FRESHWATER

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 07/01/10 , and ending 06/30/11

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
FRESHWATER SOCIETY
GRAY FRESHWATER CENTER

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2500 SHADYWOOD ROAD

City or town, state, and ZIP code
EXCELSIOR MN 55331

A Employer identification number
23-7007115

B Telephone number (see page 10 of the instructions)
952-471-9773

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 [X]

H Check type of organization [X] 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) $ 863,271

J Accounting method [ ] Cash [X] 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)	512,058			
	2	Check [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,466	4,466	4,466	
	4	Dividends and interest from securities	2,121	2,121	2,121	
	5a	Gross rents	221,325	221,325	221,325	
	b	Net rental income or (loss) 126,198				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	3,144			
	b	Gross sales price for all assets on line 6a 229,502				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances 261,141				
	b	Less: Cost of goods sold 136,796				
	c	Gross profit or (loss) (attach schedule) STMT 2	124,345		124,345	
	11	Other income (attach schedule) STMT 3	106,148		106,148	
	12	**Total.** Add lines 1 through 11	973,607	227,912	458,405	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	160,790			149,280
	14	Other employee salaries and wages	314,052	33,343	106,976	191,550
	15	Pension plans, employee benefits	65,997	5,612	11,572	54,425
	16a	Legal fees (attach schedule) SEE STMT 4	9,094		814	8,280
	b	Accounting fees (attach schedule) STMT 5	41,795			41,795
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion STMT 6	17,075	15,160	15,160	
	20	Occupancy	107,286	75,441	85,286	22,000
	21	Travel, conferences, and meetings	24,565	191	921	23,644
	22	Printing and publications	18,363		646	17,717
	23	Other expenses (att sch) STMT 7	359,326	4,335	111,622	247,704
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,118,343	134,082	332,997	756,395
	25	Contributions, gifts, grants paid	3,000			3,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,121,343	134,082	332,997	759,395
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-147,736			
	b	**Net investment income** (if negative, enter -0-)		93,830		
	c	**Adjusted net income** (if negative, enter -0-)			125,408	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Line	Description		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		317	337	337
	2	Savings and temporary cash investments		136,115	151,251	151,251
	3	Accounts receivable ▶	19,578			
		Less allowance for doubtful accounts ▶	14,567	20,342	5,011	5,011
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable			22,618	22,618
	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 (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use		52,225	42,650	42,650
	9	Prepaid expenses and deferred charges		6,453	4,166	4,166
	10a	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 sch) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) SEE STATEMENT 8		2,740,994	630,256	630,256
	14	Land, buildings, and equipment basis ▶	12,766			
		Less accumulated depreciation (attach sch) ▶ STMT 9	5,784	1,824,356	6,982	6,982
	15	Other assets (describe ▶ SEE STATEMENT 10)		14,300		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		4,795,102	863,271	863,271
Liabilities	17	Accounts payable and accrued expenses		86,522	67,319	
	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)		86,522	67,319	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		4,650,205	723,077	
	25	Temporarily restricted			14,500	
	26	Permanently restricted		58,375	58,375	
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.				
	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)		4,708,580	795,952	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		4,795,102	863,271	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	4,708,580
2	Enter amount from Part I, line 27a	2	-147,736
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	49,707
4	Add lines 1, 2, and 3	4	4,610,551
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	3,814,599
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	795,952

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	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	752,862	6,562,207	0.114727
2008	678,396	5,570,838	0.121776
2007	595,072	5,719,479	0.104043
2006	486,363	5,988,366	0.081218
2005	379,920	5,718,927	0.066432

2	**Total** of line 1, column (d)	2	0.488196
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	0.097639
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,371,496
5	Multiply line 4 by line 3	5	133,911
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	938
7	Add lines 5 and 6	7	134,849
8	Enter qualifying distributions from Part XII, line 4	8	759,395

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	938
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	938
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	938
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,000		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	2,000
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 Refunded ▶	11	2,000

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?	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? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	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	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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	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 STMT 13	10	X	

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 ▶ WWW.FRESHWATER.ORG

14 The books are in care of ▶ JOAN NEPHEW Telephone no ▶ 952-471-9773
2150 THIRD AVE
Located at ▶ ANOKA MN ZIP+4 ▶ 55303

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

			Yes	No
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		X
	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 ▶			

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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)	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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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

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)? 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			
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? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14				

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
DIANE LYNCH 2500 SHADYWOOD ROAD	EXCELSIOR MN 55331	ADMIN 30.00	75,054	5,865	0
JEANNE PROK 2500 SHADYWOOD ROAD	EXCELSIOR MN 55331	ADMIN 40.00	56,436	0	0
PATRICK SWEENEY 2150 THIRD AVE, STE 110	ANOKA MN 55303	COMM DIR 40.00	67,893	2,716	0

