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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CONNEXUS ENERGY Doing Business As		D Employer identification number 41-0128105
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 14601 RAMSEY BOULEVARD	E Telephone number (763) 323-2600	
	City or town, state or country, and ZIP + 4 RAMSEY, MN 55303		G Gross receipts \$ 255,075,940
F Name and address of principal officer MIKE RAJALA 14601 RAMSEY BOULEVARD RAMSEY, MN 55303		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number	
I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (12) (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.CONNEXUSENERGY.COM			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation 1937	M State of legal domicile MN

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PROVIDING UTILITY SERVICES TO MEMBERS		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	8
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	6
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	283
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,891,343
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	237,703,049	253,889,722
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	631,399	767,815
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	340,045	338,497
		238,674,493	254,996,034
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	274,289	437,514
	14 Benefits paid to or for members (Part IX, column (A), line 4)	9,839,033	12,078,722
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	22,834,211	23,891,445
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ⁰		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	205,726,960	218,588,353
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	238,674,493	254,996,034	
19 Revenue less expenses Subtract line 18 from line 12	0	0	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	340,989,167	352,302,341
	21 Total liabilities (Part X, line 26)	195,466,788	199,856,989
22 Net assets or fund balances Subtract line 21 from line 20	145,522,379	152,445,352	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer	2013-11-04 Date			
	MICHAEL BASH VICE PRESIDENT / CFO Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name LAURIE HANSON	Preparer's signature	Date 2013-11-04	Check <input type="checkbox"/> if self-employed	PTIN P00851848
	Firm's name EIDE BAILLY LLP			Firm's EIN 45-0250958	
	Firm's address 200 EAST 10TH ST PO BOX 5125 SIOUX FALLS, SD 571175125			Phone no (605) 339-1999	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission
CONNEXUS ENERGY IS A LOCAL ELECTRIC COOPERATIVE PROVIDING HIGH QUALITY, COST COMPETITIVE, AND RELIABLE SERVICE THAT CONSISTENTLY DEMONSTRATES THE VALUE OF MEMBER OWNERSHIP

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ including grants of \$) (Revenue \$)
CONNEXUS ENERGY PROVIDED UTILITY SERVICES TO APPROXIMATELY 127,000 CUSTOMERS IN SEVEN COUNTIES IN THE NORTH SUBURBAN AREA OF MINNEAPOLIS AND ST PAUL, MN

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		No
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>	Yes	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.	243,423,799	
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	3,486,787	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (8), 1b (6), 2 (Yes), 3 (No), 4 (Yes), 5 (No), 6 (Yes), 7a (Yes), 7b (Yes), 8a (Yes), 8b (No), 9 (No).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (Yes), 11b, 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (Yes), 16b (No).

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
NANCY BASARA 14601 RAMSEY BOULEVARD RAMSEY, MN (763) 323-2731

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PETER WOJCIECHOWSKI CHAIR	22 00	X		X			51,534	0	0	
(2) FRAN BATOR SECRETARY/TREASURER	12 00	X		X			46,821	0	0	
(3) KEN FIERECK DIRECTOR/VICE CHAIR(NEW APRIL 2012)	13 00	X		X			46,581	0	0	
(4) MICHAEL KERR ASSISTANT SECRETARY/TREASURER	12 00	X		X			46,581	0	0	
(5) JIM LEROUX VICE CHAIR(UNTIL APR 2012)/DIRECTOR	10 00	X		X			46,581	0	0	
(6) DERALD EWING DIRECTOR	12 00	X					15,510	0	0	
(7) GORDON WESTERLIND DIRECTOR	12 00	X					15,560	0	15,510	
(8) DONALD HOLL DIRECTOR	15 00	X					28,580	0	18,000	
(9) MARK ETHEN DIRECTOR	12 00	X					46,581	0	0	
(10) MIKE RAJALA PRESIDENT / CEO	40 00			X			617,034	0	146,196	
(11) MICHAEL BASH VP / CFO	40 00			X			393,994	0	141,423	
(12) MATT YSETH VP, ELECTRIC OPERATIONS	40 00			X			297,601	0	75,790	
(13) JOHN GASAL VP, POWER SUPPLY	40 00			X			296,455	0	91,699	
(14) PETER MILLER VP, HUMAN RESOURCES	40 00			X			304,790	0	66,427	
(15) DON HALLER VP, MEMBER AND COMMUNITY	40 00			X			233,976	0	49,233	
(16) TAMARA GREGORY MGR, EXECUTIVE SERVICES	40 00				X		151,517	0	50,354	
(17) NANCY BASARA CONTROLLER	40 00				X		172,719	0	43,726	

