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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

2010

For calendar year 2010, or tax year beginning **, 2010, and ending , 20**

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

Name of foundation The Douglas Machine Foundation		A Employer identification number 20-8979641	
Number and street (or P O box number if mail is not delivered to street address) 3404 Iowa Street		Room/suite	B Telephone number (see page 10 of the instructions) 320-762-6237
City or town, state, and ZIP code Alexandria, MN 56308			
<p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 34,183 (Part I, column (d) must be on cash basis.)</p> <p>J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p>			
<p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	115,000			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	344	344	344	
4	Dividends and interest from securities	0	0	0	
5a	Gross rents	0	0	0	
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	0			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2) . . .		0		
8	Net short-term capital gain			0	
9	Income modifications			0	
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)	0		0	
11	Other income (attach schedule)	0	0	0	
12	Total. Add lines 1 through 11	115,344	344	344	
13	Compensation of officers, directors, trustees, etc.	0	0	0	0
14	Other employee salaries and wages	0	0	0	0
15	Pension plans, employee benefits	0	0	0	0
16a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	0	0	0	0
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest	0	0	0	0
18	Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
19	Depreciation (attach schedule) and depletion . . .	0	0	0	0
20	Occupancy	0	0	0	0
21	Travel, conferences, and meetings	0	0	0	0
22	Printing and publications	0	0	0	0
23	Other expenses (attach schedule)	42	42	42	42
24	Total operating and administrative expenses.				
	Add lines 13 through 23	42	42	42	42
25	Contributions, gifts, grants paid	135,800			135,800
26	Total expenses and disbursements. Add lines 24 and 25	135,842	42	42	135,842
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	(20,498)			
b	Net investment income (if negative, enter -0-)		0		
c	Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing		0	0	0
2	Savings and temporary cash investments		54,681	34,183	34,183
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►		0	0	0
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►		0	0	0
5	Grants receivable		0	0	0
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
7	Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►		0	0	0
8	Inventories for sale or use		0	0	0
9	Prepaid expenses and deferred charges		0	0	0
10a	Investments—U.S. and state government obligations (attach schedule)		0	0	0
b	Investments—corporate stock (attach schedule)		0	0	0
c	Investments—corporate bonds (attach schedule)		0	0	0
11	Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►		0	0	0
12	Investments—mortgage loans		0	0	0
13	Investments—other (attach schedule)		0	0	0
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►		0	0	0
15	Other assets (describe ►)		0	0	0
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		54,681	34,183	34,183
Liabilities					
17	Accounts payable and accrued expenses		0	0	
18	Grants payable		0	0	
19	Deferred revenue		0	0	
20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
21	Mortgages and other notes payable (attach schedule)		0	0	
22	Other liabilities (describe ►)		0	0	
23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances					
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds		54,681	34,183	
30	Paid-in or capital surplus, or land, bldg., and equipment fund		0	0	
31	Retained earnings, accumulated income, endowment, or other funds		0	0	
	Total net assets or fund balances (see page 17 of the instructions)		54,681	34,183	
	Total liabilities and net assets/fund balances (see page 17 of the instructions)		0	0	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	54,681
2	Enter amount from Part I, line 27a	2	(20,498)
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	34,183
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	34,183

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(K) Excess of col. (I) over col. (J), if any	(L) Gains (Col. (h) gain minus col. (K), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	132,029	65,367	2.02
2008	64,029	33,982	1.88
2007			
2006			
2005			
2 Total of line 1, column (d)			2 3.90
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 1.95
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 59,961
5 Multiply line 4 by line 3			5 116,924
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 116,924
8 Enter qualifying distributions from Part XII, line 4			8 135,842
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	0
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income.	Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6 Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	✓	
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>				
1c	Did the foundation file Form 1120-POL for this year?	1c	✓	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	✓	
<i>If "Yes," attach a detailed description of the activities.</i>				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument; or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► Minnesota			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	✓	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► Thomas E. Wosepka Located at ► 3404 Iowa Street, Alexandria, MN	Telephone no. ► 320-762-6237 ZIP+4 ► 56308-3345	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 15		□
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►□	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):	2b	
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20 , 20 , 20 , 20	2b	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	3b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20	4a	✓
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3b	
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	4b	✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Vern Anderson 5266 Cty Rd 91 SW, Alexandria, MN	Chairman (2)	0	0	0
Rick Paulsen 12200 Maple Springs Drive SE, Alexandria, MN	President (1)	0	0	0
Thomas Wosepka 3211 West Lake Jessie Drive SE, Alexandria, MN	Treasurer (2)	0	0	0
Jon Ballou 2250 Pleasant View Lane, Alexandria, MN	Secretary (1)	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				► 0

