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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
MARDAG FOUNDATION

A Employer identification number
41-1698990

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

Room/suite
2400

B Telephone number
651/224-5463

City or town, state, and ZIP code
ST. PAUL, MN 55101

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)* ▶$ 50,824,355.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	871,188.	871,188.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,714,806.			
	b	Gross sales price for all assets on line 6a 2,650,000.				
	7	Capital gain net income (from Part IV, line 2)		1,714,806.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	47,530.	47,530.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	2,633,524.	2,633,524.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	3,200.	0.		7,950.
	b	Accounting fees STMT 4	8,847.	2,555.		9,532.
	c	Other professional fees STMT 5	231,631.	231,631.		0.
	17	Interest				
	18	Taxes STMT 6	100,959.	333.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	16,695.	0.		14,784.
	22	Printing and publications				
	23	Other expenses STMT 7	273,150.	0.		251,511.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	634,482.	234,519.		283,777.
	25	Contributions, gifts, grants paid	2,308,485.			2,087,992.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,942,967.	234,519.		2,371,769.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-309,443.			
	b	**Net investment income** (if negative, enter -0-)		2,399,005.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	275,438.	535,599.	535,599.
	2	Savings and temporary cash investments			
	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			
	7	Other notes and loans receivable ▶ 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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	46,600,002.	50,267,781.	50,267,781.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	0.	20,975.	20,975.
	16	Total assets (to be completed by all filers)	46,875,440.	50,824,355.	50,824,355.
Liabilities	17	Accounts payable and accrued expenses		77,620.	
	18	Grants payable		639,745.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 11)	0.	68,207.	
	23	Total liabilities (add lines 17 through 22)	0.	785,572.	
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	15,375,567.	15,375,567.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	31,499,873.	34,663,216.	
	30	Total net assets or fund balances	46,875,440.	50,038,783.	
	31	Total liabilities and net assets/fund balances	46,875,440.	50,824,355.	

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	46,875,440.
2	Enter amount from Part I, line 27a	2	-309,443.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	3,487,922.
4	Add lines 1, 2, and 3	4	50,053,919.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	15,136.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,038,783.

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		
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	2,650,000.		935,194.	1,714,806.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,714,806.
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 1,714,806.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 . 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,296,507.	48,714,696.	.047142
2010	2,170,887.	45,176,699.	.048053
2009	2,562,509.	41,296,228.	.062052
2008	2,947,604.	52,065,848.	.056613
2007	2,723,203.	61,606,529.	.044203

2	Total of line 1, column (d)	2	.258063
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	.051613
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	48,853,938.
5	Multiply line 4 by line 3	5	2,521,498.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,990.
7	Add lines 5 and 6	7	2,545,488.
8	Enter qualifying distributions from Part XII, line 4	8	2,371,769.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	47,980.
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	47,980.
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	47,980.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	45,859.		
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	45,859.
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	2,121.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN,ND			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.MARDAG.ORG

14 The books are in care of ▶ THE SAINT PAUL FOUNDATION Telephone no.▶651-224-5463

Located at ▶101 EAST FIFTH STREET, SUITE 2400, ST. PAUL, MN ZIP+4 ▶55101

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 N/A

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See 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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
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 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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 2012 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 2012.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
THE SAINT PAUL FOUNDATION - 101 EAST FIFTH STREET, #2400, ST PAUL, MN 55101	ADMINISTRATIVE SERVICES	295,790.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	48,793,843.
b	Average of monthly cash balances			1b	804,064.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	49,597,907.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	49,597,907.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	743,969.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	48,853,938.
6	**Minimum investment return.** Enter 5% of line 5			6	2,442,697.

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	2,442,697.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	47,980.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	47,980.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,394,717.
4	Recoveries of amounts treated as qualifying distributions			4	15,750.
5	Add lines 3 and 4			5	2,410,467.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,410,467.

