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

2010

Department of the Treasury
Internal Revenue Service

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

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

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

Name of foundation WEM FOUNDATION		A Employer identification number 41-1604640
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 5628	Room/suite	B Telephone number 952-674-2800
City or town, state, and ZIP code MINNEAPOLIS, MN 55440-5828		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 269,976,883.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		8,943,151.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		80,264.	80,264.		STATEMENT 1
4 Dividends and interest from securities		3,803,086.	3,803,086.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		11,153.			
b Gross sales price for all assets on line 6a 593,673.					
7 Capital gain net income (from Part IV, line 2)			11,153.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		12,837,654.	3,894,503.		
13 Compensation of officers, directors, trustees, etc		5,000.	2,500.		2,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		4,395.	0.		4,395.
c Other professional fees STMT 4		113,999.	113,949.		50.
17 Interest					
18 Taxes STMT 5		115,137.	0.		0.
19 Depreciation and depletion					
20 Occupancy		30,000.	20,000.		10,000.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		2,929.	0.		2,929.
24 Total operating and administrative expenses. Add lines 13 through 23		271,460.	136,449.		19,874.
25 Contributions, gifts, grants paid		12,117,984.			12,117,984.
26 Total expenses and disbursements. Add lines 24 and 25		12,389,444.	136,449.		12,137,858.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		448,210.			
b Net investment income (if negative, enter -0-)			3,758,054.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	11,448,005.	12,027,304.	12,027,304.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 9	17,612,376.	19,546,577.	256,422,869.	
	c Investments - corporate bonds STMT 10	999,917.	1,511,679.	1,526,710.	
11 Investments - land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)	30,060,298.	33,085,560.	269,976,883.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	30,060,298.	33,085,560.		
30 Total net assets or fund balances	30,060,298.	33,085,560.			
31 Total liabilities and net assets/fund balances	30,060,298.	33,085,560.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	30,060,298.
2 Enter amount from Part I, line 27a	2	448,210.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,002,319.
4 Add lines 1, 2, and 3	4	34,510,827.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1,425,267.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,085,560.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ALCOA INC.	P	10/10/00	08/01/10
b	LEHMAN BOND	P	VARIOUS	08/06/10
c	FRONTIER COMMUNICATIONS CORP RETURN OF			
d	CAPITAL	P	VARIOUS	VARIOUS
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 500,000.		500,252.	<252.>
b 11,405.			11,405.
c			
d 82,268.		82,268.	0.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<252.>
b			11,405.
c			
d			0.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	11,153.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	8,690,716.	205,834,014.	.042222
2008	8,036,307.	249,492,807.	.032211
2007	6,528,409.	175,013,464.	.037302
2006	15,921,348.	139,672,795.	.113990
2005	5,900,596.	125,035,902.	.047191

2 Total of line 1, column (d)	2	.272916
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.054583
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	242,208,763.
5 Multiply line 4 by line 3	5	13,220,481.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	37,581.
7 Add lines 5 and 6	7	13,258,062.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	12,137,858.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	75,161.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	75,161.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	75,161.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	62,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	112,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	302.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	37,137.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 37,137. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 11

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ROBERT J. THEILER Located at ► P.O. BOX 5628, MINNEAPOLIS, MN	Telephone no. ► 952-674-2800 ZIP+4 ► 55440		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	N/A		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		5,000.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	233,592,564.
b	Average of monthly cash balances	1b	12,304,657.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	245,897,221.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	245,897,221.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,688,458.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	242,208,763.
6	Minimum investment return. Enter 5% of line 5	6	12,110,438.

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

1	Minimum investment return from Part X, line 6	1	12,110,438.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	75,161.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	75,161.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,035,277.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,035,277.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,035,277.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	12,137,858.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,137,858.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,137,858.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				12,035,277.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	158,878.			
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	158,878.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 12,137,858.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				12,035,277.
e Remaining amount distributed out of corpus	102,581.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	261,459.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	261,459.			
10 Analysis of line 9:				
a Excess from 2006	158,878.			
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	102,581.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE DETAIL	NONE	SEE DETAIL		8,118,003.
WEM 2000 FOUNDATION P.O. BOX 5628 MINNEAPOLIS, MN 55440	NONE	TRUST 501(C)(3)		3,999,981.
Total			3a	12117984.
b <i>Approved for future payment</i>				
NONE				
Total			3b	0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

