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

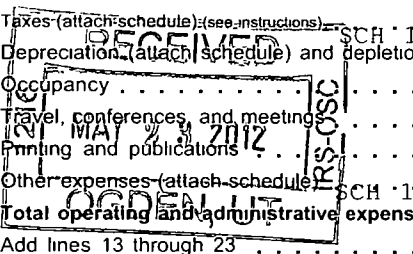
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation Minnesota Power Foundation		A Employer identification number 56-2560595						
Number and street (or P O box number if mail is not delivered to street address) 30 W Superior St	Room/suite	B Telephone number (see instructions) 218-355-3837						
City or town, state, and ZIP code Duluth, MN 55802		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0" style="width:100%"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,494,492	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule) if the foundation is not required to attach Sch. B <input type="checkbox"/>		1,000,000			
2 Check <input type="checkbox"/> Interest on savings and temporary cash investments		1,885	1,885		
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		1,001,885	1,885		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		1,750			1,750
17 Interest					
18 Taxes (attach schedule) (see instructions)		50	50		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		26,583	495		26,088
24 Total operating and administrative expenses. Add lines 13 through 23		28,383	545		27,838
25 Contributions, gifts, grants paid		1,069,775			1,069,775
26 Total expenses and disbursements. Add lines 24 and 25		1,098,158	545		1,097,613
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-96,273			
b Net investment income (if negative, enter -0-)			1,340		
c Adjusted net income (if negative, enter -0-)					



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		57,313	34,155	34,155
	2	Savings and temporary cash investments		1,533,452	1,460,337	1,460,337
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			1,590,765	1,494,492	1,494,492
Liabilities	17	Accounts payable and accrued expenses		607,000	440,000	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			607,000	440,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,590,765	1,494,492	
	25	Temporarily restricted		-607,000	-440,000	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)			983,765	1,054,492
31	Total liabilities and net assets/fund balances (see instructions)			1,590,765	1,494,492	

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	983,765
2	Enter amount from Part I, line 27a	2	-96,273
3	Other increases not included in line 2 (itemize) ▶ DECREASE IN GRANTS PAYABLE	3	167,000
4	Add lines 1, 2, and 3	4	1,054,492
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,054,492

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div> <div style="border: 1px solid black; width: 40px; text-align: center; margin-left: 5px;">2</div> </div>				
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 instructions) If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> </div> <div style="border: 1px solid black; width: 40px; text-align: center; margin-left: 5px;">3</div> </div>				

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 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))
2010	709,162	606,383	1.1695
2009	756,546	531,832	1.4225
2008	933,967	557,290	1.6759
2007	871,122	411,866	2.1151
2006	522,290	63,901	8.1734
2 Total of line 1, column (d)			2 14.5564
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 2.9113
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,114,640
5 Multiply line 4 by line 3			5 3,245,051
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13
7 Add lines 5 and 6			7 3,245,064
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,097,613

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	27
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	27
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	27
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		11
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		11
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		16
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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)? 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	1b	X
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	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 instructions) <input type="checkbox"/> MINNESOTA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ MNPOWERFOUNDATION.ORG				
14	The books are in care of ▶ JACIE MASLOWSKI Telephone no ▶ 218-355-3526 Located at ▶ 30 W. SUPERIOR ST., DULUTH, MN ZIP + 4 ▶ 55802-2093			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b		N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2011? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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) 2b		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ /A		
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 2011 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 2011) 3b		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? ☐ **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? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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
b	Average of monthly cash balances	1b 1,131,614
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 1,131,614
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 1,131,614
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 16,974
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,114,640
6	Minimum investment return. Enter 5% of line 5	6 55,732

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 55,732
2a	Tax on investment income for 2011 from Part VI, line 5	2a 27
b	Income tax for 2011 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 27
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 55,705
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 55,705
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 55,705

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 1,097,613
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 1,097,613
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 instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,097,613

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				55,705
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	519,489			
b From 2007	850,934			
c From 2008	906,353			
d From 2009	730,016			
e From 2010	709,162			
f Total of lines 3a through e	3,715,954			
4 Qualifying distributions for 2011 from Part XII, line 4				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				55,705
e Remaining amount distributed out of corpus	1,041,908			
5 Excess distributions carryover applied to 2011 (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	4,757,862			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	549,794			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,208,068			
10 Analysis of line 9				
a Excess from 2007	850,934			
b Excess from 2008	906,353			
c Excess from 2009	730,016			
d Excess from 2010	678,857			
e Excess from 2011	1,041,908			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

