Form **990** | **Return of Organization Exempt From Income Tax**

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

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

Department of the Treasury Internal Revenue Service

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: THE DORSEY & WHITNEY FOUNDATION

Doing Business As

Number and street (or P.O box if mail is not delivered to street address): 50 S SIXTH STREET — Room/suite: 1500

City or town, state or country, and ZIP + 4: MINNEAPOLIS, MN 55402-1498

F Name and address of principal officer: KIM SEVERSON SAME AS C ABOVE

D Employer identification number: 41-1424522

E Telephone number: 612-340-2600

G Gross receipts $ 3,247,043.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No — If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ — **L** Year of formation 1982 — **M** State of legal domicile: MN

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: SUPPORTING TAX EXEMPT CHARITABLE AND EDUCATIONAL ORGANIZATIONS.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	5
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	8
7 a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	2,544,492.	3,245,429.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	949.	1,614.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,545,441.	3,247,043.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,430,481.	3,495,397.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	209.	580.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,430,690.	3,495,977.
	19	Revenue less expenses. Subtract line 18 from line 12	114,751.	<248,934.>

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	613,304.	364,370.
	21	Total liabilities (Part X, line 26)	0.	0.
	22	Net assets or fund balances. Subtract line 21 from line 20	613,304.	364,370.

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SCANNED AUG 3 1 2011

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 ▶ Jay L. Swanson — Signature of officer — Date 8/10/11

▶ JAY SWANSON, SEC/TREASURER & DIRECTOR — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ — Firm's EIN ▶

Firm's address ▶ — Phone no

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

GIL 2

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:
SUPPORTING TAX EXEMPT CHARITABLE AND EDUCATIONAL ORGANIZATIONS.

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 $ 3,493,397. including grants of $ 3,493,397.) (Revenue $)
GRANTS MADE TO NONPROFIT ORGANIZATIONS TO FURTHER THOSE ORGANIZATIONS' GENERAL PURPOSES.

4b (Code:) (Expenses $ 2,000. including grants of $ 2,000.) (Revenue $)
SCHOLARSHIPS GIVEN TO INDIVIDUALS FROM THE MARK EASTWOOD MEMORIAL SCHOLARSHIP FUND.

4c (Code:) (Expenses $ including grants of $) (Revenue $)

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

4e **Total program service expenses** ▶ 3,495,397.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	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 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	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? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☐ Yes ☒ No			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Form **990** (2010)

032004
12-21-10

12490808 400715 DORSEY 2010.04010 THE DORSEY & WHITNEY FOUNDA DORSEY1

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	0			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file*. (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		X
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		X
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Form **990** (2010)

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12-21-10

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.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 5			
b	Enter the number of voting members included in line 1a, above, who are independent	1b 0			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶MN

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

ROSE WILSON - 612 340 2847

50 S SIXTH STREET, SUITE 1500, MINNEAPOLIS, MN 55402-1498

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

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

- 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, if any. 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.

[X] Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
KIM SEVERSON CHAIR & DIRECTOR		X		X				0.	0.	0.
JAY SWANSON SEC/TREASURER & DIRECTOR		X		X				0.	0.	0.
TERRENCE DANYSH DIRECTOR		X						0.	0.	0.
SANDRA EDELMAN DIRECTOR		X						0.	0.	0.
PETER CARTER DIRECTOR		X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								0.	0.	0.

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 ▶ 0

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 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? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		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. NONE

(A) Name and business address	(B) Description of services	(C) Compensation

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 ▶ 0

Part VIII Statement of Revenue

Section	Line	Description	Box	Amount	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,245,429.				
	g	Noncash contributions included in lines 1a-1f $						
	h	**Total.** Add lines 1a-1f ▶			3,245,429.			
Program Service Revenue			Business Code					
	2 a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	**Total.** Add lines 2a-2f ▶						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			1,614.			1,614.
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶						
			(i) Real	(ii) Personal				
	6 a	Gross Rents						
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b	Less: cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	Net gain or (loss) ▶						
	8 a	Gross income from fundraising events (not including $ ______ of contributions reported on line 1c). See Part IV, line 18	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from fundraising events ▶						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from gaming activities ▶						
	10 a	Gross sales of inventory, less returns and allowances	a					
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory ▶						
		Miscellaneous Revenue	Business Code					
	11 a							
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶						
	12	**Total revenue.** See instructions ▶			3,247,043.	0.	0.	1,614.

