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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

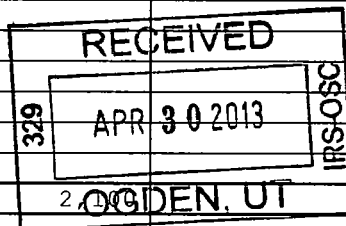
, 2012, and ending

, 20

Name of foundation Minnesota Power Foundation		A Employer identification number 56-2560595
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 218-355-3837
City or town, state, and ZIP code Duluth, MN 55802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 1,238,481	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	750,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,100	2,100		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	752,100	2,100			
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)	41	41		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	24,122	703		23,419
	24 Total operating and administrative expenses. Add lines 13 through 23	24,163	744		23,419
	25 Contributions, gifts, grants paid	983,948			983,948
26 Total expenses and disbursements. Add lines 24 and 25	1,008,111	744		1,007,367	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-256,011				
b Net investment income (if negative, enter -0-)		1,356			
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 16 2013



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		34,155	11,043	11,043
	2	Savings and temporary cash investments		1,460,337	1,227,438	1,227,438
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,494,492	1,238,481	1,238,481
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		440,000	442,900	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			440,000	442,900	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,494,492	1,238,481	
	25	Temporarily restricted		-440,000	-442,900	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)			1,054,492	795,581
	31	Total liabilities and net assets/fund balances (see instructions)			1,494,492	1,238,481

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,054,492
2	Enter amount from Part I, line 27a	2	-256,011
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	798,481
5	Decreases not included in line 2 (itemize) ▶ INCREASE IN GRANTS PAYABLE	5	2,900
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	795,581

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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		
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	1,097,613	1,114,640	0.9847
2010	709,162	606,383	1.1695
2009	756,546	531,832	1.4225
2008	933,967	557,290	1.6759
2007	871,122	411,866	2.1151
2 Total of line 1, column (d)			2 7.3677
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 1.4735
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,042,649
5 Multiply line 4 by line 3			5 1,536,343
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14
7 Add lines 5 and 6			7 1,536,357
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,007,367

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

1 a	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 type="checkbox"/> and enter 1% of Part I, line 27b	1	27
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	27
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	27
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6 a	
b	Exempt foreign organizations - tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	
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	27
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
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MINNESOTA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 ▶		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
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?	<input type="checkbox"/> Yes <input checked="" 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	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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	1,058,527
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,058,527
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,058,527
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,878
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,042,649
6	Minimum investment return. Enter 5% of line 5	6	52,132

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	52,132
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,105
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	52,105
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	52,105

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,007,367
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,007,367
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,007,367

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				52,105
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	850,934			
b From 2008	906,353			
c From 2009	730,016			
d From 2010	678,857			
e From 2011	1,041,908			
f Total of lines 3a through e	4,208,068			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 1,007,367				
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				52,105
e Remaining amount distributed out of corpus . .	955,262			
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	5,163,330			
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) . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	850,934			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,312,396			
10 Analysis of line 9				
a Excess from 2008 . . .	906,353			
b Excess from 2009 . . .	730,016			
c Excess from 2010 . . .	678,857			
d Excess from 2011 . . .	1,041,908			
e Excess from 2012 . . .	955,262			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling **N/A**

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(ii)					
(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 SCHEDULE 4

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

SEE SCHEDULE 4

c Any submission deadlines.

SEE SCHEDULE 4

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

SEE SCHEDULE 4

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

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> SEE SCHEDULE 5				983,948
Total			▶ 3a	983,948
b <i>Approved for future payment</i> SEE SCHEDULE 6				442,900
Total			▶ 3b	442,900

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	2,100	
4 Dividends and interest from securities						
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						
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)					2,100	
13 Total. Add line 12, columns (b), (d), and (e)						2,100

(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)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee

Date _____

TREASURER
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed	PTIN
-------------------------------------------------	------

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

Minnesota Power Foundation

56-2560595

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization

Employer identification number

Minnesota Power Foundation

56-2560595

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	ALLETE, INC. 30 WEST SUPERIOR ST. DULUTH, MN 55802-2093	\$ 750,000.00	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

Minnesota Power Foundation

56-2560595

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
---	----- ----- ----- -----	\$ -----	-----
(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

