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

OMB No 1545-0052

2012

Open to Public Inspection

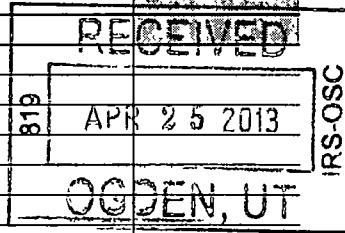
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation Red Wing Shoe Company Foundation		A Employer identification number 41-6020177
Number and street (or P O box number if mail is not delivered to street address) 314 Main Street	Room/suite	B Telephone number (see instructions) 651-388-8211
City or town, state, and ZIP code Red Wing, MN 55066		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 158,719	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	600,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	0	
	4 Dividends and interest from securities	4,143	4,143		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	48,011			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		48,011		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	652,154	52,154			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	52	52		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	371	371		
	24 Total operating and administrative expenses. Add lines 13 through 23	423	423		
	25 Contributions, gifts, grants paid	601,756			601,756
26 Total expenses and disbursements. Add lines 24 and 25	602,179	423		601,756	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	49,975				
b Net investment income (if negative, enter -0-)		51,731			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	36,852	5,016	5,016
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	73,431	155,242	153,703
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	110,283	160,258	158,719
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	110,283	160,258	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	110,283	160,258	
	31 Total liabilities and net assets/fund balances (see instructions)	110,283	160,258	

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	110,283
2 Enter amount from Part I, line 27a	2	49,975
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	160,258
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	160,258

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 Please see attached				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	48,011
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	709,494	296,864	2.41436
2010	577,446	232,339	2.48536
2009	478,785	208,540	2.29589
2008	501,781	195,243	2.55694
2007	488,354	215,817	2.26282
2 Total of line 1, column (d)			2 12.01537
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 2.40307
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 299,305
5 Multiply line 4 by line 3			5 719,251
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 517
7 Add lines 5 and 6			7 719,768
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 601,656

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	517	00
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	00
3	Add lines 1 and 2	3	517	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	517	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	517	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓	
14	The books are in care of ► Kellie Steinre Telephone no ► 651.388.8211 Located at ► 314 Main Street Red Wing, MN ZIP+4 ► 55066			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No ✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) 2b		✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> 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.) 3b		✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b		✓

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

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

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

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

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

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

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

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? .

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
William J. Sweasy				
314 Main Street Red Wing, MN 55066	CEO - 4 hrs / yr	0	0	0
Suzanne Blue				
314 Main Street Red Wing, MN 55066	Director - 2 hrs / yr	0	0	0
Carol Sweasy				
314 Main Street Red Wing, MN 55066	Director - 2 hrs / yr	0	0	0
Kellie Steiner				
314 Main Street Red Wing, MN 55066	Officer - 20 hrs / yr	0	0	0

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

[illegible]**Total number of other employees paid over \$50,000**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
.....		
.....		
.....		
.....		
.....		
.....		

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	153,305
b	Average of monthly cash balances	1b	150,558
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	303,863
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	303,863
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,558
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	299,305
6	Minimum investment return. Enter 5% of line 5	6	14,965

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	14,965
2a	Tax on investment income for 2012 from Part VI, line 5	2a	517
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	517
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,448
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,448
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,448

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	601,756
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	601,756
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	517
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	601,239

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				14,448
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	447,465			
b From 2008	492,053			
c From 2009	468,656			
d From 2010	565,889			
e From 2011	694,864			
f Total of lines 3a through e	2,668,927			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 601,239				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				14,448
e Remaining amount distributed out of corpus	586,791			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,255,748			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	447,465			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,808,253			
10 Analysis of line 9:				
a Excess from 2008	492,053			
b Excess from 2009	468,656			
c Excess from 2010	565,889			
d Excess from 2011	694,864			
e Excess from 2012	586,791			

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 % 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).)
- 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.

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:

Ms. Kellie Steiner 314 Main Street Red Wing, MN 55066

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

Letter

- c** Any submission deadlines:

None

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

No grants to individuals Primary support to organizations impacting Red Wing, MN; Potosi, MO, & Danville, KY

Part XV **Supplementary Information** (continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i>					
Please see attached					
Total				3a	601,981
b <i>Approved for future payment</i>					
Total				3b	

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	4,143	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	48,011	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				52,154	
13	Total. Add line 12, columns (b), (d), and (e)				52,154	

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

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

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

b If "Yes," complete the following schedule.

