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For calendar year 2014 or tax year beginning , 2014, 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) 218-355-3169
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	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,002,556		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, column (d) must be on cash basis)		

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)	1,530,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	443	443		
	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)		0		
	8 Net short-term capital gain			0	
	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	1,530,443	443	0	
	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)	31	31		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,591	641		16,950
	24 Total operating and administrative expenses Add lines 13 through 23	17,622	672	0	16,950
	25 Contributions, gifts, grants paid	970,566			970,566
	26 Total expenses and disbursements Add lines 24 and 25	988,188	672	0	987,516
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	542,255			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)			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			4,012	33,824	33,824
	2 Savings and temporary cash investments			456,289	968,732	968,732
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶				0	
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶				0	
	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 ▶				0	
	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)					
Liabilities	11 Investments - land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶				0	
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)					
	14 Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶				0	
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			460,301	1,002,556	1,002,556
	17 Accounts payable and accrued expenses				250	
	18 Grants payable			515,500	507,000	
Net Assets or Fund Balances	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)			515,500	507,250	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			460,301	1,002,556	
Net Assets or Fund Balances	25 Temporarily restricted			-515,500	-507,250	
	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)			-55,199	495,306	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)			460,301	1,002,556	

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	-55,199
2 Enter amount from Part I, line 27a	2	542,255
3 Other increases not included in line 2 (itemize) ▶ <u>DECREASE IN GRANTS PAYABLE AND ACCRUED EXPENSES</u>	3	8,250
4 Add lines 1, 2, and 3	4	495,306
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	495,306

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			0
b			0
c			0
d			0
e			0

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		0	0
b		0	0
c		0	0
d		0	0
e		0	0

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	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	778,483	880,196	0.8844
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

2 Total of line 1, column (d)	2	5.4273
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.0855
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	740,853
5 Multiply line 4 by line 3	5	804,196
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	804,196
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	987,516

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		1	0
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
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	0
6 Credits/Payments		7	0
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	0

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MINNESOTA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ MNPOWER.COM/COMPANY/MPFOUNDATION	13	X	
14	The books are in care of ▶ NATHAN ANDERSON Telephone no ▶ 215-355-3481 Located at ▶ 30 WEST SUPERIOR STREET, 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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-221) 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		
1b	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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
1c	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (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 ☐

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	▶ 0

Form 990-PF (2014)

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	752,135
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	752,135
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	752,135
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,282
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	740,853
6	Minimum investment return. Enter 5% of line 5	6	37,043

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	37,043
2a	Tax on investment income for 2014 from Part VI, line 5	2a	0
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,043
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	37,043
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	37,043

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	987,516
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	987,516
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	987,516

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				37,043
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009 730,016				
b From 2010 678,857				
c From 2011 1,041,908				
d From 2012 955,262				
e From 2013 734,479				
f Total of lines 3a through e	4,140,522			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 987,516				
a Applied to 2013, 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 2014 distributable amount				37,043
e Remaining amount distributed out of corpus . .	950,473			
5 Excess distributions carryover applied to 2014 . (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	5,090,995			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	730,016			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	4,360,979			
10 Analysis of line 9				
a Excess from 2010 678,857				
b Excess from 2011 1,041,908				
c Excess from 2012 955,262				
d Excess from 2013 734,479				
e Excess from 2014 950,473				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SEE SCHEDULE 4

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

SEE SCHEDULE 4

c Any submission deadlines

SEE SCHEDULE 4

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

SEE SCHEDULE 4

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE SCHEDULE 5				970,566
Total			3a	970,566
b Approved for future payment SEE SCHEDULE 6				507,000
Total			3b	507,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	443	
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)		0		443	0
13	Total. Add line 12, columns (b), (d), and (e)					443

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[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?

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

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.