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	3,493,397.	3,493,397.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,000.	2,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a STATIONARY	506.		506.	
b STATE OF MINNESOTA FILI	30.		30.	
c NEW CHECKS	25.		25.	
d SERVICE CHARGE	19.		19.	
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	3,495,977.	3,495,397.	580.	0.
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	613,304.	2	364,370.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a			
	b	Less: accumulated depreciation — 10b		10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	613,304.	16	364,370.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	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		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	0.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [ ] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [X] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds	0.	30	0.
	31	Paid-in or capital surplus, or land, building, or equipment fund	0.	31	0.
	32	Retained earnings, endowment, accumulated income, or other funds	613,304.	32	364,370.
	33	Total net assets or fund balances	613,304.	33	364,370.
	34	Total liabilities and net assets/fund balances	613,304.	34	364,370.

Form **990** (2010)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,247,043.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,495,977.
3	Revenue less expenses. Subtract line 2 from line 1	3	<248,934.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	613,304.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	364,370.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

			Yes	No
1	Accounting method used to prepare the Form 990: [X] 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		
	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 separate basis, consolidated 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?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization THE DORSEY & WHITNEY FOUNDATION

Employer identification number 41-1424522

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: __________

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

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

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

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1435660.	1961983.	2248414.	2544492.	3245429.	11435978.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	1435660.	1961983.	2248414.	2544492.	3245429.	11435978.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						5510235.
6 **Public support.** Subtract line 5 from line 4						5925743.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	1435660.	1961983.	2248414.	2544492.	3245429.	11435978.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	27,473.	38,923.	22,203.	949.	1,614.	91,162.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						11527140.

12 Gross receipts from related activities, etc. (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) | 14 | 51.41 %

15 Public support percentage from 2009 Schedule A, Part II, line 14 | 15 | 59.66 %

16a **33 1/3% support test - 2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

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
2010
Open to Public Inspection

Name of the organization: THE DORSEY & WHITNEY FOUNDATION
Employer identification number: 41-1424522

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	
2	Aggregate contributions to (during year)	2,176,544.	
3	Aggregate grants from (during year)	2,300,169.	
4	Aggregate value at end of year	0.	

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? [X] Yes [ ] 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? [X] Yes [ ] 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).
- [ ] Preservation of land for public use (e.g., recreation or education)
- [ ] Protection of natural habitat
- [ ] Preservation of open space
- [ ] Preservation of an historically important land area
- [ ] Preservation of a certified historic structure

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, and not on a historic structure listed in the National Register	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 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization	Employer identification number
THE DORSEY & WHITNEY FOUNDATION	41-1424522

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CANADA	0	0	FUNDRAISING AND GRANT	GRANT	330.
3 a Sub-total	0	0			330.
b Total from continuation sheets to Part I	0	0			0.
c **Totals** (add lines 3a and 3b)	0	0			330.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule F (Form 990) 2010**

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Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000 Check this box if no one recipient received more than $5,000 ▶ ☒

Part II can be duplicated if additional space is needed

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶

3 Enter total number of other organizations or entities ▶

Part IV Foreign Forms

1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	[ ] Yes [X] No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*	[ ] Yes [X] No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations (see Instructions for Form 5471)*	[ ] Yes [X] No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*	[ ] Yes [X] No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*	[ ] Yes [X] No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)*	[ ] Yes [X] No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: THE FOUNDATION'S GRANTS TO FOREIGN ORGANIZATIONS ARE MADE TO ESTABLISHED, PUBLICLY SUPPORTED CHARITIES REGISTERED WITH CHARITY OFFICIALS IN CANADA OR THE UNITED KINGDOM. THE GRANTS TYPICALLY ARE FOR GENERAL SUPPORT OR FOR SPECIFIC CHARITABLE PROGRAMS. THE FOUNDATION THUS DOES NOT FORMALLY MONITOR THE GRANTS ONCE MADE.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments, and *Individuals* in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization: THE DORSEY & WHITNEY FOUNDATION

Employer identification number 41-1424522

Part I **General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SEE ATTACHED			3,181,286.	0.			

