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

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

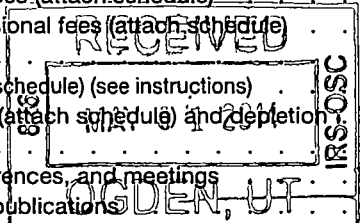
Open to Public Inspection

For calendar year **2013** or tax year beginning , **2013**, 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 or province, country, and ZIP or foreign postal 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) ▶ \$ 387,723	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)	850,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0			
	4 Dividends and interest from securities	4,632	4,632	4,632	
	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				
	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	854,632	4,632	4,632		
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)	542	542		52
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,603	5,603		5,603
	24 Total operating and administrative expenses. Add lines 13 through 23	6,145	6,145		6,145
25 Contributions, gifts, grants paid	634,876			634,876	
26 Total expenses and disbursements. Add lines 24 and 25	641,021	6,145		641,021	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	213,611				
b Net investment income (if negative, enter -0-)		0			
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	5,016	213,995	213,995
	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)	155,242	159,875	173,728
	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)	160,258	373,870	387,723	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	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	160,258	373,870	
	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)	160,258	373,870		
31	Total liabilities and net assets/fund balances (see instructions)	160,258	373,870		

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	160,258
2	Enter amount from Part I, line 27a	2	213,611
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	1
4	Add lines 1, 2, and 3	4	373,870
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	373,870

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	NONE			
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				(j) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	601,656	299,306	2.01017
2011	709,494	293,864	2.41436
2010	577,446	232,339	2.48536
2009	478,785	208,540	2.29589
2008	501,781	195,243	2.55694
2	Total of line 1, column (d)	2	11.76272
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	2.352544
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	345,062
5	Multiply line 4 by line 3	5	811,774
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,739
7	Add lines 5 and 6	7	815,513
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	641,021

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	0	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	0	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	0	00
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	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	00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	00
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	00

Part VII-A Statements Regarding Activities

	Yes	No
1a		✓
1a		✓
b		✓
<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>		
1c		✓
d		
e		
2		✓
3		✓
4a		✓
4b		
5		✓
6	✓	
7	✓	
8a		
8b	✓	
9		✓
10	✓	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 ✓
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 ✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 ✓
Website address ▶ N/A
14 The books are in care of ▶ Kellie Steiner 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 2013, 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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No
If "Yes," list the years ▶ 20 , 20 , 20 , 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) 2b ✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013? 4b ✓

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No
- 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? Yes No
 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? Yes No

5b		
6b		✓
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
William J Sweasy 314 Main Street Red Wing, MN 55066	Chairman - 4 hours / year	0	0	0
Suzanne Blue 314 Main Street Red Wing, MN 55066	Director - 2 hours / year	0	0	0
Carol Sweasy 314 Main Street Red Wing, MN 55066	Director - 2 hours / year	0	0	0
Kellie Steiner 314 Main Street Red Wing, MN 55066	Director - 2 hours / year	0	0	0

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 Yes No

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 ▶		

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	165,302
b	Average of monthly cash balances	1b	185,015
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	350,317
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	0
3	Subtract line 2 from line 1d	3	350,317
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,255
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	345,062
6	Minimum investment return. Enter 5% of line 5	6	17,253

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	17,253
2a	Tax on investment income for 2013 from Part VI, line 5	2a	0
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,253
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	17,253
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,253

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	641,021
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	641,021
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	641,021

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				17,253
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	492,053			
b From 2009	468,656			
c From 2010	565,889			
d From 2011	694,864			
e From 2012	586,791			
f Total of lines 3a through e	2,808,253			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$				
a Applied to 2012, 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 2013 distributable amount				17,253
e Remaining amount distributed out of corpus	617,623			
5 Excess distributions carryover applied to 2013 (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	3,425,876			
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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	492,053			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,933,823			
10 Analysis of line 9:				
a Excess from 2009	468,656			
b Excess from 2010	565,889			
c Excess from 2011	694,864			
d Excess from 2012	586,791			
e Excess from 2013	617,623			

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 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- 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 address of the person to whom applications should be addressed:

Ms. Kellie Steiner 314 Main Street Red Wing, MN 55066 kellie.steiner@redwingshoe.com

- 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 and Potosi, MO

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>Please see attached</p>				
Total ▶				3a 634,876
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total ▶				3b 0

