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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
LLOYD K JOHNSON FOUNDATION

A Employer identification number
51-0180842

Number and street (or P O box number if mail is not delivered to street address)
130 WEST SUPERIOR STREET
ROOM/SUITE 710

Room/suite

B Telephone number (see instructions)
(218) 726-9000

City or town, state or province, country, and ZIP or foreign postal code
DULUTH, MN 55802

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 22,175,378

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	6,909	6,909		
	4	Dividends and interest from securities	378,249	378,249		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	356,807			
	b	Gross sales price for all assets on line 6a 2,672,146				
	7	Capital gain net income (from Part IV, line 2)		356,807		
	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	741,965	741,965		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	105,042	26,261		78,782
	14	Other employee salaries and wages	13,898	3,475		10,424
	15	Pension plans, employee benefits	23,556	5,889		17,667
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,480	1,620		4,860
	c	Other professional fees (attach schedule)	55,234	55,234		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,139			
	19	Depreciation (attach schedule) and depletion	1,410			
	20	Occupancy	10,715	2,679		8,036
	21	Travel, conferences, and meetings	1,530	383		1,148
	22	Printing and publications	2,043	511		1,532
	23	Other expenses (attach schedule)	9,208	2,297		6,912
	24	**Total operating and administrative expenses.** Add lines 13 through 23	232,255	98,349		129,361
	25	Contributions, gifts, grants paid	871,976			985,995
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,104,231	98,349		1,115,356
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-362,266			
	b	**Net investment income** (if negative, enter -0-)		643,616		
	c	**Adjusted net income** (if negative, enter -0-)				

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	66,703	40,052	40,052
	2	Savings and temporary cash investments	10,071	146	146
	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	4,504	812	812
	10a	Investments—U S and state government obligations (attach schedule)	351,463		
	b	Investments—corporate stock (attach schedule)	60,447	60,447	60,447
	c	Investments—corporate bonds (attach schedule)	406,855	407,671	407,671
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	347,556	438,560	438,560
	14	Land, buildings, and equipment basis ▶ 14,213			
		Less accumulated depreciation (attach schedule) ▶ 13,927	767	286	286
	15	Other assets (describe ▶)	18,751,464	21,227,404	21,227,404
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	19,999,830	22,175,378	22,175,378
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	57,700	8,600	
	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 ▶)	3,146	23	
	23	**Total liabilities** (add lines 17 through 22)	60,846	8,623	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	19,938,984	22,166,755	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	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 page 17 of the instructions)	19,938,984	22,166,755	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	19,999,830	22,175,378	

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	19,938,984
2	Enter amount from Part I, line 27a	2	-362,266
3	Other increases not included in line 2 (itemize) ▶	3	2,590,037
4	Add lines 1, 2, and 3	4	22,166,755
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,166,755

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,440,513		2,315,339	125,174
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				125,174
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	356,807
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	125,174

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 page 18 of 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	1,031,007	19,612,875	0 052568
2011	932,956	19,551,358	0 047718
2010	982,309	18,585,240	0 052854
2009	749,954	17,186,867	0 043635
2008	1,047,453	18,804,394	0 055703

2	**Total** of line 1, column (d).	2	0 252478
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	0 050496
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	20,878,193
5	Multiply line 4 by line 3.	5	1,054,265
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,436
7	Add lines 5 and 6.	7	1,060,701
8	Enter qualifying distributions from Part XII, line 4.	8	1,115,356

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	6,436
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	
3	Add lines 1 and 2			3	6,436
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,436
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,960		
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	5,960
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	4
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	480
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 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶LLOYDKJOHNSONFOUNDATION ORG

14 The books are in care of ▶JOAN GARDNER-GOODNO Telephone no ▶(218) 726-9000

Located at ▶130 W SUPERIOR ST SUITE 520 DULUTH MN ZIP+4 ▶55802

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 |

			Yes	No
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		No
	See 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? ☐ **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 page 20 of the instructions)?	1b		No
	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		No
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		No

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**		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?	**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 Additional Data Table				

