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

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 **SEP 1, 2010**, and ending **AUG 31, 2011**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

GENERATIONS HEALTH CARE INITIATIVES, INC

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

130 W. SUPERIOR STREET

Room/suite

700

City or town, state, and ZIP code

DULUTH, MN 55802**41-2000473****B Telephone number****218-336-5700**H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **(from Part II, col. (c), line 16)****► \$ 11,001,529.** (Part I, column (d) must be on cash basis.)

J Accounting method:

 Cash Accrual Other (specify) _____**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 ►**

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	245,395.	245,395.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	217,797.			STATEMENT 1
b	Gross sales price for all assets on line 6a	3,498,484.			
7	Capital gain net income (from Part IV, line 2)		213,684.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	696,576.	0.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	1,159,768.	459,079.	0.	
13	Compensation of officers, directors, trustees, etc	46,608.	0.	0.	46,608.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	560.	17.	0.	543.
b	Accounting fees RECEIVED	12,366.	618.	0.	12,483.
c	Other professional fees				
17	Interest 007	5,985.	888.	0.	0.
18	Taxes JUN 04 2014	15,400.	15,400.	0.	
19	Depreciation and depletion	16,200.	9,257.	0.	15,333.
20	Occupancy OGDEN, UT	1,944.	68.	0.	1,876.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	1,347,415.	42,884.	0.	1,254,089.
24	Total operating and administrative expenses. Add lines 13 through 23	1,446,478.	69,132.	0.	1,330,932.
25	Contributions, gifts, grants paid	0.			0.
26	Total expenses and disbursements. Add lines 24 and 25	1,446,478.	69,132.	0.	1,330,932.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<286,710.►			
b	Net investment income (if negative, enter -0-)		389,947.		
c	Adjusted net income (if negative, enter -0-)			0.	

AMENDED

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	59,222.	34,350.	34,350.
	2	Savings and temporary cash investments			
	3	Accounts receivable ► 42,746.	116,285.	42,746.	42,746.
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	27,216.	10,959.	10,959.
	10a	Investments - U.S. and state government obligations	STMT 9	1,184,100.	968,942.
	b	Investments - corporate stock	STMT 10	6,193,867.	6,464,151.
	c	Investments - corporate bonds	STMT 11	1,405,846.	1,175,556.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 12	1,350,438.	2,245,154.
	14	Land, buildings, and equipment basis ►	168,198.		
		Less accumulated depreciation ►	108,527.	53,551.	59,671.
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	10,390,525.	11,001,529.	11,001,529.
	17	Accounts payable and accrued expenses	92,931.	127,204.	
	18	Grants payable			
	19	Deferred revenue	48,890.	13,755.	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	141,821.	140,959.	
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	10,248,704.	10,860,570.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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	10,248,704.	10,860,570.	
	31	Total liabilities and net assets/fund balances	10,390,525.	11,001,529.	

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	10,248,704.
2	Enter amount from Part I, line 27a	2	<286,710. >
3	Other increases not included in line 2 (itemize) ►	3	898,576.
4	Add lines 1, 2, and 3	4	10,860,570.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,860,570.

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	SEE ATTACHED STATEMENT				
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	3,498,484.	3,284,800.			213,684.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					213,684.
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		213,684.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3		N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	536,887.	10,418,598.	.051532
2008	817,244.	9,612,980.	.085015
2007	668,985.	12,774,969.	.052367
2006	1,255,882.	13,435,144.	.093477
2005	618,721.	12,982,739.	.047657

2 Total of line 1, column (d) 2 .330048

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 .066010

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 11,367,296.

5 Multiply line 4 by line 3 5 750,355.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 3,899.

7 Add lines 5 and 6 7 754,254.

8 Enter qualifying distributions from Part XII, line 4 8 1,330,932.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► 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 ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 4,087.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 1,000.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 5,087.

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 1,188.

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see 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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

N/A

Yes

No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

Part VII-A Statements Regarding Activities (continued)

11	<input checked="" type="checkbox"/>	X
12	<input checked="" type="checkbox"/>	X
13	<input checked="" type="checkbox"/>	X
14	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	Telephone no. ► (218) 336-5702
	Located at ► 130 W. SUPERIOR STREET, SUITE 700, DULUTH, MN	ZIP+4 ► 55802
15	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	► 15 N/A
16	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GENERATIONS-HEALTHCARE.ORG/	► 16 Yes No X
17	The books are in care of ► MR DANIEL SVENSEN	
18	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►
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?	1b	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)):	1c	
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
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	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)?
 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
 Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

N/A

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

N/A

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?

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 Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?
 Yes No

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.

(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 13		34,200.	12,159.	248.