Part VIII · Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
	
	
2	
	
	
All other program-related investments See page 24 of the instructions.		
3	
	
	
Total. Add lines 1 through 3		►

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	60,874
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	60,874
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	60,874
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	913
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,961
6	Minimum investment return. Enter 5% of line 5	6	2,998

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,998
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,998
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,998
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,998

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	135,842
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,842
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,842

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,998
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				0
b Total for prior years: 20 ____,20 ____,20 ____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 135,842				
a Applied to 2009, but not more than line 2a				0
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0		
d Applied to 2010 distributable amount				0
e Remaining amount distributed out of corpus		0		
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		0		0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0		
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0	
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions			0	
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0		
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		0		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

see attached

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

see attached

c. Any submission deadlines:

NO

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

see attached

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
see attached				
Total				► 3a
b <i>Approved for future payment</i>				
NONE				
Total				► 3b

Part XVI-A · Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	Related or exempt function income (See page 28 of the instructions.)		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e)
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	
(2)	Other assets	1a(2)	
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	
(3)	Rental of facilities, equipment, or other assets	1b(3)	
(4)	Reimbursement arrangements	1b(4)	
(5)	Loans or loan guarantees	1b(5)	
(6)	Performance of services or membership or fundraising solicitations	1b(6)	
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign
Here

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

John W. Williams
Signature of officer or trustee

105/06/11

treasurer

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►
	Firm's address ►			Phone no.

<u>Name and Address</u>	<u>Relationship to Foundation Manager or Contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Alexandria Area YMCA 901 Highway 29 North Alexandria, MN 56308	None	N/A	Capital drive for new YMCA facility	50,000.00
Jant LLC Deer Run NW Garfield, MN 56308	None	N/A	Benevolence housing support	9,500.00
Titus 2 Homes P.O. Box 938 Alexandria, MN 56308	None	N/A	Women & Children Shelter	12,000.00
Habitat for Humanity 911 State Highway 29N Alexandria, MN 56308	None	N/A	Low income housing	5,000.00
Club One Youth Center 3904 County Road 42 NE Alexandria, MN 56308	None	N/A	Youth Center programs	2,500.00
Smokie Timbers Foundation 15567 Smokey Timbers Road Miltona, MN 56354	None	N/A	Environmental Preservation and Youth Camp	5,000.00
Someplace Safe 700 Cedar Street Alexandria, MN 56308	None	N/A	Program to provide "safe" housing in crisis situations	5,000.00
Regeneration Center PO Box 1196 Alexandria, MN 56308	None	N/A	Program to support recently released prisoners	2,500.00
MN Teen Challenge 1619 Portland Avenue S Minneapolis, MN 55404	None	N/A	Drug & Alcohol rehabilitation programs	20,000.00
Unity Foundation P.O. Box 1240 Alexandria, MN 56308	None	N/A	Community Christian business outreach	7,500.00
Risen Life Ministries County Road 44 NW Alexandria, MN 56308	None	N/A	Christian Outreach	2,500.00
Knute Nelson Foundation 803 North Nokomis NE Alexandria, MN 56308	None	N/A	Senior citizen housing	8,300.00
Elder Network 506 Jefferson Street Alexandria, MN 56308	None	N/A	Support for senior citizens	5,000.00
Alex School Foundation P.O. Box 903 Alexandria, MN 56308	None	N/A	Education	1,000.00
				135,800.00

Part XV Supplementary Information Exhibit A

THE DOUGLAS MACHINE FOUNDATION

The Douglas Machine Foundation was created in 2007 to focus the philanthropic resources of Douglas Machine on community needs. Most of our resources are primarily focused on communities surrounding Alexandria and Deerwood

Minnesota. The Foundation's mission is to provide financial support to nonprofit organizations that focus on community improvement through social services, education and various faith-based initiatives. Douglas Machine's Community Stewardship encompasses all aspects of our philanthropy including Foundation contributions, volunteerism, and in-kind gifts.