Signature of officer or trustee

5-7-15
Date

► TREASURER
Title

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

**Paid
Preparer
Use Only**

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

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

OMB No 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization****Employer identification number**

Minnesota Power Foundation

56-2560595

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

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization Minnesota Power Foundation	Employer identification number 56-2560595
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	ALLETE, INC. 30 WEST SUPERIOR STREET DULUTH, MN 55802-2093	\$ 1,530,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Minnesota Power Foundation

Employer identification number

56-2560595

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization

Minnesota Power Foundation

Employer identification number

56-2560595

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

Minnesota Power Foundation
2014
Form 990-PF

56-2560595

Part I
Line 18

Taxes	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>
Excise taxes	31	31		
Total	31	31	-	-

Schedule 1

Minnesota Power Foundation
2014
Form 990-PF

56-2560595

Part I
Line 23

	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>
Other expenses				
Insurance	1,943			1,943
Dues	5,025			5,025
Outside Administrator	6,700			6,700
Outside Computer Services	3,205			3,205
Bank fees	641	641		-
Other	77			77
	<hr/>			
Total	17,591	641	-	16,950
	<hr/>			

Schedule 1A

Minnesota Power Foundation
2014
Form 990-PF

56-2560595

Part VII-A
Question 10

Substantial Contributor List:

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

Schedule 2

**Minnesota Power Foundation
Form 990-PF
2014
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 990-PF
2014**

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.

Minnesota Power Foundation
Form 990-PF
2014

FEIN: 56-2560595

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
2/5/14	American Red Cross	2524 Maple Grove Road	Duluth, MN 55811	\$5,000.00	Disaster Services
12/19/14	Aurora Fire Department	16w 2nd ave n	Aurora, MN 55705	\$2,000.00	Aurora Fire Department Hose
3/12/14	Aurora Food Shelf	315 N Main St	Aurora, MN 55705	\$750.00	Food Share Month
10/29/14	Bigfork Volunteer Fire Dept	C/O Matt Dahlke	Bigfork, MN 56628	\$900.00	New Generator
3/12/14	Birch Grove Foundation	9 Good Neighbor Hill Rd Ste A	Tofte, MN 55615	\$1,000.00	Greening of the Grove
8/19/14	Bismarck State College	National Energy Center of Excellence	Bismarck, ND 58506	\$20,000.00	Nacelle Tower Project
4/28/14	Boys & Girls Clubs of 10,000 Lakes	9065 6th Street NW	Elk River, MN 55008	\$1,000.00	Educational Enhancement Program
8/18/14	Bretting Police Department	39 1st Ave	Soudan, MN 55782	\$2,400.00	AEDs
4/14/14	Bridges Kinship Mentoring	703 N Polegama Ave	Grand Rapids, MN 55744	\$500.00	Program Support
7/29/14	Carlton Area Development Corporation	PO Box 336	Carlton, MN 55718	\$19,839.00	Tot Park and Playground
10/22/14	Carlton County Sheriff's Office	317 Walnut Avenue	Carlton, MN 55718	\$3,500.00	Cannae Program
2/11/14	Carlton Fire/Rescue and Ambulance	100 4th North Street	Carlton, MN 55718	\$1,200.00	Thermal Imaging Camera
11/18/14	CentraCare Health Foundation - Long Prairie	20 9th Street	Long Prairie, MN 56308	\$25,000.00	Long Prairie Medical Campus Building Project
1/20/14	Chisholm Community Foundation	Four S W 3rd Avenue	Chisholm, MN 55719	\$1,001.00	Field of Dreams
3/12/14	Churches United in Ministry (CHUM)	102 West 2nd Street	Duluth, MN 55802	\$1,600.00	Feeding Our Hungry Neighbors
2/28/14	City of Laxrup	28532 Highway 27	Pierz, MN 56364	\$500.00	Vic Kapner Memorial Park Playground Project
2/28/14	City of Laxrup	28532 Highway 27	Pierz, MN 56364	\$500.00	Vic Kapner Memorial Park Playground Project
4/17/14	City of Little Falls	100 7th ave NE	Little Falls, MN 56345-0244	\$1,000.00	Little Falls Area Recreation Complex
8/12/14	Cloquet Educational Foundation	302 14th Street	Cloquet, MN 55720	\$500.00	Invest In Kids Sponsorship Program
8/12/14	College of St. Scholastica, Inc	1200 Kenwood Avenue	Duluth, MN 55811	\$3,500.00	Thanksgiving Buffet 2014
10/29/14	Community Cafe Inc	PO Box 5192	Grand Rapids, MN 55744	\$3,500.00	Community Cafe Meal Distribution support
3/12/14	Cuyuna Range Youth Center, Inc	PO Box 263	Crosby, MN 56441	\$500.00	Project Cuyuna Generational Opportunities (GO)
11/5/14	Cyclists of the Gritchee Gunnee Shores, Inc (COGGS)	P O Box 161261	Duluth, MN 55815	\$4,000.00	Duluth Traverse Hawk Ridge Boardwalk Construction
5/5/14	Damiano of Duluth, Inc	206 W 4th St	Duluth, MN 55806	\$1,000.00	Don Shippar Leadership Award
2/28/13	Damiano of Duluth, Inc	206 W 4th St	Duluth, MN 55806	\$40,000.00	Damiano Meal Capacity Project
10/22/14	Denfield DNA FIRST Robotics Team 4009	4405 W 4th Street	Duluth, MN 55807	\$1,000.00	Denfield DNA FIRST Robotics Team 4009
2/11/14	Denfield DNA FIRST Robotics Team 4009	4405 W 4th Street	Duluth, MN 55807	\$1,000.00	Denfield Hunters FIRST Robotics Team
10/22/14	Duluth Amateur Hockey Association	120 S 120 S Ave W	Duluth, MN 55806	\$1,000.00	Learn to Skate/Financial Aid