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1a _____					
	b Membership dues 1b _____					
	c Fundraising events 1c _____					
	d Related organizations 1d _____					
	e Government grants (contributions) 1e _____					
	f All other contributions, gifts, grants, and similar amounts not included above 1f _____					
	g Noncash contributions included in lines 1a-1f \$ _____					
	h Total. Add lines 1a-1f ▶					
Program Service Revenue	Business Code					
	2a SALE OF ELECTRICITY _____	221000	241,710,360	241,710,360		
	b GEN & TRANS CAP CREDIT _____	221000	9,505,506	9,505,506		
	c UTILITY/RETAIL/FLEET _____	221000	1,892,158	467	1,891,691	
	d OTHER _____	221000	781,698	781,698		
	e _____					
	f All other program service revenue _____					
g Total. Add lines 2a-2f ▶		253,889,722				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		762,885		-348	
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
	6a Gross rents	(i) Real				
		(ii) Personal				
		338,497				
		b Less rental expenses	0			
	c Rental income or (loss)	338,497				
	d Net rental income or (loss) ▶		338,497			
	7a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other		84,836		
		b Less cost or other basis and sales expenses		79,906		
		c Gain or (loss)		4,930		
	d Net gain or (loss) ▶		4,930			
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a					
b Less direct expenses b						
c Net income or (loss) from fundraising events ▶						
9a Gross income from gaming activities See Part IV, line 19 a						
	b Less direct expenses b					
	c Net income or (loss) from gaming activities ▶					
10a Gross sales of inventory, less returns and allowances a						
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory ▶					
Miscellaneous Revenue		Business Code				
11a _____						
	b _____					
	c _____					
	d All other revenue					
e Total. Add lines 11a-11d ▶						
12 Total revenue. See Instructions ▶		254,996,034	251,998,031	1,891,343	1,106,660	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	437,514			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members	12,078,722			
5	Compensation of current officers, directors, trustees, and key employees	2,804,465			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	15,950,164			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,361,785			
9	Other employee benefits	1,400,700			
10	Payroll taxes	1,374,331			
11	Fees for services (non-employees)				
a	Management				
b	Legal	175,730			
c	Accounting	103,268			
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	435,651			
12	Advertising and promotion	321,391			
13	Office expenses	1,051,543			
14	Information technology	1,513,492			
15	Royalties				
16	Occupancy	520,403			
17	Travel	304,435			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	31,131			
20	Interest	6,838,228			
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	10,576,323			
23	Insurance	683,141			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	COST OF POWER	184,941,153			
b	PROP. & REAL ESTATE TAX	4,447,979			
c	ELECTRIC OPERATIONS	3,245,079			
d	CONTRACT LABOR	393,876			
e	All other expenses	3,005,530			
25	Total functional expenses. Add lines 1 through 24e	254,996,034			
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,300	1	2,187
	2 Savings and temporary cash investments	17,083	2	21,715
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	29,831,517	4	30,325,529
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	2,369,179	8	2,991,830
	9 Prepaid expenses and deferred charges	944,780	9	852,180
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 305,050,050		
	b Less accumulated depreciation	10b 110,843,313	192,915,104	10c 194,206,737
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11	9,591,366	12	9,602,849
	13 Investments—program-related See Part IV, line 11	89,265,269	13	99,086,037
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	16,053,569	15	15,213,277
16 Total assets. Add lines 1 through 15 (must equal line 34)	340,989,167	16	352,302,341	
Liabilities	17 Accounts payable and accrued expenses	17,177,938	17	17,963,543
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	125,842,811	23	134,321,880
	24 Unsecured notes and loans payable to unrelated third parties	10,899,000	24	5,380,000
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	41,547,039	25	42,191,566
	26 Total liabilities. Add lines 17 through 25	195,466,788	26	199,856,989
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	145,522,379	32	152,445,352
33 Total net assets or fund balances	145,522,379	33	152,445,352	
34 Total liabilities and net assets/fund balances	340,989,167	34	352,302,341	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	254,996,034
2	Total expenses (must equal Part IX, column (A), line 25)	2	254,996,034
3	Revenue less expenses Subtract line 2 from line 1	3	0
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	145,522,379
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	6,922,973
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	152,445,352