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	2,371,769.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,371,769.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,371,769.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,410,467.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,275,231.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,371,769.				
a Applied to 2011, but not more than line 2a			2,275,231.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				96,538.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,313,929.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
SEE STATEMENT 14				2,087,992.
Total			▶ 3a	2,087,992.
b *Approved for future payment*				
SEE STATEMENT 14				808,750.
Total			▶ 3b	808,750.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities			14	871,188.	
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	523000	-152,340.	01	152,340.	
8 Gain or (loss) from sales of assets other than inventory			18	1,714,806.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CLASS ACTION SETTLEMENT			01	47,530.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-152,340.		2,785,864.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,633,524.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

▶ | 10/29/13 ▶ TREASURER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
XIAOYAN LUO		10/22/13		P01305207

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 220 SOUTH SIXTH STREET, SUITE 300
MINNEAPOLIS, MN 55402

Phone no. 612-376-4500

Form **990-PF** (2012)

223622
12-05-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND AND INTEREST INCOME	871,188.	0.	871,188.
TOTAL TO FM 990-PF, PART I, LN 4	871,188.	0.	871,188.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP K-1 UBI INCOME	-152,340.	-152,340.	
PARTNERSHIP K-1 MISC INCOME	152,340.	152,340.	
CLASS ACTION SETTLEMENT	47,530.	47,530.	
TOTAL TO FORM 990-PF, PART I, LINE 11	47,530.	47,530.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	3,200.	0.		7,950.
TO FM 990-PF, PG 1, LN 16A	3,200.	0.		7,950.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,847.	2,555.		9,532.
TO FORM 990-PF, PG 1, LN 16B	8,847.	2,555.		9,532.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	192,247.	192,247.		0.
TSPF INVESTMENT MGMT	39,277.	39,277.		0.
CUSTODY FEE	107.	107.		0.
TO FORM 990-PF, PG 1, LN 16C	231,631.	231,631.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES EXPENSE	48,229.	0.		0.
FOREIGN TAXES	333.	333.		0.
EXCISE TAXES DEFERRED	52,397.	0.		0.
TO FORM 990-PF, PG 1, LN 18	100,959.	333.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TSPF ADMIN SERVICES	256,513.	0.		235,362.
MEMBERSHIP DUES	5,270.	0.		5,270.
INSURANCE	4,439.	0.		4,439.
MISCELLANEOUS	2,683.	0.		2,195.
ANNUAL REPORT	4,245.	0.		4,245.
TO FORM 990-PF, PG 1, LN 23	273,150.	0.		251,511.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING METHOD	15,136.
TOTAL TO FORM 990-PF, PART III, LINE 5	15,136.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BALANCED CO-MINGLED FUND	FMV	50,267,781.	50,267,781.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,267,781.	50,267,781.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST AND DIVIDENDS RECEIVABLE	0.	20,975.	20,975.
TO FORM 990-PF, PART II, LINE 15	0.	20,975.	20,975.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAX PAYABLE	0.	8,987.
DEFERRED TAX LIABILITY	0.	59,220.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	68,207.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TIMOTHY M. OBER 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	PRESIDENT 0.75	0.	0.	0.
GRETCHEN D. DAVIDSON 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	VICE PRESIDENT 0.75	0.	0.	0.
PHYLLIS RAWLS GOFF 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	SECRETARY 0.75	0.	0.	0.
RICHARD B. OBER 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	TREASURER 0.75	0.	0.	0.
ANN MULHOLLAND 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	ADMINISTRATIVE DIRECTOR 2.50	0.	0.	0.
CHRISTINE SEARSON 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	FINANCE DIRECTOR 0.75	0.	0.	0.
JACK H. POHL 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	INVESTMENT DIRECTOR 1.00	0.	0.	0.
JANICE K. ANGELL 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	MEMBER 0.75	0.	0.	0.
CORNELIA M. EBERHART 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	MEMBER 0.75	0.	0.	0.
PAT MEDURE 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	MEMBER 0.75	0.	0.	0.
GAYLE M. OBER 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	MEMBER 0.75	0.	0.	0.

JUDGE WILHELMINA M. WRIGHT 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	MEMBER 0.75	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARDAG FOUNDATION, ATTN: GRANTS MANAGER
101 FIFTH STREET EAST, #2400
ST PAUL, MN 55101

TELEPHONE NUMBER

651-244-5463

FORM AND CONTENT OF APPLICATIONS

PRIOR TO SUBMITTING A GRANT REQUEST, APPLICANTS SHOULD REQUEST THE FOUNDATION'S APPLICATION PACKET. APPLICANTS MAY SUBMIT A LETTER OF INQUIRY DESCRIBING THE PROPOSED PROJECT.