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 ▶

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
NORTH SHORE INVESTMENTS & TRUST 131 WEST SUPERIOR STREET DULUTH, MN 55802	INVESTMENT	55,236
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 N/A	
2	
All other program-related investments See page 24 of the 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	21,068,331
b	Average of monthly cash balances	1b	50,319
c	Fair market value of all other assets (see instructions)	1c	77,485
d	**Total** (add lines 1a, b, and c)	1d	21,196,135
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	21,196,135
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	317,942
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,878,193
6	**Minimum investment return.** Enter 5% of line 5	6	1,043,910

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	1,043,910
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,436		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,436
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,037,474
4	Recoveries of amounts treated as qualifying distributions			4	64,919
5	Add lines 3 and 4			5	1,102,393
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	1,102,393

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	1,115,356
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	1,115,356
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	6,436
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,108,920

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				1,102,393
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			145,958	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,115,356				
a Applied to 2012, but not more than line 2a			145,958	
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.				969,398
e Remaining amount distributed out of corpus				
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				
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				132,995
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) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
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 organization 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

JOAN GARDNER-GOODNO
130 WEST SUPERIOR STREET
SUITE 520
DULUTH, MN 55802
(218) 726-9000

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

SUBMIT "LETTER OF INTENT" (SEE WEBSITE) FOR CONSIDERATION BY STAFF - THEN SUBMIT MINNESOTA COMMON GRANT APPLICATION FORM OR "SHORT FORM" (SEE WEBSITE) IF INVITED TO APPLY ADDITIONAL INFORMATION MAY BE REQUESTED BY FOUNDATION STAFF

c Any submission deadlines

JANUARY 15, APRIL 15, JULY 15, AND OCTOBER 15 OF EACH GRANT YEAR

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

THE FOUNDATION ACCEPTS APPLICATIONS FROM ORGANIZATIONS LOCATED OR PROVIDING SERVICES WITHIN LAKE, COOK, AND SOUTHERN ST LOUIS COUNTIES IN MINNESOTA THE FOUNDATION'S AREAS OF INTEREST INCLUDE ARTS AND CULTURE, COMMUNITY AND ECONOMIC DEVELOPMENT, EDUCATION, ENVIRONMENT, AND SOCIAL WELFARE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				985,995
b *Approved for future payment*				
COOK COUNTY HIGHER EDUCATION 501 W 5TH ST ROOM 105A GRAND MARAIS, MN 55604		PC	SCHOLARSHIPS	8,600
Total . . . . ▶ **3b**				8,600

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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	6,909	
4 Dividends and interest from securities			14	378,249	
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			14	356,807	
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)				741,965	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 741,965

(See worksheet in line 13 instructions to verify calculations)