Employer identification number

Minnesota Power Foundation

56-2560595

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

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

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

Minnesota Power Foundation
2012
Form 990-PF

56-2560595

Part I

Line 23(a)

	Expense	Net	Adjusted	Charitable
	per Books	Investment	Net Income	Purposes
Other expenses	<u>Col A</u>	<u>Col B</u>	<u>Col C</u>	<u>Col D</u>
Insurance	1,625			1,625
Dues	5,900			5,900
Outside Administrator	6,000			6,000
Outside Computer Services	2,981			2,981
Advertising	3,113			3,113
Bank fees	703	703		-
Other	3,800			3,800
Total	24,122	703	-	23,419

Schedule 1

Minnesota Power Foundation
2012
Form 990-PF

56-2560595

Part I
Line 18

	Expense per Books <u>Col A</u>	Net Investment Income <u>Col B</u>	Adjusted Net Income <u>Col C</u>	Charitable Purposes <u>Col D</u>
Taxes				
Excise taxes	41	41		
Total	41	41	-	-

Schedule 1A

Minnesota Power Foundation

56-2560595

Form 990-PF

Part VII-A
Question 10

Substantial Contributor List:

- 1) ALLETE, Inc.
30 West Superior Street
Duluth, MN 55802

Schedule 2

**Minnesota Power Foundation
Form 990-PF
Part VIII Line 1**

FEIN: 56-2560595

Line 1a and 1b: Board Membership

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

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

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

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

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

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

Line 1e: Expense Accounts: None

**Minnesota Power Foundation
Form 990PF 2012**

FEIN: 56-2560595

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

Line 2 (a)

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

2 (b)

Applicants must submit the following information:

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

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

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

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

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

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

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

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

INCLUDE THE FOLLOWING ATTACHMENTS:

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

2 (c)

Grant applications are accepted and reviewed throughout the year.

2 (d)

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

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

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

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

EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

Date	Name of Applicant	Address	City, State Zip	Paid	Project Title
12/10/2012	Animal Allies Humane Society	4006 Airport Rd	Duluth, MN 55811	\$750	Humane Education School Resource Materials
10/1/2012	Aurora Fire Department	16 West 2nd Ave N	Aurora, MN 55705	\$1,500	Track rig equipment
9/18/2012	Barnum Area Flood Relief Project	c/o Barnum United Methodist Church	Barnum, MN 55707	\$1,500	Barnum Area Flood Relief
