**

**MEMBERS SERVED: 2400**

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )  
**BUSINESS RETENTION AND JOB GROWTH. GROW MINNESOTA! IS A PRIVATE-SECTOR  
INITIATIVE OF THE MINNESOTA CHAMBER AND SELECTED LOCAL CHAMBERS. THE  
PROGRAM FOCUSES ON RETAINING AND EXPANDING COMPANIES IN MINNESOTA.**

**OBJECTIVE: TO THANK EMPLOYERS FOR THEIR COMMITMENT TO MINNESOTA AND TO  
ASSIST WITH ISSUES THAT IMPEDE THEIR GROWTH.**

**COMPANIES SERVED: AT LEAST 700 ANNUALLY**

4d Other program services (Describe in Schedule O)  
(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses ▶ \$

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**Part IV Checklist of Required Schedules**

		Yes	No
<b>1</b>	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		<b>X</b>
<b>2</b>	Is the organization required to complete Schedule B, Schedule of Contributors?	<b>X</b>	
<b>3</b>	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		<b>X</b>
<b>4</b>	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		
<b>5</b>	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	<b>X</b>	
<b>6</b>	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? <i>If "Yes," complete Schedule D, Part I</i>		<b>X</b>
<b>7</b>	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		<b>X</b>
<b>8</b>	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		<b>X</b>
<b>9</b>	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? <i>If "Yes," complete Schedule D, Part IV</i>		<b>X</b>
<b>10</b>	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		<b>X</b>
<b>11</b>	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	<b>X</b>	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		
	• 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? <i>If "Yes," complete Schedule D, Part VII</i>		
	• 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? <i>If "Yes," complete Schedule D, Part VIII</i>		
	• 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? <i>If "Yes," complete Schedule D, Part IX</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		
	• 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? <i>If "Yes," complete Schedule D, Part X</i>		
<b>12</b>	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	<b>X</b>	
<b>12A</b>	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	<b>X</b>	
<b>13</b>	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<b>X</b>
<b>14a</b>	Did the organization maintain an office, employees, or agents outside of the United States?		<b>X</b>
<b>14b</b>	<b>b</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? <i>If "Yes," complete Schedule F, Part I</i>		<b>X</b>
<b>15</b>	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? <i>If "Yes," complete Schedule F, Part II</i>		<b>X</b>
<b>16</b>	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? <i>If "Yes," complete Schedule F, Part III</i>		<b>X</b>
<b>17</b>	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		<b>X</b>
<b>18</b>	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<b>X</b>	
<b>19</b>	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		<b>X</b>
<b>20</b>	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		<b>X</b>

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**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> 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? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
<b>22</b> 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? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
<b>23</b> 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 employees? <i>If "Yes," complete Schedule J</i>	X	
<b>24a</b> 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		
<b>25b</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 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		
<b>26</b> 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? <i>If "Yes," complete Schedule L, Part II</i>		X
<b>27</b> 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? <i>If "Yes," complete Schedule L, Part III</i>		X
<b>28</b> 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):		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
<b>28c</b> 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? <i>If "Yes," complete Schedule L, Part IV</i>	X	
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
<b>35</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
<b>37</b> 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? <i>If "Yes," complete Schedule R, Part VI</i>		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	X	

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**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

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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
<b>1a</b> Enter the number of voting members of the governing body		
<b>1b</b> Enter the number of voting members that are independent		
<b>2</b> 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
<b>3</b> 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
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets?		X
<b>6</b> Does the organization have members or stockholders?	X	
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
<b>7b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	X	
<b>b</b> Each committee with authority to act on behalf of the governing body?	X	
<b>9</b> 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
<b>10a</b> Does the organization have local chapters, branches, or affiliates?		X
<b>b</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?		
<b>11</b> Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>11A</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
<b>13</b> Does the organization have a written whistleblower policy?	X	
<b>14</b> Does the organization have a written document retention and destruction policy?	X	
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official	X	
<b>b</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.)		
<b>16a</b> 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>b</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**