2 Enter total number of section 501(c)(3) and government organizations ▶ 63.

3 Enter total number of other organizations ▶ 0.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2010)**

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: ALL OF THE FOUNDATION'S GRANTS IN EXCESS OF $5,000 ARE MADE TO ESTABLISHED, PUBLICLY SUPPORTED CHARITIES FOR GENERAL SUPPORT OR MAJOR PROGRAMS. ACCORDINGLY, THE FOUNDATION DOES NOT FORMALLY MONITOR THE USE OF THE GRANTS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization: THE DORSEY & WHITNEY FOUNDATION
Employer identification number: 41-1424522

FORM 990, PART VI, SECTION A, LINE 6: THE MEMBERS OF THE FOUNDATION ARE THE VOTING MEMBERS, FROM TIME TO TIME, OF THE POLICY COMMITTEE OF DORSEY & WHITNEY LLP.

FORM 990, PART VI, SECTION A, LINE 7A: THE MEMBERS OF THE FOUNDATION ARE THE VOTING MEMBERS, FROM TIME TO TIME, OF THE POLICY COMMITTEE OF DORSEY & WHITNEY LLP. SUCH MEMBERS ELECT, AND MAY REMOVE WITHOUT CAUSE, THE DIRECTORS OF THE FOUNDATION.

FORM 990, PART VI, SECTION A, LINE 7B: THE APPROVAL OF THE MEMBERS IS REQUIRED FOR AMENDMENTS TO THE FOUNDATION'S ARTICLES OF INCORPORATION AND BYLAWS, AS WELL AS THE MERGER, CONSOLIDATION, TRANSFER OF SUBSTANTIALLY ALL OF THE ASSETS, OR DISSOLUTION OF THE FOUNDATION.

FORM 990, PART VI, SECTION B, LINE 11: 11A - THE FOUNDATION'S FORM 990 INITIALLY IS PREPARED BY DORSEY & WHITNEY LLP'S FINANCIAL REPORTING AND COMPLIANCE CONTROLLER AND THEN IS REVIEWED BY LEGAL COUNSEL TO THE FOUNDATION. AFTER ANY NEEDED CHANGES ARE MADE, THE COMPLETED FORM 990 IS PROVIDED TO EACH DIRECTOR. AFTER ANY ADDITIONAL REQUIRED CHANGES ARE MADE, THE FINAL FORM 990 IS SIGNED BY EITHER THE FOUNDATION'S CHAIR OR THE FOUNDATION'S TREASURER, WHO REVIEWS THE FORM 990 BEFORE SIGNING IT.

FORM 990, PART VI, SECTION C, LINE 19: THE FOUNDATION'S GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC AT THE TIMES AND IN THE MANNER PRESCRIBED BY SECTION 6104(D) OF THE INTERNAL REVENUE CODE.

Name of the organization: THE DORSEY & WHITNEY FOUNDATION

Employer identification number: 41-1424522

FORM 990, PART VI.A, LINE 2

THE FOUNDATION'S DIRECTORS DO NOT HAVE A BUSINESS RELATIONSHIP AS DEFINED IN THE INSTRUCTIONS, BUT ALL ARE PARTNERS OF DORSEY & WHITNEY LLP.

FORM 990, PART VI.B, LINES 12B, 12C, 15A AND 15B

THE FOUNDATION DOES NOT ENGAGE IN TRANSACTIONS WITH ITS OFFICERS AND DIRECTORS, WHO ARE NOT COMPENSATED BY THE FOUNDATION, AND THE FOUNDATION HAS NO EMPLOYEES.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization: THE DORSEY & WHITNEY FOUNDATION

Employer identification number 41-1424522

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No

For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule R (Form 990) 2010**

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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
DORSEY & WHITNEY LLP - 41-0223337, 50 S 6TH ST., STE 1500, MINNEAPOLIS, MN 55402	LAW FIRM	MN	N/A	N/A	0.	0.		X	N/A		X	.00%

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.		Yes	No
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) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b		X
c Gift, grant, or capital contribution from other organization(s)	1c	X	
d Loans or loan guarantees to or for other organization(s)	1d		X
e Loans or loan guarantees by other organization(s)	1e		X
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h		X
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	X	
m Sharing of facilities, equipment, mailing lists, or other assets	1m	X	
n Sharing of paid employees	1n		X
o Reimbursement paid to other organization for expenses	1o		X
p Reimbursement paid by other organization for expenses	1p		X
q Other transfer of cash or property to other organization(s)	1q		X
r Other transfer of cash or property from other organization(s)	1r		X