WEM FOUNDATION

Employer identification number

41-1604640

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

WEM FOUNDATION

41-1604640

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ELIZABETH MACMILLAN TR U/A DTD 7/27/90 P O BOX 5628 MPLS, MN 55440	\$ 58,750.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	W MACMILLAN 1989 TRUST P O BOX 5628 MPLS, MN 55440	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	W MACMILLAN JR 1992 TRUST P O BOX 5628 MPLS, MN 55440	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	W MACMILLAN JR 2003 CHARITABLE ANNUITY TRUST P O BOX 5628 MPLS, MN 55440	\$ 619,313.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	W MACMILLAN JR 2003 CHARITABLE ANNUITY TRUST #2 P O BOX 5628 MPLS, MN 55440	\$ 573,862.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	W MACMILLAN JR 2005 CHARITABLE ANNUITY TRUST P O BOX 5628 MPLS, MN 55440	\$ 921,668.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WEM FOUNDATION	Employer identification number 41-1604640
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	W MACMILLAN JR CHARITABLE ANNUITY P O BOX 5628 MPLS, MN 55440	\$ 2,269,558.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	IRON MORBOR TRUST P O BOX 5628 MPLS, MN 55440	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	IRON MALOME TRUST P O BOX 5628 MPLS, MN 55440	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	IRON STRYC TRUST P O BOX 5628 MPLS, MN 55440	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	IRON CAU TRUST P O BOX 5628 MPLS, MN 55440	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	IRON ZIO TRUST P O BOX 5628 MPLS, MN 55440	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

WEM FOUNDATION

41-1604640

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

WEM FOUNDATION**41-1604640**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
2	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
3	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
4	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>
	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>	<div style="border-bottom: 1px solid black; height: 15px;"></div>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST AMORTIZATION-MORGAN STANLEY DEAN WITTER BOND	195.
US BANK N A	40.
US BANK NATIONAL ASSOC	74,551.
WXCLC, INC.	5,478.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	80,264.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CARGILL INC STOCK	3,351,974.	0.	3,351,974.
US BANK NATIONAL ASSOC	451,112.	0.	451,112.
TOTAL TO FM 990-PF, PART I, LN 4	3,803,086.	0.	3,803,086.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,395.	0.		4,395.
TO FORM 990-PF, PG 1, LN 16B	4,395.	0.		4,395.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN FILING FEES	50.	0.		50.
INVESTMENT FEES - WEBSTER PARTNERS	110,452.	110,452.		0.
INVESTMENT FEES - US BANK	3,497.	3,497.		0.
TO FORM 990-PF, PG 1, LN 16C	113,999.	113,949.		50.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 ESTIMATED TAX PAYMENTS	62,600.	0.		0.
2009 FEDERAL BALANCE DUE	52,537.	0.		0.
TO FORM 990-PF, PG 1, LN 18	115,137.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE TRANSFER FEES	90.	0.		90.
OUTSTANDING TEACHER AWARDS EVENT	2,839.	0.		2,839.
TO FORM 990-PF, PG 1, LN 23	2,929.	0.		2,929.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
EXCESS MARKET VALUE OVER BASIS OF STOCK CONTRIBUTION	3,999,819.
PRIOR PERIOD ADJUSTMENT	2,500.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,002,319.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
EXCESS CONTRIBUTION RECEIVED IN 2009 RETURNED TO CONTRIBUTOR IN 2010	1,425,267.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,425,267.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST TRUST PORTFOLIO	19,539,562.	39,125,584.
CARGILL, INC.	7,015.	217,297,285.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,546,577.	256,422,869.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALCOA	0.	0.
MORGAN STANLEY DEAN WITTER	499,804.	508,341.
BP CAPITAL PLC	514,375.	515,497.
BP CAPITAL MARKETS AMERICA	497,500.	487,491.
ACCRUED INTEREST	0.	15,381.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,511,679.	1,526,710.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	11
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NAME OF CONTRIBUTOR	ADDRESS
IRON MORBOR TRUST	P.O. BOX 5628 MINNEAPOLIS, MN 55440-5628
IRON MALOME TRUST	P.O. BOX 5628 MINNEAPOLIS, MN 55440-5628
IRON STRYC TRUST	P.O. BOX 5628 MINNEAPOLIS, MN 55440-5628
IRON CAU TRUST	P.O. BOX 5628 MINNEAPOLIS, MN 55440-5628
IRON ZIO TRUST	P.O. BOX 5628 MINNEAPOLIS, MN 55440-5628