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

Signature of officer or trustee Laurita J. Steiner Date 4/22/13 Title Secretary

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

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012**Name of the organization****Employer identification number**

Red Wing Shoe Company Foundation

41-6020177

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Red Wing Shoe Company Foundation	Employer identification number 41-6020177
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	Red Wing Shoe Company, Inc 314 Main Street Red Wing, MN 55066	\$ 600,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization Red Wing Shoe Company Foundation	Employer identification number 41-6020177
---	---

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	NONE ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----

Name of organization Red Wing Shoe Company Foundation	Employer identification number 41-6020177
---	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

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

RED WING SHOE COMPANY FOUNDATION

GRANTS AND DISTRIBUTIONS

2012

DATE	CHECK #	PAID TO	PURPOSE	AMOUNT
2/24/2012	2703	Special Olympics MN	Local Area #10	\$ 250.00
2/24/2012	2704	Hastings Family Service		\$ 250.00
2/24/2012	2705	Best Prep MN Business Venture		\$ 1,000.00
2/24/2012	2706	Prescott Foundation	General Fund	\$ 500.00
4/10/2012	2707	Anderson Center	Residency program	\$ 2,000.00
4/10/2012	2708	Boy Scouts of America/Gamehaven Council	General Fund	\$ 1,200.00
4/10/2012	2709	Heart of Kentucky United Way	Employee Match	\$ 12,000.00
4/10/2012	2710	Girls On The Run Bluff Country		\$ 1,000.00
4/23/2012	2771	Big City Mountaineers		\$ 25,000.00
4/27/2012	2772	Science Museum of Minnesota	Capital Campaign	\$ 30,000.00
5/7/2012	2775	Faith In Action		\$ 500.00
6/11/2012	2776	RW Arts Association	Summer Arts Program	\$ 6,000.00
6/11/2012	2777	Marine Toys for Tots Foundation	General Fund	\$ 1,200.00
6/11/2012	2778	Noontime Kiwanis Foundation	Community improvement	\$ 4,000.00
6/11/2012	2779	Junior Achievement	BizTown Program	\$ 7,000.00
6/11/2012	2780	Minnesota Orchestra		\$ 1,500.00
6/29/2012	2819	Environmental Learning Center	Environmental Education	\$ 255,000.00
9/28/2012	2820	Sheldon Theatre	General Fund	\$ 50,000.00
9/28/2012	2821	Red Wing Youth Outreach		\$ 5,000.00
9/28/2012	2822	Lake City ELP	Environmental Education	\$ 3,000.00
11/30/2012	2847	United Way of Red Wing		\$ 60,000.00
11/30/2012	2848	Hispanic Outreach		\$ 5,000.00
12/28/2012	2849	Red Wing Family YMCA	Annual campaign	\$ 20,000.00
12/28/2012	2850	Care Clinic		\$ 10,000.00
12/28/2012	2851	Science Museum of Minnesota	General Operating	\$ 6,000.00
12/28/2012	2852	Cannon River Watershed Partnership		\$ 1,000.00
12/28/2012	2853	MN Historical Society	Traveling History Player F	\$ 3,400.00
12/28/2012	2854	Red Wing Schools	Robotics	\$ 3,000.00
12/28/2012	2855	ArtReach, Inc		\$ 2,000.00
12/28/2012	2856	Big City Mountaineers		\$ 40,000.00
				\$ 556,800.00