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	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) N/A		0.	
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

The Dorsey & Whitney Foundation
U.S. Organizations Receiving More Than $5,000 in Grants
January through December 2010

Name	Street	Street - Continued	City	State	Zip Code	EIN	IRC Sect.	Amount	Purpose of Grant
Advocates for Human Rights									
Advocates for Human Rights	650 Third Avenue South	Suite 550	Minneapolis	MN	55402-1940	36-3292374	501(c)(3)	50 00	Match
Advocates for Human Rights	650 Third Avenue South	Suite 550	Minneapolis	MN	55402-1940			10,000 00	General Support
Advocates for Human Rights	650 Third Avenue South	Suite 550	Minneapolis	MN	55402-1940			460 00	Match
American Refugee Committee International									
American Refugee Committee International	430 Oak Grove St	Suite 204	Minneapolis	MN	55403	36-3241033	501(c)(3)	10,000 00	Haiti Earthquake Relief Effort
American Refugee Committee International	430 Oak Grove St	Suite 204	Minneapolis	MN	55403			150 00	Match
American Refugee Committee International	430 Oak Grove St.	Suite 204	Minneapolis	MN	55403			500 00	Match
American Refugee Committee International	430 Oak Grove St	Suite 204	Minneapolis	MN	55403			190 00	Match
American Refugee Committee International	430 Oak Grove St	Suite 204	Minneapolis	MN	55403			2,000 00	General Support
American Refugee Committee International	430 Oak Grove St	Suite 204	Minneapolis	MN	55403			400 00	Match
AMIT									
AMIT	817 Broadway		New York	NY	10003	36-3749777	501(c)(3)	6,000 00	General Support
AMIT	817 Broadway		New York	NY	10003			7,500 00	General Support
And Justice for All									
And Justice for All	205 North 400 West		Salt Lake City	UT	84103	87-0659915	501(c)(3)	5 000 00	General Support
And Justice for All	205 North 400 West		Salt Lake City	UT	84103			2,500 00	General Support
And Justice for All	205 North 400 West		Salt Lake City	UT	84103			125 00	Match
And Justice for All	205 North 400 West		Salt Lake City	UT	84103			125 00	Match
ARTSFUND									
ARTSFUND	P O Box 19780		Seattle	WA	98109	91-1866831	501(c)(3)	7,500 00	General Support
ARTSFUND	P O Box 19780		Seattle	WA	98109			1,300 00	Match
ASME									
ASME	Three Park Avenue 23N5		New York	NY	10016-5990	13-3372934	501(c)(3)	5,000 00	General Support
Big Brothers Big Sisters of Orange County									
Big Brothers Big Sisters of Orange County	14131 Yorba Street	Suite 200	Tustin	CA	92780	95-1992702	501(c)(3)	5,000 00	General Support
Catholic Charities, Archdiocese of NY									
Catholic Charities, Archdiocese of NY	1011 First Avenue		New York	NY	10022	13-5562185	501(c)(3)	5 000 00	General Support
Children's Brain Tumor Foundation, Inc									
Children s Brain Tumor Foundation, Inc	274 Madison Avenue	Suite 1004	New York	NY	10016	13-3512123	501(c)(3)	5,000 00	General Support
Children's FirstUtah									
Children s FirstUtah	455 East South Temple		Salt Lake City	UT	84111	87-0663711	501(c)(3)	5 000 00	General Support
Children's Home Society									
Children's Home Society	1605 Eustis Street		St Paul	MN	55108-1219	41-0693906	501(c)(3)	10,000 00	General Support
Children's Home Society	1605 Eustis Street		St Paul	MN	55108-1219			100 00	Match
Children s Home Society	1605 Eustis Street		St Paul	MN	55108-1219			920 00	Match
Children's Law Center									
Children's Law Center	450 North Syndicate Street	Suite 315	St Paul	MN	55104	41-1761589	501(c)(3)	7,000 00	General Support
Children's Law Center	450 North Syndicate Street	Suite 315	St Paul	MN	55104			300 00	Match
City of Seattle									
City of Seattle (Prostituted Children Rescue Fund)	Human Services Dept	700 Fifth Avenue, Suite 5800	Seattle	WA	98104-5017	91-6001275	170(c)(1)	10,000 00	General Support
City of Seattle (Prostituted Children Rescue Fund)	Human Services Dept	700 Fifth Avenue, Suite 5800	Seattle	WA	98104-5017	91-6001275	170(c)(1)	10 000 00	General Support
College Success Foundation									
College Success Foundation	1605 NW Sammamish Road	Suite 200	Issaquah	WA	98027	91-2036088	501(c)(3)	10 000 00	General Support
Community Legal Services of East Palo Alt									
Community Legal Services of East Palo Alt	2117 University Avenue	Suite B	East Palo Alto	CA	94303	22-3866910	501(c)(3)	5,000 00	General Support