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH S. MACMILLAN BOX 5628, MPLS, MN 55440	DIRECTR/VICE CHAIR/SEC 3.00	0.	0.	0.
WHITNEY MACMILLAN BOX 5628, MPLS, MN 55440	DIRECTOR/CHAIR/TREAS 1.00	0.	0.	0.
HARRIET S. NORGRN BOX 5628, MPLS, MN 55440	DIRECTOR 1.00	2,500.	0.	0.
JAMES HIELD BOX 5628, MPLS, MN 55440	VICE PRESIDENT 1.00	2,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		5,000.	0.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 13
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NAME OF MANAGER

ELIZABETH S. MACMILLAN
WHITNEY MACMILLAN

WEM Foundation
2010 Federal Form 990-PF
Attachment
41-1604640

2010 WEM Contributions						
Category	Organization	Address	Date	Check	2010 Amount	Subtotal
ARTS	Detroit Institute of Arts	Mr Eugene A Gargaro, Jr 22 Renaud Road Grosse Point Shores MI 48236	5/25	3033	1,000 00	
ARTS	Guthrie Theater	Mr Joseph Dowling 818 So 2nd Street Minneapolis MN 55415	12/15	3054	5,000 00	
ARTS	Midwest Art Conservation Center	Colin D Turner, Exec Director 2400 Third Avenue South Minneapolis MN 55404	5/6	3137	1,000 00	
ARTS	Minneapolis College of Art and Design	Ms Cynthia Theis 2501 Stevens Ave So Minneapolis MN 55404	4/6	3029	1,000.00	
ARTS	Minneapolis Institute of Arts	Ms Kaywin Feldman 2400 Third Avenue South Minneapolis, MN 55404	12/15	3055	25,000 00	
ARTS	Smithsonian Institution American Art Museum	Ms Betsy Broun MRC 970 PO Box 37012 Washington DC 20013-7012	12/15	3100	25,000 00	
ARTS	Smithsonian Institution American Art Museum	Ms Betsy Broun MRC 970 PO Box 37012 Washington DC 20013-7012	12/22	3132	1,600,000 00	
ARTS	Riverside Theater	Mr Allen D Cornell 3250 Riverside Park Drive Vero Beach, FL 32963	12/15	3056	10,000 00	
ARTS	Riverside Theater Fundraiser	3250 Riverside Park Drive Vero Beach FL 32963	6/21	3036	2,000 00	
ARTS	Vero Beach Museum of Art 25th Anniversary Gala	Membership Office 3001 Riverside Park Drive Vero Beach FL 32963	7/23	3043	5,000 00	
ARTS	Vero Beach Museum of Art Athena Society & Chairman's Club	Lucinda Gedeon 3001 Riverside Park Drive Vero Beach FL 32963	12/15	3057	10,000 00	
ARTS TOTAL						1,685,000.00
CONSERVATION	American Rivers	Ms Rebecca Wodder, Pres 1101-14th St NW Suite 1400 Washington DC 20005-5637	12/15	3058	100,000 00	
CONSERVATION	Indian River Land Trust, Inc	Ken Grudens, Exec Director Indian River Land Trust 1904 - 12th Court Vero Beach FL 32960	12/15		1,000 00	
CONSERVATION	McKee Botanical Garden	Christine Hobart, Exec Director 350 US Highway 1 Vero Beach FL 32962-2905	12/15	3094	40,000 00	
CONSERVATION	Minnesota Landscape Arboretum	Mr Frank Molek 3675 Arboretum Drive Chaska, MN 55318	12/15	3060	15,000 00	
CONSERVATION	Nature Conservancy in Minnesota (Jim Hield)	Ms Peggy Ladner 1101 W River Pkway #200 Minneapolis MN 55415	12/15	3119	6,000 00	
CONSERVATION	Wild Salmon Center (Kamchatka Sustainable Fisheries Foundation)	Mr. Guido Rahr III The Natural Capital Center 721 NW 9th Ave Suite 290 Portland OR 97209	12/15	3061	20,000.00	
CONSERVATION TOTAL						182,000.00
EDUCATION	American Indian College Fund David Rogers/Native American Pyrenees Challenge	Ms Eileen Egan 8333 Greenwood Blvd Denver CO 80221	6/28	3037	2,500 00	