5/20/14	Duluth Area Family YMCA	302 West First Street	Duluth, MN 55802	\$10,000 00	Camp Miller Second Century Project
10/28/14	Duluth Firefighters Operation Warm	602 West 2nd Street	Duluth, MN 55802	\$2,508 00	Employee Match Coat Drive
11/20/14	Duluth Superior Area Community Foundation	Zengeist Arts Building	Duluth, MN 55802	\$48,250 00	New Generation Scholarship
11/26/14	Duluth Superior Area Community Foundation	Zengeist Arts Building	Duluth, MN 55802	\$47,500 00	Community Involvement Scholarship
3/12/14	Ely Area Food Shelf	P O Box 786	Ely, MN 55731	\$750 00	Food Share Month
3/20/14	Employment Enterprises Inc	po box 303	Little Falls, MN 56345	\$1,000 00	Lindyard Boy and Girl's Club Teen Room
12/8/14	Esko Robotics	PO Box 10	Esko, MN 55733	\$2,000 00	8th Grade Lego Implementation & Esko FIRST Robotics
3/12/14	Falls Hunger Coalition	1000 5th Street	International Falls, MN 56649	\$750 00	Food Share Month
9/8/14	First Robotics	200 Bedford St	Manchester, NH 03101	\$1,250 00	Peggy Hanson Don Shippard Award
8/12/14	First Witness Child Advocacy Center	4 W 5th St	Duluth, MN 55806	\$1,000 00	Safe and Strong Child Sexual Abuse Prevention and Education
5/20/14	Fond du Lac Community Club	13201 W Second Street	Duluth, MN 55808	\$38,000 00	Tennis Court and Basketball Court Restoration
3/12/14	Food Shelf - Chisholm	12 W Lake St	Chisholm, MN 55719	\$750 00	Food Share Month
3/12/14	Food Shelf - Cook County	1712 W Hwy 61	Grand Marais, MN 55604	\$300 00	Food Share Month
2/28/14	Food Shelf - Hubbard County	308 Pleasant Ave	Park Rapids, MN 56470	\$500 00	Food Share Month
2/28/14	Food Shelf - Motley Area	679 3rd Ave S	Motley, MN 56466	\$500 00	Food Share Month
2/28/14	Food Shelf - Pillager	305 Fir St West	Pillager, MN 56473	\$500 00	Food Share Month
2/28/14	Food Shelf - Pine River	309 2nd St N	Pine River, MN 56474	\$500 00	Food Share Month
3/12/14	Food Shelf - Proctor Area	5th Avenue & 3rd Street	Duluth, MN 55810	\$300 00	Food Share Month
2/28/14	Food Shelf - Sebeka	100 Jefferson Ave S	Sebeka, MN 56477	\$500 00	Food Share Month
3/12/14	Food Shelf - Silver Bay	99 Edison Blvd	Silver Bay, MN 55614	\$300 00	Food Share Month
2/28/14	Food Shelf - Walker	609 Minnesota Ave W #4	Walker, MN 56484	\$500 00	Food Share Month
4/4/14	Formula SAE	1049 University Drive	Duluth, MN 55812	\$1,000 00	UMD FSAE
8/5/14	Grand Rapids Area Community Foundation	350 NW 1st Ave, Suite E	Grand Rapids, MN 55744	\$1,000 00	Jamie Tennison Compass Fund
10/29/14	Grand Rapids High School First Robotics	800 Conifer Dr	Grand Rapids, MN 55744	\$500 00	First Robotics
4/23/14	Grand Rapids Players Inc	PO Box 26	Grand Rapids, MN 55744	\$500 00	Season Sponsorship
7/10/14	Grand Rapids/Greenway Swim Association Inc	P O Box 185	Grand Rapids, MN 55709	\$1,000 00	Summer Pool Project
12/3/12	Great Lakes Aquarium	353 Harbor Drive	Duluth, MN 55802	\$50,000 00	Discovery Center
11/5/14	Great River Greening	35 West Water Street Suite 201	Saint Paul, MN 55107	\$3,000 00	Belle Prairie County Park Outdoor Classroom
9/29/14	Gunflint Trail Historical Society	28 Moose Pond Drive	Grand Marais, MN 55604	\$1,000 00	Lighting system for the new Chik Wauk Nature Center