<b>17</b> List the states with which a copy of this Form 990 is required to be filed	NONE
<b>18</b> 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	
<input type="checkbox"/> Own website	
<input type="checkbox"/> Another's website	
<input checked="" type="checkbox"/> Upon request	
<b>19</b> 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.	
<b>20</b> State the name, physical address, and telephone number of the person who possesses the books and records of the organization	
MARILYN RUHBERG - 651-292-4650	
400 ROBERT STREET NORTH, NO. 1500, ST PAUL, MN 55101-4901	

Form 990 (2009)

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**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			
DAVID OLSON PRESIDENT	40.00	X		X			358,480.	0.	32,224.	
DAVE MCMILLAN CHAIR OF THE BOARD	2.00	X		X			0.	0.	0.	
ANDREA WALSH CHAIR-ELECT	2.00	X		X			0.	0.	0.	
DAVE BEITO SECRETARY/TREASURER	2.00	X		X			0.	0.	0.	
GINNY MORRIS PAST CHAIR	2.00	X		X			0.	0.	0.	
ROB ANDERSON DIRECTOR	1.00	X					0.	0.	0.	
BARBARA BAUMANN DIRECTOR	1.00	X					0.	0.	0.	
RUSS BENNETT DIRECTOR	1.00	X					0.	0.	0.	
JASON BERNICK DIRECTOR	1.00	X					0.	0.	0.	
LAWTON CAIN DIRECTOR	1.00	X					0.	0.	0.	
JON CAMPBELL DIRECTOR	1.00	X					0.	0.	0.	
ROB CLARK DIRECTOR	1.00	X					0.	0.	0.	
JIM CRON DIRECTOR	1.00	X					0.	0.	0.	
MARTY DAVIS DIRECTOR	1.00	X					0.	0.	0.	
JEFF DEYOUNG DIRECTOR	1.00	X					0.	0.	0.	
LIZ DIEDRICH DIRECTOR	1.00	X					0.	0.	0.	
LAURA EKHOLM DIRECTOR	1.00	X					0.	0.	0.	

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**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(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			
JENNIFER ENGH DIRECTOR	1.00	X						0.	0.	0.
JOHN ERICKSON DIRECTOR	1.00	X						0.	0.	0.
RICH FORSCHLER DIRECTOR	1.00	X						0.	0.	0.
JIM FRIES DIRECTOR	1.00	X						0.	0.	0.
DOUG FULTON DIRECTOR	1.00	X						0.	0.	0.
TRACY GARDNER DIRECTOR	1.00	X						0.	0.	0.
NATE GARVIS DIRECTOR	1.00	X						0.	0.	0.
HAL HENDERSON DIRECTOR	1.00	X						0.	0.	0.
ELLIOT JAFFEE DIRECTOR	1.00	X						0.	0.	0.
SANJAY KUBA DIRECTOR	1.00	X						0.	0.	0.
<b>1b Total</b>								<b>921,359.</b>	<b>101,103.</b>	<b>127,904.</b>

**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 **4**

	Yes	No
<b>3</b> Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
FELHABER LARSON FENLON & VOGT 444 CEDAR STREET, ST. PAUL, MN 55101	LEGAL SERVICES	166,830.
LARRY SCHEDIN, LLS RESOURCES 12 S 6TH STREET, MINNEAPOLIS, MN 55402	CONSULTING	104,090.