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

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

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?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
SHARLENE M KILLORIN		2014-11-17		P00036756
Firm's name ▶ ESTERBROOKS SCOTT SIGNORELLI ETAL LTD			Firm's EIN ▶ 41-1414667	
Firm's address ▶ 302 W SUPERIOR ST STE200 DULUTH, MN 55802			Phone no (218) 727-6846	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
HEIDI JOHNSON 620 NORTH 40TH AVENUE EAST DULUTH,MN 55804	TRUSTEE 2 00	0	0	0
DARRYL E COONS 145 WAVERLY PLACE DULUTH,MN 55803	TRUSTEE 2 00	0	0	0
JOAN GARDNER-GOODNO 5532 LESTER RIVER ROAD DULUTH,MN 55804	EXEC DIR 40 00	105,042	13,712	0
MARK C SMITHSON 324 EAST PRESCOTT STREET DULUTH,MN 55808	PRES /CEO 2 00	0	0	0
SCOTT HARRISON PO BOX 268 LUTSEN,MN 55612	TREASURER/CF 2 00	0	0	0
RUTH ANN EATON 3728 GREYSOLON ROAD DULUTH,MN 55804	TRUSTEE 2 00	0	0	0
BILL HANSEN BOX 2129 TOFTE,MN 55615	VICE PRESIDE 2 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARROWHEAD ECON OPPORTUNITY 702 3RD AVE S VIRGINIA, MN 55792		PC	PROGRAM SUPPORT	1,000
ARROWHEAD REGIONAL CORRECTIONS 100 N 5TH AVE W 319 DULUTH, MN 55802		PC	JUVENILE DETENTION ALTERNATIVES INIT	15,000
CHURCHES UNITED IN MINISTRY 102 W 2ND ST DULUTH, MN 55802		PC	SUPPORT SERVICES CAPACITY BUILDING	25,000
CITY OF DULUTH PARKS & REC 411 W FIRST ST DULUTH, MN 55802		PC	PROGRAM SUPPORT	1,500
COMMUNITY ACTION DULUTH 2424 W 5TH ST STE 102 DULUTH, MN 55806		PC	JUMP START PROGRAM	30,000
COMMUNITY PARTNERS TWO HARBORS LIVING AT HOME/BLOCK NURSE PROGRAM 505 FIRST AVE TWO HARBORS, MN 55616		PC	DOCUMENTARY/VIDEO PROJECT	20,000
CONSERVATION CORPS MINNESOTA 60 PLATO BLVD E STE 210 ST PAUL, MN 55107		PC	SUMMER YOUTH PROGRAM	10,000
COOK COUNTY HIGHER EDUCATION 501 W 5TH ST ROOM 105A GRAND MARAIS, MN 55604		PC	SCHOLARSHIPS	11,400
COOK COUNTY HIGHER EDUCATION 501 W 5TH ST ROOM 105A GRAND MARAIS, MN 55604		PC	SUPPORT SERVICES	55,000
COOK COUNTY LOCAL ENERGY PROJECT PO BOX 973 GRAND MARAIS, MN 55604		PC	CAPACITY BUILDING	14,000
COOK COUNTY SCHOOLS ISD 166 101 5TH AVE W GRAND MARAIS, MN 55604		PC	TECHNOLOGY TRAINING	8,874
COOPERATION STATION 404 5TH AVE W GRAND MARAIS, MN 55604		PC	PROGRAM SUPPORT	970
COURAGE CENTER DULUTH 424 W SUPERIOR ST DULUTH, MN 55802		PC	AUTISTIC PROGRAM SUPPORT & OUTREACH	15,000
DAMIANO CENTER 206 W 4TH ST DULUTH, MN 55806		PC	SOUP KITCHEN SUPPORT	20,000
DULUTH AREA FAMILY YMCA 302 W 1ST ST DULUTH, MN 55802		PC	MENTOR DULUTH PROGRAM	20,000
Total . . . . ▶ 3a				985,995

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DULUTH ART INSTITUTE 506 W MICHIGAN ST DULUTH, MN 55802		PC	PROGRAM SUPPORT	1,999
DULUTH PUBLIC SCHOOLS ISD 709 215 N 1ST AVE E DULUTH, MN 55802		PC	SCHOOL SUCCESS TEAMS	20,000
DULUTH PUBLIC SCHOOLS ISD 709 215 N 1ST AVE E DULUTH, MN 55802		PC	PROGRAM SUPPORT	1,999
DULUTH SUPERIOR SYMPHONY ORCHESTRA 331 W SUPERIOR ST STE 100 DULUTH, MN 55802		PC	DISCOVERY CONCERT IN SILVER BAY	9,610
ECOLIBRIUM3 2304 W SUPERIOR ST DULUTH, MN 55806		PC	PROGRAM SUPPORT	2,000
ECUMEN LAKESHORE 4002 LONDON RD DULUTH, MN 55802		PC	HOME DELIVERED MEALS PROGRAM	5,000
FRIENDS OF THE FINLAND COMMUNITY 6866 CRAMER RD FINLAND, MN 55603		PC	KITCHEN PROJECT	10,000
GIRL SCOUTS OF MN & WI LAKES & PINE 424 W SUPERIOR ST STE G3 DULUTH, MN 55802		PC	GIRL SCOUTS IN ACTION	15,000
GRAND MARAIS ART COLONY 120 3RD AVE W GRAND MARAIS, MN 55604		PC	STAFF CAPACITY BUILDING	35,000
GUNFLINT TRAIL HISTORICAL SOCIETY 28 MOOSE POND DR GRAND MARAIS, MN 55604		PC	NATURALIST INTERPRETIVE CENTER	50,000
GUNFLINT TRAIL VOLUNTEER FIRE DEPT 7401 GUNFLINT TRAIL GRAND MARAIS, MN 55604		PC	REMODELING/EXPANSION OF FIRE HALLS	50,000
HEALTHSHARE 130 W SUPERIOR ST STE 700 DULUTH, MN 55802		PC	PROGRAM SUPPORT	10,000
HUMAN DEVELOPMENT CENTER 1401 E 1ST ST DULUTH, MN 55805		PC	PROGRAM SUPPORT	1,800
JUNIOR ACHIEVEMENT UPPER MIDWEST 3515 3RD ST N ST CLOUD, MN 56302		PC	FINANCIAL LITERACY	10,000
JUST KIDS DENTAL 1313 FAIRGROUNDS RD TWO HARBORS, MN 55616		PC	PREVENTIVE DENTAL HEALTH	15,000
Total . . . . ▶ **3a**				985,995