11/20/14	H O W A Family Center	P O Box 1416	Walker, MN 56484	\$1,000 00	Launching Technology to Achieve 2015 Goals
2/28/14	Hackensack Area Community Food Shelf	PO Box 55	Hackensack, MN 56452	\$500 00	Food Share Month
9/9/14	Hartley Nature Center	3001 Woodland Avenue	Duluth, MN 55803	\$5,000 00	Summer Camp and Nature Preschool Scholarship Match
3/12/14	Hibbing Food Shelf	1910 1st Ave	Hibbing MN 55746	\$750 00	Food Share Month
5/22/13	Initiative Foundation	405 First Street Southeast	Little Falls, MN 56345	\$12,500 00	Thriving Communities Initiative
10/20/14	Iron Range Off Road Cyclists (IRORC)	407 E Howard St	Hibbing, MN 55746	\$1,000 00	Biking Association Support
6/3/14	ISD #100 Wrenshall Public School	207 Pioneer Drive	Wrenshall, MN 55797	\$1,700 00	Implementation of Lego Robotics Class
3/25/14	ISD 2142 - South Ridge School	8162 Swan Lake Rd	Culver, MN 55779	\$1,000 00	Roth Mobot at South Ridge School
12/4/14	ISD N 2711	Youth Service Volunteers/Project Elf	Aurora, MN 55705	\$1,000 00	Project Elf
6/23/14	Itasca Area Cancer Crisis Fund	Grand Rapids Area Community Foundation	Grand Rapids, MN 55744	\$2,000 00	The Bash 5
3/11/14	Itasca Chapter Let's Go Fishing With Seniors	PO Box 86	Cohasset, MN 55721	\$1,000 00	Sponsor Pontoon
8/5/14	Itasca County Family YMCA	400 River Road	Grand Rapids, MN 55744	\$1,000 00	Itasca County Family YMCA Youth Program
6/10/13	Itasca County Family YMCA	400 River Road	Grand Rapids, MN 55744	\$25,000 00	Capital Campaign
4/28/14	JFHML Friends	101 First St S E	Crosby, MN 56441	\$1,000 00	Community Connection
4/4/14	Junior Achievement of the Twin Ports region	301 West 1st Street	Duluth, MN 55802	\$3,000 00	JA High School Programming and JA Tian Challenge Support
6/3/14	Just Kids Dental	PO Box 146	Two Harbors, MN 55616	\$1,000 00	Healthy Teeth, Healthy Kids
11/20/14	Kinship of Morrison County	107 2nd St SE	Little Falls, MN 56345	\$500 00	Kinship's Group Mentoring Activities
3/12/14	Lakev Area Food Shelf	P O Box 724	Nisswa, MN 56468	\$500 00	Food Share Month
2/11/14	Lakeview Christian Academy Robotics	155 Central Entrance	Duluth MN 55811	\$1,000 00	2013-14 Lakeview Christian Academy Robotics Season Support
5/5/14	Life House, Inc	102 West First Street	Duluth, MN 55802	\$1,000 00	Don Shippar Community Leadership Award
4/28/14	Little Falls Community High School	1001 5th Ave SE	Little Falls, MN 56345	\$1,000 00	Day of Caring
11/20/14	Little Falls High School Robotics	1001 5th Ave SE	Little Falls, MN 56345	\$2,500 00	LFCHS Team 4623 Robot
3/12/14	Long Prairie Emergency Food Pantry	PO Box 165	Long Prairie, MN 56347	\$500 00	Food Share Month
8/19/14	Lutheran Social Service of Minnesota	2485 Como Avenue	St. Paul, MN 55108	\$35,000 00	Campaign for the Center for Changing Lives
12/8/14	Lutheran Social Service of MN - Crisis Nursery	424 West Superior Street	Duluth, MN 55802	\$3,000 00	Operating Support
7/15/14	Make-A-Wish Foundation of North Dakota	1102 43rd Street South, Ste E	Fargo, ND 58103	\$1,500 00	Foundation Support
10/22/14	Marshall School Robotics	1215 Rice Lake Road	Duluth MN 55811	\$1,000 00	Marshall Robotics Teams
6/3/14	Maunee Musicale, Inc	506 West Michigan Street	Duluth, MN 55802	\$750 00	Midic Winds Concert and Outreach