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
 - (1) Cash Yes No
 - (2) Other assets Yes No
 - b** Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization Yes No
 - (2) Purchases of assets from a noncharitable exempt organization Yes No
 - (3) Rental of facilities, equipment, or other assets Yes No
 - (4) Reimbursement arrangements Yes No
 - (5) Loans or loan guarantees Yes No
 - (6) Performance of services or membership or fundraising solicitations Yes No
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees Yes No
 - d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

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

Karolina J. Steiner 1/23/14 Director
 Signature of officer or trustee Date 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

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
 ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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

Organization type (check one):

- | | |
|--------------------|---|
| Filers of: | Section: |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 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 its Form 990-PF, Part I, line 2, 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	\$ 850,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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 ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----

RED WING SHOE COMPANY FOUNDATION

GRANTS AND DISTRIBUTIONS

2013

DATE	CHECK #	PAID TO	PURPOSE	AMOUNT
1/8/2013	2857	Environmental Learning Center	Environmental Education	\$ 127,500.00
1/28/2013	2858	American Diabetes Association		\$ 1,500.00
1/28/2013	2859	ISD 813	Robotics	\$ 1,000.00
2/11/2013	2914	YMCA of the Ozarks	Capital Campaign	\$ 2,000.00
2/24/2013	2915	Prescott Foundation		\$ 500.00
4/15/2013	2916	Regions Hospital Foundation	Make It Okay Campaign	\$ 15,000.00
4/15/2013	2917	Anderson Center	Residency program	\$ 2,000.00
4/15/2013	2918	Tower View ALC District #256	Anderson Center Track	\$ 1,000.00
4/15/2013	2919	Girls On The Run Bluff Country		\$ 1,000.00
4/15/2013	2920	Cannon Falls Education Foundation	We The People Program	\$ 3,000.00
4/15/2013	2921	Faith In Action		\$ 500.00
5/20/2013	2976	Science Museum of Minnesota	Capital Campaign	\$ 30,000.00
6/28/2013	2980	Environmental Learning Center	Environmental Education	\$ 127,500.00
7/3/2013	2981	Red Wing Youth Outreach	BCM: Bndry Water	\$ 1,100.00
7/12/2013	2982	Red Wing Youth Outreach	Drive for Kids	\$ 5,000.00
7/12/2013	2983	Red Wing Ignite	Business Accelerator Pro	\$ 25,000.00
7/12/2013	2984	Red Wing Area Seniors	Capital Campaign	\$ 15,000.00
7/12/2013	2985	Red Wing Kiwanis Foundation	Flower Baskets	\$ 4,000.00
7/12/2013	2986	Red Wing Arts Association	General Operating	\$ 6,000.00
7/12/2013	2987	Minnesota Orchestra		\$ 1,500.00
7/12/2013	2988	U.S. Chamber of Commerce Foundation	Hiring Our Heroes	\$ 25,000.00
9/25/2013	3014	Hispanic Outreach		\$ 5,000.00
9/25/2013	3023	Science Museum of Minnesota	General Operating	\$ 6,000.00
9/25/2013	3024	Cannon River Watershed Partnership		\$ 1,000.00
9/25/2013	3025	Flyway Film Festival		\$ 3,000.00
9/25/2013	3026	Lake City ELP		\$ 3,000.00
9/25/2013	3027	Sheldon Theatre	General Fund	\$ 50,000.00
9/30/2013	3028	Regions Hospital Foundation	Make It Okay Campaign	\$ 15,000.00
12/27/2013	3060	Red Wing Family YMCA	Annual campaign	\$ 21,500.00
12/27/2013	3061	Care Clinic		\$ 15,000.00
12/27/2013	3062	FIRST Robotics - Tower View		\$ 3,000.00
12/27/2013	3063	FIRST Robotics - RW High School		\$ 3,000.00
12/27/2013	3064	Girls On The Run Bluff Country		\$ 1,000.00
12/27/2013	3065	SE Technical College	Educational Workshop	\$ 1,300.00
12/27/2013	3066	Goodhue County 4-H	Arts-In Program	\$ 5,000.00
12/27/2013	3067	SoundStrings		\$ 5,000.00
12/27/2013	3068	American Red Cross	Winona, Wabasha, Good	\$ 5,000.00
12/27/2013	3069	Junior Achievement	BizTown Program	\$ 7,000.00
12/27/2013	3070	Minnesota Safety Council	Traning Center Expansio	\$ 10,000.00
12/27/2013	3071	Two/Ten Int'l Footwear Foundation	Footwear Warrior Schola	\$ 20,000.00
				\$ 574,900.00

