



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

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

, 2010, and ending

, 20

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation

Minnesota Power Foundation

A Employer identification number

56-2560595

Number and street (or P O box number if mail is not delivered to street address)

30 W Superior St

Room/suite

B Telephone number (see page 10 of the instructions)

218-355-3524

City or town, state, and ZIP code

Duluth, MN 55802

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$

1,590,765

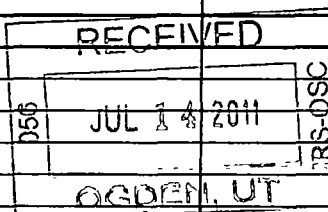
J Accounting method: ☐ Cash ☒ Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	2,090,500			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,263	1,263		
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,091,763	1,263		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest SCH 1A				
18 Taxes (attach schedule) (see page 14 of the instructions)	62	62		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SCH 1	7,460	522		6,938
24 Total operating and administrative expenses. Add lines 13 through 23	7,522	584		6,938
25 Contributions, gifts, grants paid	702,224			702,224
26 Total expenses and disbursements. Add lines 24 and 25	709,746	584		709,162
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,382,017			
b Net investment income (if negative, enter -0-)		679		
c Adjusted net income (if negative, enter -0-)				



Operating and Administrative Expenses

618

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	6,559	57,313	57,313
	2	Savings and temporary cash investments	202,189	1,533,452	1,533,452
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	208,748	1,590,765	1,590,765	
Liabilities	17	Accounts payable and accrued expenses	527,500	607,000	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	527,500	607,000		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	208,748	1,590,765	
	25	Temporarily restricted	-527,500	-607,000	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	-318,752	983,765	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	208,748	1,590,765	

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	-318,752
2	Enter amount from Part I, line 27a	2	1,382,017
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,063,265
5	Decreases not included in line 2 (itemize) ▶ Increase in Grants Payable	5	79,500
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	983,765

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	756,546	531,832	1.4225
2008	933,967	557,290	1.6759
2007	871,122	411,866	2.1151
2006	522,290	63,901	8.1734
2005			

2 Total of line 1, column (d)	2	13.3869
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	3.3467
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	606,383
5 Multiply line 4 by line 3	5	2,029,382
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7
7 Add lines 5 and 6	7	2,029,389
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 on page 18.	8	709,162

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

1 a 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 ruling 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	14
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	
3 Add lines 1 and 2		3	14
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations-tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		25
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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		11
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 11 Refunded <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
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			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
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	3		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► MINNESOTA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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 on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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?	13	X	
Website address ▶ <u>MNPOWERFOUNDATION.ORG</u>				
14	The books are in care of ▶ <u>JON SATHER</u> Telephone no ▶ <u>218-355-3524</u>			
	Located at ▶ <u>30 W. SUPERIOR ST. DULUTH, MN</u> ZIP + 4 ▶ <u>55802-2093</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> 0			
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?	16	Yes	No
	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 ▶			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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <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 page 22 of the instructions)	2b	N/A
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.)	3b	N/A
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

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)? (see page 22 of the instructions). ☐ 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 page 22 of the instructions)? ☐ **5b** N/A
- 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? ☐ 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
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X
- 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
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** 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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE 3				

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

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

Total number of other employees paid over \$50,000 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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 (see page 24 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	615,617
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	615,617
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	615,617
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	9,234
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	606,383
6	Minimum investment return. Enter 5% of line 5	6	30,319

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

1	Minimum investment return from Part X, line 6	1	30,319
2a	Tax on investment income for 2010 from Part VI, line 5	2a	14
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,305
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,305
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	30,305

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	709,162
b	Program-related investments - total from Part IX-B	1b	
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	709,162
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	709,162

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				30,305
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006 519,489				
c From 2007 850,934				
d From 2008 906,353				
e From 2009 730,016				
f Total of lines 3a through e	3,006,792			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 709,162				
a Applied to 2009, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				30,305
e Remaining amount distributed out of corpus . . .	678,857			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,685,649			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	3,685,649			
10 Analysis of line 9.				
a Excess from 2006 519,489				
b Excess from 2007 850,934				
c Excess from 2008 906,353				
d Excess from 2009 730,016				
e Excess from 2010 678,857				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE SCHEDULE 4

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

SEE SCHEDULE 4

c Any submission deadlines:

SEE SCHEDULE 4

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

SEE SCHEDULE 4

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 Paid during the year SEE SCHEDULE 5				702,224
Total			▶ 3a	702,224
b Approved for future payment SEE SCHEDULE 6				607,000
Total			▶ 3b	607,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	1,263
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate.				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
9 Net income or (loss) from special events . . .				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue: a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				1,263
13 Total. Add line 12, columns (b), (d), and (e)				1,263

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

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Laurel Schauer
Signature of officer or trustee

17/6/11
Date

Treasurer
Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule of Contributors

OMB No. 1545-0047

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

2010

Name of the organization

Employer identification number

Minnesota Power Foundation

56-2560595

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).