3/16/2012	Birch Grove Foundation	PO Box 2242	Tofte, MN 55615	\$500	Tofte 4th of July
1/9/2012	Birch Grove Foundation	PO Box 2242	Tofte, MN 55615	\$1,000	Community Education Program
6/1/2012	Center Against Sexual & Domestic Abuse	2231 Catlin Ave	Superior, WI 54880	\$50,000	New Beginnings Capital Campaign
1/16/2012	Chisholm Community Foundation	4 SW 3rd Ave	Chisholm, MN 55719	\$1,000	Annual Contribution
2/23/2012	Churches United in Ministry	102 W Second St	Duluth, MN 55802	\$1,450	Food Share Month
9/19/2012	City of Backus	PO Box 44	Backus, MN 56435	\$1,000	City Park Improvement Project
2/27/2012	City of Cuyuna	PO Box 191	Deerwood, MN 56444	\$1,500	Track Park and Trailhead Facility
9/21/2012	City of Randall	PO Box 229	Randall, MN 56475	\$300	Warning Siren
4/25/2012	Clarissa Senior Citizens	402 Main Street W	Clarissa, MN 556741	\$750	Kitchen equipment
12/10/2012	Cloquet Educational Foundation	302 14th St	Cloquet, MN 55720	\$1,000	annual support
4/2/2012	Cook County Emergency Management	611 6th Ave E	Grand Marais, MN 55604	\$3,000	Emergency Management Conference
4/5/2012	Cook County High School Band	101 W 5th Street	Grand Marais, MN 55604	\$1,000	Graceland Performance
2/20/2012	Denfeld Hunters- FIRST Robotics Team	4405 West 4th Street	Duluth, MN 55807	\$1,000	Robotics Team Competition
9/18/2012	Duluth Amateur Hockey Association	120 S 30th Ave W	Duluth, MN 55806	\$1,000	Youth hockey program
1/3/2012	Duluth East Daredevils	301 N 40th Ave E	Duluth, MN 55804	\$3,000	Duluth Daredevils Robotics Team
5/4/2012	Duluth East Daredevils	301 N 40th Ave E	Duluth, MN 55804	\$2,000	National Competition
5/31/2012	Duluth Festival Opera	222 East Superior Street	Duluth, MN 55802	\$500	Duluth Festival Opera's "Summer OperaFest"
8/15/2012	Duluth LISC	202 W Superior Street #401	Duluth, MN 55802	\$10,000	Community Development support
2/1/2012	Duluth Superior Area Community Foundation	Zetinger Arts Building	Duluth, MN 55802	\$50,000	Community Involvement Scholarship Program
2/1/2012	Duluth Superior Area Community Foundation	Zetinger Arts Building	Duluth, MN 55802	\$50,000	New Generation Scholarship Program
7/24/2012	Eagleview Community Foundation	PO Box 475	Squaw Lake, MN 56681	\$637	Eagleview Robotics Program
9/18/2012	East Hillside Patch	1125 E 8th St	Duluth, MN 55805	\$750	Mind 2 Mind Program
10/1/2012	Ely Memorial High School	600 East Harvey Street	Ely, MN 55731	\$750	One-Act Play
5/25/2012	Ely TD Club	519 Voyageur Road	Ely, MN 55731	\$1,000	Concession Trailer
5/31/2012	Esko Fire Department	P O Box 122	Esko, MN 55733	\$1,200	Life Jacket Purchases
9/18/2012	Esko Youth Hockey	3 Thomson Rd	Esko, MN 55733	\$1,500	Flood Relief - Rebuild warming shack
9/18/2012	Fire Department - Cloquet	508 Cloquet Ave	Cloquet, MN 55720	\$600	MPD purchase
12/3/2012	First Robotics	200 Bedford St	Manchester, NH 03101	\$10,000	Northern Lights Regional Robotics Program
1/3/2012	First Robotics	200 Bedford St	Manchester, NH 03101	\$10,000	Lake Superior Regional Robotics Program
9/18/2012	Floodwood Youth Volleyball Program	PO Box 489	Floodwood, MN 55736	\$500	Youth Volleyball Program
7/18/2012	Fond du Lac Community Church	521 131st Ave W	Duluth, MN 55808	\$1,500	Flood Relief

EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

Date	Name of Applicant	Address	City, State Zip	Paid	Project Title
12/12/2012	Food Bank - Northern Lakes	4503 Airpark Blvd,	Duluth, MN 55811-5737	\$2,500	Backpack Program
2/23/2012	Food Shelf - Aurora AEOA	29 W 3rd Ave North	Aurora, MN 55800	\$750	Food Share Month
2/23/2012	Food Shelf - Chisholm	10 NE Central Ave	Chisholm, MN 55555	\$750	Food Share Month
2/26/2012	Food Shelf - Cuyuna Range	PO Box 33	Crosby, MN 56441	\$500	Food Share Month
2/23/2012	Food Shelf - Ely	PO Box 786	Ely, MN 55731	\$750	Food Share Month
2/23/2012	Food Shelf - Hermantown	5028 Miller Trunk Hwy	Duluth, MN 55811	\$500	Food Share Month
2/23/2012	Food Shelf - Hibbing	1910 1st Ave	Hibbing, MN 55746	\$750	Food Share Month
2/26/2012	Food Shelf - Hubbard County	15701 Essex Road	Park Rapids, MN 56470	\$500	Food Share Month
2/26/2012	Food Shelf - Lakes Area (Nisswa/Pequot)	PO Box 724	Nisswa, MN 56468	\$500	Food Share Month
2/26/2012	Food Shelf - Long Prairie	PO Box 165	Long Prairie, MN 56347	\$500	Food Share Month
2/26/2012	Food Shelf - Menahga	PO Box 271	Menahga, MN 56464	\$500	Food Share Month
2/26/2012	Food Shelf - Morrison County	912 1st Ave SW	Little Falls, MN 56345	\$500	Food Share Month
2/2/2012	Food Shelf - Motley Area	679 3rd Ave S	Motley, MN 56466	\$500	Food Share Month
2/26/2012	Food Shelf - Pillager	305 Fir St West	Pillager, MN 56473	\$500	Food Share Month
2/26/2012	Food Shelf - Pine River	PO Box 282	Pine River, MN 56474	\$500	Food Share Month
2/23/2012	Food Shelf - Proctor Area	5th Avenue & 3rd Street	Duluth, MN 55810	\$200	Food Share Month
2/23/2012	Food Shelf - Quad City	3 South Broadway	Gilbert, MN 55734	\$1,000	Food Share Month
2/26/2012	Food Shelf - Sebeka	PO Box 233	Sebeka, MN 56477	\$500	Food Share Month
3/10/2012	Food Shelf - Silver Bay	99 Edison Blvd	Silver Bay, MN 55614	\$750	Food Share Month
2/26/2012	Food Shelf - Walker	PO Box 1101	Walker, MN 56484	\$500	Food Share Month
7/24/2012	Grand Rapids Area Community Foundation	350 NW 1st Ave, Suite E	Grand Rapids, MN 55744	\$1,000	Compasses - youth education
6/5/2012	Grand Rapids Area Community Foundation	350 NW 1st Ave, Ste E	Grand Rapids, MN 55744	\$2,000	Cancer Research fundraiser
3/29/2012	Grand Rapids Showboat	Po Box 321	Grand Rapids, MN 55744	\$1,000	Showboat of the past
2/20/2012	Grant Community School Collaborative	108 E 6th Street	Duluth, MN 55805	\$1,000	Youth summer program
12/3/2012	Great Lakes Aquarium	353 Harbor Drive	Duluth, MN 55802	\$25,000	Exploratorium
11/8/2012	Habitat for Humanity	65 East Broadway	Little Falls, MN 56345	\$1,000	13th House project
5/25/2012	Hawk Ridge Bird Observatory	PO Box 3006	Duluth, MN 55803	\$5,000	Peregrine Watch
12/11/2012	Hawk Ridge Bird Observatory	PO Box 3006	Duluth, MN 55803	\$2,000	Technology Upgrade
12/11/2012	Hawk Ridge Bird Observatory	PO Box 3006	Duluth, MN 55803	\$3,000	Website Improvement
4/25/2012	Healthy Communities Collaborative of Morrison City	808 SE 3rd Street	Little Falls, MN 56345	\$1,000	Day of Caring Project
12/3/2012	Heat Share	2445 Prior Avenue	St Paul, MN 55113	\$35,000	HeatShare assistance
10/1/2012	Hibbing Parents Nursery School/Daycare	2810 Diane LN, #2	Hibbing, MN 55746	\$500	Nap Cois
10/26/2012	Hunger Solutions	555 Park Street, Suite 420	St Paul, MN 55103	\$5,000	Stock the Shelves Food Shelf Fundraiser
3/15/2012	Initiative Foundation	405 1st St Se	Little Falls, MN 56345	\$10,000	Healthy Community & Youth Leadership program

EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

Date	Name of Applicant	Address	City, State Zip	Paid	Project Title
2/23/2012	International Falls Hunger Coalition	PO Box 392	International Falls, MN 56649	\$750	Food Share Month
2/17/2012	Iron Range Engineering	1001 West Chestnut Street	Virginia, MN 55792	\$125,000	Engineering program learning lab
4/4/2012	Itasca Community College	1851 E Hwy 169	Grand Rapids, MN 55744	\$500	Scholarship Program
3/30/2012	Itasca County Family YMCA	400 River Road	Grand Rapids, MN 55744	\$2,000	Itasca County Family YMCA Childcare Program
12/3/2012	Itasca County Historical Society	210 North Pokegama Avenue	Grand Rapids, MN 55744	\$10,000	Relocation and artifact preservation
12/11/2012	Itasca Water Legacy Partnership	1121 Highway 169 E	Grand Rapids, MN 55744	\$1,000	Itasca Water Summit
12/11/2012	Jay Cooke State Park	780 Highway 210	Carlton, MN 55718	\$2,000	St Louis River Interpretive Signs
2/23/2012	Junior Achievement	301 W 1st St Ste 302	Duluth, MN 55802	\$5,000	Expanding Sequential Learning for Community Youth
9/19/2012	Just Kids Dental Health	1313 Fairground Rd	Two Harbors, MN 55616	\$500	Kids dental program
12/10/2012	Kids Closet - Bethany Lutheran Church	727 Central Ave North	Duluth, MN 55806	\$2,000	Replenish teen clothing due to flood
11/8/2012	Kinship	703 N Pokegama Ave	Grand Rapids, MN 55744	\$600	Adopt a Family
12/13/2012	Lake County Search and Rescue	PO Box 66	Silver Bay, MN 55614	\$2,500	AED purchase
2/23/2012	Life House, Inc	102 West First Street	Duluth, MN 55802	\$5,000	Futures Employment Program
5/31/2012	Lutheran Social Service Crisis Nursery	424 W Superior St #105	Duluth, MN 55802	\$1,000	Take Time for Kids Celebration
6/14/2012	Lutheran Social Services Senior Nutrition - Walker	PO Box 1886	Bemidji, MN 56619	\$500	replacement freezer
10/1/2012	Mesabi East Baseball Booster	204 S 6th Street E	Aurora, MN 55705	\$1,600	pitching machines
5/25/2012	Mesabi East Gallery	601 N 1st Street W	Aurora, MN 55705	\$500	gallery support
10/1/2012	Mesabi East High School	601 N 1st St W	Aurora, MN 55705	\$750	project elf
11/19/2012	Mesabi Range College Foundation	1001 West Chestnut Street	Virginia, MN 55792	\$2,000	Strengthening the Arts on the Range
10/31/2012	Mesabi Range College Foundation	1001 West Chestnut Street	Virginia, MN 55792	\$1,000	Scholarship Fund
5/31/2012	Minnesota Ballet	301 W First St, Suite 800	Duluth, MN 55802	\$1,500	Firebird Set-Build
2/28/2012	Minnesota Council of Nonprofits	424 W Superior St, Suite 500	Duluth, MN 55802	\$500	Northeast Minnesota Nonprofit Summit
8/15/2012	Minnesota Council on Economic Education	Department of Applied Economics	St Paul, MN 55108	\$4,000	Lake Superior Economics Challenge
2/17/2012	Minnesota Discovery Center	1005 Discovery Drive	Chisholm, MN 55719	\$10,000	Iron Range Science & Engineering Festival
4/2/2012	Minnesota Discovery Center	1005 Discovery Drive	Chisholm, MN 55719	\$2,000	Discover Solar Power
6/14/2012	Minnesota Folklore Theater	405 Minnesota Ave	Walker, MN 56484	\$500	Summer Season celebrating the Arts
2/23/2012	Moose Lake Area Food Shelf	PO Box 128	Moose Lake, MN 55767	\$450	Food Share Month
7/27/2012	Morrison County American Dairy Association	25162 Hawthorn Rd	Pierz, MN 56364	\$500	Pierz Community
12/11/2012	Morrison County Animal Humane Society	200 7th Avenue NE	Little Falls, MN 56345	\$500	Laptop Computer Purchase
6/18/2012	Morrison County Extension Services	213 1st Ave SE	Little Falls, MN 56345	\$1,250	lighting project for horse barn
8/18/2012	NECHAMA - Jewish Response to Disaster	7260 Washington Ave S	Eden Prairie, MN 55344	\$3,000	Greater Duluth Area Flood Response
9/27/2012	New Salem-Almont High School	PO Box 378	New Salem, ND 58563	\$2,000	Cody Wetzel Memorial Sign
8/2/2012	North Central Minnesota Farm & Antique Association	PO Box 475	Grand Rapids, MN 55744	\$1,000	Demonstration Equipment
6/25/2012	North Shore Health Care Foundation	PO Box 454	Grand Marais, MN 55604	\$500	Program Support

