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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

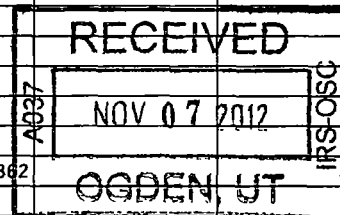
OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 10/01, 2011, and ending 9/30, 2012

Name of foundation ROSS WAGNER FOUNDATION		A Employer identification number 20-8983294
Number and street (or P O box number if mail is not delivered to street address) 103 MENSING WAY	Room/suite	B Telephone number (see instructions) 507-263-3957
City or town, state, and ZIP code CANNON FALLS, MN 55009		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,400,956	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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) (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)				
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	46	46		
4	Dividends and interest from securities	31,597	31,597		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	42,719			
b	Gross sales price for all assets on line 6a 608,594				
7	Capital gain net income (from Part IV, line 2)		42,719		
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	74,362	74,362		
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)	1,247	1,247		1,247
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	14,428	14,403		25
24	Total operating and administrative expenses. Add lines 13 through 23	15,675	15,650		1,272
25	Contributions, gifts, grants paid	199,980			199,980
26	Total expenses and disbursements. Add lines 24 and 25	215,655	15,650		201,252
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	(141,293)			
b	Net investment income (if negative, enter -0-)		58,712		
c	Adjusted net income (if negative, enter -0-)				

SCANNED NOV 08 2012
Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	19,671	8,418	8,418
	2	Savings and temporary cash investments	3,364	3,853	3,853
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,409,137	1,278,608	1,388,685
	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)	1,432,172	1,290,879	1,400,956
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ Distributions set-asides)	36,300		
	23	Total liabilities (add lines 17 through 22)	36,300		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,395,872	1,290,879	
	30	Total net assets or fund balances (see instructions)	1,395,872	1,290,879	
	31	Total liabilities and net assets/fund balances (see instructions)	1,432,172	1,290,879	

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	1,395,872
2	Enter amount from Part I, line 27a	2	-141,293
3	Other increases not included in line 2 (itemize) ▶ YE 908 and 9/09 set asides satisfied YE 9/11	3	36,300
4	Add lines 1, 2, and 3	4	1,290,879
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	1,280,879

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	Publicly traded securities	P	various	various
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 608,594		565,875	42,719	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	42,719
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 }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	148,372	1,558,689	.0952
2009	117,691	1,514,721	.0777
2008	65,511	1,315,100	.0498
2007	84,724	1,781,416	.0476
2006	40,601	815,293	.0498
2	Total of line 1, column (d)		2 .3201
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 .06402
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 1,355,536
5	Multiply line 4 by line 3		5 86,781
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 587
7	Add lines 5 and 6		7 87,368
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.		8 201,252

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	1		587
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		587
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		587
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,196	
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		3,196
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		2,609
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded	11	2,609	

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?		✓
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)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
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? <i>If "Yes," attach the statement required by General Instruction T</i>		✓
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Minnesota		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ <u>www.rosswagnerfoundation.org</u>				
14	The books are in care of ▶ <u>Nancy Vandergon</u> Telephone no ▶ <u>507-263-3957</u>			
	Located at ▶ <u>103 Mensing Way, Cannon Falls, MN</u> ZIP+4 ▶ <u>55009</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		▶ ☐
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 ▶			✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	✓
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	✓

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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *N/A* ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870. **6b** ☒

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? ☐ Yes ☒ No **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
Frederick Oss 103 Mensing Way, Cannon Falls, MN 55009	President/Director	-0-	None	None
Nancy Vandergon 103 Mensing Way, Cannon Falls, MN 55009	Secretary/Treasurer	-0-	None	None
Larry Swanson 103 Mensing Way, Cannon Falls, MN 55009	Director	-0-	None	None
David Schmitt 103 Mensing Way, Cannon Falls, MN 55009	Director	-0-	None	None

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 employees		NONE		

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

-0-

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

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

[illegible]

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 None

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 None

Total. Add lines 1 through 3

C

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	1,345,087
b	Average of monthly cash balances	1b	31,092
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,376,179
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	1,376,179
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20,643
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,355,536
6	Minimum investment return. Enter 5% of line 5	6	67,777