Name of organization

Minnesota Power Foundation

Employer identification number

56-2560595

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Allete, Inc. 30 West Superior St. Duluth, MN 55802-2093	\$ 2,090,500.00	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Minnesota Power Foundation

Employer identification number

56-2560595

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
____	NONE _____ _____ _____	\$ _____	_____
____	_____ _____ _____ _____	\$ _____	_____
____	_____ _____ _____ _____	\$ _____	_____
____	_____ _____ _____ _____	\$ _____	_____
____	_____ _____ _____ _____	\$ _____	_____
____	_____ _____ _____ _____	\$ _____	_____
____	_____ _____ _____ _____	\$ _____	_____

Name of organization

Minnesota Power Foundation

Employer identification number

56-2560595

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
	NONE		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Minnesota Power Foundation

2010

Form 990-PF

Part I**Line 23(a)**

	Expense per Books Col A	Net Investment Income Col B	Adjusted Net Income Col C	Charitable Purposes Col D
Other expenses				
Advertising	798			798
Insurance	1,695			1,695
Dues	-			-
Outside Administrator	4,000			4,000
Bank fees	522	522		-
Other	445			445
Total	7,460	522	-	6,938

Schedule 1

Minnesota Power Foundation
2010
Form 990-PF

56-2560595

Part I
Line 18a

Taxes	Expense per Books <u>Col A</u>	Net Investment Income <u>Col B</u>	Adjusted Net Income <u>Col C</u>	Charitable Purposes <u>Col D</u>
Excise taxes	62	62		62
Total	62	62	-	62

Schedule 1A

Minnesota Power Foundation

56-2560595

Form 990-PF

Part VII-A
Question 10

Substantial Contributor List:

- 1) Allete. Inc.
30 W. Superior St
Duluth, MN 55802

Schedule 2

**Minnesota Power Foundation
Form 990PF 2010
Part VIII Line 1**

FEIN: 56-2560595

Line 1a and 1b: Board Membership

Alan R. Hodnik – President
David J. McMillan – Vice President
Laura L. Schauer – Treasurer
Margaret (Peggy) Hanson – Secretary
Patrick K. Mullen – Director
Michael A. Perala – Director
Joshua J. Skelton – Director
Daniel L. Tonder – Director
Todd Simmons – Director

All Officers and Directors can be reached at:
Minnesota Power Foundation
30 W Superior St
Duluth, MN 55802

On an annual basis, officers and directors will spend approximately 20 hours serving on the Board of Directors, on committee assignments and grant review.

All officers and directors are employees of ALLETE. No officer or director is compensated by the Foundation.

Line 1c: Minnesota Power, a division of ALLETE, fully funds the Foundation through an annual budgeting process. Officers and directors do not receive any compensation directly associated with their Foundation activity.

Line 1d: Contributions to employee benefit plans and deferred compensation: None

Line 1e: Expense Accounts: None

Form 990-PF, Part XV, Lines 2a, b, c, d

Line 2 (a)

Proposals may be submitted to the Foundation office located at:
Minnesota Power Foundation
c/o Peggy Hanson
30 W Superior St
Duluth, MN 55802

2 (b)

Applicants must submit the following information:

ORGANIZATION: Provide the organization's name and address, plus contact person's name, title and telephone number. Also include the organization's web site and contact's e-mail address if applicable.

ORGANIZATION HISTORY: include mission statement. List any financial or other type of Minnesota Power involvement with the organization

REQUEST: describe the project, program or use for which funds are requested. Include a range of donation levels describing how each level would assist the organization.

AMOUNT: Requested: state the dollar amount requested from the Minnesota Power Foundation

PROJECT BUDGET: Include a detailed budget. List other funding partners involved with the project and indicate whether they are confirmed or tentative and what their respective financial commitments are to the specific project

EMPLOYEE INVOLVEMENT: list any Minnesota Power or ALLETE employees currently volunteering with your organization or serving on your board of directors.