ANY SUBMISSION DEADLINES

SUBMIT PROPOSALS 4 MONTHS PRIOR TO A BOARD MEETING. MEETINGS OCCUR IN APRIL, AUGUST AND NOVEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE TO ORGANIZATIONS LOCATED WITHIN AND SERVING THE RESIDENTS OF THE STATE OF MINNESOTA.

Mardag Foundation

Grant Commitment Schedule # MR01

1/1/2012 - 12/31/2012

7/9/2013

09:41:28

Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
11/12/2010	MRPE-10-111045	**Kootasca Community Action Inc**	13,000	(13,000)	0	0	0	0	0	0
		to help finance the operating budget of Build Your Bridge								
4/15/2011	MPE-10-114541	**Free Arts Minnesota**	10,000	0	10,000	0	0	0	0	0
		to help finance the budget of the Saint Paul Expansion of weekly Mentorship								
4/15/2011	MRPE-10-114524	**Boys & Girls Club of the Bemidji Area**	14,500	0	14,500	0	0	0	0	0
		to help finance the budget of the Volunteer Partnership project								
4/15/2011	MRPE-10-114539	**Eastern Minnesota Deacons Association Inc**	3,000	0	3,000	0	0	0	0	0
		to help finance the budget of ESL Classes for Karen Refugees								
4/15/2011	MRPE-10-114561	**Keystone Community Services**	20,000	0	20,000	0	0	0	0	0
		to help finance the budget of Hmong Youth and Families program expansion								
4/15/2011	MRPE-10-114604	**OST Minnesota**	40,000	0	20,000	0	20,000	0	0	0
		to help finance the budget of start up and early implementation								
4/15/2011	MRPE-10-114608	**Project Success-Students Undertaking Creative Control**	15,000	(15,000)	0	0	0	0	0	0
		for Program Expansion into Highland Park and Ramsey Junior High Schools								
4/15/2011	MRPE-10-114634	**Twin Cities Public Television Inc**	30,000	0	0	0	30,000	0	0	0
		to help finance the budget of Next Avenue								
4/15/2011	MRPE-10-114619	**White Earth Reservation Tribal Council**		(15,750)	(15,750)	0	0	0	0	0
		to help finance the budget of the Down On Violence Everday Community Assessment and Media project								
8/5/2011	MRPE-11-116280	**Bridging Incorporated**	5,000	(5,000)	0	0	0	0	0	0
		to help finance Project Good Night in Ramsey, Washington and Dakota Counties								
8/5/2011	MRPE-11-116289	**CommonBond Communities**	50,000	0	50,000	0	0	0	0	0
		to help finance the budget of its Open 4000 Doors matching grant								
8/5/2011	MRPE-11-116319	**Como Friends**	50,000	0	50,000	0	0	0	0	0