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization CONNEXUS ENERGY

Employer identification number 41-0128105

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements..., 2 Complete lines 2a through 2d..., 3 Number of conservation easements..., 4 Number of states..., 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116..., 1b If the organization elected, as permitted under SFAS 116..., 2 If the organization received or held works of art..., 2a Revenues included..., 2b Assets included...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment, b Permanent endowment, c Temporarily restricted endowment. The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

Table with 3 columns: Description, Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	254,996,034
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	0
3	Subtract line 2e from line 1		3	254,996,034
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	254,996,034

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	242,917,312
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	0
3	Subtract line 2e from line 1		3	242,917,312
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b	12,078,722	
c	Add lines 4a and 4b		4c	12,078,722
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	254,996,034

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
PART XII, LINE 4B - OTHER ADJUSTMENTS		ALLOCATION OF 2012 MARGINS TO MEMBERS IN 2013 12,078,722

Schedule I (Form 990) Department of the Treasury Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22. Attach to Form 990

OMB No 1545-0047 2012 Open to Public Inspection

Name of the organization CONNEXUS ENERGY

Employer identification number 41-0128105

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government (b) EIN (c) IRC Code section if applicable (d) Amount of cash grant (e) Amount of non-cash assistance (f) Method of valuation (book, FMV, appraisal, other) (g) Description of non-cash assistance (h) Purpose of grant or assistance

See Additional Data Table

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. The table is currently empty.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 16
3 Enter total number of other organizations listed in the line 1 table 0

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE TOTAL AMOUNT OF CONTRIBUTIONS PLANNED FOR A YEAR IS APPROVED BY THE BOARD AS A PART OF OUR ANNUAL PROFIT PLANNING PROCESS INDIVIDUAL CONTRIBUTIONS ARE APPROVED AND SUBSTANTIATED FOLLOWING OUR NORMAL PAYMENT APPROVAL PROCESS