WEM Foundation
2010 Federal Form 990-PF
Attachment
41-1604640

Category	Organization	Address	Date	Check	2010 Amount	Subtotal
EDUCATION	Blake Schools Annual Fund	Mr John Gulla 110 Blake Road South Hopkins, MN 55343	12/15	3062	10,000.00	
EDUCATION	Books for Africa	Mr Patrick Plonski 253 East 4th Street, Suite 200 St Paul, MN 55101	12/15	3063	1,000.00	
EDUCATION	Center for Academic Excellence \$125,000 Educator Awards & Admin \$25,00 Regional awards & Admin	Ms Wanda Sommers Wall 2075 Lookout Drive North Mankato MN 56003	12/15	3064	160,000.00	
EDUCATION	Church of the Ascension (School Scholarships)	Rev Michael J O'Connell 1723 Bryant Ave No Minneapolis MN 55411	12/15	3065	25,000.00	
EDUCATION	Davis Center for Russian & Eurasian Studies	Mr Marshall Goldman Harvard University 1737 Cambridge Street Cambridge, MA 02138	12/15	3066	2,000.00	
EDUCATION	Dartmouth College DEALT Scholarship (\$1,000,000) '10 is 2nd of 5 \$200,000 payments	Mr Bruce N Smith 6066 Development Office Hanover NH 03755-3555	12/15	3067	200,000.00	
EDUCATION	Diocesan School for Girls Bruce Probyn Scholarship '10 is 3rd of 5 payments of \$25,000	\$25,000 on Pledge		Wire Transf	25,000.00	
EDUCATION	E A R T H -Univ of Costa Rica (Educ In Tropical Ag)	Dr Jose A Zaglul c/o Cherry Pacquette Development Director EARTH University Foundation 3525 Piedmont Rd Suite 215 Atlanta GA 30305	12/15	3068	5,000.00	
EDUCATION	East-West Institute	Mr John E Mroz 700 Broadway New York, NY 10003	12/15	3069	10,000.00	
EDUCATION	Fraser Community Services (Jim Hield)	Ms. Diane Cross, Pres & CEO 2400 West 64th Street Minneapolis MN 55423	12/15	3118	6,000.00	
EDUCATION	Hope Academy	Mr Dan Olson Hope Academy 2300 Chicago Ave So Minneapolis MN 55404	12/15	3070	25,000.00	
EDUCATION	Hope Academy (Harriet Norgren)	Mr Dan Olson Hope Academy 2300 Chicago Ave So Minneapolis MN 55404	12/15	3129	1,500.00	
EDUCATION	Hubert H Humphrey Institute of Public Affairs (U of MN)	Mr Brian Atwood, Dean 300 Humphrey Center 301 19th Avenue South Minneapolis, MN 55455	12/15	3071	5,000.00	
EDUCATION	International Policy Network	Mr Julian Morris, Exec Dir Rooms 200-205 Third Floor Temple Chambers 3/7 Temple Avenue United Kingdom	12/15	3072	15,000.00	
EDUCATION	Kenya Children's Fund	Ms Ginger Palm, President P O Box 4159 Hopkins MN 55343-0499	12/22	3134	25,000.00	
EDUCATION	Kingswood College MacMillan Scholarship & Telkom Students '10 is 3rd of 5 payments of \$25,000			Wire Transf	25,000.00	
EDUCATION	Minnesota Public Radio	Mr Bill Kling 480 Cedar Street St Paul, MN 55101-2217	12/15	3073	10,000.00	
EDUCATION	Montana State University	1500 University Drive Billings MT 59101	7/24	3045	6,070.75	

