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Department of the Treasury
Internal Revenue Service

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

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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 Minnesota Power Foundation		A Employer identification number 56-2560595
Number and street (or P O box number if mail is not delivered to street address) 30 W Superior St		B Telephone number (see instructions) 218-355-3837
City or town, state or province, country, and ZIP or foreign postal code Duluth, MN 55802		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		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) ▶ \$ 460,301		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	852	852		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	852	852		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	52	52		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,627	497		11,130
	24 Total operating and administrative expenses. Add lines 13 through 23	11,679	549		11,130
	25 Contributions, gifts, grants paid	767,353			767,353
	26 Total expenses and disbursements. Add lines 24 and 25	779,032	549		778,483
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-778,180			
	b Net investment income (if negative, enter -0-)		303		
	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			11,043	4,012	4,012
	2 Savings and temporary cash investments			1,227,438	456,289	456,289
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments - U S and state government obligations (attach schedule) .					
	b Investments - corporate stock (attach schedule)					
	c Investments - corporate bonds (attach schedule)					
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶					
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)					
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			1,238,481	460,301	460,301
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable			442,900	515,500	
	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)			442,900	515,500	
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			1,238,481	460,301	
	25 Temporarily restricted			442,900	515,500	
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> 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 instructions)			795,581	55,199	
	31 Total liabilities and net assets/fund balances (see instructions)			1,238,481	460,301	

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	795,581
2 Enter amount from Part I, line 27a	2	778,180
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	17,401
5 Decreases not included in line 2 (itemize) ▶ INCREASE IN GRANTS PAYABLE	5	72,600
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,199

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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)	<div style="display: flex; align-items: center;"> <div style="flex: 1;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } </div> <div style="border: 1px solid black; padding: 2px; margin-left: 5px;">2</div> </div>				
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	<div style="display: flex; align-items: center;"> <div style="flex: 1;"> { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 } </div> <div style="border: 1px solid black; padding: 2px; margin-left: 5px;">3</div> </div>				

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	1,007,367	1,042,649	0.9662
2011	1,097,613	1,114,640	0.9847
2010	709,162	606,383	1.1695
2009	756,546	531,832	1.4225
2008	933,967	557,290	1.6759
2 Total of line 1, column (d)			6.2188
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			1.2438
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			880,196
5 Multiply line 4 by line 3			1,094,788
6 Enter 1% of net investment income (1% of Part I, line 27b)			3
7 Add lines 5 and 6			1,094,791
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			778,483

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	6
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	6
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6
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		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		6
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MINNESOTA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► MNPOWER.COM/COMPANY/MPFOUNDATION	13	X	
14	The books are in care of ► NATHAN ANDERSON Telephone no ► 218-355-3481 Located at ► 30 W. SUPERIOR ST., DULUTH, MN ZIP+4 ► 55802-2093			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here	1b	
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	893,600
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	893,600
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	893,600
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,404
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	880,196
6	Minimum investment return. Enter 5% of line 5	6	44,010

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	44,010
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	44,004
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	44,004
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	44,004

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	778,483
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	778,483
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	778,483

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				° 44,004
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	~ 906,353			
b From 2009	730,016			
c From 2010	678,857			
d From 2011	1,041,908			
e From 2012	~ 955,262			
f Total of lines 3a through e	*4,312,396			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____ °778,483				
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				° 44,004
e Remaining amount distributed out of corpus . .	~734,479			
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	5,046,875			
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) . . .	906,353			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,140,522			
10 Analysis of line 9				
a Excess from 2009 . . .	~ 730,016			
b Excess from 2010 . . .	~ 678,857			
c Excess from 2011 . . .	1,041,908			
d Excess from 2012 . . .	~ 955,262			
e Excess from 2013 . . .	734,479			

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 ▶

4942(j)(3) or ☐ 4942(j)(5)

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

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.