N/A

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

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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

SEE SCHEDULE 4

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

SEE SCHEDULE 4

c Any submission deadlines

SEE SCHEDULE 4

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

SEE SCHEDULE 4

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 SEE SCHEDULE 5				1,069,775
Total			3a	1,069,775
b Approved for future payment SEE SCHEDULE 6				440,000
Total			3b	440,000

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. | | |

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

Lawrence Schauer
Signature of officer or trustee

5-10-12
Date

TREASURER
Title

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

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

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

Minnesota Power Foundation

56-2560595

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total 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 total 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

Minnesota Power Foundation

Employer identification number

56-2560595

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALLETE, INC. 30 WEST SUPERIOR ST. DULUTH, MN 55802-2093	\$ 1,000,000.00	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

56-2560595

Part II

(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
 	 	\$ 	
(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
 	 	\$ 	

Name of organization

Minnesota Power Foundation

Employer identification number

56-2560595

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	NONE		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Minnesota Power Foundation
2011
Form 990-PF

56-2560595

Part I

Line 23(a)

	Expense per Books	Net Investment Income	Adjusted Net Income	Charitable Purposes
Other expenses	<u>Col A</u>	<u>Col B</u>	<u>Col C</u>	<u>Col D</u>
Insurance	1,625			1,625
Dues	11,900			11,900
Outside Administrator	7,000			7,000
Outside Computer Services	- 5,491			5,491
Bank fees	495	495		-
Other	72			72
	<hr/>			
Total	26,583	495	-	26,088
	<hr/>			

Schedule 1

Minnesota Power Foundation
2011
Form 990-PF

56-2560595

Part I
Line 18

Taxes	Expense per Books <u>Col A</u>	Net Investment Income <u>Col B</u>	Adjusted Net Income <u>Col C</u>	Charitable Purposes <u>Col D</u>
Excise taxes	50	50		
Total	50	50	-	-

Schedule 1A

Minnesota Power Foundation
2011
Form 990-PF

56-2560595

Part I
16c

	Expense per Books <u>Col A</u>	Net Investment Income <u>Col B</u>	Adjusted Net Income <u>Col C</u>	Charitable Purposes <u>Col D</u>
Other Professional Fees				
Consulting Fees	1,750			1,750
Total	1,750	-	-	1,750

Schedule 1B

Minnesota Power Foundation

56-2560595

Form 990-PF

Part VII-A
Question 10

Substantial Contributor List

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

Schedule 2

Minnesota Power Foundation
Form 990PF
Part VIII Line 1

FEIN: 56-2560595

Line 1a and 1b: Board Membership

Al Hodnik – President
Dave McMillan – Vice President
Laura Schauer – Treasurer
Peggy Hanson – Secretary
Pat Mullen – Director
Dan Tonder – Director
Josh Skelton – Director
Mike Perala – Director
Todd Simmons – Director

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

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

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

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

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

Line 1e: Expense Accounts: None

**Minnesota Power Foundation
Form 990PF 2006**

FEIN: 56-2560595

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

Line 2 (a)

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

2 (b)

Applicants must submit the following information:

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

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

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

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

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

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

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

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

INCLUDE THE FOLLOWING ATTACHMENTS:

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

2 (c)

Grant applications are accepted and reviewed throughout the year

2 (d)