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

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

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



0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ADMINISTAFF - 19001 CRESCENT SPRINGS DRIVE, KINGWOOD, TX 77339	CO-EMPLOYMENT ARRANGEMENT	596,963.
FINCH AND KING 5917 GIRARD AVE SO, MINNEAPOLIS, MN 55419	SURVEY WORK FOR BRIDGE TO HEALTH	287,554.
LAKE SUPERIOR COMMUNITY HEALTH CENTER 4325 GRAND AVENUE, DULUTH, MN 55807	SOCIAL SERVICES	284,000.

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		
<u>SEE STATEMENT 14</u>		405,499.
2		
<u>SEE STATEMENT 15</u>		306,643.
3		
<u>SEE STATEMENT 16</u>		284,620.
4		
<u>SEE STATEMENT 17</u>		246,537.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	<u>N/A</u>	
2		
3		
All other program-related investments. See instructions.		
3		
<u>Total. Add lines 1 through 3</u>		0.

Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,251,152.
b	Average of monthly cash balances	1b	115,331.
c	Fair market value of all other assets	1c	173,919.
d	Total (add lines 1a, b, and c)	1d	11,540,402.
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	11,540,402.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	173,106.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,367,296.
6	Minimum investment return. Enter 5% of line 5	6	568,365.

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

1	Minimum investment return from Part X, line 6	1	568,365.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,899.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,899.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	564,466.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	564,466.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	564,466.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,330,932.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,330,932.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,899.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,327,033.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				564,466.
2 Undistributed income, if any, as of the end of 2010:			0.	
a Enter amount for 2009 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	330,226.			
b From 2006	41,527.			
c From 2007	339,147.			
d From 2008	19,870.			
e From 2009				
f Total of lines 3a through e	730,770.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,330,932.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				564,466.
e Remaining amount distributed out of corpus	766,466.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	1,497,236.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,497,236.			
10 Analysis of line 9:				
a Excess from 2006	330,226.			
b Excess from 2007	41,527.			
c Excess from 2008	339,147.			
d Excess from 2009	19,870.			
e Excess from 2010	766,466.			

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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

4942(j)(3) or 4942(j)(5)

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 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 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:

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

c Any submission deadlines:

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

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)				
<i>a Paid during the year</i>				
NONE				
Total			► 3a	0.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
a OTHER					19,385.
b HEALTHSHARE					236,239.
c SHIP					193,280.
d CHIPRA					104,663.
e BRIDGE TO HEALTH					143,009.
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	0.		463,192.		696,576.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,159,768.

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).
1A	SEE EXPLANATION FOR FORM 990-PF PART IX-A
1B	SEE EXPLANATION FOR FORM 990-PF PART IX-A
1C	SEE EXPLANATION FOR FORM 990-PF PART IX-A
1D	SEE EXPLANATION FOR FORM 990-PF PART IX-A
1E	SEE EXPLANATION FOR FORM 990-PF PART IX-A

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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 the fair market value in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)	X	
1b(2)	X	
1b(3)	X	
1b(4)	X	
1b(5)	X	
1b(6)	X	
1c	X	

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

5/29/14

Date

Treasurer
EXECUTIVE DIRECTOR

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JULIE BOYER	<i>Julie Boyer</i>	5/21/14		
	Firm's name ► MCGLADREY LLP			Firm's EIN ►	
Firm's address ► 227 W FIRST ST, STE 700 DULUTH, MN 55802-1919			Phone no. (218) 727-5025		

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 WELLS FARGO SALES - #11520200 - AVAILABLE UPON RE			P	01/01/10	12/31/11
b CLASS ACTION SETTLEMENTS - AIG			P	01/01/10	10/01/10
c REDEMPTION			P	01/01/10	06/13/11
d CLASS ACTION SETTLEMENTS - CARDINAL			P	01/01/10	12/20/10
e CAPITAL GAINS DIVIDENDS					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 3,494,223.		3,284,800.	209,423.		
b 212.			212.		
c 14.			14.		
d 897.			897.		
e 3,138.			3,138.		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "0-")		
(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			
a			209,423.		
b			212.		
c			14.		
d			897.		
e			3,138.		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	213,684.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8			3	N/A	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--------------------	------------------	-----------

WELLS FARGO SALES - #11520200 - AVAILABLE UPON REQUEST	PURCHASED	01/01/10	12/31/11
---	-----------	----------	----------

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,494,223.	3,280,687.	0.	0.	213,536.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--------------------	------------------	-----------

CLASS ACTION SETTLEMENTS - AIG	PURCHASED	01/01/10	10/01/10
--------------------------------	-----------	----------	----------

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
212.	0.	0.	0.	212.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--------------------	------------------	-----------