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Foundation Grants

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Date	Name of Applicant	Address	City, State Zip	Paid	Project Title
3/16/2012	North Shore Visitation Center	PO Box 134	Grand Marais, MN 55604	\$1,500	Service Expansion
11/8/2012	Northern Cass Developmental Achievement Center	P O Box 1329	Walker, MN 56484	\$500	Opening Doors for the Disabled
12/10/2012	Northern Lights Special Education Cooperative	302 14th Street	Cloquet, MN 55720	\$1,000	Disability Mentoring Day
2/20/2012	Northern Lights Special Education Cooperative	302 14th Street	Cloquet, MN 55720	\$1,750	Mentoring Day
9/18/2012	Northern Lights Special Education Cooperative	302 14th Street	Cloquet, MN 55720	\$2,000	SLPS (Speech & Language Pathologists)
6/26/2012	Northland Chapter of the American Red Cross	2524 Maple Grove Road	Duluth, MN 55811	\$10,000	Flood Relief Fund
12/3/2012	Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$10,000	Kids Plus Pathways to Careers
8/18/2012	Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$25,000	Youth In Philanthropy program
7/12/2012	Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$25,000	Business Flood Recovery Fund
2/20/2012	Northland Youth Music Program	9670 East Elm Rd	Poplar, WI 54864	\$1,000	Summer Music Education Program
12/11/2012	OASIS Share A Meal - Little Falls	PO Box 542	Little Falls, MN 56345	\$1,000	Fix A Home Program
10/18/2012	Oliver County Historical Society	2116 41st Ave SW	Center, ND 58530	\$3,000	Restoration project
2/27/2012	Park Rapids Lakes Area Arts Council	PO Box 702	Park Rapids, MN 56470	\$500	Art Leap 2012
11/8/2012	Pierz Area First Response Team	18235 320th Avenue	Pierz, MN 56364	\$1,500	Defibrillator
2/26/2012	Pierz Food Shelf	PO Box 383	Pierz, MN 56364	\$500	Food Share Month
12/11/2012	Regents of the University of Minnesota	UMD Sponsored Project Administration	Duluth, MN 55812	\$7,621	St Louis River Watershed Workshop
2/3/2012	Reif Arts Council	720 Comifer Drive	Grand Rapids, MN 55744	\$600	Buy-A-Bus
12/3/2012	Ronald McDonald House Charities - Bismarck	PO Box 7323	Bismarck, ND 58507-7323	\$7,500	Ronald McDonald Care Mobile
5/4/2012	Safe Haven Shelter for Battered Women	PO Box 3558	Duluth, MN 55803	\$2,500	Leadership Award - Thor Underdahl
2/23/2012	Salvation Army - Cloquet	316 Carlton Ave	Cloquet, MN 55800	\$500	Food Share Month
2/23/2012	Salvation Army - Duluth	215 South 27th Ave W	Duluth, MN 55816	\$1,450	Food Share Month
12/15/2012	Schroeder Area Historical Society	7932 West Highway 61	Schroeder, MN 55613	\$1,000	operating support
9/18/2012	Schroeder Area Historical Society	7932 West Highway 61	Schroeder, MN 55613	\$1,000	Operating Funds for Cross River Heritage Center
8/15/2012	Science Museum of Minnesota	120 W Kellogg Boulevard	St. Paul, MN 55102	\$30,000	Science Assembly School Program
12/11/2012	Sebek School	200 1st ST NW	Sebek, MN 56477	\$1,500	Snowshoes for Grades 4-6 at Sebek School
7/24/2012	Second Harvest North Central Food Bank	PO Box 5130	Grand Rapids, MN 55744	\$3,000	Kids Packs to Go Backpack food program
11/8/2012	Second Harvest North Central Food Bank	PO Box 5130	Grand Rapids, MN 55744	\$2,000	Itasca Holiday Program
7/18/2012	Senior Citizens, Inc	510 Northeast Seventh Street	Little Falls, MN 56345	\$500	replace shingles
7/12/2012	Society of American Foresters, Lake Superior Chapt	6537 Bergstrom Rd	Saginaw, MN 55779	\$1,000	Forestry Field Day
7/12/2012	South Ridge School Nature Club (SRSNC)	5407 Centerline Road	Culver, MN 55779-8006	\$1,000	South Ridge Community Prairie
9/27/2012	Sporting Chance	PO Box 1156	Bismarck, ND 58502	\$2,000	Construction of two shelters on the N side of Nelson Lake
7/12/2012	St Louis County Sherrif's Rescue	PO Box 16222	Duluth, MN 55816	\$1,000	equipment and training
9/18/2012	St Scholastica	1200 Kenwood Ave	Duluth, MN 55811	\$2,500	Community Thanksgiving Buffet
12/11/2012	Sugarloaf The North Shore Stewardship Association	6008 London Road	Duluth, MI 55804	\$5,000	Enhancing public access to Sugarloaf Cove Nature Center