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

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

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

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



EIN: 56-2560595
Foundation Grants
Form 990PF, Part XV, Line 3a

<u>Date</u>	<u>Organization Name</u>	<u>Address</u>	<u>City, State Zip</u>	<u>Grant Paid</u>	<u>Project Title</u>
12/21/11	Duluth Superior Area Community Foundation	Medical Arts Building, Suite 212	Duluth, MN 55802	\$ 50,000	Community Inv Scholarship Program
12/21/11	Duluth Superior Area Community Foundation	Medical Arts Building, Suite 212	Duluth, MN 55802	\$ 50,000	New Generation Scholarship Program
11/18/11	Initiative Foundation	405 First Street SE	Little Falls, MN 56345	\$ 10,000	Healthy Community & Youth Leadership program
05/05/11	University of Wisconsin Superior Foundation	PO Box 2000	Superior, WI 54880-4500	\$ 125,000	Don Shippar/Bob Beam Economics Education Fund
06/27/11	Bigfork School	40256 Co Rd 224	Bigfork, MN 56628	\$ 1,000	Playground Project at Bigfork School
01/01/11	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	\$ 30,160	2011 Support
01/01/11	United Way of 1,000 Lakes	350 NW 1st Ave, Suite A	Grand Rapids, MN 55744	\$ 31,095	2011 Support
01/01/11	United Way of Carlton County	202 Avenue C	Cloquet, MN 55720	\$ 8,425	2011 Support
01/01/11	United Way of Greater Duluth	W Superior St	Duluth, MN 55802	\$ 43,160	2011 Support
01/01/11	United Way of Greater Duluth	W Superior St	Duluth, MN 55802	\$ 43,160	2011 Support
01/01/11	United Way of Greater Duluth	W Superior St	Duluth, MN 55802	\$ 43,160	2011 Support
01/01/11	United Way of Greater Duluth	W Superior St	Duluth, MN 55802	\$ 43,160	2011 Support
01/01/11	United Way of Morrison County	107 SE 2nd St, Suite 104	Little Falls, MN 56345	\$ 14,975	2011 Support
01/01/11	University of Minnesota - Duluth	1049 University Drive	Duluth, MN 55812	\$ 4,458	2011 Rainy River Headwaters Watershed Workshop
01/03/11	Boys & Girls Club of the Northland	PO Box 16435	Duluth, MN 55816	\$ 12,000	upgrade computer lab at the Superior outreach center
01/03/11	Salvation Army - HeatShare	2445 Prior Avenue	St Paul, MN 55113	\$ 50,000	Support for 2010/2011 heating season
01/05/11	First Robotics	200 Bedford St	Manchester, NH 03101	\$ 10,000	2011 Lake Superior Regional Competition
01/11/11	United Way - Crow Wing	414 NW 3rd St	Brainerd, MN 56401	\$ 2,705	2011 Support
01/17/11	Chisholm Community Foundation	4 SW 3rd Ave	Chisholm, MN 55719	\$ 1,001	Annual contribution
01/20/11	Park Rapids Senior Center	102 W 2nd St	Park Rapids, MN 56470	\$ 500	Roof Repairs
01/25/11	Fire Department - Nashauk	2 Hawkins Ave	Nashauk, MN 55769	\$ 1,000	Purchase Rescue Vehicle
02/01/11	United Way - Missouri Slope	PO Box 2111	Bismarck, ND 58502	\$ 1,000	Annual Support
02/04/11	Northern Lights Special Ed Cooperative	302 14th St	Cloquet, MN 55720	\$ 1,500	Mentoring Day 2011
02/14/11	Mesabi East Gallery	601 N 1st Street W	Aurora, MN 55705	\$ 2,000	Mesabi East Gallery 2011
02/15/11	Food Shelf - Aurora AEOA	29 W 3rd Ave North	Aurora, MN 55800	\$ 750	Food Share Month
02/15/11	Food Shelf - Chisholm	10 NE Central Ave	Chisholm, MN 55555	\$ 750	Food Share Month
02/15/11	Food Shelf - Ely	PO Box 786	Ely, MN 55731	\$ 750	Food Share Month
02/15/11	Food Shelf - Falls Hunger Coalition	1000 5th Street	International Falls, MN 56649	\$ 750	Food Share Month
02/15/11	Food Shelf - Hibbing	1910 1st Ave	Hibbing, MN 55746	\$ 750	Food Share Month
02/15/11	Food Shelf - Quad City	3 South Broadway	Gilbert, MN 55734	\$ 1,000	Food Share Month
02/15/11	Food Shelf - Tower	PO Box 533	Tower, MN 55790	\$ 750	Food Share Month
02/17/11	Don't Text and Drive Team	411 5th Ave S	Virginia, MN 55792	\$ 10,000	Driving Simulator Training - regional high schools
02/17/11	Food Shelf - Cuyuna Range	PO Box 33	Crosby, MN 56441	\$ 500	Food Share Month
02/17/11	Food Shelf - Hubbard County	15701 Essex Road	Park Rapids, MN 56470	\$ 500	Food Share Month
02/17/11	Food Shelf - Lakes Area (Nisswa/Pequot)	PO Box 724	Nisswa, MN 56468	\$ 500	Food Share Month
02/17/11	Food Shelf - Long Prairie	PO Box 165	Long Prairie, MN 56347	\$ 500	Food Share Month
02/17/11	Food Shelf - Menahga	PO Box 271	Menahga, MN 56464	\$ 500	Food Share Month
02/17/11	Food Shelf - Morrison County	912 1st Ave SW	Little Falls, MN 56345	\$ 500	Food Share Month