***Counts only include approvals within the report dates**

Mardag Foundation

Grant Commitment Schedule # MR01

1/1/2012 - 12/31/2012

7/9/2013

09:41:28

Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
8/5/2011	MRPE-11-116319	to help finance the budget of The Campaign for Como								
8/5/2011	MRPE-11-116322	**FamilyMeans**	5,000	0	5,000	0	0	0	0	0
		to help finance the budget for the Cimarron Youth Development Initiative								
8/5/2011	MRPE-11-116326	**Hastings Family Service**	23,000	0	12,000	0	11,000	0	0	0
		to help finance the budget of the Bring the Mission Home Campaign								
8/5/2011	MRPE-11-116331	**Minnesota Orchestral Association**	10,000	0	10,000	0	0	0	0	0
		to help finance the budget for the Common Chords Project								
8/5/2011	MRPE-11-116334	**Saint Paul Public Schools Foundation**	20,000	0	20,000	0	0	0	0	0
		to help finance the budget of Tutoring Partnership for Academic Excellence matching grant								
8/5/2011	MRPE-11-116341	**White Bear Center for the Arts**	15,000	0	15,000	0	0	0	0	0
		to help finance the budget of the Gateway to the Arts Capital Campaign								
11/11/2011	MRPE-11-118547	**The Link**	20,000	0	20,000	0	0	0	0	0
		to help finance the budget for Lincoln Place								
11/11/2011	MRPE-11-118549	**Neighbors, Inc.**	65,000	0	35,000	0	30,000	0	0	0
		to help finance the budget for the 40th Anniversary Capital Campaign								
11/11/2011	MRPE-11-118552	**The Refuge Network**	20,000	0	20,000	0	0	0	0	0
		to help finance the budget for a Fundraising Challenge								
11/11/2011	MRPE-11-118564	**Arts Midwest**	100,000	0	50,000	0	50,000	0	0	0
		to help finance the budget of ArtsLab								
11/11/2011	MRPE-11-118566	**Minnesota Children's Museum**	100,000	0	0	50,000	50,000	0	0	0
		to help finance the budget of the Play It Forward Capital Campaign								
11/11/2011	MRPE-11-118568	**Public Art Saint Paul**	20,000	0	20,000	0	0	0	0	0
		to help finance the budget of The Next Public Art								

Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
4/13/2012	MRPE-11-122284	**180 Degrees Inc** to help finance the budget for the Capital Campaign	0	30,000	30,000	0	0	0	0	0
4/13/2012	MRPE-11-122286	**Admission Possible** to help finance the budget of the Alumni Services Pilot Program	0	10,000	10,000	0	0	0	0	0
4/13/2012	MRPE-11-122287	**Amherst H. Wilder Foundation** to help finance the budget of Minnesota Compass	0	25,000	25,000	0	0	0	0	0
4/13/2012	MRPE-11-122288	**Amherst H. Wilder Foundation** to help finance the budget of the Saint Paul Promise Neighborhood	0	25,000	25,000	0	0	0	0	0
4/13/2012	MRPE-11-122289	**Ampersand Families** to help finance the budget of the Minnesota Heart Gallery Project	0	15,000	10,000	0	5,000	0	0	0
4/13/2012	MRPE-11-122294	**Camp Fire USA Minnesota Council** to help finance the budget of Building Youth Leaders at Granada Lakes Township in Oakdale, Minnesota	0	11,000	11,000	0	0	0	0	0
4/13/2012	MRPE-11-122297	**Carlton County, Minnesota** to help finance the budget of CHILD Network Jump Start 4 Kindergarten Expansion	0	13,925	13,925	0	0	0	0	0
4/13/2012	MRPE-11-122298	**Child Care Resources & Referral** to help finance the budget for the Continuum of Care Joint Facility Capital Campaign	0	20,000	20,000	0	0	0	0	0
4/13/2012	MRPE-11-122313	**Girl Scouts of Minnesota and Wisconsin River Valleys, Inc.** to help finance the budget of ConnectZ Initiative	0	15,000	15,000	0	0	0	0	0
4/13/2012	MRPE-11-122314	**Goodwill Industries, Inc.** to help finance the budget of the FATHER Project	0	10,000	10,000	0	0	0	0	0
4/13/2012	MRPE-11-122315	**Leonardos Basement** to help finance the budget of Growing Griggs	0	10,000	10,000	0	0	0	0	0