Software ID:
Software Version:
EIN: 41-0128105
Name: CONNEXUS ENERGY

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ANOKA TECHNICAL COLLEGE FOUNDATION 1355 WEST HWY 10 ANOKA, MN 55303	41-6008267	501(C)(3)	10,000				DONATION TO FOUNDATION - GENERAL
INITIATIVE FOUNDATION 405 FIRST ST SE LITTLE FALLS, MN 56345	36-3451562	501(C)(3)	10,000				DONATION TO FOUNDATION - GENERAL
MERCYUNITY HOSPITAL FOUNDATION 550 OSBORNE RD FRIDLEY, MN 55432	36-3261413	501(C)(3)	8,965				DONATION TO FOUNDATION - GENERAL
GREATER TWIN CITIES UNITED WAY 404 S 8TH STREET MINNEAPOLIS, MN 55404	41-1973442	501(C)(3)	15,565				MATCH EMPLOYEE CONTRIBUTIONS
NATIONAL SPORTS CENTER 1700 105TH AVENUE NE BLAINE, MN 55449	41-1646516	501(C)(3)		80,000	OTHER	IN-KIND ELECTRICITY	GENERAL DONATION
ANOKA COUNTY DEPARTMENT OF PARKS AND RECREATION 550 BUNKER LAKE BLVD ANDOVER, MN 55304	41-6005752		25,000				WILDLIFE OUTREACH AND HERITAGE LAB FUNDING
ALEXANDRA HOUSE PO BOX 49030 BLAINE, MN 55449	41-1309977	501(C)(3)	15,300				GENERAL DONATION
ACBC FOODSHELF 2615 9TH AVE N ANOKA, MN 55303	51-0155191	501(C)(3)	21,922				DONATION TO PURCHASE WALK-IN FREEZER
ANOKA RAMSEY COMMUNITY COLLEGE FOUNDATION 11200 MISSISSIPPI BLVD COON RAPIDS, MN 55433	41-1574797	501(C)(3)	15,500				SCHOLARSHIP
AMERICAN RED CROSS 1201 WRIVERY PKWY MINNEAPOLIS, MN 55454	03-0585610	501(C)(3)	10,000				GENERAL DONATION
ANOKA COUNTY EMERGENCY FOODSHELF (NACE) PO BOX 2 CEDAR, MN 55011	31-1673282	501(C)(3)	37,388				DONATION TO PURCHASE WALK-IN FREEZER
FAMILY PATHWAYS FOODSHELF 1575 1ST AVE E BOX 272 CAMBRIDGE, MN 55008	41-1332828	501(C)(3)	41,822				DONATION TO PURCHASE WALK-IN FREEZER
GREAT RIVER GREENING 35 W WATER STREET 201 ST PAUL, MN 55107	41-1940024	501(C)(3)	5,000				GENERAL DONATION
SALVATION ARMY HEATSHARE 2445 PRIOR AVE ROSEVILLE, MN 55113	41-0698597	501(C)(3)	30,000				GENERAL DONATION
TREE TRUST 2231 EDGEWOOD AVE S ST LOUIS PARK, MN 55426	41-1291626	501(C)(3)	10,000				GENERAL DONATION
URBAN BATTLES 441 RICE STREET ST PAUL, MN 55103	26-3714692	501(C)(3)	5,000				GENERAL DONATION

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
CONNEXUS ENERGY

Employer identification number

41-0128105

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
If "Yes," to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
If "Yes," to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		No
4b	Yes	
4c		No
5a		
5b		
6a		
6b		
7		
8		
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 4B	THE FOLLOWING OFFICERS, DIRECTORS, AND HIGHEST COMPENSATED EMPLOYEES PARTICIPATED IN A NON-QUALIFIED DEFERRED COMPENSATION PLAN INVESTMENT GAINS/(LOSSES) IN COLUMN C MICHAEL BASH \$ 37,835 JOHN GASAL 9,466 TAMARA GREGORY 4,289

Software ID:
Software Version:
EIN: 41-0128105
Name: CONNEXUS ENERGY

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
MIKE RAJALA	(i)	399,006	194,058	23,970	127,202	18,993	763,229	0
	(ii)	0	0	0	0	0	0	0
MICHAEL BASH	(i)	283,752	89,193	21,049	120,856	20,567	535,417	0
	(ii)	0	0	0	0	0	0	0
MATT YSETH	(i)	210,269	68,371	18,961	54,923	20,867	373,391	0
	(ii)	0	0	0	0	0	0	0
JOHN GASAL	(i)	209,357	66,267	20,831	74,090	17,609	388,154	0
	(ii)	0	0	0	0	0	0	0
PETER MILLER	(i)	216,555	67,106	21,129	52,199	14,229	371,218	0
	(ii)	0	0	0	0	0	0	0
DON HALLER	(i)	168,542	52,626	12,808	29,391	19,842	283,209	0
	(ii)	0	0	0	0	0	0	0
TAMARA GREGORY	(i)	116,624	20,449	14,444	28,141	22,214	201,872	0
	(ii)	0	0	0	0	0	0	0
NANCY BASARA	(i)	147,065	24,254	1,400	24,008	19,717	216,444	0
	(ii)	0	0	0	0	0	0	0
LARRY NELSON	(i)	126,420	20,215	1,588	29,397	9,115	186,735	0
	(ii)	0	0	0	0	0	0	0
TOM QUIRING	(i)	120,886	20,012	1,302	18,999	19,117	180,316	0
	(ii)	0	0	0	0	0	0	0
DARRIN HELGET	(i)	129,393	7,874	1,378	18,408	20,367	177,420	0
	(ii)	0	0	0	0	0	0	0