**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 **2**

**SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION**

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<b>Part VIII Statement of Revenue</b>						
		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>				
	<b>d</b> Related organizations	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 5,000.				
	<b>g</b> Noncash contributions included in lines 1a-1f \$					
	<b>h Total.</b> Add lines 1a-1f		5,000.			
<b>Program Service Revenue</b>	<b>2 a</b> <u>MEMBERSHIP DUES</u>	Business Code 561499	2728979.	2728979.		
	<b>b</b> <u>OTHER SPECIAL PROGRAMS</u>	561499	606,188.	606,188.		
	<b>c</b> <u>EDUCATION PROGRAMS</u>	561499	432,181.	432,181.		
	<b>d</b> <u>GROW MN!</u>	561499	55,455.	55,455.		
	<b>e</b> <u>SPONSORSHIP INCOME</u>	561499	30,377.	30,377.		
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f		3853180.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		43,584.		43,584.	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties		65,000.		65,000.	
	<b>6 a</b> Gross Rents	(i) Real				
		(ii) Personal				
		<b>b</b> Less: rental expenses				
		<b>c</b> Rental income or (loss)				
	<b>d</b> Net rental income or (loss)					
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		<b>b</b> Less: cost or other basis and sales expenses				
		<b>c</b> Gain or (loss)				
	<b>d</b> Net gain or (loss)					
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b> 33,619.				
		<b>b</b> Less direct expenses	<b>b</b> 20,379.			
<b>c</b> Net income or (loss) from fundraising events			13,240.		13,240.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
	<b>b</b> Less direct expenses	<b>b</b>				
	<b>c</b> Net income or (loss) from gaming activities					
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less: cost of goods sold	<b>b</b>				
	<b>c</b> Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> All other revenue						
<b>e Total.</b> Add lines 11a-11d						
<b>12 Total revenue.</b> See instructions.		3980004.	3853180.	0.	121,824.	

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**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				
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	1,065,425.			
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	940,439.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	36,087.			
9 Other employee benefits	148,965.			
10 Payroll taxes	115,869.			
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	16,215.			
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	26,549.			
12 Advertising and promotion				
13 Office expenses	81,326.			
14 Information technology	29,465.			
15 Royalties				
16 Occupancy	207,948.			
17 Travel	50,770.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	28,984.			
20 Interest	893.			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	48,023.			
23 Insurance	24,529.			
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 <b>SPECIAL PROJECTS</b>	352,212.			
b <b>EDUCATION/SEMINARS</b>	339,004.			
c <b>LEGISLATIVE ACTIVITIES</b>	193,579.			
d <b>PUBLICATIONS</b>	62,045.			
e <b>OUTSIDE SERVICES</b>	45,833.			
f All other expenses	68,067.			
25 <b>Total functional expenses.</b> Add lines 1 through 24f	3,882,227.			
26 <b>Joint costs.</b> 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				

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**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	384,645.	1	1,197,383.
	2 Savings and temporary cash investments	2,178,409.	2	1,963,243.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	117,917.	4	112,883.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule 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		8	
	9 Prepaid expenses and deferred charges	33,245.	9	45,107.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 660,799.		
	b Less: accumulated depreciation	10b 551,772.	10c	109,027.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities See Part IV, line 11	356,540.	12	334,191.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	3,208,740.	16	3,761,834.	
Liabilities	17 Accounts payable and accrued expenses	256,322.	17	636,784.
	18 Grants payable		18	
	19 Deferred revenue	1,161,739.	19	1,263,042.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	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	26,168.	23	18,825.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D	67,930.	25	56,340.
	26 <b>Total liabilities.</b> Add lines 17 through 25	1,512,159.	26	1,974,991.
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets	1,591,863.	27	1,601,503.
	28 Temporarily restricted net assets	104,718.	28	185,340.
	29 Permanently restricted net assets		29	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	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 <b>Total net assets or fund balances</b>	1,696,581.	33	1,786,843.	
34 <b>Total liabilities and net assets/fund balances</b>	3,208,740.	34	3,761,834.	

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**Part XI Financial Statements and Reporting**

**1** Accounting method used to prepare the Form 990:  Cash  Accrual  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?

**b** Were the organization's financial statements audited by an independent accountant?

**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 selection process during the tax year, explain in Schedule O.

**d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis  Consolidated basis  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?