EIN: 56-2560595
Foundation Grants
Form 990PF, Part XV, Line 3a

<u>Date</u>	<u>Organization Name</u>	<u>Address</u>	<u>City, State Zip</u>	<u>Grant Paid</u>	<u>Project Title</u>
02/17/11	Food Shelf - Motley Area	679 3rd Ave S	Motley, MN 56466	\$ 500	Food Share Month
02/17/11	Food Shelf - Pillager	305 Fir St West	Pillager, MN 56473	\$ 500	Food Share Month
02/17/11	Food Shelf - Pine River	PO Box 282	Pine River, MN 56474	\$ 500	Food Share Month
02/17/11	Food Shelf - Sebeka	PO Box 233	Sebeka, MN 56477	\$ 500	Food Share Month
02/17/11	Food Shelf - Walker	PO Box 1101	Walker, MN 56484	\$ 500	Food Share Month
02/17/11	Pierz Food Shelf	PO Box 383	Pierz, MN 56364	\$ 500	Food Share Month
02/25/11	Junior Achievement - Duluth	301 W 1st St, Suite #302	Duluth, MN 55802	\$ 4,000	Titan business challenge and general programming
03/02/11	Communities For Responsible Energy/Environment	1589 Hollywood Court	Falcon Heights, MN 55108-2130	\$ 2,500	Teacher workshop - Randy Thielges, Royalton HS
03/02/11	Communities For Responsible Energy/Environment	1589 Hollywood Court	Falcon Heights, MN 55108-2130	\$ 2,500	Teacher workshop - Shanna Eskell, Hibbing HS
03/02/11	Food Shelf - Silver Bay	99 Edison Blvd	Silver Bay, MN 55614	\$ 750	Food Share Month
03/02/11	Nature Conservancy	1101 W River Parkway, Suite 200	Minneapolis, MN 55415	\$ 5,000	Northern Forest Restoration Project
03/02/11	Northland Honor Flight	4535 Airport Approach Rd	Duluth, MN 55811	\$ 12,000	2011 Honor Flight Northland
03/02/11	Science Museum of Minnesota	120 W Kellogg Boulevard	St Paul, MN 55102	\$ 3,600	Electricity Education - Pilot Program
03/11/11	Food Bank - Northern Lakes	4503 Airport Blvd,	Duluth, MN 55811-5737	\$ 5,000	Duluth Area Food shelves
03/15/11	Minnesota Ballet	301 West First Street, Suite 800	Duluth, MN 55802-1613	\$ 2,000	Production of Dracula
03/16/11	Community Education-Early Childhood	301 Hunzinger Ave	Park Rapids, MN 56470	\$ 600	Northwoods Neighborhood Safety Camp
03/16/11	Lutheran Social Services - Walker & Longville	508 8th Street	Walker, MN 56484	\$ 500	Senior Nutrition Program
03/18/11	University of Wisconsin Superior Foundation	PO Box 2000	Superior, WI 54880-4500	\$ 500	Scholarship fund