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	67,777
2a	Tax on investment income for 2011 from Part VI, line 5	2a	587
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	587
3	Distributable amount before adjustments Subtract line 2c from line 1	3	67,190
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,190
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	67,190

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	201,252
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	201,252
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	587
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,665

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				67,777
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	34,873			
f Total of lines 3a through e	34,873			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 201,252				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				67,777
e Remaining amount distributed out of corpus	133,475			
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	168,348			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
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)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	168,348			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	34,873			
e Excess from 2011	133,475			

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ 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

Nancy Vandergon, 103 Mensing Way, Cannon Falls, MN 55009 (507)263-3957

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

Please see the attached 2012 scholarship application

- c** Any submission deadlines.

February 1

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

See attachment No. 1

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Evan Owens, 609 Stoughton St, Cannon Falls, MN 55009	None		Tuition, books, room & board	10,277
Courtney Podnitz, 4245 292nd St East, Randolph, MN 55065	None		Tuition, books, room & board	14,975
Laura Ramstad, 211 Ridgecrest Drive, Cannon Falls, MN 55009	None		Tuition, books, board & airfa	28,016
Riley Schwader, 22811 440th Avenue, Winfred, SD 57076	None		Tuition, books & room	43,400
Brandon Dupy, 1150 CR 491, Elgin, TX 78621	None		Room	1,685
Colin Fennern, 1128 Minnesota St, Cannon Falls, MN 55009	None		Tuition, books, room & board	13,979
Nikita Novik, 9035 Cty 17 Blvd, Cannon Falls, MN 55009	None		Tuition, books, room, board &	11,873
Artiz Aldecoa, 11 Fletcher Drive, Farmville, VA 23901	None		Tuition, books, room, board &	19,755
Matthew Duff, 4105 215th St East, Hampton, MN 55031	None		Tuition & room	6,149
Michael Growette, 7373 Highview Road, Cannon Falls, MN 55009	None		Tuition & computer	14,456
Matthew Hernke, 6510 Cty Rd 9 Blvd, Cannon Falls, MN 55009	None		Tuition, books & supplies	13,073
Stephen Svatek, 2100 Mildred Drive, Taylor, TX 76574	None		Tuition, books, cmptr & suppl	11,970
Tanner Tjossem, 1012 Walnut St, Decorah, IA 52101	None		Tuition & room	10,372
Total			3a	199,980
b Approved for future payment				
Total			3b	

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	46	
4	Dividends and interest from securities			14	31,597	
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			18	42,719	
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)				74,362	
13	Total. Add line 12, columns (b), (d), and (e)				74,362	74,362

(See worksheet in line 13 instructions to verify calculations)

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

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

		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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.

Signature of officer or trustee: [Signature] Date: 10-29-12 Title: Preparer/C.O.B.

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

Paid Preparer Use Only	Print/Type preparer's name Clay A. Alvshere	Preparer's signature 	Date 10/25/12	Check ☒ if self-employed	PTIN P00113403
	Firm's name ▶ Clay A. Alvshere, CPA			Firm's EIN ▶ 26-2457307	
	Firm's address ▶ 6009 Wayzata Blvd, Ste 115, St Louis Park, MN 55416			Phone no 952-525-1265	

*Attachment No. 1***Ross Wagner Foundation****About Ross****Application****Colleges****Scholarship Guidelines**

The field of Engineering has brought much prosperity and technical advancements to this country – from the Freeway systems built after World War II to the NASA space program. This country would not be where it is today without engineers.

To ensure that students of engineering continue to make this country great, Gemini Incorporated has set up the Ross Wagner Scholarship. Ross Wagner was the second Chairman of the Board of Directors at Gemini. He graduated from Loras College of Dubuque, Iowa, an engineer who graduated with distinction and Ross' dedication to excellence inspired Gemini in its quest for engineering excellence, a legacy played out every day at Gemini.

The Ross Wagner Scholarship provides a full scholarship for students majoring in civil, aeronautical, mechanical, electrical, aerospace, biomedical and chemical engineering. Students seeking degrees in chemistry and physics may also apply. It is open to students in the United States and Canada where Gemini has plants, Cannon Falls, MN, Farmville, VA, Fallon, NV, Taylor, TX, Decorah, IA, Neustadt, Ontario, and the hometowns of Gemini's founders, Howard, SD and Randolph, MN.