TIME FRAME: Identify the period of time grant money will be used

PROGRAM EVALUATION: Detail how the program or project will be financed in the future and the methods to be used to evaluate its effectiveness.

INCLUDE THE FOLLOWING ATTACHMENTS:

Copy of IRS tax exempt letter
List of board of directors or committee members
Project budget

2 (c)

Grant applications are accepted and reviewed throughout the year

2 (d)

The Minnesota Power Foundation is committed to improving the quality of life in the communities where the company conducts business. The Minnesota Power Foundation focuses its giving in the following areas:

- Education
- Environment
- Community Services
- Youth Development
- Arts and Culture
- Health and Human Services

In general, all awards are considered one-time grants. Highest priority is given to nonprofit 501(c)3 organizations within our service territory that submit well-defined requests for projects or programs that meet the following criteria:

- Improve the community's quality of life
- Have a broad base of support
- Take an innovative and cost-effective approach
- Do not duplicate other efforts already in existence
- Increase public awareness

**2010
Foundation Grants
Form 990PF, Part XV, Line 3a**

Date	Name of Applicant	Address	City, State Zip	Grant Paid	Purpose of Grant
5/27/2010	American Red Cross - Northland Chapter	2524 Maple Grove Rd	Duluth, MN 55811	\$1,000	Disaster Relief Fund
12/20/2010	American Red Cross - Northland Chapter	2524 Maple Grove Rd	Duluth, MN 55811	\$2,000	Local disaster relief
4/28/2010	Bay Lake Area Lions Charities, Inc.	18257 State Highway 6	Deerwood, MN 56444	\$750	Lions Mobility Bus
10/13/2010	Birch Grove Foundation	PO Box 2242	Tofte, MN 55615	\$1,000	Community Education and Connection Support
11/11/2010	Blackberry Township	25349 Dove Lane	Grand Rapids, MN 55744	\$1,000	Baseball Field Project
2/18/2010	Brainerd Family YMCA	602 Oak St	Brainerd, MN 56401	\$1,000	Y Partners Program
11/11/2010	Bridges Kinship Mentoring	703 N Pokegama Ave	Grand Rapids, MN 55744	\$550	Holiday program and Adopt a Family
3/2/2010	Chisholm Community Foundation	4 SW 3rd Ave.	Chisholm, MN 55719	\$1,000	2010 support of the Partner program
5/10/2010	Churches United in Ministry	102 W. Second Street	Duluth, MN 55802	\$1,000	Community Leadership Award recognition
12/20/2010	Churches United in Ministry	102 W Second St	Duluth, MN 55802	\$1,000	Roofing project
3/15/2010	City of Hinckley	PO Box 366	Hinckley, MN 55037	\$2,000	West Side Park Playground Replacement