04/19/11	Cass County Historical Society	PO Box 505	Walker, MN 56484	\$ 500	microfilm reader/scanner
04/19/11	Deerwood First Response Team	PO Box 483	Deerwood, MN 56444	\$ 500	radios/pagers
04/19/11	Heritage Group North	PO Box 266	Pine River, MN 56474	\$ 750	Depot Renovatin
04/19/11	Pierz Area First Reponse Team	18235 320th Ave	Pierz, MN 56364	\$ 500	new equipment
04/19/11	Upsala Area Community Center	Box 193	Upsala, MN 56384	\$ 2,000	Electrical and AC Improvements
04/25/11	Let's Go Fishing Duluth	PO Box 16024	Duluth, MN 55816	\$ 1,000	Fishing program for seniors & underprivileged youth
05/05/11	Junior League of Duluth	2400 E Superior St	Duluth, MN 55812	\$ 2,500	Community Leadership Award Recognition - Kathy Hoffman
05/05/11	Lutheran Social Services - Bethany Crisis Nursery	424 W Superior St, Ste 204	Duluth, MN 55802	\$ 500	Community Leadership Award Recognition - Mike Cochran
05/05/11	Northern Community Radio	260 NE 2nd Street	Duluth, MN 55802	\$ 500	Community Leadership Award Recognition - Rick McDonald
05/05/11	Northern Lights Nordic Ski Club	826 NW 3rd Ave	Grand Rapids, MN 55744	\$ 500	Community Leadership Award Recognition - Rick McDonald
05/09/11	Little Falls Community High School	1001 5th Avenue S E	Little Falls, MN 56345	\$ 750	Day of Caring
05/11/11	Christian Organization for Health, Educ & Dev	P O Box 4094	Saint Paul, MN 55104	\$ 500	Community Leadership Award Recognition - Mike Cochran
05/12/11	Hartley Nature Center	3001 Woodland Ave	Duluth, MN 55803	\$ 5,000	Matching Grant Summer Youth Program
05/16/11	Winterquist Elementary	2 E Highway 61	Esko, MN 55733	\$ 1,000	School Playground project
05/17/11	YMCA, Mesabi Family	8367 S 8th Street	Virginia, MN 55768	\$ 500	Annual Support
05/18/11	Miller-Dwan Foundation	502 East Second Street	Duluth, MN 55805	\$ 30,000	Facility
05/18/11	YMCA - Superior Douglas County	9 North 21st St	Superior, WI 54880	\$ 28,000	Renovation and relocation of childcare center
05/20/11	Get Fit Itasca	400 River Road	Grand Rapids, MN 55744	\$ 1,000	Maps - G I S Kiosks
05/20/11	Goodland Volunteer Fire Dept	PO Box 1	Goodland, MN 55742	\$ 1,000	Trauma Bag
05/20/11	YMCA - Grand Rapids Itasca County	400 River Rd	Grand Rapids, MN 55744	\$ 2,000	Youth Programs