REDEMPTION	PURCHASED	01/01/10	06/13/11
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(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14.	0.	0.	0.	14.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
CLASS ACTION SETTLEMENTS - CARDINAL	PURCHASED	01/01/10	12/20/10	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
897.	0.	0.	0.	897.
CAPITAL GAINS DIVIDENDS FROM PART IV				3,138.
TOTAL TO FORM 990-PF, PART I, LINE 6A				217,797.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME - AGENCY	245,395.	0.	245,395.
INVESTMENT INCOME - AGENCY	3,138.	3,138.	0.
TOTAL TO FM 990-PF, PART I, LN 4	248,533.	3,138.	245,395.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER	19,385.	0.	
HEALTHSHARE	236,239.	0.	
SHIP	193,280.	0.	
CHIPRA	104,663.	0.	
BRIDGE TO HEALTH	143,009.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	696,576.	0.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	560.	17.	0.	543.
TO FM 990-PF, PG 1, LN 16A	560.	17.	0.	543.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	12,366.	618.	0.	12,483.
TO FORM 990-PF, PG 1, LN 16B	12,366.	618.	0.	12,483.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	5,985.	888.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,985.	888.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	48.	0.	0.	49.
SUPPLIES	1,073.	50.	0.	<6,059.>
DUES AND MEMBERSHIPS	2,118.	106.	0.	1,378.
TELEPHONE	2,655.	1,062.	0.	1,593.
PARKING	957.	383.	0.	574.
SPACE EXPENSES	1,145.	458.	0.	687.
INSURANCE	2,394.	120.	0.	5,118.

STATEMENT(S) 4, 5, 6, 7

AGENCY ACCOUNT MANAGEMENT

FEES	40,329.	40,329.	0.	0.
MISCELLANEOUS FEES	3,740.	187.	0.	3,553.
POSTAGE	291.	15.	0.	277.
TRAVEL	219.	3.	0.	216.
LEASED EMPLOYEES	59,076.	0.	0.	57,249.
HEALTH CARE ACCESS PROGRAM	367,029.	0.	0.	345,188.
COMPUTER SUPPLIES AND				
SOFTWARE	3,422.	171.	0.	2,804.
SHARECARE	0.	0.	0.	3,543.
HEALTHSHARE	294,753.	0.	0.	269,751.
STATE HEALTH IMPROVEMENT				
PROGRAM MANAGEMENT	189,169.	0.	0.	189,170.
CHILDREN'S HEALTH INSURANCE				
PROGRAM REAUTHORIZATION ACT	104,663.	0.	0.	104,663.
EDUCATION	752.	0.	0.	752.
BRIDGE TO HEALTH	273,582.	0.	0.	273,583.
TO FORM 990-PF, PG 1, LN 23	1,347,415.	42,884.	0.	1,254,089.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	897,576.
DONATED SERVICES	1,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	898,576.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
J S GOVT SECURITIES	X		968,942.	968,942.
TOTAL U.S. GOVERNMENT OBLIGATIONS			968,942.	968,942.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			968,942.	968,942.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE EQUITY SECURITIES	1,531,100.	1,531,100.
MUTUAL FUNDS	4,933,051.	4,933,051.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,464,151.	6,464,151.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,175,556.	1,175,556.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,175,556.	1,175,556.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKET FUNDS	FMV	62,987.	62,987.
ACC INT REC - SECURITIES	FMV	15,567.	15,567.
REAL ESTATE FUNDS	FMV	1,251,929.	1,251,929.
ENDOWMENT TEI FUND LP	FMV	914,671.	914,671.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,245,154.	2,245,154.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD CRAWFORD 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
PAMELA ELSTAD 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
HEATHER RAND 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	CHAIR 1.00	0.	0.	0.
JEAN GORNICK 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	VICE CHAIR 0.50	0.	0.	0.
THEODORE JOHNSON 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
DANIEL SVENDSEN 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	EXECUTIVE DIRECTOR 6.00	34,200.	12,159.	248.
WILLIAM GRAVELLE 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	TREASURER 0.50	0.	0.	0.
JEFF COENEN 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
ANNE BUSHEY 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.

CLAUDIA WELTY 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
MICHAEL LALICH 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		34,200.	12,159.	248.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 14
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ACTIVITY ONE

HEALTH CARE ACCESS OFFICE - INCREASES ACCESS TO HEALTH CARE FOR THE UNINSURED AND UNDER-INSURED BY ENROLLING THEM IN EXISTING HEALTH COVERAGE AND PHARMACEUTICAL ASSISTANCE PROGRAMS. THE STAFF SCREENS INDIVIDUALS FOR ELIGIBILITY, ASSISTS IN COMPLETING THE APPLICATIONS, AND PROVIDES ADVOCACY THROUGHOUT THE ENROLLMENT PROCESS. INDIVIDUALS ARE REFERRED TO COMMUNITY RESOURCES IF OTHER SERVICES ARE NEEDED.