2/18/2010	City of Royalton	PO Box 276	Royalton, MN 56373	\$1,000	Skateboard Park Project
1/19/2010	College St. Scholastica	1200 Kenwood Ave.	Duluth, MN 55811	\$1,000	20th Annual Community Spring Buffet
8/16/2010	College St. Scholastica	1200 Kenwood Ave.	Duluth, MN 55811	\$1,500	Community Thanksgiving Buffet
4/12/2010	Communities For Responsible Energy/Environment	1589 Hollywood Court	Falcon Heights, MN 55108	\$5,000	Discovering Science on the Range - Part 2
12/8/2010	Cook County Community Fund	324 W Superior St, Suite 212	Duluth, MN 55802	\$1,000	Cook County community programs
6/23/2010	Crow Wing County Coalition to End Poverty	PO Box 742	Brainerd, MN 56401	\$500	Operation Community Connect
12/20/2010	Domestic Abuse Intervention Program	202 East Superior Street	Duluth, MN 55802	\$500	Family Visitation Center Security Upgrade
1/19/2010	Duluth Art Institute	506 West Michigan Street	Duluth, MN 55802	\$1,000	Project Art
10/4/2010	Duluth Public Schools Robotics Team		Duluth, MN 55812	\$3,000	Duluth East Daredevils FIRST Robotics
10/4/2010	Duluth Regional Care Center	728 Garfield Ave.	Duluth, MN 55802	\$2,500	Pavement Project
1/5/2007	Duluth Superior Area Community Foundation	Medical Arts Building, Suite 212	Duluth, MN 55802	\$44,000	Community Inv Scholarship Program
2/22/2007	Duluth Superior Area Community Foundation	Medical Arts Building, Suite 212	Duluth, MN 55802	\$36,750	New Generation Scholarship Program
10/21/2010	Eagle Bend Sr. Citizen's Center	PO Box 214	Eagle Bend, MN 56446	\$1,200	Todd County Meal Program
9/20/2010	East Range Academy of Technology & Science	2000 Siegel Blvd.	Eveleth, MN 55734	\$1,000	Tools for Industrial Technology Department
7/22/2010	Esko Active Communities Coalition	30 10th St. N.	Cloquet, MN 55720	\$1,043	Radar Speed Sign
12/8/2010	Faith in Action for Cass County	PO Box 512	Hackensack, MN 56452	\$750	Volunteer Transportation Program for Seniors
3/2/2010	Falls Hunger Coalition	1000 5th Street	International Falls, MN 56649	\$750	Food Share Month
9/16/2010	Falls Hunger Coalition	1000 5th Street	International Falls, MN 56649	\$500	Annual Support
1/19/2010	Family Pathways	200 S. Cleveland	Cambridge, MN 55008	\$2,000	Hinckley and Sandstone food shelves
11/11/2010	First Call for Help	1211 SE 2nd Ave	Grand Rapids, MN 55744	\$1,000	Communication equipment
12/20/2010	Food Bank - Northern Lakes	4503 Airport Blvd.	Duluth, MN 55811-5737	\$4,000	Pershable Food Rescue and distribution program