**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.

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

Form **990** (2009)

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

**2009**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization is described below.**

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

**Open to Public Inspection**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B
- Section 527 organizations: Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III

Name of organization **MINNESOTA CHAMBER OF COMMERCE AND INDUSTRY** Employer identification number **41-0417210**

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ \_\_\_\_\_
- 3 Volunteer hours \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?  Yes  No
- 4a Was a correction made?  Yes  No
- b If "Yes," describe in Part IV

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file Form 1120-POL for this year?  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

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**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check  if the filing organization belongs to an affiliated group.  
 B Check  if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities? If "Yes," describe in Part IV			
<b>j</b> Total Add lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	1	X
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	X
<b>3</b> Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	X

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	2,728,979.
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	1,325,488.
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	1,325,488.
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	1,500,938.
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	<175,450.>

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

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**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

**2009**

Open to Public Inspection

Name of the organization **MINNESOTA CHAMBER OF COMMERCE AND INDUSTRY** Employer identification number **41-0417210**

**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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring 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 a 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 Tax 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 tax 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, handling 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

- 1a 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 ▶ \$ \_\_\_\_\_

**MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY**

Schedule D (Form 990) 2009

41-0417210 Page 2

**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
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

- 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 the 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
<b>1a</b> Beginning of year balance					
<b>b</b> Contributions					
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships					
<b>e</b> Other expenditures for facilities and programs					
<b>f</b> Administrative expenses					
<b>g</b> End of year balance					

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

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Term endowment  \_\_\_\_\_ %

**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
<b>3a(i)</b>		
<b>3a(ii)</b>		
<b>3b</b>		

**b** If "Yes" to 3a(i), 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
<b>1a</b> Land				
<b>b</b> Buildings				
<b>c</b> Leasehold improvements		385,134.	315,564.	69,570.
<b>d</b> Equipment		275,665.	236,208.	39,457.
<b>e</b> Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				109,027.

Schedule D (Form 990) 2009

**MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY**

Schedule D (Form 990) 2009

41-0417210 Page 3

**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		
<b>INVESTMENT IN SUBSIDIARY</b>	<b>334,191.</b>	<b>COST</b>
<b>Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶</b>	<b>334,191.</b>	

**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
<b>Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶</b>		

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

(a) Description	(b) Book value
<b>Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶</b>	

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

1. (a) Description of liability	(b) Amount
Federal income taxes	
<b>DEFERRED RENT</b>	<b>56,340.</b>
<b>Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶</b>	<b>56,340.</b>

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

MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY

**Part XII 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	3,980,004.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,882,227.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	97,777.
4	Net unrealized gains (losses) on investments	4	14,834.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	<22,349.>
9	Total adjustments (net). Add lines 4 through 8	9	<7,515.>
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	90,262.

**Part XIII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	4,015,217.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	14,834.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	14,834.
3	Subtract line 2e from line 1	3	4,000,383.
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	
b	Other (Describe in Part XIV.)	4b	<20,379.>
c	Add lines 4a and 4b	4c	<20,379.>
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,980,004.

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

1	Total expenses and losses per audited financial statements	1	3,902,606.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	20,379.
e	Add lines 2a through 2d	2e	20,379.
3	Subtract line 2e from line 1	3	3,882,227.
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	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,882,227.

**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 X: FIN 48 DISCLOSURE:**

EFFECTIVE OCTOBER 1, 2009, THE CHAMBER ADOPTED NEW ACCOUNTING GUIDANCE RELATED TO UNCERTAINTY IN INCOME TAXES. THIS GUIDANCE CLARIFIES THE RECOGNITION THRESHOLD AND MEASUREMENT REQUIREMENTS FOR INCOME TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN INCOME TAX RETURNS. THIS INCLUDES POSITIONS THAT THE ENTITY IS EXEMPT FROM INCOME TAXES OR NOT SUBJECT TO INCOME TAXES ON UNRELATED BUSINESS INCOME. UNDER THE NEW STANDARDS, THE CHAMBER RECOGNIZES TAX BENEFITS FROM UNCERTAIN TAX

MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY

**Part XIV** Supplemental Information (continued)

POSITIONS ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITIONS WILL  
BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES. PRIOR TO OCTOBER 1,  
2009, THE CHAMBER ACCRUED LIABILITIES FOR UNCERTAIN POSITIONS IF LOSSES  
WERE PROBABLE AND COULD BE REASONABLY ESTIMATED. THE CHAMBER HAS  
IDENTIFIED NO SIGNIFICANT INCOME TAX UNCERTAINTIES.