2/28/14	Menahga Food Shelf	120 1st Street NE	Menahga, MN 56484	\$500 00 Food Share Month
2/5/14	Mesabi Family YMCA	8367 Unity Drive	Virginia MN 55792	\$5,000 00 Mentor Mesabi
8/18/14	Mesabi Symphony Orchestra	PO Box 600	Virginia, MN 55792	\$1,000 00 Fall 2014 Concert Series
10/27/14	Military Historical Society of Minnesota	15000 Highway 115	Little Falls, MN 56345	\$1,500 00 Women in the Military Exhibit
2/5/14	Minnesota Discovery Center	1005 Discovery Drive	Chisholm, MN 55719	\$10,000 00 Iron Range Science and Engineering Festival
12/19/14	Minnesota Discovery Center	1005 Discovery Drive	Chisholm, MN 55719	\$7,000 00 2015 Science and Engineering Festival
5/2/14	Miracle League of the Iron Range	PO Box 883	Hibbing, MN 55746	\$1,000 00 Field Construction
3/12/14	Moose Lake Area Food Shelf	PO Box 128	Moose Lake, MN 55767	\$500 00 Food Share Month
11/20/14	Morrison County Agricultural Society	P O Box 177	Little Falls, MN 56345	\$500 00 Safety Fence
2/28/14	Morrison County Food Shelf	912 1st Avenue SW	Little Falls, MN 56345	\$500 00 Food Share Month
2/27/14	Morton County Fair	210 2nd Ave NW	Mandan, ND 58554	\$1,000 00 2014 Fair Support
8/18/14	Mr. Pete Foundation	4842 Oak Ridge Drive	Hermantown, MN 55811	\$2,000 00 Mr. Pete Foundation Legacy Award Sponsorship
8/12/14	Myers-Wilkins Community School Collaborative	1027 N 8th Ave E	Duluth, MN 55805	\$1,000 00 Initiating STEM Education at Myers-Wilkins
5/5/14	National Kidney Foundation of MN	1970 Oakcrest Ave	Saint Paul, MN 55113	\$2,500 00 Don Shippard Leadership Award
12/8/14	NE Minnesota Regional Science Fair	4134 Jeffrey Rd	Duluth, MN 55810	\$2,500 00 2015 NE Regional Science Fair
9/10/14	New Pathways, Inc	714 South 6th Street	Brainerd, MN 56401	\$2,000 00 Tent City
8/15/14	New Salem Almont Dollars for Scholars	310 Elm Ave	New Salem, ND 58563	\$300 00 Dollars for Scholars program
4/14/14	New Salem Park District	PO Box 283	New Salem, ND 58563	\$2,500 00 Community Picnic Table project
11/11/14	New Salem-Almont High School	PO Box 378	New Salem, ND 58563	\$250 00 Band Culture Program
11/11/14	New Salem-Almont High School	PO Box 378	New Salem, ND 58563	\$250 00 Student Council New Year's Eve Party
11/11/14	New Salem-Almont High School	PO Box 378	New Salem, ND 58563	\$500 00 FFA National Convention Program Support
2/27/14	New Salem-Almont High School Wrestling Club	3325 54th Ave	New Salem, ND 58563	\$500 00 Program Support
9/9/14	North Dakota Community Foundation	PO Box 387	Bismarck, ND 58502	\$2,500 00 Bismarck Parkinson's Support Group
10/29/14	North Shore Health Care Foundation	PO Box 454	Grand Marais, MN 55604	\$2,500 00 Oral Health Task Force
8/18/11	Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$25,000 00 Youth In Philanthropy program
2/11/14	Northland Youth Music Program	9670 East Elm Rd	Poplar, WI 54864	\$1,000 00 Summer Music Education Program
11/18/14	NSA/New Salem Community Fitness Center	310 Elm Avenue	New Salem, ND 58563	\$25,000 00 Community Fitness Center
2/28/14	Pierz Food Shelf	224 Main St. S	Pierz, MN 56364	\$500 00 Food Share Month
4/4/14	Proctor Public Schools	131 9th AVE	Proctor, MN 55810	\$1,000 00 K-7 World Drumming Program