The Dorsey & Whitney Foundation
U.S. Organizations Receiving More Than $5,000 in Grants
January through December 2010

Name	Street	Street - Continued	City	State	Zip Code	EIN	IRC Sect.	Amount	Purpose of Grant
Cooke Center for Learning & Development									
Cooke Center for Learning & Development	475 Riverside Drive	Suite 730	New York	NY	10115	13-3396691	501(c)(3)	5 500 00	General Support
Cooke Center for Learning & Development	475 Riverside Drive	Suite 730	New York	NY	10115			900 00	Match
DC College Success Foundation									
DC College Success Foundation	1220 12th Street S E	Suite 110	Washington	DC	20003-3722	20-5561911	501(c)(3)	7 500 00	General Support
Denver Kids, Inc									
Denver Kids, Inc	1330 Fox Street		Denver	CO	80204	84-1244211	501(c)(3)	5,000 00	General Support
DOROT									
DOROT	171 West 85th Street		New York	NY	10024	13-3264005	501(c)(3)	6,000 00	General Support
DOROT	171 West 85th Street		New York	NY	10024			1,020 00	Match
DOROT	171 West 85th Street		New York	NY	10024			1,750 00	General Support
Downtown Streets, Inc									
Downtown Streets, Inc	480 Lytton Avenue	Suite 2A	Palo Alto	CA	94301	20-5242330	501(c)(3)	8,600 00	General Support
Fund for the Legal Aid Society									
Fund for the Legal Aid Society	430 First Avenue North	Suite 300	Minneapolis	MN	55401 1780	41-1413955	501(c)(3)	53,000 00	General Support
Fund for the Legal Aid Society	430 First Avenue North	Suite 300	Minneapolis	MN	55401-1780			987 50	Match
Fund for the Legal Aid Society	430 First Avenue North	Suite 300	Minneapolis	MN	55401-1780			300 00	Match
Fund for the Legal Aid Society	430 First Avenue North	Suite 300	Minneapolis	MN	55401-1780			450 00	Match
Greater Twin Cities United Way									
Greater Twin Cities United Way	P O Box 2949		Minneapolis	MN	55402-0949	41-1973442	501(c)(3)	100,000 00	General Support
Greater Twin Cities United Way	P O Box 2949		Minneapolis	MN	55402-0949			10,000 00	General Support
Greater Twin Cities United Way	P O Box 2949		Minneapolis	MN	55402-0949			100,000 00	General Support
Greater Twin Cities United Way	P O Box 2949		Minneapolis	MN	55402-0949			50 00	Match
Greater Twin Cities United Way	P O Box 2949		Minneapolis	MN	55402-0949			16,600 00	General Support
Guthrie Theater Foundation									
Guthrie Theater Foundation	SDS 12-1075	P O Box 86	Minneapolis	MN	55486-0086	41-0854160	501(c)(3)	20,000 00	General Support
Hale House									
Hale House	152 West 122nd Street		New York	NY	10017	13-2700687	501(c)(3)	10 000 00	General Support
Hale House	152 West 122nd Street		New York	NY	10017			1 750 00	General Support
IEEE Foundation									
IEEE Foundation	445 Hoes Lane		Piscataway	NJ	08854	23-7310664	501(c)(3)	5 000 00	General Support
IEEE Foundation	445 Hoes Lane		Piscataway	NJ	08854			500 00	Match
IEEE Foundation	445 Hoes Lane		Piscataway	NJ	08854			250 00	Match
Iranian American Jewish Federation of NY									
Iranian American Jewish Federation of NY	770 Middle Neck Road	Suite 5P	Great Neck	NY	11024	01-0651843	501(c)(3)	5,500 00	General Support
Iranian American Jewish Federation of NY	770 Middle Neck Road	Suite 5P	Great Neck	NY	11024			1,750 00	General Support
Iranian American Jewish Federation of NY	770 Middle Neck Road	Suite 5P	Great Neck	NY	11024			1,030 00	Match
Lawyers Co for Civil Rights Under									
Lawyers Co for Civil Rights Under	1401 New York Avenue, NW	Suite 400	Washington	DC	20005	52-0799246	501(c)(3)	10,000 00	General Support
Legal Aid Foundation of Colorado									
Legal Aid Foundation of Colorado	1900 Grant Street	Suite 1112	Denver	CO	80203	74-2182277	501(c)(3)	10 850 00	General Support
Legal Aid Foundation of Colorado	1900 Grant Street	Suite 1112	Denver	CO	80203			200 00	Match
Legal Aid Foundation of Colorado	1900 Grant Street	Suite 1112	Denver	CO	80203			125 00	Match
Legal Aid Foundation of Colorado	1900 Grant Street	Suite 1112	Denver	CO	80203			125 00	Match
Loan Repayment Assistance Program									
Loan Repayment Assistance Program	600 Nicollet Mall	Suite 380	Minneapolis	MN	55402-1605	41-1694745	501(c)(3)	5,000 00	General Support
Loan Repayment Assistance Program	600 Nicollet Mall	Suite 380	Minneapolis	MN	55402-1605			250 00	Match