THE CHAMBER'S FEDERAL AND STATE INCOME TAX RETURNS ARE OPEN TO EXAMINATION  
FOR TAX YEARS 2007 THROUGH 2009.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

EQUITY IN EARNINGS OF SUBSIDIARY, MN CHAMBER BUSINESS SERVICES: -22349.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES: -20379.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES: 20379.



MINNESOTA CHAMBER OF COMMERCE

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		GOLF TOURNAMENT		NONE	
Revenue		(event type)	(event type)	(total number)	
1	Gross receipts	33,619.			33,619.
2	Less: Charitable contributions				
3	Gross income (line 1 minus line 2)	33,619.			33,619.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes	309.		309.
	6	Rent/facility costs	17,016.		17,016.
	7	Food and beverages	2,289.		2,289.
	8	Entertainment			
	9	Other direct expenses	765.		
10	Direct expense summary Add lines 4 through 9 in column (d)				( 20,379 )
11	Net income summary. Combine line 3, column (d), and line 10				13,240.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary Add lines 2 through 5 in column (d)				( )
8	Net gaming income summary Combine line 1, column (d), and line 7				

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  
 b If "No," explain:  
 \_\_\_\_\_  
 \_\_\_\_\_  
 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  
 b If "Yes," explain:  
 \_\_\_\_\_  
 \_\_\_\_\_  
 11 Does the organization operate gaming activities with nonmembers?  
 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

	Yes	No
9a		
10a		
11		
12		

**MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY**

		Yes	No
<b>13</b> Indicate the percentage of gaming activity operated in: a The organization's facility b An outside facility	13a	%	
	13b	%	
<b>14</b> Enter the name and address of the person who prepares the organization's gaming/special events books and records:			
Name ▶ _____			
Address ▶ _____			
<b>15a</b> Does the organization have a contract with a third party from whom the organization receives gaming revenue?		<b>15a</b>	
b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.			
c If "Yes," enter name and address of the third party:			
Name ▶ _____			
Address ▶ _____			
<b>16</b> Gaming manager information			
Name ▶ _____			
Gaming manager compensation ▶ \$ _____			
Description of services provided ▶ _____			
<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor			
<b>17</b> Mandatory distributions:			
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		<b>17a</b>	
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____			

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2009**

Open to Public Inspection

Name of the organization **MINNESOTA CHAMBER OF COMMERCE AND INDUSTRY** Employer identification number **41-0417210**

**Part I Questions Regarding Compensation**

	Yes	No
<b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	<b>1b</b>	
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	<b>2</b>	
<b>3</b> Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input type="checkbox"/> Approval by the board or compensation committee		
<b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: <b>a</b> Receive a severance payment or change-of-control payment? <b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? <b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	<b>4a</b> <b>4b</b> <b>4c</b>	 <b>X</b> <b>X</b> <b>X</b>
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>		
<b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <b>a</b> The organization? <b>b</b> Any related organization? If "Yes" to line 5a or 5b, describe in Part III	<b>5a</b> <b>5b</b>	
<b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: <b>a</b> The organization? <b>b</b> Any related organization? If "Yes" to line 6a or 6b, describe in Part III	<b>6a</b> <b>6b</b>	
<b>7</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	<b>7</b>	
<b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III	<b>8</b>	
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	<b>9</b>	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009



**SCHEDULE J-2**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Form 990**

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.  
▶ See the Instructions for Form 990.

OMB No 1545-0047

**2009**

Open to Public  
Inspection

Name of the Organization  
**MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY**