3/12/14	Quad City Food Shelf	P O Box 1015	Gilbert, MN 55741	\$750 00	Food Share Month
1/15/14	Regents of the University of Minnesota	UMD Sponsored Project Administration	Duluth MN 55812	\$7,859 00	Renewable Energy Teacher Work shop, 2015
2/18/14	Regents of the University of Minnesota	UMD Sponsored Project Administration	Duluth, MN 55812	\$7,859 00	Renewable Energy Teacher Work shop, 2014
8/19/14	Reef Arts Council	720 NW Conifer Drive	Grand Rapids, MN 55744	\$25,000 00	Reef Renovation and Expansion
2/28/14	Salem WEST/Salem Lutheran church	P O Box 100	Deerwood, MN 56444	\$1,000 00	New Salem WEST Delivery Truck
3/12/14	Salvation Army - Cloquet	316 Carlton Ave	Cloquet, MN 55800	\$500 00	Food Share Month
12/8/14	Salvation Army - Duluth	215 South 27th Ave W	Duluth MN 55816	\$2 850 00	Christmas for Teens
3/12/14	Salvation Army - Duluth	215 South 27th Ave W	Duluth, MN 55816	\$1,600 00	Food Share Month
11/20/14	Salvation Army - Morrison County	213 1st St SE	Little Falls, MN 56345	\$500 00	Holiday Gift Giving Program
9/19/14	Schroeder Area Historical Society	7932 West Highway 61 P O Box 337	Schroeder, MN 55613	\$1,000 00	2014 Operational Funding for Cross River Heritage Center
5/22/13	Science Museum of Minnesota	120 Kellogg Boulevard West	Saint Paul, MN 55104	\$33,000 00	Electricity Assembly Tour
10/29/14	Second Harvest North Central Food Bank	PO Box 5130	Grand Rapids, MN 55744	\$3,100 00	2014-15 Kids-Pack-to-Go Backpack Program
3/12/14	Second Harvest Northern Lakes Food Bank	4503 Airport Boulevard	Duluth, MN 55811	\$500 00	Food Share Month - Hermantown Food Shelf
9/8/14	St. Luke's Foundation	1000 E 1st St., Suite 102	Duluth, MN 55805	\$1,250 00	Peggy Hanson Don Shippard Award
10/22/14	Superior Math League	c/o David Weber	Superior, WI 54880	\$1,000 00	Superior Math League Funding for the 2014/2015 Season
11/18/14	The Salvation Army HeatShare	2445 Prior Ave	Roseville, MN 55113	\$25,000 00	HeatShare
3/7/14	Tower Food Shelf	414 Main St	Tower, MN 55790	\$750 00	Food Share Month
3/17/14	Tower-Soudan School	415 No 2nd Street	Tower, MN 55790	\$500 00	2014 Bicycle Safety Event
6/3/14	Two Harbors Police Department	613 3rd Avenue	Two Harbors, MN 55616	\$2,500 00	"The Bullycide Project" and "Stronger"
2/28/14	UBA	Po Box 218	Upsala, MN 56384	\$500 00	Sofball Park Improvements
1/20/14	UC Botics	415 South Main Street	Upsala, MN 56384	\$500 00	Robotics Program
5/20/14	UMD Swenson College of Science and Engineering	140 Engineering Building	Duluth, MN 55812	\$6,000 00	Engineering Scholarships
1/13/14	United Way - Crow Wing	424 NW 3rd St	Braunert, MN 56401	\$2,800 00	Annual Support