WEM Foundation
2010 Federal Form 990-PF
Attachment
41-1604640

Category	Organization	Address	Date	Check	2010 Amount	Subtotal
EDUCATION	Montana State University Burton K Wheeler Center	Ms Julie Hitchcock Montana State University 212 Hamilton Hall Bozeman, MT 59717	12/15	3074	5,000.00	
EDUCATION	Orono Alliance for Education	Jack Fistler, Ph D P O Box 211 Long Lake MN 55356	12/15	3075	2,000 00	
EDUCATION	Risen Christ School	Helen Dahlman 1120 East 37th Street Minneapolis MN 55407	10/19	3051	10,000.00	
EDUCATION	University of Wyoming Ruckelshaus Institute of Environment and Natural Resources	Mr Christopher Spooner University of Wyoming Fdn 1200 East Iverson Avenue Laramie WY 82070-4159		3077	15,000 00	
EDUCATION	St Andrew's College David Wylde Scholarship '10 is 3rd of 5 \$25,000 Payments			Wire Transf	25,000 00	
EDUCATION	St Edward's School	Kathy Savage Assoc Dir Of Development 1895 St Edward's Drive Vero Beach FL 32963	12/15	3076	25,000 00	
EDUCATION	Seeds for Hope (Bob Theiler)	P O Box 145 Plainview NY 11803	12/15	3110	4,000 00	
EDUCATION	Tregoe Education Forum, Inc '10 is 3rd & LAST of 3 \$50,000 payments	Ms Kathryn Blackburn P O Box 280 Research Road Princeton NJ 08542	12/15	3078	50,000 00	
EDUCATION	University of Minnesota Foundation Bill Doherty's Families and Democracy Project '10 is 3rd & LAST of 3 \$10,000 ea	William J Doherty, Ph D Family Society Soc Sci Dept 290 McNeal Hall St Paul MN 55108	12/15	3079	10,000 00	
EDUCATION	University of Minnesota Foundation Cedar Creek Ecosystem Science Fund #7442	David Tilman, Prof Ecology, Evolution & Behavior RM 100 Ecology 6098 1987 Upper Buford Circle St Paul MN 55108	12/15	3080	10,000 00	
EDUCATION	University of Minnesota Foundation Michael Resnick's Pregnancy Prevention Program Evaluation '10 is 1st of 3 \$50,000	Michael Resnick, Ph D , Dir Prevention Research Center 717 Delaware St SE Minneapolis MN 55414	12/15	3106	50,000 00	
EDUCATION	Vero Beach Elementary School (Field Trips)	1770 12th Street Vero Beach FL 32960	2/15	3020	1,500 00	
EDUCATION	Western State College of Colorado	Cashier's Office 600 N Adams Street Gunnison CO 81231	8/25	3046	10,482 34	
EDUCATION	Winrock International JDR 3rd Scholars Program	Jennifer Holthaus	12/15	3101	15,000 00	
EDUCATION	Yale University \$30,000,000 Bequest '09 - 1st \$1,500,000 '10 - 2nd \$1,700,000	Ms Inge Reichenbach VP for Development Office of Development P O Box 2038 New Haven CT 06521-2038	12/23	3139	1,700,000 00	
EDUCATION	Yale University Sterling Fellows	Ms Inge Reichenbach VP for Development Office of Development P O Box 2038 New Haven CT 06521-2038	5/25	3032	5,000 00	
EDUCATION	Yale University MacMillan Center for Int'l Activities (Adam Tooze)	Ian Shapiro PO Box 208206 New Haven CT 06520-8206	9/2	3047	5,000 00	
EDUCATION TOTAL						2,511,053.09
HISTORICAL	Crazy Mountain Museum	P O Box 83 Big Timber, MT 59011	12/15	3081	1,000 00	
HISTORICAL	Minnesota Historical Society '10 is 2nd payment on \$50,000 pledge due by 12/31/2012	Mr Mark Haidet 345 Kellogg Blvd West St Paul, MN 55102-1906	12/15	3107	1,025,000 00	