***Counts only include approvals within the report dates**

Mardag Foundation

7/9/2013

Grant Commitment Schedule # MR01

09:41:28

1/1/2012 - 12/31/2012

Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
4/13/2012	MRPE-11-122317	**Minnesota Computers for Schools** to help finance the budget of its Computer Refurbishing Training Program	0	10,000	10,000	0	0	0	0	0
4/13/2012	MRPE-11-122319	**Minnesota State Council on Economic Education** to help finance the budget of the Saint Paul Math and Economic Curriculum Development and Summer School 2012	0	10,000	10,000	0	0	0	0	0
4/13/2012	MRPE-11-122321	**Montessori Training Center of Minnesota Inc** to help finance the budget for the Timeless Education for a New World Capital Campaign	0	10,000	10,000	0	0	0	0	0
4/13/2012	MRPE-11-122323	**Neighborhood House** to help finance the budget for the East Side Family Center	0	15,000	15,000	0	0	0	0	0
4/13/2012	MRPE-11-122325	**Parenting Resource Center** for Michael H Seibel Family Visitation and Exchange Center, to help finance the budget of the Supporting Hope Changing the Next Generation of Children	0	20,000	20,000	0	0	0	0	0
4/13/2012	MRPE-11-122327	**Pearl Battered Womens Resource Center** to help finance the budget of Safe Start	0	10,000	10,000	0	0	0	0	0
4/13/2012	MRPE-11-122329	**Teach for America, Inc.** to help finance the budget of Program Expansion in the Twin Cities, Saint Paul Program	0	20,000	20,000	0	0	0	0	0
4/13/2012	MRPE-11-122332	**Twin Cities Urban Squash** to help finance the budget of the Beyond Walls Literacy Program	0	10,000	10,000	0	0	0	0	0
4/13/2012	MRPE-11-122334	**Union Gospel Mission Association of St. Paul** to help finance the budget of the Ober Center Capital Project - Phase II	0	30,000	30,000	0	0	0	0	0
4/13/2012	MRPE-11-122338	**White Earth Land Recovery Project** to help finance the budget of the Niijii Radio Initiative	0	15,000	15,000	0	0	0	0	0
4/13/2012	MRPE-11-122340	**Young Mens Christian Association**	0	40,000	20,000	0	20,000	0	0	0

***Counts only include approvals within the report dates**

Mardag Foundation

Grant Commitment Schedule # MR01

1/1/2012 - 12/31/2012

Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
4/13/2012	MRPE-11-122340	to help finance the budget of the Capital Campaign								
4/13/2012	MRPE-11-122344	**Amherst H. Wilder Foundation**	0	20,000	20,000	0	0	0	0	0
		to help finance the budget of Caregiver Support Services								
4/13/2012	MRPE-11-122348	**Lao Family Community of Minnesota Inc**	0	15,000	15,000	0	0	0	0	0
		to help finance the budget of Out and About for Hmong Elders								
4/13/2012	MRPE-11-122351	**Second Harvest Heartland**	0	10,000	10,000	0	0	0	0	0
		to help finance the budget of the Supplemental Nutrition Assistance Program								
4/13/2012	MRPE-11-122355	**VINE Faith in Action**	0	40,000	20,000	0	20,000	0	0	0
		to help finance the budget of Aging To The Max A Capital Campaign								
4/13/2012	MRPE-11-122357	**Forecast Public Artworks**	0	15,000	15,000	0	0	0	0	0
		to help finance the budget of Education and Community Engagement Program Development								
4/13/2012	MRPE-11-122359	**Friends of the St. Paul Public Library**	0	225,000	60,000	0	60,000	55,000	50,000	0
		to help finance the budget of A New Legacy of Learning								
4/13/2012	MRPE-11-122361	**Northern Minnesota Public Television, Inc**	0	25,000	25,000	0	0	0	0	0
		to help finance the budget of Lakeland Public Television Building for the Future								
4/13/2012	MRPE-11-122362	**Park Square Theatre Company**	0	150,000	50,000	0	50,000	50,000	0	0
		to help finance the budget of Next Stage Expansion								
4/13/2012	MRPE-11-122363	**Pew Charitable Trusts**	0	35,000	15,000	0	10,000	10,000	0	0
		to help finance the budget of the Minnesota Cultural Data Project								
4/13/2012	MRPE-12-122282	**Minnesota Council on Foundations**	0	5,555	5,555	0	0	0	0	0
		for general corporate purposes								
4/13/2012	MRPE-12-122300	**First Witness Child Abuse Resource Center**	0	13,800	13,800	0	0	0	0	0
		to finance the budget of the Exploitation/Exposure Protocol Project								