1/13/14	United Way - Mnsour Slope	515 N 4th St	Bismarck, ND 58502	\$2,000 00	Annual Support
1/13/14	United Way of 1,000 Lakes	350 NW 1st Ave., Suite A	Grand Rapids, MN 55744	\$32,100 00	Annual Support
1/13/14	United Way of Carlton County	202 Avenue C	Cloquet, MN 55720	\$8,700 00	Annual Support
1/13/14	United Way of Greater Duluth	424 W Superior St	Duluth, MN 55802	\$44,462 50	Annual Support
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1/13/14	United Way of Greater Duluth	424 W Superior St	Duluth, MN 55802	\$44,462.50	Annual Support
1/13/14	United Way of Greater Duluth	424 W Superior St	Duluth, MN 55802	\$44,462.50	Annual Support
1/13/14	United Way of Morrison County	107 SE 2nd St, Suite 104	Little Falls, MN 56345	\$15,450.00	Annual Support
1/13/14	United Way of Northeastern Minnesota, Inc	229 West Lake Street	Chisholm, MN 55719	\$31,100.00	Annual Support
3/26/14	Unity Family Healthcare/St Gabriel's Hospital	815 Second Street SE	Little Falls, MN 56345	\$1,000.00	Unity Family Hospice
11/26/14	VFW Hoyt Lakes	103 Yorkshire	Hoyt Lakes, MN 55750	\$1,500.00	Support for Veterans
12/8/14	Virginia Baseball Association, attn Mike Perala	706 8th Avenue South	Virginia, MN 55792	\$1,000.00	Uniform Replacements for Legion and VFW teams
3/12/14	William Kelley High School Robotics Team	137 Banks Blvd	Silver Bay, MN 55614	\$500.00	Robotics Team
12/2/14	Word of Life Baptist Church	208 Oak Street East	New Salem, ND 58563	\$700.00	Food Pantry
11/20/14	YMCA - Brainerd	602 Oak Street	Brainerd, MN 56401	\$1,000.00	Scholarships
5/20/14	YWCA	32 E 1st Street, Suite 202	Duluth, MN 55802	\$5,000.00	Advancing Health Equity for Very Low-income Families
				<u>\$970,566.00</u>	



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

NAME OF APPLICANT	ADDRESS	CITY, STATE, ZIP	GRANT	PURPOSE
Damiano of Duluth, Inc.	206 W 4th Street	Duluth, MN 55806	\$35,000	Meal Capacity Project
Duluth Superior Area Community Foundation	222 E Superior Street, Ste 302	Duluth, MN 55802	\$52,000	Community Involvement Scholarship
Duluth Superior Area Community Foundation	222 E Superior Street, Ste 302	Duluth, MN 55802	\$52,000	New Generation Scholarship
Ely School District	600 E Harvey Street	Ely, MN 55731	\$30,000	Baseball Field - Scoreboard
FIRST Robotics	200 Bedford Street	Manchester, NH 03101	\$10,000	Regional Competition
Northland Foundation	610 Sellwood Building	Duluth, MN 55802	\$25,000	Youth in Philanthropy
Science Museum of Minnesota	120 W Kellogg Blvd	St. Paul, MN 55102	\$33,000	Electricity Assembly Tour
United Way	Various		\$270,000	Annual Program Support
			<u>\$507,000</u>	