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Foundation Grants
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<u>Date</u>	<u>Organization Name</u>	<u>Address</u>	<u>City, State Zip</u>	<u>Grant Paid</u>	<u>Project Title</u>
06/20/11	New Salem Community Betterment Committee	100 Elm Ave	New Salem, ND 58563	\$ 2,500	New Salem City Courtyard
06/23/11	Cuyuna Range Youth Center	51st St NW	Crosby, MN 56441	\$ 500	Youth Program Support
07/07/11	College of St Scholastica	1200 Kenwood Avenue	Duluth, MN 55811	\$ 2,000	Twin Ports Thanksgiving Buffet
07/07/11	Lutheran Social Services - Bethany Crisis Nursery	424 W Superior St, Ste 204	Duluth, MN 55802	\$ 1,000	Take Time for Kids Campaign
07/07/11	Proctor Area Historical Society	100 Pronk Dr	Proctor, MN 55810	\$ 3,500	Proctor Area Railroad Museum - building move
07/07/11	Proctor Public Schools	ISD 704	Duluth, MN 55810	\$ 1,000	Focused on Results program
07/12/11	Lake Superior Community Theatre	137 Banks Blvd	Silver Bay, MN 55614	\$ 750	2012 GREASE production
08/01/11	Churches United in Ministry	102 W Second St	Duluth, MN 55802	\$ 500	Backpack project
08/01/11	United Way of Greater Duluth	W Superior St	Duluth, MN 55802	\$ 7,500	Campaign Executive Program
08/12/11	Initiative Foundation	405 First Street SE	Little Falls, MN 56345	\$ 2,800	2011 Initiative Awards Banquet
08/13/11	Duluth Superior Area Community Foundation	Zeitgeist Arts Building	Duluth, MN 55802	\$ 1,000	2011 Touchstone Award Luncheon Sponsor
08/17/11	Boys & Girls Club of Monison County	303 E Broadway	Little Falls, MN 56345	\$ 5,000	General program support
08/18/11	City of Duluth	403 City Hall	Duluth, MN 55802	\$ 18,000	Enger Park Restoration Project - accessible pathways
08/18/11	Local Initiatives Support Corporation	202 West Superior St	Duluth, MN 55802	\$ 15,000	At Home Neighborhood Revitalization program
08/18/11	Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$ 25,000	Youth In Philanthropy program
08/30/11	Fire Department - Walker	513 Front Street West	Walker, MN 56484	\$ 500	Thermal Imaging Camera Fundraiser
09/07/11	UMD - College of Science & Engineering	1303 Ordean Court	Duluth, MN 55812-3025	\$ 2,000	UMD Engineering Scholarship
09/07/11	UMD - College of Science & Engineering	1303 Ordean Court	Duluth, MN 55812-3025	\$ 4,000	UMD Engineering Scholarship
09/15/11	East Hillside Patch	1125 E 8th St	Duluth, MN 55805	\$ 500	educational programming
09/15/11	Employment Enterprises Inc	307 Northwest Ninth Ave	Little Falls, MN 56345	\$ 3,000	Ceiling Tile Replacement
09/15/11	Horizon Health, Inc	PO Box 220	Pierz, MN 56364	\$ 500	Harvest Ball Fundraiser
09/15/11	St. Stanislaus Kostka	9998 Great River Rd	Little Falls, MN 56345	\$ 500	Youth Communications Seminar
09/19/11	Aurora Fire Department	16 West 2nd Ave N	Aurora, MN 55705	\$ 1,100	MSA Air Bottle Replacement
09/19/11	City of Ely	209 E Chapman St	Ely, MN 55731	\$ 1,100	Playground at Whiteside Park
09/19/11	Food Bank - Second Harvest North Central	PO Box 5130	Grand Rapids, MN 55744	\$ 3,000	Kids Pack to go Program
09/19/11	Grand Rapids Area Community Foundation	350 NW 1st Ave, Ste E	Grand Rapids, MN 55744	\$ 1,100	Compass Fund
09/20/11	Duluth Amateur Hockey Association	120 S 30th Ave W	Duluth, MN 55806	\$ 1,000	2011-2012 Hockey Season Support
09/20/11	Hawk Ridge	PO Box 3006	Duluth, MN 55803	\$ 2,000	2011 Duluth Raptor Research Foundation Conference
09/20/11	Minnesota Council on Economic Education	U of M - Dept of Applied Economics	St Paul, MN 55108	\$ 4,000	Lake Superior Economics Challenge
09/20/11	Proctor Volunteer Fire Department	100 S Pronk Dr	Duluth, MN 55810	\$ 1,650	Automated External Defibrillators
09/20/11	United Way of Greater Duluth	W Superior St	Duluth, MN 55802	\$ 2,000	Duluth Prosperity Agenda
09/28/11	Police Department - Deer River	208 SE 2nd St, Box 70	Deer River, MN 56636	\$ 1,344	Defibrillator
10/05/11	GRACE House	2901 S Highway 169	Grand Rapids, MN 55744	\$ 2,000	new location furnishings
11/03/11	Superior Hiking Trail	731 7th Ave	Two Harbors, MN 55616	\$ 5,000	final trail segment construction
11/07/11	Prairie View Elementary School	400 N 4th Street	New Salem, ND 58563	\$ 1,550	Networked Color Printer
11/11/11	Cloquet Educational Foundation	302 14th St	Cloquet, MN 55720	\$ 1,000	Invest in Kids Program
11/11/11	Mesabi Range Community & Tech College	1001 W Chestnut St	Virginia, MN 55792	\$ 3,000	Wind Energy Technology Program
11/11/11	New Salem Ambulance Service	PO Box 393	New Salem, ND 58563	\$ 2,152	Equipment purchase