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KIDS CLOSET 2308 W 3RD ST DULUTH, MN 55806		PC	PURCHASE OF CLOTHING	10,000
LAKE SUPERIOR CHAMBER ORCHESTRA PO BOX 434 DULUTH, MN 558010434		PC	2013 SUMMER CONCERT SEASON	5,000
LAKE SUPERIOR COLLEGE 2101 TRINITY RD DULUTH, MN 55811		PC	SCHOLARSHIPS	17,858
LAKE SUPERIOR COLLEGE 2101 TRINITY RD DULUTH, MN 55811		PC	SCHOLARSHIPS	39,298
LAKE SUPERIOR COLLEGE 2101 TRINITY RD DULUTH, MN 55811		PC	SCHOLARSHIPS	604
LAKE SUPERIOR COLLEGE 2101 TRINITY RD DULUTH, MN 55811		PC	SCHOLARSHIPS	384
LAKE SUPERIOR COMMUNITY THEATRE 137 BANKS BOULEVARD SILVER BAY, MN 55614		PC	PROGRAM SUPPORT	1,000
LAKE SUPERIOR ZOOLOGICAL SOCIETY 7210 FREMONT ST DULUTH, MN 55807		PC	RAPTOR MEWS FOR ZOO	19,000
LITTLE TREASURES CENTER INC 4002 LONDON RD DULUTH, MN 55804		PC	PROGRAM SUPPORT	1,995
LOCAL INITIATIVES SUPPORT CORP 202 W SUPERIOR ST DULUTH, MN 55802		PC	BUILDING SUSTAINABLE COMMUNITIES INI	15,000
MEN AS PEACEMAKERS 205 W 2ND ST STE 15 DULUTH, MN 55802		PC	DULUTH CHAMPION'S INITIATIVE	20,000
MILLER DWAN FOUNDATION 502 E 2ND ST DULUTH, MN 55805		PC	AMBERWING RESOURCE CENTER	25,000
MINNESOTA AIDS PROJECT 1400 PARK AVE MINNEAPOLIS, MN 55404		PC	PREVENTION EDUCATION	5,000
MINNESOTA BALLET 301 W 1ST ST 800 DULUTH, MN 55802		PC	OUTREACH WEEK	8,500
MINNESOTA COUNCIL OF NONPROFITS 2314 UNIVERSITY AVE WEST ST PAUL, MN 55114		PC	NONPROFIT SCHOLARSHIP TO ANNUAL CONF	5,000
Total . . . . ▶ **3a**				985,995