Partners In Sharing Requests

2012

Ck #	Organization	Amount	Paid
2671	Anderson Center	\$350	1/31/2012
2672	Anderson Center	\$50	1/31/2012
2673	Catholic Charities of St Paul & Mpls	\$25	1/31/2012
2674	Church World Service / CROP	\$25	1/31/2012
2675	Connecting Connection	\$25	1/31/2012
2676	Convent of the Visitation School	\$200	1/31/2012
2677	Courage Center	\$25	1/31/2012
2678	Crohns & Colitis Foundation of America	\$100	1/31/2012
2679	Down Syndrome Association of Charlotte	\$500	1/31/2012
2680	Edina Community Foundation	\$100	1/31/2012
2681	Faith in Action in Red Wing	\$25	1/31/2012
2682	Food For The Poor, Inc	\$50	1/31/2012
2683	Friends of the Boundary Waters	\$50	1/31/2012
2684	Goodhue County Habitat for Humanity	\$25	1/31/2012
2685	Habitat for Humanity International, Inc	\$100	1/31/2012
2686	Luther College	\$300	1/31/2012
2687	Metropolitan Symphony	\$100	1/31/2012
2688	Minnesota Orchestra	\$100	1/31/2012
2689	Minnesota Public Radio	\$140	1/31/2012
2690	National Multiple Sclerosis Society	\$25	1/31/2012
2691	Red Wing Arts Association	\$300	1/31/2012
2692	Spanish Education Fund	\$100	1/31/2012
2693	Special Olympics New Mexico	\$300	1/31/2012
2694	St Catherine University	\$75	1/31/2012
2695	The Nature Conservancy	\$100	1/31/2012
2696	Twin Cities Public Television, Inc	\$25	1/31/2012
2697	Under The Rainbow Child Care Center	\$25	1/31/2012
2698	Habitat for Humanity of McLean Co	\$500	1/31/2012
2699	Hope Coalition	\$275	1/31/2012
2700	Ralph J Stolle Countryside YMCA	\$500	1/31/2012
2701	Red Wing Arts Association	\$450	1/31/2012
2702	Art Reach	\$2,000	1/31/2012
2711	American Cancer Society	\$75	4/16/2012
2712	Anderson Center	\$100	4/16/2012
2713	Anti-Defamation League	\$500	4/16/2012
2714	Arnell Memorial Humane Society	\$30	4/16/2012
2715	AUSA - Association of the U S Army	\$200	4/16/2012
2716	Caring Bridge	\$100	4/16/2012
2717	Carpenter St Croix Valley Nature Center	\$100	4/16/2012
2718	Children's Health Care Foundation	\$410	4/16/2012
2719	Courage Center	\$40	4/16/2012
2720	Department of Natural Resources	\$25	4/16/2012
2721	Ellsworth Community School Dist Foundation	\$2,000	4/16/2012
2722	Friends of Animal Adoptions, Inc	\$30	4/16/2012
2723	Friends of the Sheldon	\$500	4/16/2012
2724	Gamehaven Council, Inc	\$1,000	4/16/2012
2725	Gillette Children's Speciality Health Care	\$50	4/16/2012
2726	Goodhue County Christmas Project	\$375	4/16/2012
2727	Goodhue County Historical Society	\$175	4/16/2012
2728	Goodhue County Habitat for Humanity	\$50	4/16/2012
2729	Greater Minneapolis Crisis Nursery	\$100	4/16/2012
2730	Guthrie Theater Foundation	\$25	4/16/2012
2731	Hastings Family Services	\$40	4/16/2012
2732	Holderness School	\$100	4/16/2012
2733		\$525	4/16/2012
2734	Humane Society of Goodhue County	\$525	4/16/2012
2735	Hunger Prevention Council of Pierce County	\$125	4/16/2012
2736	Jackson County Humane Society	\$30	4/16/2012
2737	Listening House of St Paul, Inc	\$100	4/16/2012
2738	Mann Humane Society	\$30	4/16/2012
2739	Meth-Wick Community	\$200	4/16/2012
2740	Minneapolis Society of Fine Arts	\$75	4/16/2012
2741	Minnesota Chorale	\$50	4/16/2012
2742	Minnesota Zoo Foundation	\$250	4/16/2012
2743	MN Elk's Youth Camp	\$100	4/16/2012
2744	National Multiple Sclerosis Society	\$30	4/16/2012
2745	Red Wing Area Seniors, Inc	\$125	4/16/2012
2746	Red Wing Arts Association	\$450	4/16/2012
2747	Red Wing Family YMCA	\$290	4/16/2012
2748	Second harvest Heartland	\$225	4/16/2012
2749	Sharing & Caring Hands	\$50	4/16/2012
2750	St John's University	\$1,000	4/16/2012
2751	St Paul's Monastery	\$1,000	4/16/2012
2752	The Friends of the St Paul Public Library	\$50	4/16/2012
2753	The Learning Circle	\$25	4/16/2012
2754	Toys For Tots Foundation	\$75	4/16/2012
2755	Twin Cities Public Television, Inc	\$210	4/16/2012