The Dorsey & Whitney Foundation
U.S. Organizations Receiving More Than $5,000 in Grants
January through December 2010

Name	Street	Street - Continued	City	State	Zip Code	EIN	IRC Sect.	Amount	Purpose of Grant
Mile High United Way									
Mile High United Way	2505 18th Strett		Denver	CO	80211	84-0404235	501(c)(3)	5,000 00	General Support
Minneapolis College of Art and Design									
Minneapolis College of Art and Design	2501 Stevens Avenue		Minneapolis	MN	55404	41-1607453	501(c)(3)	50,000 00	General Support
Minnesota Historical Society									
Minnesota Historical Society	345 Kellogg Boulevard West		Saint Paul	MN	55102-1906	41-0713907	501(c)(3)	5,000 00	General Support
Minnesota Historical Society	345 Kellogg Boulevard West		Saint Paul	MN	55102-1906			1,170 00	Match
Minnesota Justice Foundation									
Minnesota Justice Foundation	229 19th Avenue South		Minneapolis	MN	55455	41-1447537	501(c)(3)	5,000 00	General Support
Minnesota Justice Foundation	229 19th Avenue South		Minneapolis	MN	55455			250 00	Match
Minnesota Zoo Foundation									
Minnesota Zoo Foundation	13000 Zoo Boulevard		Apple Valley	MN	55124	51-0147653	501(c)(3)	5,000 00	General Support
Minnesota Zoo Foundation	13000 Zoo Boulevard		Apple Valley	MN	55124			25,000 00	General Support
National Corporate Theatre Fund									
National Corporate Theatre Fund	505 8th Avenue		New York	NY	10018	13-2913176	501(c)(3)	5,000 00	General Support
National Corporate Theatre Fund	505 8th Avenue		New York	NY	10018			1,750 00	General Support
National Underground Railroad Freedom Ctr									
National Underground Railroad Freedom Ctr	50 East Freedom Way		Cincinnati	OH	45202	31-1436217	501(c)(3)	5 000 00	General Support
New York University									
New York University	P O Box 837		New York	NY	10009-9984	13-5562308	501(c)(3)	6,750 00	General Support
New York University	P O Box 837		New York	NY	10009-9984			2,000 00	General Support
Orange County United Way									
Orange County United Way	18012 Mitchell Avenue South		Irvine	CA	92614	33-0047994	501(c)(3)	10,000 00	General Support
Orange County United Way	18012 Mitchell Avenue South		Irvine	CA	92614			2 500 00	General Support
Orange County United Way	18012 Mitchell Avenue South		Irvine	CA	92614			900 00	Match
Ordway Center for Performing Arts									
Ordway Center for Performing Arts	345 Washington Street		St Paul	MN	55102-1495	41-1428998	501(c)(3)	1,380 00	Match
Ordway Center for Performing Arts	345 Washington Street		St Paul	MN	55102-1495			5 000 00	General Support
Project Enterprise									
Project Enterprise	144 West 125th Street 4th Floor		New York	NY	10027	13-3907579	501(c)(3)	6,000 00	General Support
Project Enterprise	144 West 125th Street 4th Floor		New York	NY	10027			1 750 00	General Support
Seattle Children s Theatre									
Seattle Children's Theatre	201 Thomas Street		Seattle	WA	98109	51-0172421	501(c)(3)	5 000 00	General Support
Seattle Children s Theatre	201 Thomas Street		Seattle	WA	98109			2 000 00	General Support
Seattle Children's Theatre	201 Thomas Street		Seattle	WA	98109			570 00	Match
Seattle/So King Co Habitat for Humanity									
Seattle/So King Co Habitat for Humanity	15439 53rd Ave South	#102	Tukwila	WA	98188	91-1342397	501(c)(3)	5 000 00	General Support
Sharing & Caring Hands									
Sharing & Caring Hands	525 North 7th Street		Minneapolis	MN	55405	36-3412619	501(c)(3)	11,656 00	General Support
Silicon Valley Jewish Film Festival									
Silicon Valley Jewish Film Festival	P O Box 2190		Cupertino	CA	95015	26-3234237	501(c)(3)	5,000 00	General Support
Teen Feed									
Teen Feed	4740 B University Way NE		Seattle	WA	98105	94-3034862	501(c)(3)	5,000 00	General Support
The Children's Theatre Company									