MATCHING GRANTS AND DISTRIBUTIONS		
CHECK #	PAID TO	AMOUNT
2513	Connecting Connection	\$ 25.00
2860	Alzheimers Association - MN / ND	\$ 175.00
2861	American Cancer Society	\$ 2,220.00
2862	American Foundation for Suicide Prevention	\$ 110.00
2863	American Red Cross	\$ 25.00
2864	Anderson Center	\$ 200.00
2865	Art Reach	\$ 150.00
2866	Care Clinic	\$ 50.00
2867	Catholic Charities of St. Paul - MSP	\$ 25.00
2868	Children's Cancer Research Fund	\$ 1,000.00
2869	Connecting Connection	\$ 25.00
2870	Courage Center	\$ 25.00
2871	Department of Natural Resources	\$ 50.00
2872	Down Syndrome Association of MN	\$ 100.00
2873	Ellsworth Community School Dist. Foundation	\$ 2,000.00
2874	Faith In Action	\$ 50.00
2875	Food for the Poor, Inc.	\$ 50.00
2876	Friends of the Bluffs	\$ 50.00
2877	Friends of the Bondary Waters Wilderness	\$ 50.00
2878	Girls on the Run of Bluff County	\$ 80.00
2879	VOID	\$ -
2880	Goodhue County Habitat for Humanity	\$ 25.00
2881	Goodhue County Historical Society	\$ 75.00
2882	Helping Paws, Inc.	\$ 500.00
2883	Humane Society of Goodhue County	\$ 25.00
2884	Hunger Solutions MN	\$ 100.00
2885	March of Dimes	\$ 650.00
2886	Metropolitan Symphony Orchestra	\$ 100.00
2887	Minnesota Public Radio	\$ 350.00
2888	MN 4-H Foundation	\$ 50.00
2889	Pancreatic Cancer Action Network	\$ 780.00
2890	Red Wing Area Seniors, Inc.	\$ 75.00
2891	Red Wing Arts Association	\$ 470.00
2892	Red Wing Environmental Learning Center	\$ 50.00
2893	Red Wing Family YMCA	\$ 75.00
2894	Red Wing Public Schools PAC	\$ 30.00
2895	Red Wing Youth Outreach	\$ 350.00
2896	Shriners Hospitals for Children - Canada	\$ 490.00
2897	St. Catherine University	\$ 75.00
2898	St. Paul Seminary	\$ 25.00
2899	The Nature Conservancy	\$ 100.00
2900	Twin Cities Public Television, Inc.	\$ 25.00
2901	Under The Rainbow Child Care Center	\$ 100.00
2902	United Way of Goodhue, Wabasha & Pierce	\$ 100.00
2903	University of WI River Falls Foundation	\$ 100.00