SEE SCHEDULE 4

SEE SCHEDULE 4

SEE SCHEDULE 4

SEE SCHEDULE 4

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 SCHEDULE 5				767,353
Total ► 3a				767,353
b Approved for future payment SEE SCHEDULE 6				515,500
Total ► 3b				515,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	852	
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				852	
13	Total. Add line 12, columns (b), (d), and (e)					852

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

[illegible]

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

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

**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.

► Laura L. Schauer

Date _____

TREASURER
Title

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

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

Minnesota Power Foundation
2013
Form 990-PF

56-2560595

Part I
Line 23(a)

Other expenses	Expense	Net	Adjusted	Charitable
	per Books	Investment	Net Income	Purposes
	<u>Col A</u>	<u>Col B</u>	<u>Col C</u>	<u>Col D</u>
Insurance	1,800			1,800
Dues	2,000			2,000
Outside Administrator	4,500			4,500
Outside Computer Services	2,830			2,830
Bank fees	497	497		-
Other	-			-
Total	11,627	497	-	11,130

Schedule 1

Minnesota Power Foundation
2013
Form 990-PF

56-2560595

Part I
Line 18

	Expense per Books <u>Col A</u>	Net Investment Income <u>Col B</u>	Adjusted Net Income <u>Col C</u>	Charitable Purposes <u>Col D</u>
Taxes				
Excise taxes	52	52		
Total	52	52	-	-

Schedule 2

**Minnesota Power Foundation
Form 990-PF 2013
Part VIII Line 1**

FEIN: 56-2560595

Line 1a and 1b: Board Membership

Alan Hodnik – President
Patrick Mullen – Vice President
Laura Schauer – Treasurer
Aimee Curtis – Secretary
Kelly Desormey – Director
Joshua Skelton – Director
Mike Perala – Director
Todd Simmons – Director

All Officers and Directors can be reached at:

Minnesota Power Foundation
30 West Superior Street
Duluth, MN 55802

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

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

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

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

Line 1e: Expense Accounts: None

**Minnesota Power Foundation
Form 990PF 2012**

FEIN: 56-2560595

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

Line 2 (a)

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

2 (b)

Applicants must submit the following information:

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

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

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

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

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

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

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

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

INCLUDE THE FOLLOWING ATTACHMENTS:

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

2 (c)

Grant applications are accepted and reviewed throughout the year.

2 (d)