The Dorsey & Whitney Foundation
U.S. Organizations Receiving More Than $5,000 in Grants
January through December 2010

Name	Street	Street - Continued	City	State	Zip Code	EIN	IRC Sect.	Amount	Purpose of Grant
The Children's Theatre Company	2400 Third Avenue South		Minneapolis	MN	55404	41-1254553	501(c)(3)	15,000 00	General Support
The Childrens Theatre Company	2400 Third Avenue South		Minneapolis	MN	55404			2 000 00	General Support
The Childrens Theatre Company	2400 Third Avenue South		Minneapolis	MN	55404			100 00	Match
The Hope Heart Foundation									
The Hope Heart Foundation	1380 112th Avenue N E		Bellevue	WA	98004	91-1138000	501(c)(3)	5,000 00	General Support
The Mayo Clinic									
The Mayo Clinic	Office of Development	Davis 160W	Jacksonville	FL	32224	41-6011702	501(c)(3)	1 696,513 00	General Support
The Minneapolis Institute of Arts									
The Minneapolis Institute of Arts	2400 Third Avenue South		Minneapolis	MN	55404	41-0693915	501(c)(3)	15 000 00	General Support
The Minneapolis Institute of Arts	2400 Third Avenue South		Minneapolis	MN	55404			250 000 00	General Support
The Minneapolis Institute of Arts	2400 Third Avenue South		Minneapolis	MN	55404			50 000 00	General Support
The Minneapolis Institute of Arts	2400 Third Avenue South		Minneapolis	MN	55404			20 000 00	Building construction
The Minneapolis Institute of Arts	2400 Third Avenue South		Minneapolis	MN	55404			250 00	Match
The Minnesota Opera									
The Minnesota Opera	620 North First Street		Minneapolis	MN	55401	41-0946789	501(c)(3)	10 000 00	General Support
The Minnesota Opera	620 North First Street		Minneapolis	MN	55401			990 00	Match
The Minnesota Orchestral Association									
The Minnesota Orchestral Association	1111 Nicollet Mall		Minneapolis	MN	55403	41-0693875	501(c)(3)	15,000 00	General Support
The Saint Paul Chamber Orchestra									
The Saint Paul Chamber Orchestra	408 St Peter Street	Suite 300	St Paul	MN	55102	36-3339359	501(c)(3)	15,000 00	General Support
TUBMAN									
TUBMAN	3111 South 1st Avenue		Minneapolis	MN	55408-9998	41-1240048	501(c)(3)	1 000 00	General Support
TUBMAN	3111 South 1st Avenue		Minneapolis	MN	55408-9998			15,000 00	General Support
United Way of King County									
United Way of King County	720 Second Avenue		Seattle	WA	98104	91-0565555	501(c)(3)	25 000 00	General Support
United Way of King County	720 Second Avenue		Seattle	WA	98104			160 00	Match
United Way of King County	720 Second Avenue		Seattle	WA	98104			1,620 00	Match
University of California, Irvine Foundati									
University of California, Irvine Foundati	401 East Peltason Drive	Suite 1000	Irvine	CA	92697	95-2540117	501(c)(3)	10,000 00	General Support
University of Minnesota (Frederick R Weisman Art Museum)									
Frederick R Weisman Art Museum	333 East River Road		Minneapolis	MN	55455	41-6007513	Governmental Entity	5,000 00	General Support
University of Minnesota Foundation									
University of Minnesota Foundation	CM - 3854	P O Box 7080	St Paul	MN	55170	41-6042488	501(c)(3)	5 000 00	Facilities Expansion
University of Minnesota Foundation	CM - 3854	P O Box 7080	St Paul	MN	55170			50 000 00	Building construction