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MINNESOTA LAND TRUST 394 S LAKE AVE STE 404 DULUTH, MN 55802		PC	WILD RICE BEDS & ST LOUIS RIVER ESTU	10,000
MN ENVIRONMENTAL PARTNERSHIP 394 S LAKE AVE DULUTH, MN 55802		PC	PROGRAM SUPPORT	1,400
NORTH HOUSE FOLK SCHOOL 500 W HWY 61 GRAND MARAIS, MN 55604		PC	STAFF CAPACITY BUILDING	30,000
NORTH SHORE HEALTH CARE FOUNDATION 501 E 5TH ST STE 107 GRAND MARAIS, MN 55604		PC	CARE PARTNERS	20,000
NORTH SHORE HEALTH CARE FOUNDATION 501 E 5TH ST STE 107 GRAND MARAIS, MN 55604		PC	DENTAL HEALTH PROGRAM	10,000
NORTHLAND FOUNDATION 202 W SUPERIOR ST STE 610 DULUTH, MN 55802		PC	AGE TO AGE EXPANSION INITIATIVE	20,000
ONE ROOF COMMUNITY HOUSING 12 E 4TH ST DULUTH, MN 55805		PC	GENERAL OPERATING SUPPORT	20,000
SALVATION ARMY 215 S 27TH AVE W DULUTH, MN 55802		PC	PATHWAYS OF HOPE	21,999
SCHROEDER AREA HISTORICAL SOCIETY P O BOX 337 SCHROEDER, MN 55613		PC	PROGRAM SUPPORT	1,810
SCOTTISH RITE FOUNDATION OF DULUTH 28 W SECOND ST DULUTH, MN 55802		PC	AUTISTIC PROGRAM	16,700
SECOND HARVEST NORTHERN LAKES FOOD BANK 4503 AIRPARK BLVD DULUTH, MN 55811		PC	BACK PACK PROGRAM	5,000
SEEDS OF HOPE YOUTH RANCH 3974 W PIONEER RD DULUTH, MN 55803		PC	PROGRAM SUPPORT	1,995
SERVE MINNESOTA 120 S 6TH ST STE 2260 MINNEAPOLIS, MN 55402		PC	EARLY LITERACY INITIATIVE IN DULUTH	25,000
SOAR CAREER SOLUTIONS 205 W 2ND ST 101 DULUTH, MN 55802		PC	COMMUNITY OFFENDER REENTRY PROGRAM	20,000
ST LOUIS RIVER ALLIANCE 394 S LAKE AVE STE 321 DULUTH, MN 55802		PC	OUTREACH PROGRAM	10,000
Total . . . . ▶ **3a**				985,995

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST LUKE'S FOUNDATION 1000 E 1ST ST 102 DULUTH, MN 55805		PC	EARLY CHILDHOOD LITERACY-NORTH SHORE	5,000
SWEET WATER ALLIANCE PO BOX 3100 DULUTH, MN 55803		PC	PROGRAM SUPPORT	1,000
THREE BRIDGES INTERNATIONAL CHAMBER MUSIC FESTIVAL PO BOX 3253 DULUTH, MN 55803		PC	PROGRAM SUPPORT FOR EDUC ACTIVITIES	5,000
UNITED WAY OF GREATER DULUTH 424 W SUPERIOR ST STE 402 DULUTH, MN 55802		PC	PROGRAM SUPPORT	1,000
UNITED WAY OF GREATER DULUTH 424 W SUPERIOR ST STE 402 DULUTH, MN 55802		PC	VOLUNTEER CENTER PLANNING & TRAINING	10,000
UNIVERSITY NURSERY SCHOOL 301 W ST MARIE ST DULUTH, MN 55803		PC	PROGRAM SUPPORT	1,700
WELCH CENTER INC DBA VALLEY YOUTH CENTER 720 N CENTRAL AVE DULUTH, MN 55807		PC	PROGRAM SUPPORT	1,000
WELCH CENTER INC DBA VALLEY YOUTH CENTER 720 N CENTRAL AVE DULUTH, MN 55807		PC	ACADEMIC LIAISON SUPPORT	10,000
WILLIAM KELLEY HS 137 BANKS BLVD SILVER BAY, MN 55614		PC	PROGRAM SUPPORT	900
WOLF RIDGE ENVIRONMENTAL LEARNING 6282 CRANBERRY RD FINLAND, MN 55603		PC	YEAR 3 ENVIRON SCI IMMERSION	7,700
WOLF RIDGE ENVIRONMENTAL LEARNING 6282 CRANBERRY RD FINLAND, MN 55603		PC	SUSTAINABLE FARMING CURRICULUM	20,000
WTIP NORTH SHORE COMMUNITY RADIO PO BOX 1005 GRAND MARAIS, MN 55604		PC	BROADCAST ANTENNA	25,000
YWCA OF DULUTH 32 E 1ST ST 202 DULUTH, MN 55802		PC	STEM PROJECT	25,000
Total . . . . ▶ **3a**				985,995

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
LLOYD K JOHNSON FOUNDATION	INDIRECT DEPRECIATION	51-0180842

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	**1**	500,000
2	Total cost of section 179 property placed in service (see instructions)	**2**	928
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	**3**	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	**4**	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	**5**	500,000

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
OFFICE EQUIPMENT	928	928

7	Listed property Enter the amount from line 29	**7**	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	**8**	928
9	Tentative deduction Enter the smaller of line 5 or line 8	**9**	928
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	**10**	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	**11**	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	**12**	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	**13**	928

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	**14**	
15	Property subject to section 168(f)(1) election	**15**	
16	Other depreciation (including ACRS)	**16**	

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	**17**	482
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions.)