In addition, the student must be enrolled in one of the top 30 engineering schools in the U.S. and Canada as rated by *U.S. News and World Report* (those that include Doctorate programs). Additionally, McGill University, The University of Waterloo and Simon Fraser University at Vancouver, British Columbia.

The student must maintain a B average, work in the school's engineering lab, and work in the field of endeavor during summer break.

Several full expense reimbursement scholarships are available each year. Please be aware of the following guidelines:

1. Students should apply by emailing info@rosswagnerfoundation.org no later than February 1.
2. Gemini's designated representative will choose the highest GPAs amongst the graduating high school seniors. ACT/SAT scores will also be a consideration.
3. Eligible schools are on *U.S. News & World Report's* list of the top 30 engineering schools.
4. Reimbursement is available for graduate and undergraduate studies, and may pay up to and including tuition, books, room and board, travel expenses, and campus activities such as sports and cultural activities.
5. A cumulative grade point average of 3.0 must be maintained each reporting period to remain eligible for the scholarship. Once a student fails to maintain a 3.0 grade point average, they are permanently ineligible to participate in the scholarship.
6. Students must live in campus housing.
7. Students must work part time in the engineering department during the school year, and summer work must be in the field of study.
8. Scholarships are for full time students only.

Please encourage your students to apply. We hope to graduate many exceptional engineers to further the great strides this country has made. To apply or for a complete list of guidelines for the Ross Wagner Scholarship, email info@rosswagnerfoundation.org no later than February 15th.

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Part I, Line 6a, Net gain or (loss) from sale of assets not on line 10

	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Gain or (Loss)</u>
Sale of shares of registered investment companies	608,594	565,875	42,719
S-T capital gain distributions from registered investment co's	0		0
L-T capital gain distributions from registered investment co's	0		0
	<u>608,594</u>		<u>42,719</u>
Excess capital loss not allowed as a deduction	0		

Part I, Line 16b, Accounting fees fees:

	<u>Column (a)</u>	<u>Column (b)</u>
Clay A. Alvesshere, CPA (preparation Form 990-PF for ye 9/30/10)	1,247.00	
Total accounting expense	<u>1,247.00</u>	

Part I, Line 18, Taxes:

IRS excise tax for YE 9/30/09	0.00	0.00
IRS estimated excise tax payments for ye 9/30/10	0.00	0.00
	<u>0.00</u>	<u>0.00</u>

Part I, Line 23, Other expenses:

Investment fees	14,403.00	14,403.00
Attorney General, registration fee	<u>25.00</u>	
Total other expenses	<u>14,428.00</u>	<u>14,403.00</u>

Part VII-A, item #10

Substantial contributor during the tax year

James and Sharon Weinel
14538 Bloomfield Place
Rosemount, MN 55068
(substantial contribution made during the year ending 9/30/07)

**ROSS WAGNER FOUNDATION I/A****Account Number:**
Statement Period:**61-R213-01-0**
07/01/12 - 09/30/12**Asset Position As of 09/30/12**