The Douglas Machine Foundation's objectives are to:

- Improve the quality of life in our communities.
- Support Douglas Machine employees giving to United Way, social services, education and faith-based organizations through a gift-matching program.

The Foundation's grants will focus mainly on three areas:

- Social Services – supporting programs that seek to either strengthen families or serve the needs of disadvantaged people.
- Education – supporting programs that emphasize student academic achievement and provide scholarships.
- Faith-Based Initiatives – supporting education, health, human and social services programs that apply Biblical principles to nurture the physical, emotional, intellectual, and spiritual wellness of people.

When evaluating requests, the Douglas Machine Foundation will favor organizations meeting the following criteria:

- Mission is closely related to the Foundation's focus areas.
- Programs or activities involving Douglas Machine employees and retirees.
- Services create sustainable community improvement.

The Douglas Machine Foundation typically receives many more requests than it can support. A decision to decline a request does not imply that the applicant's program is not needed or valued.

but simply that it does not fall within our giving guidelines or priorities, or that funds are not available.

As a standard practice, the Foundation does not support:

- Organizations without 501(c)(3) and 509(a) status.
- Individuals.
- Social, labor, veterans, alumni or fraternal organizations serving a limited constituency.
- Travel by groups.
- Recreational, sporting events or athletic associations.
- Organizations seeking underwriting for advertising.
- Political causes, candidates or legislative lobbying efforts.

The Douglas Foundation makes operating, project and capital grants. Priority is given to operating and project grants. Capital grants receive a lower priority and will largely be made to organizations in and surrounding the Alexandria and Deerwood communities, which have a long history of operating support and significant employee involvement.

Grant applications may be submitted at any time. To apply for funding, please complete the application provided and send it with your proposal to the address below. Please include the following information in your proposal:

- Organization's mission statement.
- Objectives for the current fiscal year.
- List of corporate/foundation donors including amount of United Way support.
- Most recent audited financial statement and/or Form 990 filing.
- Copy of the Internal Revenue Service ruling granting tax exemption under Sections 501(c)(3) and 509(a) of the Internal Revenue Code.
- List of Douglas Machine employees and retirees that volunteer with your organization.

Mailing Address

Douglas Machine Foundation
3404 Iowa Street
Alexandria, MN 56308

Douglas Machine Foundation Grant Application Guidelines

DOUGLAS MACHINE Community Stewardship

The Douglas Machine Foundation was created in 2007 to focus the philanthropic resources of Douglas Machine on community needs. Most of our resources are primarily focused on communities surrounding Alexandria and Deerwood Minnesota. The Foundation's mission is to provide financial support to nonprofit organizations that focus on community improvement through social services, education and various faith-based initiatives. Douglas Machine's Community Stewardship encompasses all aspects of our philanthropy including Foundation contributions, volunteerism, and in-kind gifts.

The Douglas Machine Foundation's objectives are to:

- Improve the quality of life in our communities.
- Support Douglas Machine employees giving to United Way, social services, education and faith-based organizations through a gift-matching program.

The Foundation's grants will focus mainly on three areas:

- Social Services – supporting programs that seek to either strengthen families or serve the needs of disadvantaged people.
- Education – supporting programs that emphasize student academic achievement, and providing scholarships for the post-secondary education of our employee's children.
- Faith-Based Initiatives – supporting education, health, human and social services programs that apply Biblical principles to nurture the physical, emotional, intellectual, and spiritual wellness of people.