*Counts only include approvals within the report dates

Mardag Foundation

Grant Commitment Schedule # MR01

1/1/2012 - 12/31/2012

7/9/2013

09:41:28

Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
8/3/2012	MRPE-12-124471	**Amaze** to help finance the budget Statewide Expansion of Families All Matter, Early Childhood	0	10,000	10,000	0	0	0	0	0
8/3/2012	MRPE-12-124472	**Century College Foundation** to help finance the budget for On-Ramp to College	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124473	**Children's Defense Fund** Bridge to Benefits Greater Minnesota Expansion	0	40,000	40,000	0	0	0	0	0
8/3/2012	MRPE-12-124475	**Childrens Dental Services Inc** to help finance the budget of Expansion of Dental Services to Carlton County	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124476	**City of Saint Paul, Minnesota** Sprockets Out-of-School Time	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124477	**College of St. Scholastica, Inc** to help finance the budget of the Tribal Community Partnerships/American Indian Social Workers Initiative	0	16,597	16,597	0	0	0	0	0
8/3/2012	MRPE-12-124480	**Eastern Minnesota Deacons Association Inc** to help finance the budget of the Karen ESL Classes	0	0	0	0	0	0	0	0
8/3/2012	MRPE-12-124481	**McDonough Organization with Respect and Equality for People** to help finance the budget of the New Roof	0	10,500	10,500	0	0	0	0	0
8/3/2012	MRPE-12-124482	**Minnesota Coalition for Battered Women, Inc.** to help finance the budget of the "No More" Teen Leadership Project	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124483	**Peta Wakan Tipi** to help finance the budget of the Indigenous Food System	0	10,000	10,000	0	0	0	0	0
8/3/2012	MRPE-12-124484	**Saint Paul Public Schools Foundation** Tutoring for Student Success	0	15,000	0	0	15,000	0	0	0
8/3/2012	MRPE-12-124485	**ServeMinnesota**	0	19,500	19,500	0	0	0	0	0

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Mardag Foundation

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8/3/2012	MRPE-12-124485	to help finance the budget of the Minnesota Math Corps								
8/3/2012	MRPE-12-124486	**Teenwise Minnesota** Adolescent Co-Parenting Project	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124488	**Tubman** for the Capital Campaign for Harriet Tubman Center East, Phase I	0	75,000	75,000	0	0	0	0	0
8/3/2012	MRPE-12-124490	**West Side Community Health Services Inc** to help finance the budget of the New East Side Family Clinic	0	75,000	50,000	0	0	25,000	0	0
8/3/2012	MRPE-12-124493	**Young Women's Christian Association of Duluth, Minnesota** to help finance the budget of the Supporting At-Risk Families Towards Self-Sufficiency	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124496	**Young Womens Christian Association of St. Paul Minnesota** to help finance the budget of the Network Incubating Access Pilot Project	0	16,000	16,000	0	0	0	0	0
8/3/2012	MRPE-12-124497	**Hunger Solutions Minnesota** to help finance the budget of the Minnesota Food HelpLine Expansion	0	10,000	10,000	0	0	0	0	0
8/3/2012	MRPE-12-124499	**The Lutheran Home Association** to help finance the budget for Health Monitoring Technology Program	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124501	**Northwoods Hospice Respite Partners** to help finance the budget of Northwoods Memory Care Program	0	20,000	10,000	0	5,000	5,000	0	0
8/3/2012	MRPE-12-124502	**Red Lake Band of Chippewa Indians** Elderly Nutrition Project Kitchen Relocation	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124505	**White Earth Reservation Tribal Council** to help finance the budget of the Elbow Lake Elderly Nutrition Program Renovation Project	0	10,000	10,000	0	0	0	0	0
8/3/2012	MRPE-12-124506	**Bedlam Theatre**	0	30,000	30,000	0	0	0	0	0