TO FORM 990-PF, PART IX-A, LINE 1	EXPENSES 405,499.
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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 15
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ACTIVITY TWO

HEALTHSHARE - A COMMUNITY-BASED HEALTH COVERAGE PROGRAM DESIGNED TO PROVIDE ACCESS TO HEALTH CARE TO THOSE WORKING IN SMALL BUSINESSES WHO ARE UNINSURED. HEALTHSHARE UTILIZES A MULTI-SHARE MODEL OF FUNDING FROM EMPLOYERS, EMPLOYEES, COMMUNITY AND PUBLIC FUNDING TO PROVIDE COVERAGE AT AN AFFORDABLE RATE FOR SMALL BUSINESSES. THE MINNESOTA LEGISLATURE AUTHORIZED AND PROVIDED FUNDING FOR HEALTHSHARE AS A DEMONSTRATION PROJECT IN FOUR COUNTIES OF NORTHEASTERN MINNESOTA. ON JULY 1, 2008, A NEWLY FORMED CORPORATION, HEALTHSHARE, INC., ASSUMED OPERATION OF THE PROGRAM, HOWEVER GENERATIONS HEALTH CARE INITIATIVES CONTINUES TO MANAGE THE

PROGRAM. THE PROGRAM OFFICIALLY BEGAN ENROLLING MEMBERS IN THE DULUTH MN AREA DURING OCTOBER 2008.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

306,643.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY THREE

BRIDGE TO HEALTH SURVEY - A REGIONAL, POPULATION-BASED HEALTH ASSESSMENT OF RESIDENTS IN NINE COUNTIES IN NORTHEASTERN MINNESOTA AND NORTHWESTERN WI THAT HAS BEEN CONDUCTED EVERY FIVE YEARS SINCE 1995. CONDUCTED IN 2010, THE SURVEY IS A COLLABORATIVE EFFORT INVOLVING STATE AND LOCAL PUBLIC HEALTH, HOSPITALS, CLINICS, TRIBAL HEALTH AGENCIES, NON-PROFIT ORGANIZATIONS, FOUNDATIONS, AND EDUCATIONAL INSTITUTIONS. SURVEY RESULTS ARE USED BY THESE ORGANIZATIONS IDENTIFY AND ADDRESS REGIONAL HEALTH NEEDS, IN ADDITION TO A COMPREHENSIVE REPORT, TWO SPECIAL REPORTS WERE PRODUCED HIGHLIGHTING ISSUES RELATED TO TOBACCO USE AND THE UNINSURED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

284,620.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY FOUR

SHIP - GENERATIONS MANAGED A STATE HEALTH IMPROVEMENT GRANT FOR THE CARLTON-COOK-LAKE-ST. LOUIS COMMUNITY HEALTH BOARD. THE PURPOSE OF THE SHIP GRANT IS TO WORK ON PROJECTS TO IMPROVE THE HEALTH OF SPECIFIC COMMUNITIES IN A 7 COUNTY AREA, WORKING IN THE SCHOOLS TO PREVENT OBESITY AND SMOKING.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

246,537.

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print <small>File by the extended due date for filing your return. See instructions</small>	Name of exempt organization GENERATIONS HEALTH CARE INITIATIVES, INC	Employer identification number 41-2000473
	Number, street, and room or suite no. If a P O. box, see instructions. 130 W. SUPERIOR STREET, NO. 700	
	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)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

MR DANIEL SVENDSEN

- The books are in the care of ► **130 W. SUPERIOR STREET, SUITE 700 - DULUTH, MN 55802**
Telephone No. ► **(218) 336-5702** 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.

4 I request an additional 3-month extension of time until **JULY 15, 2012**.

5 For calendar year , or other tax year beginning **SEP 1, 2010**, and ending **AUG 31, 2011**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 5,087.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 5,087.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification

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

Signature ►

Title ► **CPA**

Date ►

Form 8868 (Rev. 1-2011)

AMENDED CHANGES

THIS RETURN IS BEING AMENDED TO ADJUST NUMBERS TO MATCH THE RESTATED FINANCIAL STATEMENTS. THE RETURN WAS ORIGINALLY FILED USING THE CORRECT 8/31/2011 DATA FROM THE FINANCIAL STATEMENTS; HOWEVER, THE 8/31/2012 FINANCIAL STATEMENTS RESTATED THE HEALTH CARE ACCESS REVENUE AND EXPENSE. BOTH REVENUE AND EXPENSE WERE REDUCED BY \$310,000. THE AMENDED RETURN MORE ACCURATELY REFLECTS THE ORGANIZATION'S FINANCIAL POSITION.

THE FOLLOWING HAVE BEEN ADJUSTED:

FORM 990-PF, PART I
FORM 990-PF, PART V
FORM 990-PF, PART IX-A
FORM 990-PF, PART XII
FORM 990-PF, PART XIII
FORM 990-PF, PART XVI-A