Employer Identification number  
**41-0417210**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(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			
KATY LAWRENCE DIRECTOR	1.00	X						0.	0.	0.
JOE MAHER DIRECTOR	1.00	X						0.	0.	0.
BOB MARS III DIRECTOR	1.00	X						0.	0.	0.
STEVE MCCULLOCH DIRECTOR	1.00	X						0.	0.	0.
TOMMY MERICKEL DIRECTOR	1.00	X						0.	0.	0.
MONTE MITCHELL DIRECTOR	1.00	X						0.	0.	0.
BILL MORRISSEY DIRECTOR	1.00	X						0.	0.	0.
MARTY NANNE DIRECTOR	1.00	X						0.	0.	0.
RUSS NELSON DIRECTOR	1.00	X						0.	0.	0.
LORI PETERSON DIRECTOR	1.00	X						0.	0.	0.
JUDI POFERL DIRECTOR	1.00	X						0.	0.	0.
PAULA PRAHL DIRECTOR	1.00	X						0.	0.	0.
RANDY REINKE DIRECTOR	1.00	X						0.	0.	0.
JOHN RIVISTO DIRECTOR	1.00	X						0.	0.	0.
BRIAN SATTLER DIRECTOR	1.00	X						0.	0.	0.
CHRIS SAWYER DIRECTOR	1.00	X						0.	0.	0.
TOM SCHABEL DIRECTOR	1.00	X						0.	0.	0.
BILL SCHMITT DIRECTOR	1.00	X						0.	0.	0.
DEE SCHUTTE DIRECTOR	1.00	X						0.	0.	0.
DOUG STANG DIRECTOR	1.00	X						0.	0.	0.





**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	MINNESOTA CHAMBER OF COMMERCE AND INDUSTRY	Employer identification number	41-0417210
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FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

SPECIAL PROGRAMS AND EVENTS - TO EDUCATE OUR MEMBERS ON LEGISLATIVE AND  
OTHER KEY ISSUES THAT MAY AFFECT THEIR BUSINESS. THESE PROGRAMS ALSO  
OFFER NETWORKING OPPORTUNITIES AMONG BUSINESS LEADERS.

OUR LARGER EVENTS ARE SESSIONS PRIORITIES WITH 1500 ATTENDEES, ANNUAL  
MEETING WITH 535 ATTENDEES AND BUSINESS DAY AT THE CAPITOL WITH 500  
ATTENDEES. WE OFFER SMALLER EVENTS SUCH AS INSIDER ISSUE MEETINGS AND  
WEBINARS WHICH ATTRACT 30 - 75 ATTENDEES EACH.

OBJECTIVE: TO GIVE OUR MEMBERS AN OPPORTUNITY TO NETWORK WITH OTHER  
BUSINESS LEADERS AND TO HEAR FIRST-HAND FROM LAWMAKERS AND OTHER KEY  
AUTHORITIES ON BUSINESS ISSUES.

FORM 990, PART VI, SECTION A, LINE 6: THE MINNESOTA CHAMBER OF COMMERCE  
IS A MEMBERSHIP ORGANIZATION SERVING 2400 MEMBERS. MEMBERS ARE MAINLY  
BUSINESSES IN MINNESOTA.

FORM 990, PART VI, SECTION B, LINE 11: THE BOARD OF DIRECTORS HAS ASSIGNED  
THE 990 REVIEW PROCESS TO THE MINNESOTA CHAMBER FINANCE COMMITTEE. THE  
FINANCE COMMITTEE MEETS TO DISCUSS AND REVIEW THE 990 AND SUPPORTING  
SCHEDULES DURING THE MEETING.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY A CONFLICT OF INTEREST  
STATEMENT IS COLLECTED FROM ALL BOARD DIRECTORS AND STAFF MEMBERS. THE  
FINANCE COMMITTEE ANNUALLY REVIEWS THE CONFLICT OF INTEREST STATEMENTS AND