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization CONNEXUS ENERGY

Employer identification number 41-0128105

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) FEDAC	MIKE RAJALA - DIRECTOR OF FEDAC AND CARR'S TREE AND CEO OF CONNEXUS ENERGY	592,971	CARR'S TREE SERVICE PROVIDES TREE TRIMMING SERVICES TO THE COOPERATIVE FEDAC IS THE 100% OWNER OF CARR'S TREE SERVICE		No
(2) GREAT RIVER ENERGY	DON HOLL IS A DIRECTOR FOR GREAT RIVER ENERGY AND CONNEXUS ENERGY	184,941,153	CONNEXUS ENERGY PURCHASES POWER FROM GREAT RIVER ENERGY AND IS A MEMBER		No
(3) GREAT RIVER ENERGY	JIM LEROUX IS A DIRECTOR FOR GREAT RIVER ENERGY AND CONNEXUS ENERGY	184,941,153	CONNEXUS ENERGY PURCHASES POWER FROM GREAT RIVER ENERGY AND IS A MEMBER		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
CONNEXUS ENERGY

Employer identification number

41-0128105

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	DON HOLL AND JIM LEROUX HAVE A BUSINESS RELATIONSHIP AS THEY BOTH REPRESENT CONNEXUS ENERGY ON THE GREAT RIVER ENERGY BOARD GREAT RIVER ENERGY IS OUR POWER SUPPLIER AND CONNEXUS ENERGY, AS ONE OF ITS MEMBERS, OWNS APPROXIMATELY 20% OF GRE
	FORM 990, PART VI, SECTION A, LINE 4	DURING 2012 MEMBERSHIP APPROVED THE FOLLOWING BY LAW CHANGES 1 UNDER ARTICLE III, SECTION 2(B)(1), ONLY MEMBERS WHO TAKE SERVICE AT THEIR PRIMARY RESIDENCE ARE ELIGIBLE TO SERVE ON THE BOARD OF DIRECTORS 2 UNDER ARTICLE III, SECTION 3(A), DIRECTORS ARE ELECTED BY THE GREATEST NUMBER OF VOTES CAST THE DIRECTOR DISTRICTS WERE REVISED IN 2011 THIS AMENDMENT SETS THE LENGTH OF DIRECTOR TERMS IN DISTRICT 2 FOR THE 2013 ANNUAL MEETING SO THAT IN FUTURE DIRECTOR ELECTIONS BOTH DIRECTOR TERMS IN THAT DISTRICT WILL NOT EXPIRE IN THE SAME ELECTION YEAR
	FORM 990, PART VI, SECTION A, LINE 6	CUSTOMERS WHO PURCHASE ELECTRICITY FROM THE ORGANIZATION ARE MEMBERS OF THE COOPERATIVE THERE IS ONLY ONE MEMBER CLASS
	FORM 990, PART VI, SECTION A, LINE 7A	EACH MEMBER HAS ONE VOTE
	FORM 990, PART VI, SECTION A, LINE 7B	THE BOARD OF DIRECTORS MAY SELL THE PROPERTY OF THE COOPERATIVE UPON SUCH TERMS AND CONDITIONS AS IT DEEMS APPROPRIATE AND IN THE BEST INTEREST OF THE COOPERATIVE NO SALE OF MORE THAN TWENTY-FIVE (25%) PERCENT OF THE PROPERTY OF THE COOPERATIVE SHALL BE EFFECTIVE, HOWEVER, UNLESS AUTHORIZED AT A REGULAR OR SPECIAL MEETING BY THE AFFIRMATIVE VOTE OF TWO-THIRDS (2/3) OF THE TOTAL NUMBER OF MEMBERS OF THE COOPERATIVE