MATCHING GRANTS AND DISTRIBUTIONS		
CHECK #	PAID TO	AMOUNT
2904	Vermilion Community Collect Foundation	\$ 1,000.00
2905	Pierce County 4-H	\$ 500.00
2906	Great River Shakespeare Festival	\$ 200.00
2907	First United Methodist Church	\$ 75.00
2908	Mayo Clinic Health System Auxiliary	\$ 500.00
2909	Friends of the Bluffs	\$ 500.00
2910	Humane Society of Goodhue County	\$ 500.00
2911	Friendly Valley Girl Scouts #55389	\$ 50.00
2912	VOID	\$ -
2913	Red Wing Arts Association	\$ 1,500.00
2922	American Heart Association	\$ 25.00
2923	Anderson Center	\$ 250.00
2924	Animal Humane Society	\$ 30.00
2925	Arnell Memorial Humane Society	\$ 30.00
2926	Art Reach	\$ 375.00
2927	Carpenter St. Croix Valley Nature Center	\$ 100.00
2928	Children's Health Care Foundation	\$ 500.00
2929	Convent of the Visitation School	\$ 250.00
2930	Courage Center	\$ 40.00
2931	Down Syndrome Association of Charlotte	\$ 500.00
2932	Elks National Foundation, Inc.	\$ 50.00
2933	Faith In Action	\$ 25.00
2934	Friends of Animal Adoptions, Inc.	\$ 30.00
2935	Friends of the Bluffs	\$ 100.00
2936	Friends of the Sheldon	\$ 600.00
2937	Friends of the St. Paul Public Library	\$ 50.00
2939	Goodhue County Christmas Project	\$ 50.00
2940	Goodhue County Historical Society	\$ 75.00
2941	Greater Minneapolis Crisis Nursery	\$ 2,100.00
2942	Gustavus Adolphus College Cross Country	\$ 1,000.00
2943	Hastings Family Services	\$ 40.00
2944	Heifer Project Int'l	\$ 40.00
2945	Hope Coalition	\$ 275.00
2946	Humane Society of Goodhue County	\$ 100.00
2947	Jackson County Humane Society	\$ 30.00
2948	Listening House of St. Paul, Inc.	\$ 100.00
2949	Maiden Rock Area Community Association	\$ 50.00
2950	Marin Humane Society	\$ 30.00
2951	Minneapolis Society of Fine Arts	\$ 85.00
2952	Minnesota Historical Society	\$ 55.00
2953	Minnesota Zoo Foundation	\$ 250.00
2954	MN Elk's Youth Camp	\$ 225.00
2955	Red Wing Area Food Shelf	\$ 250.00
2956	Red Wing Arts Association	\$ 725.00
2957	Red Wing Family YMCA	\$ 550.00

MATCHING GRANTS AND DISTRIBUTIONS		
CHECK #	PAID TO	AMOUNT
2958	Rotary Foundation	\$ 100.00
2959	Sandy Hook School Support Fund - UW of CT	\$ 150.00
2960	Second Harvest Heartland	\$ 225.00
2961	Sharing & Caring Hands	\$ 50.00
2962	Smile Train	\$ 500.00
2963	Special Olympics New Mexico	\$ 300.00
2964	St. John's University	\$ 1,000.00
2965	University of MN Foundation	\$ 200.00
2966	Williams College	\$ 100.00
2967	Allegro Choral Academy	\$ 100.00
2968	Feed My Starving Children	\$ 50.00
2969	Greater Minneapolis Crisis Nursery	\$ 150.00
2970	Red Wing Arts Association	\$ 725.00
2971	Red Wing Rotary Club	\$ 375.00
2972	United Way of Hastings	\$ 500.00
2973	Women Cents	\$ 350.00
2989	American Heart Association	\$ 125.00
2990	American Red Cross - WWG Chapter	\$ 25.00
2991	Anderson Center at Tower View	\$ 50.00
2992	Cannon Valley Trail	\$ 25.00
2993	Children's Healthcare Foundation	\$ 500.00
2994	Children's Hospitals & Clinics of MN	\$ 50.00
2995	Connecting Connection	\$ 40.00
2996	Fairview Foundation	\$ 25.00
2997	Friends of the Sheldon	\$ 50.00
2998	March of Dimes	\$ 175.00
2999	Mayo Clinic Health System - Hospice	\$ 325.00
3000	Minnesota Orchestra Association	\$ 100.00
3001	Minnesota Public Radio	\$ 180.00
3002	MN Adult Teen Challenge	\$ 400.00
3003	MN Elk's Youth Camp	\$ 475.00
3004	National Child Safety Council (Goodhue Cty)	\$ 78.00
3005	Nat'l MS Society Upper Midwest Chapter	\$ 25.00
3006	Red Wing Area Food Shelf	\$ 380.00
3007	Red Wing Arts Association	\$ 200.00
3008	Red Wing Wildlife League	\$ 25.00
3009	Ronald McDonald House	\$ 50.00
3010	Safe Families for Children	\$ 2,000.00
3011	Stout University Foundation, Inc.	\$ 25.00
3012	University of WI River Falls Foundation	\$ 25.00
3013	WPCA Radio	\$ 25.00
3015	Allegro Choral Academy	\$ 200.00
3016	Burnside Pluckies 4-H Club	\$ 250.00
3017	First United Methodist Church	\$ 75.00
3018	Goodhue County Habitat for Humanity	\$ 500.00