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 ▶

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 SEE STATEMENT 15	592,604
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 N/A	
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	1,157,941
b	Average of monthly cash balances	1b	147,799
c	Fair market value of all other assets (see page 25 of the instructions)	1c	86,642
d	**Total** (add lines 1a, b, and c)	1d	1,392,382
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	1,392,382
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	20,886
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,371,496
6	**Minimum investment return.** Enter 5% of line 5	6	68,575

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 ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a:		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	759,395
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	759,395
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	938
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	758,457

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 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				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 759,395				
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				
e Remaining amount distributed out of corpus	759,395			
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	759,395			
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				
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				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1a 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 ▶ 05/07/03

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	68,575	139,335	278,542	285,974	772,426
b 85% of line 2a	58,289	118,435	236,761	243,078	656,563
c Qualifying distributions from Part XII, line 4 for each year listed	759,395	757,440	683,093	600,034	2,799,962
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	759,395	757,440	683,093	600,034	2,799,962
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	45,717	92,890	185,695	190,649	514,951
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))

N/A

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

N/A

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

Check here ▶ [X] 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a Paid during the year				
AFTON HISTORICAL PO BOX 100 AFTON MN 55001		GENERAL OPERATING		3,000
Total			▶ 3a	3,000
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					4,466
4 Dividends and interest from securities			14	2,121	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	126,198	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					3,144
9 Net income or (loss) from special events					10,436
10 Gross profit or (loss) from sales of inventory					124,345
11 Other revenue a					
b PROGRAM REVENUE					16,130
c MISCELLANEOUS REVENUE					1,616
d SERVICE FEE					45,617
e					
12 Subtotal Add columns (b), (d), and (e)		0		128,319	205,754

13 **Total.** Add line 12, columns (b), (d), and (e) 13 334,073

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
9	ICE-OUT LOON-IN ANNUAL FUNDRAISING EVENT STARTED IN 2011
10	SALE OF THE MINNESOTA WEATHER ENVIRONMENTAL CALENDAR WHICH
	SERVES TO EDUCATE CITIZENS ABOUT PHENOLOGICAL PHENOMENA
	TO INCREASE AWARENESS AND APPRECIATION OF NATURAL
	RESOURCES.
11B	FWS SPONSORS AN ANNUAL SYMPOSIUM ON THE ENVIRONMENTAL
	IMPACTS OF ROAD SALT TO PRESENT INFORMATION AND ENCOURAGE
	BETTER TECHNIQUES AND ALTERNATIVE PRODUCTS TO MITIGATE THE
	EFFECTS OF DEICING MATERIALS ON THE ENVIRONMENT.
11C	MISCELLANEOUS REVENUE IS USED TO SUPPORT FWS PROGRAMS.
11D	FWS PROVIDES MANAGEMENT AND ACCOUNTING SERVICES TO
	FRESHWATER FOUNDATION IN EXCHANGE FOR SHIPPING, HANDLING,
	AND CONFERENCE FACILITY SERVICES FOR FWS.

FRESHWATER

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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

Signature of officer or trustee — Date: 11-15-11 — Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JAMES V. LEWIS		11/14/11	

Firm's name ▶ LEWIS, KISCH & ASSOCIATES, LTD — PTIN P00008982

Firm's address ▶ 1303 SOUTH FRONTAGE ROAD SUITE 3 HASTINGS, MN 55033-2477 — Firm's EIN ▶ 41-1620961 — Phone no 651-437-3356

DAA

FRESHWATER

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	Employer identification number
FRESHWATER SOCIETY GRAY FRESHWATER CENTER	23-7007115

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)

FRESHWATER

Name of organization	Employer identification number
FRESHWATER SOCIETY	23-7007115

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE MOSAIC COMPANY 3033 CAMPUS DRIVE, STE E-490 MINNEAPOLIS MN 55441	$ 5,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	FRESHWATER FOUNDATION 2500 SHADYWOOD ROAD EXCELSIOR MN 55331	$ 310,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	THE MCKNIGHT FOUNDATION 710 SOUTH SECOND STREET, STE 400 MINNEAPOLIS MN 55401	$ 130,463	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	MINNEHAHA CREEK WATERSHED DISTRICT 18202 MINNETONKA BLVD DEEPHAVEN MN 55391	$ 22,875	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
5	XCEL ENERGY FOUNDATION 414 NICOLLET MALL MINNEAPOLIS MN 55401	$ 5,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	CAPITOL REGION WATERSHED DISTRICT 1410 ENERGY PARK DRIVE #4 ST PAUL MN 55108	$ 8,371	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
FRESHWATER SOCIETY