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

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OMB No 1545-0047

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Name of the organization

MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY

Employer identification number  
41-0417210

DETERMINES IF THERE IS A CONFLICT AND IF ANY ACTION NEEDS TO BE TAKEN. ANY  
INDEPENDENCE ISSUES ARE REPORTED TO THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15: THE BENEFITS AND COMPENSATION  
PACKAGES FOR OUR PAID OFFICERS OF THE ORGANIZATION IS OVERSEEN AND DIRECTED  
BY OUR COMPENSATION COMMITTEE. THIS COMMITTEE IS COMPRISED OF OUR  
VOLUNTEER OFFICERS OF THE BOARD OF DIRECTORS WHICH INCLUDE THE CHAIR, VICE  
CHAIR, SECRETARY/TREASURER AND THE IMMEDIATE TWO PAST CHAIRS. A SALARY AND  
BENEFIT SURVEY WAS CONDUCTED BY RSM MCGLADREY IN 2006 TO MEASURE THE  
EXECUTIVE COMPENSATION PACKAGE OF OUR PAID OFFICERS IN COMPARISON TO LOCAL  
AND NATIONAL ORGANIZATIONS OF SIMILAR SIZE. IN SUBSEQUENT YEARS, THIS  
SURVEY HAS BEEN USED AS WELL AS OTHER NON-FORMAL MEASUREMENTS. IN 2010 WE  
CONDUCTED A FOLLOW-UP SURVEY WITH RSM TO AGAIN BENCHMARK THE SALARY AND  
BENEFITS OF OUR PAID OFFICERS.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING  
DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE  
AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 2C

THE ORGANIZATION HAS NOT CHANGED ITS OVERSIGHT PROCESS OR SELECTION  
PROCESS DURING THE YEAR.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: BARBARA BAUMANN

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

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**(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:**

BOARD MEMBER OF ORGANIZATION, VP OF VENDER, SECURIAN FINANCIAL GROUP

**(D) DESCRIPTION OF TRANSACTION: OFFICE SPACE RENTAL**

**(A) NAME OF PERSON: BARBARA BAUMANN**

**(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:**

BOARD MEMBER OF ORGANIZATION, VP OF VENDER, SECURIAN FINANCIAL GROUP

**(D) DESCRIPTION OF TRANSACTION: RETIREMENT PLAN ADMINISTRATIVE FEES**

FORM 990, PART I, LINES 8 & 9

CONTRIBUTIONS, PROGRAM SERVICE REVENUE - PRIOR YEAR

MEMBERSHIP DUES RECEIVED IN THE PRIOR YEAR WERE REPORTED ON LAST YEAR'S

FORM 990 AS CONTRIBUTIONS. MEMBERSHIP DUES RECEIVED BY THE MINNESOTA

CHAMBER OF COMMERCE SHOULD BE REPORTED AS PROGRAM SERVICE INCOME,

BECAUSE MEMBERSHIP DUES RECEIVED COMPARE REASONABLY WITH THE MEMBERSHIP

BENEFITS PROVIDED BY THE CHAMBER. REVENUE AMOUNTS FOR THE PRIOR YEAR

IN PART I, LINES 8 AND 9 HAVE BEEN RESTATED TO REFLECT THIS CHANGE, AND

IS CONSISTENT WITH REVENUE REPORTING IN THE CURRENT YEAR'S RETURN.

THIS RESTATEMENT ALLOWS THE READER TO MORE ACCURATELY COMPARE THE TWO

YEARS' REVENUE.





MINNESOTA CHAMBER OF COMMERCE  
AND INDUSTRY

Part III Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization(s)	(b) Transaction type (a-r)	(c) Amount involved	
			Yes	No
(1) MINNESOTA CHAMBER BUSINESS SERVICES		L		65,000.
(2) MINNESOTA CHAMBER BUSINESS SERVICES		P		70,614.
(3) MINNESOTA CHAMBER FOUNDATION		P		98,164.
(4) MINNESOTA WASTE WISE FOUNDATION		P		32,748.
(5)				
(6)				



Form **8868**  
(Rev. January 2011)  
Department of the Treasury  
Internal Revenue Service

**Application for Extension of Time To File an Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

<b>Type or print</b>	Name of exempt organization <b>MINNESOTA CHAMBER OF COMMERCE AND INDUSTRY</b>	<b>Employer identification number</b> <b>41-0417210</b>
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>400 ROBERT STREET NORTH, NO. 1500</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. <b>ST. PAUL, MN 55101-4901</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**011**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MARILYN RUHBERG - 400 ROBERT STREET NORTH, NO. 1500 - ST**

- The books are in the care of ▶ **PAUL, MN 55101-4901**  
Telephone No. ▶ **651-292-4650** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 16, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **OCT 1, 2009**, and ending **SEP 30, 2010**.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>0.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.  
 LHA For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)