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Category	Organization	Address	Date	Check	2010 Amount	Subtotal
HISTORICAL	Montana Historical Society	Richard Sims, Director 225 North Roberts Street Helena MT 59620-1202	12/15	3082	1,000 00	
HISTORICAL	Museum of the Rockies Montana State University '10 is 5th & LAST of 5 \$100,000	Ms Sheldon McKamey 600 West Kagy Blvd Bozeman, MT 59717-2730	12/15	3083	110,000 00	
HISTORICAL	National History Day	Ms Cathy Gorn, Exec Dir 0119 Cecil Hall University of Maryland College Park, MD 20742	3/25	3028	300,000.00	
HISTORICAL	National History Day	Ms Cathy Gorn, Exec Dir 0119 Cecil Hall University of Maryland College Park, MD 20742	12/23	3138	250,000 00	
HISTORICAL	Smithsonian Institution Annual Gift	Ms Virginia Clark SIB 121 - MRC 035 Box 37012 Washington, DC 20013-7012	12/15	3097	10,000.00	
HISTORICAL	Smithsonian Institution National Museum of American History Behning Center	Mr Brent Glass MRC 622 P O Box 37012 Washington DC 20013-7012	12/15	3096	15,000 00	
HISTORICAL	Smithsonian Institution National Museum of Natural History	Ms Elizabeth Duggal P O Box 37012 Room 421, MRC 106 Washington DC 20013-7012	12/15	3099	25,000 00	
HISTORICAL	Smithsonian Institution National Museum of Natural History	Ms Elizabeth Duggal P O Box 37012 Room 421, MRC 106 Washington DC 20013-7012	12/23	3141	1,000,000 00	
HISTORICAL	Smithsonian Marine Station at Fort Pierce	Dr Valerie Paul 701 Seaway Drive Fort Pierce FL 34949	12/15	3098	1,000 00	
HISTORICAL	Stearns History Museum	Ms Charlene Akers 235 South 33rd Avenue St Cloud, MN 56301-3752	12/15	3084	1,000 00	
HISTORICAL TOTAL						2,739,000.00
MEDICAL	Abbott Northwestern Hospital Foundation Medicine Ball	Mail Route 16509 800 East 28th Street Minneapolis MN 55407-3799	7/23	3044	4,000 00	
MEDICAL	Indian River Medical Center Foundation	Jan Donlan, Exec Director 1000 36th Street Vero Beach FL 32960-9804	12/15	3085	10,000 00	
MEDICAL	Mayo Foundation MacMillan Professionalism & Bioethics Fund (\$10,000,000) '10 is 3rd of 5 payments/Bal \$6,630,000	Mr Michael McNamara 4500 San Pablo Road Jacksonville FL 32224				
MEDICAL	Mental Health Assoc in Indian River County	Ms Krstine Sarkaukas, CEO 820 37th Place Vero Beach FL 32960	2/9	3024	500 00	
MEDICAL	Minnesota Medical Foundation Fund 01714 Drs D'Cunha & Maddaus Research	Andrea Fahrenkrug 200 Oak Street SE, Suite 300 Minneapolis MN 55455	12/15	3109	100,000 00	
MEDICAL	Ridgeview Foundation (Darcy & Jim Hield)	Ms Kim Kimball 490 S Maple St. Suite 110 Waconia MN 55387	12/15	3121	3,000 00	
MEDICAL	Ronald McDonald House Chanties (Harriet Norgren)	818 Fulton St SE Minneapolis MN 55414	12/15	3124	3,000 00	
MEDICAL TOTAL						120,500.00
SOCIAL WELFARE	At Home Group (Bob Theiler)	614 South 3rd Street Minneapolis MN 55415	12/15	3115	2,000 00	
SOCIAL WELFARE	CommonBond Communities (Bob Theiler)	328 Kellogg Blvd. W. St Paul MN 55102-9904	12/15	3111	2,000 00	