**2010
Foundation Grants
Form 990PF, Part XV, Line 3a**

1/4/2010	Food Bank - Second Harvest North Central	PO Box 5130	Grand Rapids, MN 55744	\$1,500	Food Shelf holiday donation
9/1/2010	Food Bank - Second Harvest North Central	PO Box 5130	Grand Rapids, MN 55744	\$3,000	Backpack Program
12/17/2010	Food Bank - Second Harvest North Central	PO Box 5130	Grand Rapids, MN 55744	\$2,550	Holiday Program & Toy Drive
3/2/2010	Food Shelf - Aurora AEOA	29 W. 3rd Ave North	Aurora, MN 55800	\$750	Food Share Month
3/2/2010	Food Shelf - Chisholm	10 NE Central Ave	Chisholm, MN 55555	\$750	Food Share Month
3/1/2010	Food Shelf - Cuyuna Range	PO Box 33	Crosby, MN 56441	\$330	Food Share Month
3/2/2010	Food Shelf - Ely	PO Box 786	Ely, MN 55731	\$750	Food Share Month
3/15/2010	Food Shelf - Floodwood	6412 Dusek	Floodwood, MN 55736	\$500	Food Share Month
3/2/2010	Food Shelf - Hibbing	1910 1st Ave	Hibbing, MN 55746	\$750	Food Share Month
3/1/2010	Food Shelf - Hubbard County	15701 Essex Road	Park Rapids, MN 56470	\$330	Food Share Month
3/1/2010	Food Shelf - Lakes Area (Nisswa/Pequot)	PO Box 724	Nisswa, MN 56468	\$330	Food Share Month
3/1/2010	Food Shelf - Menahga	PO Box 271	Menahga, MN 56464	\$330	Food Share Month
3/1/2010	Food Shelf - Morrison County	912 1st Ave. SW	Little Falls, MN 56345	\$330	Food Share Month
3/1/2010	Food Shelf - Motley Area	679 3rd Ave S	Motley, MN 56466	\$330	Food Share Month
3/1/2010	Food Shelf - Pillager	305 Fir St. West	Pillager, MN 56473	\$330	Food Share Month
3/1/2010	Food Shelf - Pine River	PO Box 282	Pine River, MN 56474	\$330	Food Share Month
3/1/2010	Food Shelf - Sebeka	PO Box 233	Sebeka, MN 56477	\$330	Food Share Month
3/2/2010	Food Shelf - Silver Bay	99 Edison Blvd.	Silver Bay, MN 55614	\$750	Food Share Month
3/2/2010	Food Shelf - Tower	PO Box 533	Tower, MN 55790	\$750	Food Share Month
3/1/2010	Food Shelf - Walker	PO Box 1101	Walker, MN 56484	\$330	Food Share Month
11/11/2010	Forest Lake Elementary - RIF	1009 4th Ave. NW	Grand Rapids, MN 55744	\$500	Reading is Fundamental
5/27/2010	Grant Community School Collaborative	1027 8th Ave East	Duluth, MN 55805	\$1,000	Summer Youth Camp
10/21/2010	Habitat for Humanity - Morrison County	PO Box 321	Little Falls, MN 56345-0321	\$1,000	Low income housing
3/25/2010	Hartley Nature Center	3001 Woodland Ave.	Duluth, MN 55803	\$3,250	School program fundraising event
5/20/2010	Hawk Ridge	PO Box 3006	Duluth, MN 55803	\$5,000	Experience Hawk Ridge Educational Program
12/20/2010	Hawk Ridge	PO Box 3006	Duluth, MN 55803	\$5,000	Raptors in the Classroom
4/28/2010	Heritage Group North	PO Box 266	Pine River, MN 56474	\$750	Horse Drawn Fire Engine Display
5/27/2010	Hermantown Volunteer Fire Department	5111 Maple Grove Rd.	Duluth, MN 55811	\$1,000	New Pagers and Mobile Data Consoles
9/20/2010	Hibbing Kiwanis	208 E. Park Dr.	Hibbing, MN 55746	\$1,000	Little Ones Indoor Park
12/9/2010	Hunger Solutions MN	555 Park Street, Suite 420	St. Paul, MN 55103	\$5,000	Arrowhead Food Shelf Fundraiser
3/15/2009	Initiative Foundation	405 First Street SE	Little Falls, MN 56345	\$10,000	Healthy Community & Youth Leadership program
6/25/2010	Initiative Foundation	405 First Street SE	Little Falls, MN 56345	\$5,000	Wadena Relief Fund
6/14/2010	Itasca YMCA Partners with Youth	400 River Rd.	Grand Rapids, MN 55744	\$2,000	Childcare Program
11/11/2010	Grand Rapids Community Foundation	185 Oakes Street SW	Grand Rapids, MN 55744	\$800	Compass Fund
3/15/2010	Junior Achievement - Duluth	301 W. 1st St., Suite #302	Duluth, MN 55802	\$2,500	Educational Programming
1/20/2010	Just Kids Dental Health	325 11th Ave	Two Harbors, MN 55616	\$500	Dental clinics
12/23/2010	Kids Voting Minnesota	30 West Superior Street	Duluth, MN 55802	\$2,100	Kids Voting MN annual support
6/23/2010	Kinship of Morrison County	107 SE 2nd St., Suite 105	Little Falls, MN 56345	\$500	Mentoring Program