Ck #	Organization	Amount	Paid
2756	University of MN Foundation	\$200	4/16/2012
2757	University of WI River Falls Foundation	\$50	4/16/2012
2758	Williams College	\$100	4/16/2012
2760	American Cancer Society	\$5,105	4/16/2012
2761	Red Wing Arts Association	\$500	4/16/2012
2762	Hope Gospel Mission	\$75	4/16/2012
2753	Marine Toys for Tots Foundation	\$375	4/16/2012
2764	Burnside Pluckies 4-H Club	\$250	4/16/2012
2765	Red Wing Amateur Hockey Association	\$500	4/16/2012
2766	Fairview Red Wing Auxiliary	\$500	4/16/2012
2767	Red Wing Basketball Association	\$500	4/16/2012
2768	United Way of GWP	\$25	4/16/2012
2769	Rotary	\$250	4/16/2012
2770	United Way of Hastings	\$500	4/16/2012
2781	American Cancer Society	\$25	6/22/2012
2782	American Heart Association	\$100	6/22/2012
2783	American Red Cross	\$25	6/22/2012
2784	Animal Care Center of St John	\$100	6/22/2012
2785	Animal Human Society	\$30	6/22/2012
2786	Camp Kudzu, Inc	\$55	6/22/2012
2787	Connecting Connection	\$120	6/22/2012
2788	Face Aids	\$50	6/22/2012
2789	Fairview Foundation	\$25	6/22/2012
2790	Friends of the Sheldon	\$100	6/22/2012
2791	Gustavus Adolphus College Cross Country	\$500	6/22/2012
2792	Junior Achievement of the Upper Midwest	\$50	6/22/2012
2793	March of Dimes	\$35	6/22/2012
2794	Minneapolis Society of Fine Arts	\$75	6/22/2012
2795	Minnesota Historical Society	\$55	6/22/2012
2796	Minnesota Public Radio	\$300	6/22/2012
2797	National Child Safety Council (Goodhue Cty)	\$78	6/22/2012
2798	National Multiple Sclerosis Society	\$316	6/22/2012
2799	Red Wing Arts Association	\$150	6/22/2012
2800	Red Wing Family YMCA	\$100	6/22/2012
2801	Red Wing Youth Outreach	\$135	6/22/2012
2802	Salvation Army	\$25	6/22/2012
2803	Smile Train	\$250	6/22/2012
2804	U S Naval Academy Foundation	\$2,000	6/22/2012
2805	Vasa Lutheran Church	\$40	6/22/2012
2806	University of WI River Falls Foundation	\$25	6/22/2012
2807	Vasa Lutheran Church	\$100	6/22/2012
2808	Wounded Warrior Project	\$1,000	6/22/2012
2809	Red Wing Youth Baseball Association	\$1,075	6/22/2012
2810	Camp Kudzu, Inc	\$500	6/22/2012
2811	Friends of the Sheldon	\$350	6/22/2012
2812	First United Methodist Church	\$75	6/22/2012
2813	Gustavus Adolphus College Cross Country	\$500	6/22/2012
2814	Feed My Starving Children	\$50	6/22/2012
2815	Boy Scouts of America - Troop 620	\$500	6/22/2012
2816	Vasa Lutheran Church	\$750	6/22/2012
2817	Red Wing Environmental Learning Center	\$500	6/22/2012
2818	Maiden Rock Area Community Association	\$500	6/22/2012
2824	American Diabetes Association	\$25	9/28/2012
2825	American Heart Association	\$100	9/28/2012
2826	Angel Foundation	\$115	9/28/2012
2827	Camp Catch-Ya-Breath	\$591	9/28/2012
2828	Faith In Action	\$25	9/28/2012
2829	Miami University	\$50	9/28/2012
2830	Minnesota Public Radio	\$25	9/28/2012
2831	Red Wing Area Food Shelf	\$25	9/28/2012
2832	Red Wing Arts Association	\$150	9/28/2012
2833	Stout University Foundation, Inc	\$350	9/28/2012
2834	Twin Cities Public Television, Inc.	\$60	9/28/2012
2835	Fairview Red Wing Health Services	\$1,000	9/28/2012
2836	First United Methodist Church	\$75	9/28/2012
2837	Goodhue County Master Gardeners	\$500	9/28/2012
2838	MN Elk's Youth Camp	\$1,200	9/28/2012
2839	Pierce County 4-H	\$1,000	9/28/2012
2840	Rochester Catholic Schools	\$500	9/28/2012
2841	American Cancer Society	\$100	9/28/2012
2842	American Diabetes Association	\$50	9/28/2012
2843	American Cancer Society	\$25	9/28/2012
2844	American Cancer Society	\$60	9/28/2012
2845	American Cancer Society	\$1,006	9/28/2012
2846	American Cancer Society	\$25	9/28/2012
Grand Total		\$45,181	

RED WING SHOE COMPANY FOUNDATION

FORM 990 PF PART IV LINE 2

2009

COMPANY	SHARES	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	SALES	COST	GAIN (LOSS)
AMGEN INC	350	P	12/21/1993	03/29/12	\$ 23,221	\$ 1,986	\$ 21,235
LSI Logic Corp	28	P	4/2/2007	03/29/12	\$ 178	\$ 137	\$ 41
ALCATEL LUCENT TECHNOLOGIES	97	P	2/2/2000	03/29/12	\$ 164	\$ 27,435	\$ (27,271)
MERCK	992	P	8/14/1990	03/29/12	\$ 37,244	\$ 27,764	\$ 9,480
TCF FINANCIAL CORP	1600	P	2/28/1995	03/29/12	\$ 18,881	\$ 8,317	\$ 10,564
CHEVRONTXACO	400	P	6/1/1990	03/29/12	\$ 41,754	\$ 7,794	\$ 33,960
							\$ -
	3,089				\$ 121,442	\$ 73,431	\$ 48,011