Asset Description	Units	Market Value Cost	Est. Annual Income	Current Yield
Cash Equivalents				
BMO Prime Money Market CI I # 090	3,853.430	3,853.43 3,853.43	6.00	0.16%
<u>Total Cash Equivalents</u>		<u>\$ 3,853.43</u> <u>\$ 3,853.43</u>	6.00	0.16%
Equities				
Invesco Small Cap Growth Fund CI R5	858.812	28,864.67 22,326.06	0.00	0.00%
Allianz NFJ Dividend Value Fund Institutional #4657	6,706.404	86,579.68 73,455.39	2,374.00	2.74%
Goldman Sachs Mid Cap Value Fund - Inst #864	1,121.427	42,995.51 35,398.28	358.00	0.83%
Harbor Fd Intl Fd Inst #2011	1,459.575	85,837.61 79,267.76	1,920.00	2.24%
Harbor Fd Cap Appreciation Fd Inst #2012	2,019.344	87,276.05 78,214.20	86.00	0.10%
Perkins Small Cap Value Fund Class T	1,333.807	28,850.25 29,293.19	61.00	0.21%
Janus Enterprise Fund Class I #1150	652.062	42,540.52 32,847.62	0.00	0.00%
MFS International Value Fund Class I #887	1,537.098	42,992.63 42,131.85	636.00	1.48%
T Rowe Price Growth Stk Fd Inc Com #40	2,271.752	86,894.51 75,487.70	15.00	0.02%
T Rowe Price Equity Income Fund #71	3,297.988	86,110.47 73,851.70	1,714.00	1.99%
Royce Low-Priced Stock Fund - Ins	1,927.790	28,724.07 28,620.35	289.00	1.01%
Russell Emerging Markets Fd CI S	2,426.111	43,475.91 52,698.65	652.00	1.50%
Scout International Fund #29	2,749.899	86,456.82 80,398.70	1,273.00	1.47%
Vanguard Mid-Cap Index Fund - Sign #1344	1,358.527	43,106.06 34,619.34	518.00	1.20%

ROSS WAGNER FOUNDATION I/A

Account Number:
Statement Period:

61-R213-01-0
07/01/12 - 09/30/12

Asset Position As of 09/30/12

Asset Description	Units	Market Value Cost	Est. Annual Income	Current Yield
Vanguard 500 Index Fund - Sign #1340	905.386	99,338.95 97,600.58	1,945.00	1.96%
Total Equities	<i>Market Value</i>	\$ 920,043.71	11,841.00	1.29%
	<i>Cost</i>	\$ 836,211.37		
Fixed Income				
PIMCO Fds Total Return Fd Inst #35	30,663.991	355,089.02 336,924.75	11,796.00	3.32%
Russell Strategic Bond Fd C11 #869	10,004.595	113,552.15 105,471.66	3,031.00	2.67%
Total Fixed Income	<i>Market Value</i>	\$ 468,641.17	14,827.00	3.16%
	<i>Cost</i>	\$ 442,396.41		
Miscellaneous				
Institutional Agency Agreement	1.000	0.00 0.00	0.00	0.00%
Total Miscellaneous		\$ 0.00 \$ 0.00	0.00	0.00%
Cash				
Principal Cash		-111,054.71 -111,054.71	0.00	0.00%
Income Cash		111,054.71 111,054.71	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00	0.00%
Total Market Value		\$ 1,392,538.31 \$ 1,282,461.21	26,674.00	1.92%

Part II, Line 13, Investments - other

Market Value 1,388,684.88
Cost 1,278,607.78

Application Deadline is February 1, 2013

2013 WAGNER SCHOLARSHIP APPLICATION

c/o Nancy Vandergon, Ross Wagner Foundation

Gemini, Inc.

103 Mensing Way

Cannon Falls, MN 55009

1. List the university you plan to attend: _____

Have you been accepted? _____

☐ four year scholarship

☐ Graduate School

2. Your desired course of study: _____

A. What degree do you wish to earn?: _____

B. What is your most recent G.P.A.? (either high school or university): _____

3. High School you attended: _____

3. List any clubs or activities you have belonged to or participated in school or in your community:

A. List any offices held and awards or special recognition received while in these clubs or activities.

B. Did you participate in any extra-curricular activities (i.e. sports, band, etc.)? If yes, what were they and did you receive any awards or special recognition?

C. What are your hobbies? _____

D. Work experience (including any volunteer work): _____

4. Briefly describe a personal highlight of the past four years of school: _____

5. What would you like to be doing ten years from now? _____

6. In a statement of not more than 150 words, please tell us why you feel you should be considered for a Ross Wagner scholarship:

7. Please indicate below your family gross income from all sources for the 2011 calendar year:

- ☐ Less than \$30,000
- ☐ \$30,000 - \$40,000
- ☐ \$40,000 - \$50,000
- ☐ \$50,000 - \$60,000
- ☐ \$60,000 - \$75,000
- ☐ Greater than \$75,000

8. If selected for the Ross Wagner Foundation Scholarship, I give permission to use my name for promotion of the scholarship in my local newspaper.

Applicant Signature _____

9. Name (print): _____

Mailing Address: _____