When evaluating requests, the Douglas Machine Foundation will favor organizations meeting the following criteria:

- Mission is closely related to the Foundation's focus areas.
- Programs or activities involving Douglas Machine employees and retirees.
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- List of corporate/foundation donors including amount of United Way support.
- Most recent audited financial statement and/or Form 990 filing.
- Copy of the Internal Revenue Service ruling granting tax exemption under Sections 501(c)(3) and 509(a) of the Internal Revenue Code.
- List of Douglas Machine employees and retirees that volunteer with your organization.

Mailing Address
Douglas Machine Foundation
3404 Iowa Street
Alexandria, MN 56308

Douglas Machine Foundation Grant Application

Date of application: _____ Application submitted to: _____

Organization Information

Name of organization	Legal name, if different		
Address	City, State, Zip	Employer Identification Number (EIN)	
Phone	Fax	Web site	
Name of top paid staff	Title	Phone	E-mail
Name of contact person regarding this application	Title	Phone	E-mail
Is your organization an IRS 501(c)(3) not-for-profit?		Yes	No
If no, is your organization a public agency/unit of government?		Yes	No
If no, check with funder for details on using fiscal agents, and list name and address of fiscal agent: _____ _____			
Fiscal agent's EIN number _____			

Proposal Information

Please give a 2-3 sentence summary of request:

Population served:

Geographic area served:

Funds are being requested for (check one) *Note. Please be sure funder provides the type of support you are requesting.*

General operating support Start-up costs Capital
 Project/program support Technical assistance Other (list) _____

Project dates (if applicable): _____

Fiscal year end: _____

Budget

Dollar amount requested: \$ _____

Total annual organization budget: \$ _____

Total project budget (for support other than general operating): \$ _____

Authorization

Name and title of top paid staff or board chair: _____

Signature: _____

Douglas Machine Foundation Benevolent Fund Guidelines

DOUGLAS MACHINE Employee Assistance

The Douglas Machine Benevolent Fund was created in 2007 as the arm of the Douglas Machine Foundation that supports company employees who need financial assistance due to a crisis situation in their lives. The purpose of this program is to provide confidential financial assistance to company employees during times of verifiable emergency situations.

Douglas Machine employees who are classified as regular full time or regular part time are eligible for assistance due to a crisis situation. A crisis situation must be an event impacting the employee, his/her spouse, or his/her dependents which is beyond the employee's control.

Examples of crisis situations which are considered for assistance include:

- Fire
- Natural disaster
- Theft or loss of property
- Accident
- Disease
- Extended illness or disability.

In cases of extended illness or disability, the fund is not intended to substitute or augment standard employee benefits such as health or disability insurance. The fund is, however, designed to provide assistance when extraordinary financial hardships result from the illness or disability.

Employees seeking emergency assistance shall meet with Douglas Machine's Human Resource Manager to complete a confidential application. All identifying information is removed to ensure confidentiality. A committee consisting of the Human Resource Manager and Douglas Machine's company officers reviews all applications and makes decisions based on the documented crisis and need. If the application is approved for assistance, as a general rule checks will be made payable to the creditor(s) on behalf of the employee.

The following documentation is required at the time of application:

- Written documentation or explanation of the incident which has created the financial hardship (i.e. physician's statements; accident, police or fire reports; etc.).
- Copies of statements for regularly occurring expenses of household members which cannot be paid (i.e. utilities, rent mortgage, insurance, car payment, day care, etc.).
- Copies of all co-payments, medical expenses, and pharmacy charges for medical conditions, if a physician's statement is submitted.
- Any other documentation which will support the case for emergency assistance.

As a general rule, up to \$2,000 may be awarded to an employee during any 12-month period and \$6,000 during the period of their employment with Douglas Machine. An employee may submit one application per crisis situation.

The Benevolent Fund also provides financial support for special community events directly benefiting an employee with a financial hardship. As a general rule, support for these events is in lieu of, instead of in addition to, direct assistance to the employee. Any employee may request this support on behalf of a fellow employee.

To apply for emergency assistance, or for more information, please contact Ray Frazee, Human Resource Manager, at 320.762.6222 or extension 6222.