2010
Foundation Grants
Form 990PF, Part XV, Line 3a

4/28/2010	Kinship of Todd-Wadena	425 4th Street NE	Staples, MN 56479	\$500	Kinship Support
12/8/2010	Lake County Ambulance Service	420 20th Ave	Two Harbors, MN 55616	\$2,000	New Ambulance
4/28/2010	Lakes Area Law Enforcement Association	PO Box 911	Brainerd, MN 56401	\$500	Public Safety Materials for Kids
8/5/2010	Life House, Inc	102 W 1st St.	Duluth, MN 55802	\$10,000	Futures Program Expansion Project
8/5/2010	Local Initiatives Support Corporation	202 West Superior St.	Duluth, MN 55802	\$10,000	At Home in Duluth Building Sustainable Communities
3/1/2010	Long Prairie Emergency Food Pantry	PO Box 165	Long Prairie, MN 56347	\$330	Food Share Month
5/27/2010	LSS- Bethany Crisis Nursery	424 W Superior St, Ste 204	Duluth, MN 55802	\$1,000	Take Time for Kids Auction
12/8/2010	LSS Hubbard County Sr. Nutrition	PO Box 1886	Bemidji, MN 56619	\$750	Senior Nutrition Meals on Wheels Program
3/2/2010	March of Dimes - March for Babies	130 W Superior St., Ste 100	Duluth, MN 55802	\$1,000	March for Babies
12/20/2010	Men As Peace Makers	205 W. 2nd St.	Duluth, MN 55802	\$1,000	Mentoring Program
12/6/2010	Mesabi East High School	601 N. 1st St. W	Aurora, MN 55705	\$500	Project Elf
10/4/2010	Minnesota Ballet	301 West First Street, Suite 800	Duluth, MN 55802-1613	\$2,000	A Midsummer Nights Dream performance
10/4/2010	Minnesota Council on Economic Education	U of M - Dept. of Applied Economics	St. Paul, MN 55108	\$4,000	Lake Superior Economics Challenge
3/15/2010	Morgan Park Community Club	1040 84th Ave W	Duluth, MN 55808	\$1,000	Playground Fund
12/17/2010	Mount Itasca Ski Patrol	623 Golf Course Rd.	Grand Rapids, MN 55744	\$500	Communication equipment
12/17/2010	Murphy Elementary	822 5th Ave. N.E.	Grand Rapids, MN 55744	\$500	RIF program
12/8/2010	North Shore Health Care Foundation	PO Box 454	Grand Marais, MN 55604	\$1,000	palliative care program
7/22/2010	Northern Communities Land Trust	206 West 4th Street, #201	Duluth, MN 55806	\$500	Homes for low to moderate income buyers
8/5/2010	Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$5,000	KIDS PLUS - youth in philanthropy program
12/20/2010	Northland Youth Music	Bob Greenberg	Poplar, WI 54864	\$1,000	Summer Music Program
8/19/2010	OASIS Share A Meal - Little Falls	PO Box 542	Little Falls, MN 56345	\$500	Home Fix Up Program
3/1/2010	Pierz Food Shelf	PO Box 383	Pierz, MN 56364	\$330	Food Share Month
8/19/2010	Pine River Police Reserve Program	PO Box 87	Pine River, MN 56474	\$1,649	Defibrillators
3/2/2010	Quad City Food Shelf	3 South Broadway	Gilbert, MN 55741	\$1,000	Food Share Month
5/20/2010	Regents of the University of Minnesota	Room 409, Darland Admin Bldg	Duluth, MN 55812	\$8,464	Kawishwi River Watershed Workshop
6/14/2010	Reif Arts Council	720 Conifer Drive	Grand Rapids, MN 55744	\$2,200	Talent show and performance
2/25/2010	River Quest	c/o Duluth Seaway Port Authority	Duluth, MN 55802	\$500	Educational Programming
8/5/2010	Rough Rider Honor Flight	PO Box 220	Bismarck, ND 58502	\$10,000	Transport WWII Veterans to War Memorial
12/8/2010	Schroeder Area Historical Society	7932 West Hwy 61	Schroeder, MN 55613	\$1,000	Operating Support
5/10/2010	Shnners Hospital - Twin Cities	2025 E. River Parkway	Minneapolis, MN 55414	\$500	Community Leadership Award recognition
4/7/2010	St. Louis County Promotional Bureau	5088 Maple Dr.	Gilbert, MN 55741	\$500	Camp Esquagama 2010
12/23/2010	St. Scholastica	1200 Kenwood Ave	Duluth, MN 55811	\$1,000	Community Thanksgiving in the Spring
12/8/2010	The Shelter	712 10th Ave. NE	Little Falls, MN 56345	\$1,500	Youth Program
4/28/2010	The Warehouse Community Center	PO Box 195	Pine River, MN 56474	\$500	New carpet, flooring and a ping-pong table
12/14/2009	Tower Soudan Historical Society	PO Box 465	Tower, MN 55790	\$3,500	electrical enhancement project