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Foundation Grants

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Date	Name of Applicant	Address	City, State Zip	Paid	Project Title
12/11/2012	Superior Hiking Trail Association	731 7th Avenue, P O Box 4	Two Harbors, MN 55616	\$1,500	Superior Hiking Trail Restoration
5/4/2012	Superior Math League	1101 E 6th Street	Superior, WI 54880	\$1,000	Leadership Award Finalist - David Weber
9/18/2012	The Metamorphosis Project	1111 N 11th Avenue East	Duluth, MN 55805	\$2,000	The Metamorphosis Project
2/23/2012	Tower Food Shelf	302 Birch St	Tower, MN 55790	\$750	Food Share Month
9/18/2012	Udac, Inc	500 East 10th Street	Duluth, MN 55805	\$500	Lights, Camera, Auction-Take 2
5/31/2012	UMD - Formula SAE	1305 Ordean Court	Duluth, MN 55812	\$1,000	Engineering project
8/15/2012	UMD Engineering Scholarship Fund	CM-3854	Saint Paul, MN 55170-3854	\$6,000	UMD Engineering Scholarship Fund
2/23/2012	Union Gospel Mission Inc	219 E 1st Street	Duluth, MN 55802	\$450	Food Share Month
1/1/2012	United Way - Crow Wing	424 NW 3rd St	Brainerd, MN 56401	\$2,800	Annual funding support
12/14/2012	United Way - Missouri Slope	515 N 4th St	Bismarck, ND 58502	\$3,000	Annual funding support
1/1/2012	United Way - Missouri Slope	515 N 4th St	Bismarck, ND 58502	\$2,000	Annual funding support
5/4/2012	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	\$1,000	Buddy Backpack Program
10/1/2012	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	\$500	MDN Funspiel
1/1/2012	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	\$31,100	Annual funding support
1/1/2012	United Way of 1,000 Lakes	350 NW 1st Ave, Suite A	Grand Rapids, MN 55744	\$32,100	Annual funding support
1/1/2012	United Way of Carlton County	202 Avenue C	Cloquet, MN 55720	\$8,700	Annual funding support
1/1/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$44,463	Annual funding support
1/1/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$44,463	Annual funding support
1/1/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$44,463	Annual funding support
1/1/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$44,463	Annual funding support
6/26/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$5,000	Disaster Relief Fund
8/21/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$5,130	Long Term Flood Recovery Fund -employee match
12/20/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$600	Flood Recovery Fund - Employee Match
2/28/2012	United Way of Greater Duluth	30 W Superior St	Duluth, MN 55802	\$500	Emergency Food system Assessment
1/1/2012	United Way of Morrison County	107 SE 2nd St, Suite 104	Little Falls, MN 56345	\$15,450	Annual funding support
3/12/2012	University of Minnesota - Duluth	1049 University Drive	Duluth, MN 55812	\$8,916	Rainy River Headwaters Watershed Workshop
3/12/2012	University of Minnesota - Duluth	1049 University Drive	Duluth, MN 55812	\$6,542	Dynamic Forests Teacher Workshop
3/27/2012	Virginia Engineering Club	411 5th Ave S	Virginia, MN 55792	\$500	Solar Boat Competition
11/29/2012	William Kelley High School Robotics Team	137 Banks Blvd	Silver Bay, MN 55614	\$1,000	robotics competition
9/18/2012	Wrenshall Public Schools	207 Pioneer Drive	Wrenshall, MN 55797	\$1,100	New Playground - Accordion Climber
12/11/2012	YMCA - Brainerd	602 Oak Street	Brainerd, MN 56401	\$1,000	annual program support

\$983,948



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 Future Payment Schedule
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Name of Applicant	Address	City, State Zip	Grant	Purpose
Great Lakes Aquarium	353 Harbor Dr	Duluth, MN 55802	\$100,000	Exploritorium
Northland Foundation	610 Sellwood Bld	Duluth, MN 55802	\$75,000	Youth In Philanthropy
Science Museum of Minnesota	120 W Kellogg Blvd	St Paul, MN 55102	\$30,000	Electricity Assembly Tour
United Way	Various	Various	\$237,900	Annual program support
Total			\$442,900	