21	Listed property Enter amount from line 28	**21**	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	**22**	482
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	**23**	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	**(b)** Date placed in service	**(c)** Business/ investment use percentage	**(d)** Cost or other basis	**(e)** Basis for depreciation (business/investment use only)	**(f)** Recovery period	**(g)** Method/ Convention	**(h)** Depreciation/ deduction	**(i)** Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		**(b)** Vehicle 2		**(c)** Vehicle 3		**(d)** Vehicle 4		**(e)** Vehicle 5		**(f)** Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI **Amortization**

(a) Description of costs	**(b)** Date amortization begins	**(c)** Amortizable amount	**(d)** Code section	**(e)** Amortization period or percentage	**(f)** Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report				**44**	

TY 2013 Accounting Fees Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	6,480	1,620		4,860

TY 2013 Compensation Explanation

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Person Name	Explanation
HEIDI JOHNSON	
DARRYL E COONS	
JOAN GARDNER-GOODNO	
MARK C SMITHSON	
SCOTT HARRISON	
RUTH ANN EATON	
BILL HANSEN	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2007-02-28	2,150	1,862	200DB	7 0000	192			
OFFICE FURNITURE/HOM	2007-03-01	1,376	1,192	200DB	7 0000	123			
ART WORK/UNDERWOOD PHOTOS	2007-06-01	300	260	200DB	7 0000	27			
ART WORK/LIZZARD'S	2007-08-01	201	174	200DB	7 0000	18			
COMPUTER	2007-03-01	2,972	2,972	200DB	5 0000				
COMPUTER	2007-04-01	64	64	200DB	5 0000				
COMPUTER	2007-05-01	170	170	200DB	5 0000				
COMPUTER SOFTWARE	2007-06-01	260	260	200DB	5 0000				
COMPUTER AND PRINTER	2009-11-18	2,221	1,993	200DB	5 0000	122			
SHARP COPIER	2011-07-31	3,571	3,571	200DB	7 0000				
OFFICE EQUIPMENT	2013-11-01	928		200DB	5 0000	928			

TY 2013 Investments Corporate Bonds Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NORTH SHORE BANK OF COMMERCE ACCOUNT	407,671	407,671

TY 2013 Investments Corporate Stock Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN HARDBOARD & NUPLY CORP.	60,447	60,447

TY 2013 Investments - Other Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NORTH SHORE BANK OF COMMERCE ACCOUNT	FMV	438,560	438,560

TY 2013 Land, Etc. Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & EQUIPMENT	14,213	13,927	286	286

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TY 2013 Other Assets Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NORTH SHORE ACCT ACCRUED INCOME	26,761	22,787	22,787
NORTH SHORE ACCT EQUITY MUTUAL FUNDS	12,228,912	15,003,337	15,003,337
NORTH SHORE ACCT FIXED INCOME FUNDS	6,495,791	6,201,280	6,201,280

TY 2013 Other Expenses Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	15	4		11
DUES & MEMBERSHIPS	1,140	285		855
INSURANCE	2,259	565		1,694
PARKING EXPENSE	784	196		588
PROMOTION & WEBSITE	75	19		56
OFFICE & POSTAGE	2,232	558		1,674
TELEPHONE EXPENSE	2,678	670		2,009
FILING FEE	25			25

TY 2013 Other Increases Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description	Amount
UNREALIZED INVESTMENT GAINS	2,590,037

TY 2013 Other Liabilities Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE		
ACCRUED PAYROLL TAXES	21	23
ACCOUNTS PAYABLE	3,125	

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TY 2013 Other Professional Fees Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY & CUSTODIAL	55,234	55,234		

TY 2013 Taxes Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	3,139			