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Mardag Foundation

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8/3/2012	MRPE-12-124506	to help finance the budget of Bedlam Theatre St. Paul Social								
8/3/2012	MRPE-12-124508	**The Grand Center for Arts & Culture Inc** to help finance the budget of Capital Renovation Project	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124509	**Historic St Paul Corporation** to help finance the budget of Tour Saint Paul Web and Mobile Project	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124512	**Skylark Opera** to help finance of a Challenge Grant	0	10,000	0	0	10,000	0	0	0
8/3/2012	MRPE-12-124514	**Zeitgeist** Support the purchase of a Steinway B Grand Piano	0	15,000	15,000	0	0	0	0	0
8/3/2012	MRPE-12-124516	**Duluth Superior Area Community Foundation Inc** to help finance the 2012 Northern Minnesota Flood Immediate Response Fund	0	10,000	10,000	0	0	0	0	0
11/9/2012	MRPE-12-126133	**Athletes Committed to Educating Students** to help finance the budget of the ACES Saint Paul Expansion Project	0	10,000	10,000	0	0	0	0	0
11/9/2012	MRPE-12-126135	**Bridges of Hope** to help finance the budget of the Side by Side Mentor Program	0	10,000	10,000	0	0	0	0	0
11/9/2012	MRPE-12-126138	**Catholic Charities of the Archdiocese of St. Paul and** to help finance the budget of the Helping Families Succeed - Fort Road Flats Service Coordinator Project	0	20,000	10,000	0	10,000	0	0	0
11/9/2012	MRPE-12-126141	**Childrens Home Society & Family Services** to help finance the budget of Organizational Transition - Innovation in Adoption	0	40,000	20,000	0	20,000	0	0	0
11/9/2012	MRPE-12-126143	**Childrens Law Center of Minnesota** to help finance the budget of the Ramsey County Permanency Project	0	15,000	15,000	0	0	0	0	0

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Mardag Foundation

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1/1/2012 - 12/31/2012

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Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
11/9/2012	MRPE-12-126146	**Community Dental Care Inc** to help finance the budget of the Rochester Clinic	0	25,000	25,000	0	0	0	0	0
11/9/2012	MRPE-12-126148	**Domestic Abuse Intervention Programs** to help finance the budget of the Safe Transitions Healthy Families Program	0	15,000	15,000	0	0	0	0	0
11/9/2012	MRPE-12-126149	**East Metro Womens Council** to help finance the budget of Evidence-Based Parenting Education for Formerly Homeless Families	0	45,000	20,000	0	15,000	10,000	0	0
11/9/2012	MRPE-12-126151	**Emma Norton Services** to finance the budget of the challenge grant	0	15,000	0	0	15,000	0	0	0
11/9/2012	MRPE-12-126153	**Evergreen Youth & Family Services Inc** to help finance the budget of the Congregate Housing with Services	0	15,000	15,000	0	0	0	0	0
11/9/2012	MRPE-12-126154	**Face to Face Health and Counseling Service Inc** for Building Renovations	0	10,000	10,000	0	0	0	0	0
11/9/2012	MRPE-12-126155	**FamilyWise Services** to help finance the budget of the Next Phase Teen Parenting Education Expansion	0	10,000	10,000	0	0	0	0	0
11/9/2012	MRPE-12-126157	**Immigrant Law Center of Minnesota Inc** to help finance the budget of the DREAMers Immigration Project	0	25,000	25,000	0	0	0	0	0
11/9/2012	MRPE-12-126158	**Inver Hills Community College Foundation** to help finance the budget of Leading and Developing Readiness	0	30,000	15,000	0	15,000	0	0	0
11/9/2012	MRPE-12-126159	**Leech Lake Tribal College** for the Library Learning Center	0	20,000	20,000	0	0	0	0	0
11/9/2012	MRPE-12-126160	**Men as Peacemakers** to help finance the budget of the Community Restorative Circles Program	0	16,300	16,300	0	0	0	0	0
11/9/2012	MRPE-12-126161	**Project FINE Inc** to help finance the budget of the Early Childhood Initiative	0	15,000	15,000	0	0	0	0	0