MATCHING GRANTS AND DISTRIBUTIONS		
CHECK #	PAID TO	AMOUNT
3019	Mayo Clinic Health System Auxiliary	\$ 1,000.00
3020	MN Elk's Youth Camp	\$ 1,350.00
3021	Stonebridge Elementary PTA	\$ 125.00
3022	Stop Hunger Now	\$ 6,375.00
3029	American Cancer Society	\$ 25.00
3030	American Cancer Society	\$ 3,293.00
3031	Art Reach	\$ 25.00
3032	Be The Match Foundation	\$ 55.00
3033	Care Clinic	\$ 50.00
3034	Connecting Connection	\$ 25.00
3035	Courage Center	\$ 25.00
3036	Faith In Action Red Wing	\$ 25.00
3037	Food For The Poor, Inc.	\$ 50.00
3038	Goodhue County Habitat for Humanity	\$ 50.00
3039	Goodhue County Historical Society	\$ 100.00
3040	Hillsdale College	\$ 100.00
3041	Interfaith Ministries - MOW	\$ 25.00
3042	JDRF MinnDakotas	\$ 25.00
3043	Minnesota Public Radio	\$ 25.00
3044	Nat'l MS Society Upper Midwst Chapter	\$ 175.00
3045	Reagan's Rescue	\$ 500.00
3046	Red Wing Family YMCA	\$ 100.00
3047	Red Wing Family YMCA	\$ 100.00
3048	Salvation Army	\$ 25.00
3049	Salvation Army	\$ 25.00
3050	The University of Iowa Foundation	\$ 50.00
3051	Twin Cities Public Television, Inc.	\$ 25.00
3052	WI Parkinson Association	\$ 25.00
3053	Camp Kudzu	\$ 300.00
3054	First United Methodist Church	\$ 75.00
3055	Goodhue County Extension Master Gardeners	\$ 500.00
3056	Great River Shakespeare Festival	\$ 500.00
3057	Red Wing Arts Association	\$ 500.00
3058	Red Wing Downtown Main Street	\$ 500.00
3072	Alzheimers Association - MN / ND	\$ 325.00
3073	American Red Cross of the Heartland	\$ 500.00
3074	Anderson Center	\$ 600.00
3075	Beyond The Yellow Ribbon	\$ 75.00
3076	Busta Benefit for the Waisman Center	\$ 100.00
3077	Care Clinic	\$ 150.00
3078	Church World Service	\$ 25.00
3079	Down Syndrome Association of MN	\$ 50.00
3080	Elk's National Foundation	\$ 100.00
3081	Faith In Action	\$ 125.00
3082	Friends of the Bondary Waters Wilderness	\$ 50.00

MATCHING GRANTS AND DISTRIBUTIONS		
CHECK #	PAID TO	AMOUNT
3083	Friends of the Sheldon	\$ 500.00
3084	Girls on the Run of Bluff County	\$ 50.00
3085	Goodhue County Habitat for Humanity	\$ 25.00
3086	Goodhue County Historical Society	\$ 200.00
3087	Guthrie Theater	\$ 25.00
3088	Habitat for Humanity International	\$ 100.00
3089	Helping Paws, Inc.	\$ 1,200.00
3090	Interfaith Ministries	\$ 25.00
3091	Lupus Foundation of Minnesota	\$ 100.00
3092	Mayo Clinic Health - Pay It Forward	\$ 25.00
3093	Metropolitan Symphony Orchestra	\$ 100.00
3094	Minnesota Chorale	\$ 50.00
3095	Minnesota Department of Natural Resources	\$ 75.00
3096	Minnesota Public Radio	\$ 50.00
3097	Minnesota Safety Council	\$ 100.00
3098	National Multiple Sclerosis Society	\$ 25.00
3099	Pancreatic Cancer Action Network	\$ 700.00
3100	Red Wing Area Food Shelf	\$ 100.00
3101	Red Wing Area Seniors, Inc.	\$ 50.00
3102	Red Wing Arts Association	\$ 750.00
3103	Red Wing Environmental Learning Center	\$ 640.00
3104	Red Wing Youth Outreach	\$ 45.00
3105	Spanish Education Fund	\$ 50.00
3106	St. Catherine University	\$ 75.00
3107	St. John's Lutheran School	\$ 25.00
3108	The Nature Conservancy	\$ 100.00
3109	Twin Cities Public Television, Inc.	\$ 75.00
3110	Under The Rainbow	\$ 100.00
3111	United Mitochondrial Disease Foundation	\$ 50.00
3112	University of WI River Falls Foundation	\$ 50.00
		\$ 59,976.00