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

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

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

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



EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	PAID	PROJECT TITLE
12/10/13	All Veterans Memorial	1206 Park Ave S	Park Rapids, MN 56470	\$1,500	Museum/Interpretive Center Building
11/18/13	Arrowhead Economic Opportunity Agency (AEOA)	702 3rd Ave S	Virginia, MN 55792	\$1,000	AEOA Foundation Fund
2/18/13	Aurora Food Shelf	106 W 3rd Ave N	Aurora, MN 55705	\$750	Food Share Month
10/4/13	Backus Community Center	900 5th St	International Falls, MN 56649	\$5,000	Program Support
12/10/13	Bigfork Volunteer Fire Dept	36105 Lehinger Road	Bigfork, MN 56628	\$1,500	Breathing Air Fill Station
9/26/13	Bismarck State College Foundation	PO Box 5587	Bismarck, ND 58506	\$5,000	Energy Curriculum Project
8/15/13	Bong P-38 Fund, Inc	305 Harbor View Parkway	Superior, WI 54880	\$15,000	Equipment Replacement
5/3/13	Boys & Girls Club of the Northland	PO Box 16435	Duluth, MN 55816	\$1,000	Don Shippar Community Leadership Award
2/12/13	Boys & Girls Clubs of the Northland	P O Box 16435	Duluth, MN 55816	\$2,000	Fundraiser Ball
4/22/13	Boys & Girls Clubs of the Northland	P O Box 16435	Duluth, MN 55816	\$1,500	Summer Learning Initiative for Lincoln Park School Branch Teens
12/10/13	Brainerd Lake Salvation Army	208 South 5th Street	Brainerd, MN 56401	\$500	Christmas Donation
5/29/13	Bridges of Hope	PO Box 742	Brainerd, MN 56401	\$500	Crisis Resources & Basic Needs Collaboration
1/31/13	Chisholm Community Foundation	4 SW 3rd Ave	Chisholm, MN 55719	\$1,000	Annual Support
11/27/13	Christmas For Kids	1332 County 29	Lake Shore, MN 56468	\$250	Annual Support
2/14/13	Churches United in Ministry	102 W Second St	Duluth, MN 55802	\$1,450	Food Share Month
4/13/13	City of International Falls	600 4th Street	International Falls, MN 56649	\$1,000	City Beach Playground
9/24/13	Cloquet Educational Foundation	302 14th Street	Cloquet, MN 55720	\$1,000	Invest In Kids Sponsorship Program
2/12/13	Confidence Learning Center	1620 Mary Fawcett Memorial Drive	East Gull Lake, MN 56401	\$1,500	People First, Disability Second program
2/14/13	Cook County Higher Education	PO Box 57	Grand Marais, MN 55604	\$1,000	Energy Efficiency Education Project
1/10/13	Cook County School	101 W 5th Street	Grand Marais, MN 55604	\$3,975	Scoreboard for Cook County Varsity Baseball Field
11/5/13	Cyclists of the Gitchee Gumee Shore, Inc (COGGS)	P O Box 16261	Duluth, MN 55806	\$2,000	Boardwalk for Brewer Park Multi-Use Trails
5/3/13	Damiano of Duluth, Inc	206 W 4th St	Duluth, MN 55806	\$1,000	Don Shippar Community Leadership Award
2/28/13	Damiano of Duluth, Inc	206 W 4th St	Duluth, MN 55806	\$25,000	Damiano Meal Capacity Project
4/20/13	Duluth Aviation Institute	Hangar 10, Sky Harbor Airport	Duluth, MN 55802	\$2,500	Path to Aviation Grluth Continuum
7/16/13	Duluth Children's Museum	115 South 29th Avenue West	Duluth, MN 55806	\$2,000	Bubble Festival Sponsorship



EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	PAID	PROJECT TITLE
2/12/13	Duluth East Daredevils	301 N 40th Ave E	Duluth, MN 55804	\$1,000	Robotics Team Support
4/30/13	Duluth East Daredevils	301 N 40th Ave E	Duluth, MN 55804	\$1,000	Robotics Team Support - World Competition
8/15/13	Duluth Superior Area Community Foundation	222 E Superior Street, Ste 302	Duluth, MN 55802	\$50,000	2013/2014 Community Involvement Scholarship Program
8/15/13	Duluth Superior Area Community Foundation	222 E Superior Street, Ste 302	Duluth, MN 55802	\$42,347	2013/2014 New Generation Scholarship Program
5/22/13	Duluth Superior Symphony Association	331 West Superior Street, Suite 100	Duluth, MN 55802	\$15,000	Community Outreach Programs
11/18/13	Ely Winter Festival	423 E Sheridan Street, Suite 2	Ely, MN 55731	\$500	2014 Ely Winter Festival
12/13/13	Employment Enterprises, Inc	307 Northwest Ninth Ave	Little Falls, MN 56345	\$1,000	Remodeling Project
10/4/13	Falls Hunger Coalition	1000 5th Street	International Falls, MN 56649	\$5,000	Program Assistance
8/22/13	First Call 2-1-1	1211 SE 2nd Ave	Grand Rapids, MN 55744	\$600	Relocation Grant
8/15/13	First Robotics	200 Bedford St	Manchester, NH 03101	\$10,000	2014 Regional Competition
2/18/13	Food Shelf - Chisholm	10 NE Central Ave	Chisholm, MN 55555	\$750	Food Share Month
2/14/13	Food Shelf - Cook County	1712 W Hwy 61	Grand Marais, MN 55604	\$300	Food Share Month
2/12/13	Food Shelf - Cuyuna Range	PO Box 33	Crosby, MN 56441	\$500	Food Share Month
2/18/13	Food Shelf - Ely	PO Box 786	Ely, MN 55731	\$750	Food Share Month
2/18/13	Food Shelf - Falls Hunger Coalition	1000 5th Street	International Falls, MN 56649	\$750	Food Share Month
2/14/13	Food Shelf - Hermantown	5028 Miller Trunk Hwy	Duluth, MN 55811	\$500	Food Share Month
2/18/13	Food Shelf - Hibbing	1910 1st Ave	Hibbing, MN 55746	\$750	Food Share Month
2/12/13	Food Shelf - Hubbard County	15701 Essex Road	Park Rapids, MN 56470	\$500	Food Share Month
2/12/13	Food Shelf - Lakes Area (Nisswa/Pequot)	PO Box 724	Nisswa, MN 56468	\$500	Food Share Month
2/12/13	Food Shelf - Long Prairie	PO Box 165	Long Prairie, MN 56347	\$500	Food Share Month
2/12/13	Food Shelf - Menahga	PO Box 271	Menahga, MN 56464	\$500	Food Share Month
2/12/13	Food Shelf - Morrison County	912 1st Avenue SW	Little Falls, MN 56345	\$500	Food Share Month
2/12/13	Food Shelf - Motley Area	679 3rd Ave S	Motley, MN 56466	\$500	Food Share Month
2/12/13	Food Shelf - Pillager	305 Fir St West	Pillager, MN 56473	\$500	Food Share Month
2/12/13	Food Shelf - Pine River	PO Box 282	Pine River, MN 56474	\$500	Food Share Month
2/14/13	Food Shelf - Proctor Area	5th Avenue & 3rd Street	Duluth, MN 55810	\$200	Food Share Month



EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	PAID	PROJECT TITLE
2/12/13	Food Shelf - Sebeka	PO Box 233	Sebeka, MN 56477	\$500	Food Share Month
2/14/13	Food Shelf - Silver Bay	99 Edison Blvd	Silver Bay, MN 55614	\$300	Food Share Month
2/18/13	Food Shelf - Tower	PO Box 533	Tower, MN 55790	\$750	Food Share Month
2/12/13	Food Shelf - Walker	PO Box 1101	Walker, MN 56484	\$500	Food Share Month
7/29/13	GND Veterans Memorial	1329 - 99th Ave West	Duluth, MN 5808	\$1,500	GND Veterans Memorial Restoration and Enhancement
6/24/13	Goodland Volunteer Fire Department	PO Box 1	Goodland, MN 55742	\$700	Equipment
4/1/13	Grand Rapids High School	800 Conifer Drive	Grand Rapids, MN 55744	\$1,000	Minnesota Technology Education Super Mileage Challenge
12/10/13	Grand Rapids Showboat Inc	Po Box 321	Grand Rapids, MN 55744	\$500	Whitesidewalls Concert
4/20/13	Grant Community School Collaborative	108 E 6th St	Duluth, MN 55805	\$1,000	PACE Programs for Academic and Cultural Enrichment
12/3/12	Great Lakes Aquarium	353 Harbor Drive	Duluth, MN 55802	\$50,000	Discovery Center
10/3/13	Habitat for Humanity	65 East Broadway	Little Falls, MN 56345	\$1,000	House #14 Sustainable Building Program
2/12/13	Hackensack Area Community Food Shelf	PO Box 55	Hackensack, MN 56452	\$500	Food Share Month
6/17/13	Hartley Nature Center	3001 Woodland Ave	Duluth, MN 55803	\$5,000	Wine in the Woods Fundraising Event
12/13/13	Hubbard County DAC	PO Box 86	Park Rapids, MN 56470	\$1,000	Client Activities Fund
5/22/13	Initiative Foundation	405 1st St Se	Little Falls, MN 56345	\$12,500	Thriving Communities Initiative
4/1/13	Itasca Area Cancer Crisis Fund	350 NW 1st Avenue Ste E	Grand Rapids, MN 55744	\$2,000	Bisch Bash 4
4/1/13	Itasca Chapter Let's Go Fishing With Seniors	PO Box 86	Cohasset, MN 55721	\$1,000	Itasca Chapter Let's Go Fishing With Seniors
2/15/13	Itasca County	123 NE 4th Street	Grand Rapids, MN 55744	\$2,000	Forests in the Classroom and Passport to the Forest
4/1/13	Itasca County Family YMCA	400 River Road	Grand Rapids, MN 55744	\$1,000	Itasca County Family YMCA Childcare Program
6/10/13	Itasca County Family YMCA	400 River Road	Grand Rapids, MN 55744	\$25,000	Capital Campaign
8/28/13	Itasca Water Legacy Partnership	1121 Hwy 169 E	Grand Rapids, MN 55744	-\$1,000	Youth Water Summit
6/24/13	Jamie Tennison Memorial Compass Program	350 NW 1st Ave , Ste E	Grand Rapids, MN 55744	\$1,000	Compass for Student Deer Hunting Safety
2/12/13	Junior Achievement	301 W 1st St Ste 302	Duluth, MN 55802	\$5,000	Program Support
11/27/13	Junior Achievement of the Upper Midwest	301 W Superior st #302	Duluth, MN 55802	\$2,250	Volunteer/Classroom Coordination and the JA Business Challenge
7/23/13	Lake Superior Chapter, SAF	512 E Pattison St	Ely, MN 55731	\$1,000	5th Grade Forestry Field Day
2/14/13	Lake Superior Community Theatre	137 Banks Boulevard	Silver Bay, MN 55614	\$500	"Death of a Salesman" production



EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	PAID	PROJECT TITLE
12/17/13	Lake Superior Community Theatre	137 Bank's Boulevard	Silver Bay, MN 55614	\$500	Fiddler on the Roof Play Production
6/14/13	Little Falls Community High School	1001 5th Avenue S E	Little Falls, MN 56345	\$1,000	Day of Caring
3/19/13	Living at Home of the Park Rapids Area	PO Box 465	Park Rapids, MN 56470	\$500	Geriatric Care Management
2/12/13	LSS Senior Nutrition and Meals on Wheels	PO Box 1886	Bemidji, MN 56619	\$500	Weather Related Emergency Meals for Low-Income Seniors
11/21/13	Lutsen Fire Department	PO Box 151	Lutsen, MN 55612	\$12,000	Fire Support Trailer
9/24/13	Marshall School Robotics	1215 Rice Lake Road	Duluth, MN 55811	\$1,000	Lego Robotics
7/16/13	Meadowlands Area Volunteer Fire Department	9955 Hwy 133	Meadowlands, MN 55765	\$1,500	Training and Personal Protective Gear
8/19/13	Meabi East High School	601 N 1st St W	Aurora, MN 55705	\$500	Operation Backpack
11/18/13	Meabi East High School	601 N 1st St W	Aurora, MN 55705	\$1,000	Project Elf
11/18/13	Meabi Symphony Orchestra	PO Box 600	Virginia, MN 55792	\$1,000	Winter Concert Series
11/18/13	Michigan Technological University	1400 Townsend Dr	Houghton, MI 49931	\$5,000	Iron Range STEM Showcase
2/28/13	Minnesota Discovery Center	1005 Discovery Drive	Chisholm, MN 55719	\$10,000	Iron Range Science and Engineering Festival
2/25/13	Minnesota Minerals Education Workshop	500 Lafayette Rd	St Paul, MN 55155-4045	\$1,000	Minnesota Minerals Education Workshop
2/14/13	Moose Lake Area Food Shelf	PO Box 128	Moose Lake, MN 55767	\$450	Food Share Month
8/28/13	Morrison County Animal Humane Society	200 7th Avenue NE	Little Falls, MN 56345	\$500	Bark a Thon
11/27/13	Morrison County Food Shelf	912 1st Avenue SW	Little Falls, MN 56345	\$4,000	Addition to Morrison County
5/1/13	Morton County Fair	210 2nd Ave NW	Mandan, ND 58554	\$7,500	Stalling Pens
4/13/13	New Pathways, Inc	714 South 6th Street	Bramerd, MN 56401	\$1,000	Tent City
11/27/13	North Shore Community School	5926 Old North Shore Road	Duluth, MN 55804	\$2,500	School-wide Enrichment Model
11/27/13	North Shore Wrestling Club	12578 West Skyline Parkway	Duluth, MN 55810	\$5,000	North Shore Wrestling Club Mat
11/27/13	North Star Academy - Duluth Public Schools Academy	3301 Technology Drive	Duluth, MN 55811	\$650	Enhancing STEM Education through Lego Robotics
4/13/13	Northern Lights Music Festival, Inc	11 S 4th St West	Aurora, MN 55705	\$1,000	Marketing the Northern Lights Music Festival, Inc
11/27/13	Northern Lights Special Education Cooperative	302 14th Street	Cloquet, MN 55720	\$2,300	Mentoring Day
8/18/11	Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$25,000	Youth In Philanthropy Program
2/12/13	Northland Youth Music Program	9670 East Elm Rd	Poplar, WI 54864	\$750	Summer Music Program
10/25/13	PCs for People (Kodiaska Community Action)	811 NE 4th street	Grand Rapids, MN 5544	\$500	PCs for People



EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	PAID	PROJECT TITLE
2/12/13	Pierz Food Shelf	PO Box 383	Pierz, MN 56364	\$500	Food Share Month
12/9/13	Pine River - Backus Family Center	PO Box 1	Pine River, MN 56474	\$500	Christmas for Kids
4/30/13	Proctor DECA	131 9th Ave	Proctor, MN 55810	\$500	DECA program support
3/20/13	Quad City Food Shelf	3 South Broadway	Gilbert, MN 55741	\$1,000	Food Share Month
2/18/13	Regents of the University of Minnesota	Room 409, Darland Admin Bldg, UMD	Duluth, MN 55812	\$6,502	Dynamic Forests Workshop 2013
11/23/13	Regents of the University of Minnesota	Room 409, Darland Admin Bldg, UMD	Duluth, MN 55812	\$7,745	2014 St. Louis River Watershed Workshop
2/14/13	Salvation Army - Cloquet	316 Carlton Ave	Cloquet, MN 55800	\$500	Food Share Month
2/14/13	Salvation Army - Duluth	215 South 27th Ave W	Duluth, MN 55816	\$1,450	Food Share Month
9/16/13	Schroeder Area Historical Society	7932 West Highway 61 P O Box 337	Schroeder, MN 55613	\$1,000	Operation Funds for Schroeder Area Historical Society
12/10/13	Second Harvest North Central Food Bank	PO Box 5130	Grand Rapids, MN 55744	\$2,500	Inasca Holiday Program 2013 Feeding Hope for the Holidays
8/22/13	Second Harvest North Central Food Bank	PO Box 5130	Grand Rapids, MN 55744	\$2,000	Kids Packs to Go Backpack Program
2/12/13	Second Harvest Northern Lakes Food Bank	4503 Airport Boulevard	Duluth, MN 55811	\$3,000	Food Rescue and Distribution
12/11/13	South Central High School	406 S. Anderson Street	Bismarek, ND 58504	\$2,500	SCHS Fulfilling student needs
5/3/13	Special Olympics - Minnesota	100 Washington Ave S, Suite 550	Minneapolis, MN 55401	\$2,500	Don Shippar Community Leadership Award
10/3/13	St. Gabriel's Hospital	815 S E Second St	Little Falls, MN 56345	\$934	Lifeline Program
12/10/13	Superior Hiking Trail Association	731 7th Avenue, P O Box 4	Two Harbors, MN 55616	\$2,500	Gill Creek Trail/Superior Hiking Trail
9/24/13	The College of St. Scholastica	1200 Kenwood Avenue	Duluth, MN 55811	\$2,500	Twin Ports Thanksgiving Buffet
5/24/13	The Nature Conservancy in Minnesota	394 Lake Avenue South	Duluth, MN 55802	\$3,000	Northeast Minnesota Forest Restoration
11/21/13	The Salvation Army HeatShare	2445 Prior Ave	Roseville, MN 55112	\$25,000	HeatShare
5/20/13	Todd County DAC	501 West 6th Street	Browerville, MN 56438	\$500	Commercial Treadmill
8/19/13	Town of Fayal	4375 Shady Lane	Eveleth, MN 55734	\$1,200	Baseball Field improvements
3/13/13	Two Harbors High School	1640 Hwy 2	Two Harbors, MN 55616	\$1,000	Robotics Team Support
5/22/13	UMD - College of Science & Engineering	1303 Ordean Court	Duluth, MN 55812-3025	\$7,500	Mechanical, Civil and Electrical Scholarships
1/1/13	United Way - Crow Wing	424 NW 3rd St	Brainerd, MN 56401	\$2,800	Annual Support
1/1/13	United Way - Minnesota Slope	515 N 4th St	Bismarek, ND 58502	\$2,000	Annual Support
8/19/13	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	\$500	Buddy Backpack program Koochiching County