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Mardag Foundation

Grant Commitment Schedule # MR01

1/1/2012 - 12/31/2012

7/9/2013

09:41:28

Fund Type: Unrestricted+

Approved Date	Grant Number	Grantee	Unpaid 1/1/2012	Approved Amount	Paid 2012	2012	2013	2014	2015	2016>
11/9/2012	MRPE-12-126164	**Reach Out and Read Inc** to help finance the budget of the Partnership with Minnesota Initiative Foundations	0	15,000	15,000	0	0	0	0	0
11/9/2012	MRPE-12-126216	**Ruths House of Hope** for the Transitional Shelter Program Renovations	0	20,000	15,000	0	5,000	0	0	0
11/9/2012	MRPE-12-126218	**Salem Lutheran Church, Deerwood MN** for Thrift Store Capital Support	0	10,000	10,000	0	0	0	0	0
11/9/2012	MRPE-12-126219	**Science Museum of Minnesota** to help finance the budget of the Kitty Andersen Youth Science Center Middle School Program	0	20,000	10,000	0	0	5,000	5,000	0
11/9/2012	MRPE-12-126220	**The Saint Paul Foundation** to help finance the budget for the Community Sharing Fund	0	50,000	50,000	0	0	0	0	0
11/9/2012	MRPE-12-126221	**The Saint Paul Foundation** to help finance the budget of the Management Improvement Fund	0	50,000	50,000	0	0	0	0	0
11/9/2012	MRPE-12-126222	**The Saint Paul Foundation** to help finance the budget of Numbers Work!	0	50,000	50,000	0	0	0	0	0
11/9/2012	MRPE-12-126223	**Think Small** to help finance the budget of the Saint Paul Promise Neighborhood Early Childhood Inclusion	0	10,000	10,000	0	0	0	0	0
11/9/2012	MRPE-12-126224	**Twin Cities Habitat for Humanity Inc** to help finance the budget of the Community Development Initiative	0	30,000	0	0	10,000	10,000	10,000	0
11/9/2012	MRPE-12-126225	**Ujamaa Place** to help finance the budget of the Ujamaa Place Campaign	0	20,000	20,000	0	0	0	0	0
11/9/2012	MRPE-12-126226	**Carondelet Village Inc** to help finance the budget Breaking Down Barriers/Holistic Health and Wellness for Seniors	0	10,000	10,000	0	0	0	0	0

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Mardag Foundation

7/9/2013

Grant Commitment Schedule # MR01

09:41:28

1/1/2012 - 12/31/2012

11/9/2012	MRPE-12-126228	**Community Resource Connection Inc**	0	22,750	0	0	22,750	0	0	0
		to help finance the budget of the Beyond the Annual Exam								
11/9/2012	MRPE-12-126229	**DARTS**	0	20,000	20,000	0	0	0	0	0
		to help finance the budget of the Strategic Transition								
11/9/2012	MRPE-12-126230	**Ecumen Foundation**	0	10,000	10,000	0	0	0	0	0
		to help finance the budget of the Stay in Your Home Program								
11/9/2012	MRPE-12-126231	**Lutheran Social Service of Minnesota**	0	15,315	15,315	0	0	0	0	0
		to help finance the budget of the Senior Nutrition Equipment Replacement								
11/9/2012	MRPE-12-126232	**Store to Door**	0	10,000	10,000	0	0	0	0	0
		to help finance the budget of Service Expansion								
11/9/2012	MRPE-12-126233	**Duluth Childrens Museum Inc**	0	20,000	20,000	0	0	0	0	0
		to help finance the budget of Third Thursday								
11/9/2012	MRPE-12-126234	**Minnesota Theater Alliance**	0	10,000	10,000	0	0	0	0	0
		to help finance the budget of Minnesota Audience Development Exchange								
11/9/2012	MRPE-12-126235	**Springboard for the Arts**	0	15,000	15,000	0	0	0	0	0
		to help finance the budget of Creative Placemaking								
11/9/2012	MRPE-12-126236	**Neighborhood Development Alliance, Inc.**	0	15,000	15,000	0	0	0	0	0
		to help finance the budget of the REDA Programs Transition Project								
11/9/2012	MRPE-12-126237	**The Trust For Public Land**	0	50,000	25,000	0	25,000	0	0	0
		to help finance the budget for Frogtown Park and Farm								
	Fund Breakdown	**MR01 - MARDAG FOUNDATION Fund**								
	99	Grant	648,500	2,232,492	2,072,242	50,000	523,750	170,000	65,000	0
	99	**Total for. MR01**	**648,500**	**2,232,492**	**2,072,242**	**50,000**	**523,750**	**170,000**	**65,000**	**0**

Add Grant Returns:	$15,750
Total Grants Paid	$2,087,992

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