Employer identification number
23-7007115

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	UNIVERSITY OF MINNESOTA COLLEGE OF BIOLOGICAL SCIENCES 123 SNYDER HALL 1475 GORTNER AVE ST PAUL MN 55108	$ 14,247	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
FRESHWATER SOCIETY

Employer identification number
23-7007115

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
3	CONSULTING SERVICES	$ 55,463	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	CONSULTING SERVICES	$ 1,500	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Federal Statements

Form 990-PF - General Footnote

Description

FRESHWATER SOCIETY HAS APPLIED FOR AND RECEIVED NOTIFICATION OF INTENT TO TERMINATE PRIVATE FOUNDATION STATUS UNDER SECTION 507(B)(1)(B) OF THE INTERNAL REVENUE CODE.

FRESHWATER SOCIETY ELECTS TO NOT PAY TAX BASED ON INVESTMENT INCOME DURING THE 60 MONTH TERMINATION PERIOD.

FRESHWATER SOCIETY REQUESTS A FULL REFUND OF ESTIMATED TAXES PAID FOR TAX YEAR 2010.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SECURITIES			PURCHASE				
	6/30/11	6/30/11	$ 229,502	$ 226,358	$	$	$ 3,144
TOTAL			$ 229,502	$ 226,358	$ 0	$ 0	$ 3,144

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 10c - Gross Sales less Cost of Goods Sold

Description	Gross Sales	COGS	Gross Profit
CALENDAR SALES	$ 261,141	$ 136,796	$ 124,345
TOTAL	$ 261,141	$ 136,796	$ 124,345

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SPECIAL EVENT	$ 42,785	$	$ 42,785
PROGRAM REVENUE	16,130		16,130
MISCELLANEOUS REVENUE	1,616		1,616
SERVICE FEE	45,617		45,617
TOTAL	$ 106,148	$ 0	$ 106,148

Statement 4 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 9,094	$	$ 814	$ 8,280
TOTAL	$ 9,094	$ 0	$ 814	$ 8,280

Statement 5 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 41,795	$	$	$ 41,795
TOTAL	$ 41,795	$ 0	$ 0	$ 41,795

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
DEPRECIATION							
	$	$			$ 1,915	$	$
TOTAL	$ 0	$ 0			$ 1,915	$ 0	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
SPECIAL EVENT				
COSTS OF DIRECT BENEFIT TO DO	20,023		20,023	
DIRECT SPECIAL EVENT COSTS	12,326		12,326	
SERVICE FEE				
EQUIPMENT RENTAL & MAINT	528		528	
UTILITIES	21,734		21,734	
RENTAL PROPERTY				
EQUIPMENT REPAIR AND RENTAL	180	180	180	
OFFICE EXPENSE	917	917	917	
OTHER	320	320	320	
TELEPHONE	2,918	2,918	2,918	
EXPENSES				
OFFICE EXPENSE	21,730		1,859	19,871
TELEPHONE	7,788		1,052	6,736
POSTAGE	19,594		13,041	6,553
INSURANCE	3,057		600	2,457
OTHER	35,847		22,003	13,844
PROMOTION	11,122		11,043	79
EQUIPMENT RENTAL AND MAINT	2,125		69	2,056
CONTRACT SERVICES CONSULTANTS	128,818		150	128,668
BUILDING SERVICE REPAIR	345			345
DONATED SERVICES	60,392			60,392
AWARDS	5,600			5,600
SERVICE FEE	3,962		2,859	1,103
TOTAL	$ 359,326	$ 4,335	$ 111,622	$ 247,704

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CERTIFICATE OF DEPOSIT	$ 2,066,021	$ 295,626	MARKET	$ 295,626
MONEY MARKET FUNDS	523,298	188,204	MARKET	188,204
MUTUAL FUNDS	151,675	94,031	MARKET	94,031
STOCKS		16,172	MARKET	16,172
FIXED RATE CAP SECURITIES		12,990	MARKET	12,990
UNIT INVESTMENT TRUSTS		23,233	MARKET	23,233
TOTAL	$ 2,740,994	$ 630,256		$ 630,256

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDING	$ 771,396	$ 0	$ 0	$
EQUIPMENT	29,528	12,766	5,784	6,982
BUILDING IMPROVEMENTS	273,432	0	0	
LAND	750,000	0		
TOTAL	$ 1,824,356	$ 12,766	$ 5,784	$ 6,982

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ARTWORK	$ 14,300	$	$
TOTAL	$ 14,300	$ 0	$ 0