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Category	Organization	Address	Date	Check	2010 Amount	Subtotal
SOCIAL WELFARE	Feed My Starving Children (Bob Theiler)	6750 West Broadway Avenue Brooklyn Park MN 55428-2355	12/15	3113	2,000 00	
SOCIAL WELFARE	Initiative for Global Development	Jennifer Potter, Pres & CEO 1215 4th Avenue, Suite 650 Seattle WA 98161	12/22	3135	2,500 00	
SOCIAL WELFARE	Interfaith Outreach (Bob Theiler)	110 Grand Avenue So Wayzata MN 55391	12/15	3112	2,000 00	
SOCIAL WELFARE	Minnesota Teen Challenge (Bob Theiler)	1619 Portland Ave So. Minneapolis MN 55404	12/15	3117	2,000 00	
SOCIAL WELFARE	Plymouth Church One Village Partners	Jeff Hall 90 S 7th St, Suite 4500 Minneapolis MN 55402	12/15	3102	25,000 00	
SOCIAL WELFARE	Saint Francis Center (Harriet Norgren)	Sister Christina Heltsley 151 Buckingham Ave Redwood City CA 94063	12/15	3127	2,000 00	
SOCIAL WELFARE	Sharing and Caring Hands (Bob Theiler)	Mary Jo Copeland 525 N 7th Street Minneapolis, MN 55405	12/15	3114	2,000 00	
SOCIAL WELFARE	Sharing and Caring Hands (Harriet Norgren)	Mary Jo Copeland 525 N 7th Street Minneapolis, MN 55405	12/15	3123	3,000 00	
SOCIAL WELFARE	Smile Train (Harriet Norgren)	Mr. Brian Mullaney 21 Madison Ave 28th FL New York NY 10010	12/15	3122	5,000 00	
SOCIAL WELFARE	United Way of Indian River County	Michael Kint, CEO P O Box 1960 Vero Beach, FL 32961-1960	12/15	3086	15,000 00	
SOCIAL WELFARE	Urban Homeworks	c/o Mr & Mrs Terry Becker 5119 Green Farms Road Edina MN 55436	12/15	3108	100,000 00	
SOCIAL WELFARE	Youth Frontiers	Joe Cavanaugh 6009 Excelsior Blvd Minneapolis MN 55416	12/15	3130	100,000 00	
SOCIAL WELFARE TOTAL						264,500.00
MISCELLANEOUS	American Enterprise Institute (For Public Policy Research)	Jason Bertsch 1050 17th Street NW Washington DC 20036	12/15	3095	5,000 00	
MISCELLANEOUS	Caux Round Table	Stephen B Young 6 W 5th St - 3rd Floor St Paul MN 55102	12/22	3136	1,000 00	
MISCELLANEOUS	Center of the American Experiment	Mitch Pearlstein 12 So 6th St Suite 1024 Minneapolis MN 55402	12/15	3087	25,000 00	
MISCELLANEOUS	Church of St Patrick (Jim Hield)	Ms Nicole Stecklein 6820 St Patrick's Lane Edina MN 55439	12/15	3120	5,000 00	
MISCELLANEOUS	International Peace Institute	Mr Terje Rod-Larsen, Pres 777 United Nations Plaza New York, NY 10017-3521	12/15	3088	15,000 00	
MISCELLANEOUS	Make-A-Wish Foundation of Minnesota (Harriet Norgren)	P O Box 97104 Washington DC 20090-7104	12/15	3128	1,500 00	
MISCELLANEOUS	Mediators Beyond Borders (Charlie Pillsbury)	Ms Prabha Sankaranarayan 1807 Jancey Street Pittsburg PA 15206-1065	12/15	3105	100,000 00	
MISCELLANEOUS	Minnesota Free Market Institute	Kim Crockett President & General Counsel 17900 Shavers Lake Drive Wayzata MN 55391	7/8	3038	10,000 00	
MISCELLANEOUS	Minnesota Free Market Institute	Kim Crockett President & General Counsel 17900 Shavers Lake Drive Wayzata MN 55391	10/19	3050	10,000 00	
MISCELLANEOUS	Minnesota International Center 2010 Gala Event	Ms Carol Byrne 711 East River Road Minneapolis, MN 55455	3/2	3027	5,000 00	