University of Minnesota Foundation	CM - 3854	P O Box 7080	St Paul	MN	55170			5,000 00	Facilities Expansion
University of Minnesota Foundation	CM 3854	P O Box 7080	St Paul	MN	55170			5,000 00	Fellowship Support
University of Minnesota Foundation	CM - 3854	P O Box 7080	St Paul	MN	55170			25,000 00	Building construction
University of Minnesota Foundation	CM - 3854	P O Box 7080	St Paul	MN	55170			125 00	Match
University of Minnesota Foundation	CM - 3854	P O Box 7080	St Paul	MN	55170			375 00	Match
University of St. Thomas									
University of St Thomas	2115 Summit Avenue		St Paul	MN	55105	41-0693970	501(c)(3)	100,000 00	General Support
University of St. Thomas School of Law									
University of St Thomas School of Law	Law - Attn Thomas Mengler, Esq	Mail #TMH 440	St Paul	MN	55105-1078	41-0693970	501(c)(3)	5,000 00	General Support
University of St Thomas School of Law	Law - Attn Thomas Mengler, Esq	Mail #TMH 440	St Paul	MN	55105-1078			1,750 00	General Support
University of St Thomas School of Law	Law - Attn Thomas Mengler, Esq	Mail #TMH 440	St Paul	MN	55105-1078			250 00	Match
Utah Symphony & Opera									

The Dorsey & Whitney Foundation
U.S. Organizations Receiving More Than $5,000 in Grants
January through December 2010

Name	Street	Street - Continued	City	State	Zip Code	EIN	IRC Sect.	Amount	Purpose of Grant
Utah Symphony & Opera	123 West South Temple		Salt Lake City	UT	84101-1403	51-0145980	501(c)(3)	3,949 00	General Support
Utah Symphony & Opera	123 West South Temple		Salt Lake City	UT	84101-1403			1 170 00	Match
Walker Art Center									
Walker Art Center	1750 Hennepin Avenue		Minneapolis	MN	55403	41-0693929	501(c)(3)	15,000 00	General Support
Walker Art Center	1750 Hennepin Avenue		Minneapolis	MN	55403			100 000 00	General Support
William Mitchell College of Law									
William Mitchell College of Law	875 Summit Avenue		St Paul	MN	55105	41-0518750	501(c)(3)	10,000 00	Scholarship
William Mitchell College of Law	875 Summit Avenue		St Paul	MN	55105			250 00	Match
								3,181,285 50	

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- 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* 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.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	THE DORSEY & WHITNEY FOUNDATION	41-1424522
	Number, street, and room or suite no. If a P.O. box, see instructions. 50 S SIXTH STREET, NO. 1500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55402-1498	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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

- The books are in the care of ▶ ROSE WILSON - 50 S SIXTH STREET, SUITE 1500 - MINNEAPOLIS, MN 55402-1498

  Telephone No ▶ 612 340 2847 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 AUGUST 15, 2011, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2010 or

▶ [ ] tax year beginning ______, and ending ______

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

3a	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	3a	$ 0.
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	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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