**2010
Foundation Grants
Form 990PF, Part XV, Line 3a**

6/7/2010	UMD - College of Science & Engineering	1303 Ordean Court	Duluth, MN 55812-3025	Engineering Scholarships	\$6,000	
7/22/2010	UMD Recreational Sports Outdoor Program	1049 University Drive	Duluth, MN 55812	St. Louis River Whitewater Rendezvous	\$1,000	
3/1/2010	Union Gospel Mission	219 E 1st Street	Duluth, MN 55802	Food Share Month	\$2,000	
1/15/2010	United Way - Crow Wing	424 NW 3rd Street	Brainerd, MN 56401	2010 Campaign	\$2,705	
1/15/2010	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	2010 Campaign	\$30,160	
1/15/2010	United Way of 1,000 Lakes	350 NW 1st Ave., Suite A	Grand Rapids, MN 55744	2010 Campaign	\$31,095	
1/15/2010	United Way of Carlton County	202 Avenue C	Cloquet, MN 55720	2010 Campaign	\$8,425	
1/15/2010	United Way of Greater Duluth	402 Ordean Building	Duluth, MN 55802	2010 Campaign	\$43,160	
1/15/2010	United Way of Greater Duluth	402 Ordean Building	Duluth, MN 55802	2010 Campaign	\$43,160	
1/15/2010	United Way of Greater Duluth	402 Ordean Building	Duluth, MN 55802	2010 Campaign	\$43,160	
1/15/2010	United Way of Greater Duluth	402 Ordean Building	Duluth, MN 55802	2010 Campaign	\$43,160	
5/10/2010	United Way of Greater Duluth	402 Ordean Building	Duluth, MN 55802	2010 Campaign	\$43,160	
1/15/2010	United Way of Morrison County	402 Ordean Building	Duluth, MN 55802	Community Leadership Award recognition	\$500	
12/20/2010	University of Minnesota - Duluth	107 SE 2nd St, Suite 104	Little Falls, MN 56345	2010 Campaign	\$14,975	
11/19/2007	University of Wisconsin Superior Foundation	1049 University Drive	Duluth, MN 55812	Rainy River Headwaters Watershed Workshop	\$4,458	
3/25/2010	University of Wisconsin Superior Foundation	1600 Catlin Ave	Superior, WI 54880-4500	New Rothwell Student Center	\$37,500	
12/8/2010	William Kelley High School Robotics Team	1600 Catlin Ave	Superior, WI 54880-4500	Economics Education Fund	\$125,000	
12/8/2010	YMCA - Brainerd	137 Banks Blvd.	Silver Bay, MN 55614	FIRST Robotics team competition	\$1,000	
3/2/2010	YMCA, Mesabi Family	602 Oak Street	Brainerd, MN 56401	Program Support	\$500	
10/4/2010	YWCA - Duluth	8367 S. 8th Street	Virginia, MN 55768	Strong Kids Campaign	\$500	
		32 East First Street	Duluth, MN 55802	SOAR program	\$3,000	
Total					\$702,224	



Minnesota Power Foundation Future Payment Schedule
Form 990PF, part XV, Line 3b

Name of Applicant	Address	City, State Zip	Grant	Purpose
Duluth Superior Area Community Foundation	222 E Superior St Suite 302	Duluth, MN 55802	\$50,000 00	Community Inv Scholarship Program
Boys & Girls Club	PO Box 16435	Duluth, MN 55816	\$12,000 00	New Computer Lab at Superior Outreach Center
FIRST Robotics	200 Bedford St	Manchester, NH 03101	\$10,000.00	First Robotics Lake Superior Regional Competition
Duluth Superior Area Community Foundation	222 E Superior St Suite 302	Duluth, MN 55802	\$50,000 00	New Generation Scholarship Program
Initiative Foundation	405 First St SE	Little Falls, MN 56345	\$10,000 00	Healthy Community & Youth Leadership program
Initiative Foundation	405 First St SE	Little Falls, MN 56345	\$10,000 00	Healthy Community & Youth Leadership program
Miller-Dwan Foundation	502 E 2nd St	Duluth, MN 55805	\$30,000 00	Amberwing Mental Health facility
United Way of 1000 Lakes	350 NW 1st Ave, Suite A	Grand Rapids, MN 55744	\$31,095 00	Annual Support
United Way of Carlton County	202 Ave C	Cloquet, MN 55720	\$8,425 00	Annual Support
United Way of Crow Wing County	424 NW 3rd St	Brainerd, MN 56401	\$2,705 00	Annual Support
United Way of Greater Duluth	424 W Superior St	Duluth, MN 55802	\$172,640 00	Annual Support
United Way of Morrison County	107 SE 2nd St, Suite 104	Little Falls, MN 56345	\$14,975 00	Annual Support
United Way of NE Minnesota	229 W Lake St	Chisholm, MN 55719	\$30,160 00	Annual Support
Salvation Army/HealShare	2445 Prior Ave	St Paul, MN 55113	\$50,000 00	Program Support
University of Wisconsin-Superior	PO Box 2000	Superior, WI 54880	\$125,000 00	Business and Economics Fund
Total			\$607,000 00	

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

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile 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 File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	Minnesota Power Foundation	56-2560595
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	30 W Superior St	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Duluth, MN 55802	

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

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 ▶ Jon Sather

Telephone No. ▶ 218-355-3407

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, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☒ calendar year 20 10 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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 \$	25
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 \$	25

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.