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	$ 49,707
TOTAL	$ 49,707

Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
TRANSFER TO FRESHWATER FOUNDATION	$ 3,814,599
TOTAL	$ 3,814,599

Federal Statements

Statement 13 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
FRESHWATER FOUNDATION	2500 SHADYWOOD ROAD	EXCELSIOR MN 55331

Federal Statements

Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
TODD BOLIN 2150 THIRD AVE, STE 110 ANOKA MN 55303	PAST CHAIR	0.50	0	0	0
JOELLEN HURR 2150 THIRD AVE, STE 110 ANOKA MN 55303	EMERITUS DR	0.50	0	0	0
TOM GAPINSKE 2150 THIRD AVE, STE 110 ANOKA MN 55303	DIRECTOR	1.00	0	0	0
BLYTH BROOKMAN 2150 THIRD AVE, STE 110 ANOKA MN 55303	CHAIR	2.00	0	0	0
RICHARD CALDECOTT 2150 THIRD AVE, STE 110 ANOKA MN 55303	EMER DIRECTO	0.50	0	0	0
ROBERT ELDE 2150 THIRD AVE, STE 110 ANOKA MN 55303	DIRECTOR	0.50	0	0	0
STUART GRUBB 2150 THIRD AVE, STE 110 ANOKA MN 55303	TREASURER	1.00	0	0	0
BARBARA LUIKENS 2150 THIRD AVE, STE 110 ANOKA MN 55303	SECRETARY	2.00	0	0	0
THOMAS SKRAMSTAD 2150 THIRD AVE, STE 110 ANOKA MN 55303	VICE CHAIR	2.00	0	0	0

Federal Statements

Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DAVID KNOBLACH 2150 THIRD AVE. STE 110 ANOKA MN 55303	DIRECTOR	1.00	0	0	0
RICK BATESON 2150 THIRD AVE. STE 110 ANOKA MN 55303	DIRECTOR	0.50	0	0	0
LILI MCMILLAN 2150 THIRD AVE. STE 110 ANOKA MN 55303	DIRECTOR	1.00	0	0	0
GENE MERRIAM 2150 THIRD AVE, STE 110 ANOKA MN 55303	PRESIDENT	20.00	55,159	2,206	0
JOAN NEPHEW 2150 THIRD AVE, STE 110 ANOKA MN 55303	EXEC DR	40.00	105,631	7,872	0
RICHARD GRAY SR 2150 THIRD AVE, STE 110 ANOKA MN 55303	D SC	0.50	0	0	0
DARBY NELSON 2150 THIRD AVE, STE 110 ANOKA MN 55303	DIRECTOR	1.00	0	0	0
CORRINE RICARD 2150 THIRD AVE, STE 110 ANOKA MN 55303	DIRECTOR	0.50	0	0	0

Federal Statements

Statement 15 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description
THE MISSION OF FRESHWATER SOCIETY IS TO PROMOTE CONSERVATION AND STEWARDSHIP OF ALL FRESHWATER RESOURCES AND THE EDUCATION OF THE PUBLIC. TO FULFILL ITS MISSION, THE SOCIETY PUBLISHES THE COMPREHENSIVE MINNESOTA WEATHERGUIDE ENVIRONMENT CALENDAR, WHICH PROVIDES INFORMATION ON PHENOLOGY, HISTORICAL WEATHER CONDITIONS, METEROLOGY, ASTRONOMY, AND AWARD WINNING NATURE PHOTOGRAPHY, AS WELL AS NEWSLETTERS, REPORTS, AND BULLETINS ON CRITICAL FRESH WATER ISSUES. EDUCATIONAL PROGRAMS INCLUDE: THE "WATER IS LIFE" ART CONTEST WHICH ENGAGES HIGH SCHOOL STUDENTS THROUGHOUT MINNESOTA TO CREATIVELY EXPRESS THE SIGNIFICANCE OF WATER; THE ROAD SALT SYMPOSIUM, A STATE OF THE ART FORUM THAT BRINGS TOGETHER TRANSPORTATION PROFESSIONALS, RESEACHERS, AND ENVIRONMENTALISTS TO SHARE CUTTING-EDGE INFORMATION ABOUT THE IMPACT OF ROAD SALT ON THE ENVIRONMENT AND BEST PRACTICES TO REDUCE THE CONSEQUENCES. FRESHWATER SOCIETY ALSO COLLABORATES WITH OTHER NONPROFIT, ACADEMIC AND GOVERNMENTAL ORGANIZATIONS TO DEVELOP NEW METHODS OF REACHING THE PUBLIC ON FRESH WATER RESOURCE MANAGEMENT, INCLUDING PROVIDING GRANTS TO VARIOUS ORGANIZATIONS.