EIN: 56-2560595

Foundation Grants

Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	PAID	PROJECT TITLE
1/1/13	United Way - Northeastern Minnesota	229 W Lake St	Chisholm, MN 55719	\$31,100	Annual Support
1/1/13	United Way of 1,000 Lakes	350 NW 1st Ave , Suite A	Grand Rapids, MN 55744	\$32,100	Annual Support
1/1/13	United Way of Carlton County	202 Avenue C	Cloquet, MN 55720	\$8,700	Annual Support
10/4/13	United Way of Greater Duluth	424 West Superior Street	Duluth, MN 55802	\$2,500	Event Sponsorship
1/1/13	United Way of Greater Duluth	424 West Superior Street	Duluth, MN 55802	\$44,463	Annual Support
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1/1/13	United Way of Greater Duluth	424 West Superior Street	Duluth, MN 55802	\$44,463	Annual Support
1/1/13	United Way of Morrison County	107 SE 2nd St, Suite 104	Little Falls, MN 56345	\$15,450	Annual Support
11/21/13	YMCA - Brainerd	602 Oak Street	Brainerd, MN 56401	\$1,000	Y Partners
				\$767,353	



EIN: 56-2560595
 Foundation Grants
 Form 990-PF, Part XV, Line 3b

NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	GRANT	PURPOSE
Great Lakes Aquarium	353 Harbor Drive	Duluth, MN 55802	\$50,000	Exploratorium
Damiano of Duluth, Inc	206 W 4th Street	Duluth, MN 55806	\$75,000	Meal Capacity Project
Science Museum of Minnesota	120 W Kellogg Blvd	St Paul, MN 55102	\$33,000	Electricity Assembly Tour
Itasca County YMCA	400 River Road	Grand Rapids, MN 55744	\$25,000	Active Living Center
Northland Foundation	610 Sellwood Blvd	Duluth, MN 55802	\$50,000	Youth in Philanthropy
Initiative Foundation	405 1st Street SE	Little Falls, MN	\$12,500	Healthy Community Initiative
United Way	Various	Various	\$270,000	Annual Program Support
			<u>\$515,500</u>	