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Category	Organization	Address	Date	Check	2010 Amount	Subtotal
MISCELLANEOUS	Minnesotans' Military Appreciation Fund	Mr Roger Sit P O Box 2070 Minneapolis, MN 55402	12/15	3089	50,000 00	
MISCELLANEOUS	Minnesota Skating Scholarship (Harriet Norgren)	3851 Beard Ave So Minneapolis MN 55410	12/15	3125	2,000 00	
MISCELLANEOUS	National Academy of Sciences Board on Agriculture & Natural Resources	Ms. Roberta Schoen, Director 500 Fifth Street NW Washington DC 20001	12/15	3090	25,000 00	
MISCELLANEOUS	National Academy of Sciences Division on Earth & Life Studies	Warren Muir PhD, Exec Dir Keck 654 - 500 5th St NW Washington DC 20001	12/15	3091	25,000 00	
MISCELLANEOUS	Palm Desert Community Presbyterian Church (Harriet Norgren)	47-321 Highway 74 Palm Desert, CA 92260	12/15	3126	2,000 00	
MISCELLANEOUS	Presbyterian World Mission	Mr Hunter Farrell Presbyterian Church 100 Witherspoon Street Louisville KY 40202-1396	12/15	3131	100,000 00	
MISCELLANEOUS	The ROCK (Bob Theiler)	3401 45th Avenue South Minneapolis MN 55406	12/15	3116	4,000 00	
MISCELLANEOUS	Rural Development Institute	Mr Tim Hanstad, President 1411 4th Ave. So Suite 910 Seattle WA 98101	12/15	3092	5,000 00	
MISCELLANEOUS	Sweet Grass Community Event Center	P O Box 888 Big Timber MT 59011	7/23	3042	10,000 00	
MISCELLANEOUS	Westminster Presbyterian Church '10 is 4th of 5 \$200,000 payments	Rev Tim Hart-Andersen 1200 Marquette Avenue Minneapolis MN 55403-2419	12/15	3093	215,000 00	
MISCELLANEOUS	Woods Hole Research Center	William Brown, Pres & CEO 149 Woods Hole Road Falmouth MA 02540-1644	12/22	3133	5,000 00	
MISCELLANEOUS TOTAL						620,500.00
MEM	Amherst College MacLennan Family Scholarship Fund (Everett MacLennan)	P O Box 5000 Amherst MA 01002-5000	7/9	3040	200 00	
MEM	Bennett Family Park Inc (Russell M Bennett II)	P O Box 1235 Minnetonka MN 55345	4/20	3030	200 00	
MEM	Children's Foundation (Minneapolis Children's Hospital) (Grace M Seed)	2910 Centre Pointe Drive Roseville MN 55113	2/16	3026	100 00	
MEM	Community Church of Vero Beach (Jane K Truettner)	1901 23rd Street Vero Beach FL 32960	10/19	3049	100 00	
MEM	Hamline University (W B. Saunders)	1536 Hewitt Avenue St Paul MN 55104-1284	12/23	3140	200 00	
MEM	Mayo Clinic Good Samaritan Fund (Susan M Cargill)	200 First Street SW Rochester MN 55905	5/5	3031	200 00	
MEM	Mayo Clinic Dept of Development (Archibald Spencer)	200 First Street SW Rochester MN 55905	2/1	3022	100 00	
MEM	Minnesota Historical Society (Arthur H Klobe)	345 Kellogg Blvd West St Paul MN 55102-1906	9/28	3048	100 00	
MEM	Minnesota Landscape Arboretum (Patricia Dorn Jaffray)	3675 Arboretum Drive Chaska MN 55318	2/1	3021	200 00	
MEM	Minnesota Landscape Arboretum (Mary Janet Cargill)	3675 Arboretum Drive Chaska MN 55318	2/16	3025	500.00	
MEM	Advancement Services Minnesota Medical Foundation (Winston Wallin)	200 Oak Street SE Suite 300 Minneapolis MN 55455-2030	12/29	3143	100.00	
MEM	Nonviolent Peace Force (Dale K Warner)	415 Oak Grove Street Minneapolis MN 55403	7/9	3041	100 00	
MEM	North Star Council/Boy Scouts of America (J Kimball Whitney)		11/19	3052	500 00	
MEM	Riverside Theatre (F James McDonald)	3250 Riverside Park Drive Vero Beach FL 32963	6/21	3035	250.00	
MEM	University of Minnesota Medical Fdn (N Bud Grossman)	P O Box 64001 St Paul MN 55164-0001	2/1	3023	100 00	
MEM	Walter Falcon (Phillip Falcon)		2/13	3019	1,000 00	

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Category	Organization	Address	Date	Check	2010 Amount	Subtotal
MEM	YMCA of Metro Minneapolis (H M Baskerville)	30 South 9th Street Minneapolis MN 55402	7/9	3039	500 00	
MEM						4,450.00
TOTAL						
	TOTAL CASH CONTRIBUTIONS				\$8,118,003.09	\$8,118,003.09

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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 WEM FOUNDATION	Employer identification number 41-1604640
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 5628	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MINNEAPOLIS, MN 55440-5828	

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

04

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

ROBERT J. THEILER

- The books are in the care of ► **P.O. BOX 5628 - MINNEAPOLIS, MN 55440**
Telephone No ► **952-674-2800** FAX No. ► **952-674-2802**

- 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
► ☒ 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	\$	112,600.
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	\$	62,600.
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	\$	50,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	WEM FOUNDATION		41-1604640
	Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 5628		
City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55440-5828			

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROBERT J. THEILER

- The books are in the care of ☒ P.O. BOX 5628 - MINNEAPOLIS, MN 55440
Telephone No ☒ 952-674-2800 FAX No. ☒ 952-674-2802
- 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.
- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2011
- 5 For calendar year 2010, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a	\$	72,795.
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 and any amount paid previously with Form 8868.	8b	\$	112,600.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