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<u>Date</u>	<u>Organization Name</u>	<u>Address</u>	<u>City, State Zip</u>	<u>Grant Paid</u>	<u>Project Title</u>
11/14/11	Hartley Nature Center	3001 Woodland Ave	Duluth, MN 55803	\$ 3,620	Invasive Buckthorn Removal Demonstration Project
11/15/11	Boy Scouts of America - Voyageurs Area	3877 Stebner Rd	Hermantown, MN 55811-1733	\$ 1,000	Cub Scout Program Central Hillside
11/15/11	Duluth Aviation Institute	Hangar 10, Sky Harbor Airport	Duluth, MN 55802	\$ 4,500	Path to Aviation - Gifhuth Continuum
11/15/11	Food Bank - Northern Lakes	4503 Airpark Blvd,	Duluth, MN 55811-5737	\$ 5,000	Food Rescue Program
11/15/11	Kids Closet - Bethany Lutheran Church	727 Central Ave North	Duluth, MN 55806	\$ 1,000	Winter coats for kids
11/17/11	Center Against Sexual & Domestic Abuse	2231 Catlin Ave	Superior, WI 54880	\$ 100,000	New Beginnings Capital Campaign
11/17/11	Salvation Army - HeatShare	2445 Prior Avenue	St Paul, MN 55113	\$ 50,000	2011 support
11/17/11	Hunger Solutions	555 Park Street, Suite 420	St Paul, MN 55103	\$ 5,000	5th Annual Stock the Shelves Fundraiser
11/17/11	Science Museum of Minnesota	120 W Kellogg Boulevard	St Paul, MN 55102	\$ 30,000	Electricity Regional School Outreach Tour
11/21/11	Almont Ambulance Service	510 Dakota Ave	Almont, ND 58520	\$ 2,000	4WD Ambulance
11/23/11	Food Bank - Second Harvest North Central	PO Box 5130	Grand Rapids, MN 55744	\$ 1,000	Itasca Holiday Program Food Boxes
11/28/11	Mount Itasca Winter Sports Center	200 Mt Itasca Rd	Coleraine, MN 55722	\$ 1,000	Tubing Park Tubes
11/29/11	North Shore Health Care Foundation	PO Box 454	Grand Marais, MN 55604	\$ 2,000	community programs
12/09/11	William Kelley High School Robotics Team	137 Banks Blvd	Silver Bay, MN 55614	\$ 1,000	Robotics Team Competition
12/12/11	City of Biwabik	321 N Main Street	Biwabik, MN 55708	\$ 500	Park Committee
12/12/11	Confidence Learning Center	1620 Mary Fawcett Memorial Dr	East Gull Lake, MN 56401	\$ 1,000	Volunteer Program
12/12/11	Ely Memorial High School	600 E Harvey St	Ely, MN 55731	\$ 500	One-Act play
12/12/11	Initiative Foundation	405 First Street SE	Little Falls, MN 56345	\$ 1,000	Honor Their Sacrifice - Veteran's Art Project Camp Ripley
12/12/11	Mesabi East High School	601 N 1st St W	Aurora, MN 55705	\$ 500	Project Elf
12/12/11	The Warehouse Community Center	PO Box 195	Pine River, MN 56474	\$ 500	repairs
12/12/11	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	\$ 1,800	Buddy Backpack
12/12/11	YMCA - Brainerd	602 Oak Street	Brainerd, MN 56401	\$ 1,000	annual support
12/13/11	City of Randall	PO Box 229	Randall, MN 56475	\$ 2,200	Warning Siren
12/15/11	Oliver County Ambulance	1816 40th Ave SW	Center, ND 58530	\$ 2,000	Training Equipment
12/15/11	Oliver County Rural Fire Department	3428 Hwy 25	Center, ND 58530-0188	\$ 1,200	Personal Protective Equipment
12/16/11	Dakota Boys & Girls Ranch	6301 19th Ave NW	Minot, ND 58702	\$ 1,500	Therapeutic Riding Program
12/21/11	Minnesota Discovery Center	1005 Discovery Drive	Chisholm, MN	\$ 500	Discover Solor Power project
	Grant Community School Collaborative	1027 8th Ave E	Duluth, MN 55805	\$ (1,000)	check returned
	Other			\$ 500	
				<u>\$ 1,069,775</u>	



Minnesota Power Foundation Future Payment Schedule
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Name of Applicant	Address	City, State Zip	Grant	Purpose
Center Against Sexual & Domestic Abuse	2231 Catlin Ave	Superior, WI 54880	\$50,000 00	General
FIRST Robotics	200 Bedford St	Manchester, NH 03101	\$10,000 00	General
Initiative Foundation	405 First Street SE	Little Falls, MN 56345	\$10,000 00	General
Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$100,000 00	General
United Way	Various	Various	\$270,000 00	General
		Total	\$440,000 00	