	FORM 990, PART VI, SECTION A, LINE 8B	NO COMMITTEES ARE AUTHORIZED TO ACT ON BEHALF OF THE GOVERNING BODY
	FORM 990, PART VI, SECTION B, LINE 11	THE 990 INFORMATION RETURN IS MAILED TO BOARD MEMBERS A WEEK BEFORE THE BOARD MEETING IT IS REVIEWED WITH THE ENTIRE BOARD OF DIRECTORS AND SENIOR STAFF AT THE BOARD MEETING, PRIOR TO ISSUANCE
	FORM 990, PART VI, SECTION B, LINE 12C	THE BOARD OF DIRECTORS ARE COVERED BY THE CONFLICT OF INTEREST POLICY ANNUALLY, BOARD MEMBERS SIGN A CERTIFICATION THAT THEY MEET THE QUALIFICATIONS OF A BOARD MEMBER THIS CERTIFICATION INCLUDES CONFLICT OF INTEREST LANGUAGE IF A BOARD MEMBER STATES ON THE CERTIFICATION THAT THERE IS A CONFLICT, THE ENTIRE BOARD WILL REVIEW THE CONFLICT AT THAT TIME RESTRICTIONS IMPOSED ON A PERSON WITH A CONFLICT WOULD BE DEPENDENT UPON THE SPECIFIC SITUATION, AND MAY INCLUDE ABSTAINING FROM DISCUSSIONS AND VOTING AND/OR A REQUEST FOR RESIGNATION
	FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION IS BASED ON MARKET DATA FOR SIMILAR POSITIONS AT COMPARABLE COMPANIES A MARKET STUDY WAS COMPLETED IN 2012 FOR THE CEO AND FOR OTHER COOPERATIVE OFFICERS THE BOARD REVIEWS AND APPROVES THE COMPENSATION FOR THE CEO ANNUALLY
	FORM 990, PART VI, SECTION C, LINE 19	FINANCIAL STATEMENTS FOR THE PREVIOUS 5 YEARS ARE AVAILABLE ON OUR WEBSITE ALL OTHER DOCUMENTS ARE MADE AVAILABLE UPON REQUEST
	FORM 990, PART VII, COLUMN F, OTHER COMPENSATION	INCLUDED IN OTHER COMPENSATION IS THE ESTIMATED CURRENT YEAR INCREASE OR DECREASE IN THE ACTUARIAL VALUE OF THE DEFINED BENEFIT PLAN FOR THE EMPLOYEES OF THE COOPERATIVE THE CURRENT YEAR INCREASE OR DECREASE DOES NOT REPRESENT CURRENT YEAR CONTRIBUTIONS TO THE PLAN RATHER, IT IS AN ESTIMATE OF THE INCREASE OR DECREASE IN THE ACTUARIAL VALUE OF THE PLAN AS CALCULATED BY THE PLAN ACTUARY
	FORM 990, PART IX, LINE 4, BENEFITS PAID TO OR FOR MEMBERS	THE COOPERATIVE HAS INTERPRETED THE INSTRUCTIONS TO PART IX, LINE 4, TO MEAN PATRONAGE CAPITAL ALLOCATED FOR THE YEAR, RATHER THAN PATRONAGE CAPITAL RETIRED THIS IS CONSISTENT WITH THE BY-LAWS OF THE COOPERATIVE
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	CAPITAL CREDITS RETIRED -5,448,231 APPROPRIATED MARGIN 292,482 ALLOCATION OF 2012 MARGINS TO MEMBERS IN 2013 12,078,722